6 August 2026

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 8/2026 regarding the Related Party Transaction, the Offsetting Accumulated Losses, the Increase of the Registered Capital, the Allocation of Newly Issued Ordinary Shares to the Existing Shareholders in Proportion to Their Shareholdings (Rights Offering), and the Determination of the Date of the Extraordinary General Meeting of Shareholders No. 1/2026 (Revised)

To: The President
The Stock Exchange of Thailand

Attachment

1. Information Memorandum on a Connected Transaction of Preecha Group Public Company Limited and Subsidiary

   Subject: Acquisition of Land from a Connected Person

2. Capital Increase Form (F53-4)

3. Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Preecha Group Public Company Limited

Preecha Group Public Company Limited (the "**Company**") would like to notify the resolution of the Board of Directors Meeting No. 8/2026, held on 6 August 2026, which considered and approved important matters as follows;

1. The Meeting resolved to approve the connected transaction involving the acquisition of land from connected persons, as the Company and Subsidiary plans to develop several residential housing projects in the following locations: (1) Phimonrat, Nonthaburi; (2) Bang Saen, Chon Buri; (3) Rayong (Behind the Sports Stadium); and (4) Panthinya, Suwinthawong. The purpose of the acquisition is to increase the Company's sources of revenue. The land is situated in locations with strong development potential and is suitable for the development of low-rise residential real estate projects. The owners of the land qualify as "connected persons" under the criteria prescribed by the Office of the Securities and Exchange Commission (SEC). The details are as follows :

Consideration of the Connected Transaction	
Expected Date of Execution of the Land Sale and Purchase Agreement:	September 2026 – February 2028
Date of the Board Resolution:	6 August 2026
Parties Involved, Nature of the Relationship, and Nature of the Transaction	

Phimonrat Land, Nonthaburi	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Mr. Panya Tirakijpong **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version). **Nature of Relationship:** • Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Mr. Panya Tirakijpong is the elder brother of Ms. Thitima Tirakijpong and is a major shareholder of the Company, holding 30.77% of the Company's shares (direct shareholding: 19,731,364 shares, representing 5.87%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). **Details of Assets** • Number of land title deeds: 2 title deeds • Total area: 4,455 square wah (11 rai, 0 ngan, 55 square wah) • Total land purchase price: Not exceeding Baht 66.83 million • Land purchase price: Baht 15,000 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 2 plots of land located in Phimonrat, Nonthaburi, with a total area of 11 rai, 0 ngan, and 55 square wah. The agreed purchase price for the land shall not exceed Baht 66.83 million. • The government appraised value of the land ranges from Baht 2,000 to Baht 26,500 per square wah. The appraisal value assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 16,000 per square wah which was appraised on 10 June 2026.
Bang Saen Land, Chon Buri	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Ms. Thitima Tirakijpong **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version).

	Relationship Details:
	• Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%).
	• Ms. Thitima Tirakijpong is an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%).
	Details of Assets
	• Number of land title deeds: 3 title deeds
	• Total area: 3,157.1 square wah (7 rai, 3 ngan, 57.1 square wah), comprising:
	  ○ **Group 1 Land:** 1,651.4 square wah (4 rai, 0 ngan, 51.4 square wah)
	  ○ **Group 2 Land:** 1,505.7 square wah (3 rai, 3 ngan, 5.7 square wah)
	• Total land purchase price: Not exceeding Baht 60.11 million
	• Land purchase price:
	  ○ **Group 1 Land:** Baht 25,000 per square wah
	  ○ **Group 2 Land:** Baht 12,500 per square wah
	Nature of the Transaction
	• The Company and Subsidiary will acquire no more than 3 plots of land located in Bang Saen, Chon Buri, with a total area of 7 rai, 3 ngan, and 57.1 square wah. The agreed purchase price for the land shall not exceed Baht 60.11 million.
	• The government appraised value of the land ranges from Baht 7,000 to Baht 14,000 per square wah. The appraisal values assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), are approximately Baht 25,000 per square wah and Baht 16,000 per square wah for Group 1 Land and Group 2 Land, respectively which was appraised on 9 June 2026.

Rayong Land (Behind the Sports Stadium)	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Taihao Company Limited **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version).

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Relationship Details:

Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%).
Taihao Company Limited ("Taihao") has Ms. Thitima Tirakijpong as an authorized director and shareholder of Taihao, holding 50% of Taihao's shares.

Details of Assets

Number of land title deeds: 39 title deeds
Total area: 3,189.8 square wah (7 rai, 3 ngan, 89.8 square wah)
Total land purchase price: Not exceeding Baht 35.89 million
Land purchase price: Baht 11,250 per square wah

Nature of the Transaction

The Company and Subsidiary will acquire no more than 39 plots of land located in Rayong (Behind the Sports Stadium), with a total area of 7 rai, 3 ngan, and 89.8 square wah. The agreed purchase price for the land shall not exceed Baht 35.89 million.
The government appraised value of the land ranges from Baht 4,000 to Baht 16,000 per square wah. The appraisal value assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 11,371 per square wah on average which was appraised on 8 June 2026.

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<tr><td>Panthinya Land, Suwinthawong</td><td>
Land Purchaser: Preecha Group Public Company Limited and Subsidiary
Land Sellers:

Banlue Resort Company Limited
I Estate Company Limited
Seaside Resort Company Limited
Payut Company Limited
P.C.N. Housing Company Limited

Nature of Relationship: The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version).
Relationship Details:

Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect

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	shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Banlue Resort Company Limited ("Banlue Resort") has Ms. Thitima Tirakijpong as an authorized director and shareholder of Banlue Resort, holding 49.97% of Banlue Resort's shares. • I Estate Company Limited ("I Estate") has Ms. Thitima Tirakijpong as an authorized director and shareholder of I Estate, holding 47.50% of I Estate's shares. • Payut Company Limited ("Payut") has Ms. Thitima Tirakijpong as a shareholder of Payut, holding 50% of Payut's shares. • Seaside Resort Company Limited ("Seaside Resort") has Ms. Surapha Meksri (the mother of Ms. Thitima Tirakijpong) as an authorized director and shareholder of Seaside Resort, holding 98% of Seaside Resort's shares. • P.C.N. Housing Company Limited has Ms. Thitima Tirakijpong as an authorized director. **Details of Assets** • Number of land title deeds: 36 title deeds • Total area: 1,688.7 square wah (4 rai, 0 ngan, 88.7 square wah) • Total land purchase price: Not exceeding Baht 30.40 million • Land purchase price: Baht 18,000 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 36 plots of land located in Panthinya, Suwinthawong, with a total area of 4 rai, 0 ngan, and 88.7 square wah. The agreed purchase price for the land shall not exceed Baht 30.40 million. • The government appraised value of the land is Baht 16,000 per square wah. The appraisal value assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 18,882 per square wah on average which was appraised on 25 February 2026.
Objectives of the Transaction	- To increase the Company and Subsidiary 's sources of revenue. - The aforementioned land is located in a high-potential location and is suitable for the development of low-rise residential real estate projects.
Total Value	**Current Connected Transaction** Preecha Group Public Company Limited and Subsidiary intends to enter into a transaction to acquire four plots of land from connected persons, with the total value of the land acquisition transaction not exceeding Baht 193.22 million.

Payment Terms	**Payment Terms:** • A lump-sum payment shall be made on the date of registration of the transfer of ownership of the land. The payment shall be made by cashier's cheque payable to the sellers in an amount equivalent to 10% of the agreed land purchase price. The remaining balance shall be paid by promissory note bearing an interest rate of 5.50% per annum, with a term of 1 year. The total interest amount is calculated at Baht 9.57 million (based on the current interest rates applicable to the Company's borrowings from commercial banks and financial institutions, with the lowest interest rate being 6.60% per annum).
Transaction Size and Criteria Used for Determining the Total Transaction Value	**General Criteria for Calculating Transaction Value** As the Company and Subsidiary is engaged in the real estate development business, the acquisition of land for project development and subsequent sale is considered to be an ordinary course of business operation and is regarded as the procurement of raw materials for the Company's business operations. In calculating the transaction size, with reference to the reviewed consolidated financial statements of the Company and its subsidiaries as of 30 June 2026, the total transaction value amounted to Baht 193.22 million, representing 100.34% of the net asset value (the net asset value amounted to Baht 192.56 million). Therefore, the transaction is classified as a large-scale transaction under the criteria of the Stock Exchange of Thailand, as its value exceeds Baht 20 million or exceeds 3% of the net asset value (NA) (exceeding Baht 5.78 million). In order to comply with the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Connected Transactions, dated 19 December 2025, under which the Office of the Securities and Exchange Commission (SEC) revised the criteria for material transactions (Material Transaction: MT) and connected transactions (Related Party Transaction: RPT) of listed companies to align with current circumstances and international standards, as well as to enhance investor protection, the said Notification became effective on 1 July 2026. Accordingly, the Company and Subsidiary has not entered into any connected transactions with the same connected person or with related persons and close relatives of such person during the relevant period.
Source of Funds for the Land Acquisition	• The land purchase price shall be paid on the date of registration of the transfer of ownership. • 10% of the purchase price shall be paid by cashier's cheque using the working capital of the Company and/or its subsidiaries. The Company has sufficient funds to make such payment.

	• The remaining 90% of the purchase price shall be settled by a Promissory Note bearing interest at the rate of 5.50% per annum, with a term of one year. The Company will repay the Promissory Note from cash flows generated from its business operations. If such cash flows are insufficient, the Company may consider extending the maturity of the Promissory Note.
Business Plan Related to the Transaction	**Policies and Business Plans Related to the Transaction** The Company and Subsidiary 's policy is to focus on the development of residential real estate projects in high-potential locations with market demand. The Company and Subsidiary places importance on acquiring land with potential in terms of location, transportation accessibility, and development opportunities in order to generate appropriate revenue and long-term returns for shareholders. The acquisition of the land in this transaction forms part of the Company and Subsidiary 's land bank acquisition plan to support future project development in the following areas: Phimonrat, Nonthaburi; Bang Saen, Chon Buri; Rayong; and Panthinya, Suwinthawong. These locations are consistent with the Company's business expansion plan. The Company plans to gradually develop projects based on market conditions, availability of funding, and readiness in obtaining approvals from relevant authorities. The implementation timeline is expected to be as follows: 1. **Phimonrat Project, Nonthaburi** • Expected execution of the land sale and purchase agreement: In year 2026 • Expected project launch: In year 2027 2. **Bang Saen Project, Chon Buri** • Expected execution of the land sale and purchase agreement: In year 2026–2027 • Expected project launch: In year 2026–2028 3. **Rayong Project (Behind the Sports Stadium)** • Expected execution of the land purchase agreement: In year 2026 • Expected project launch: In year 2027 4. **Panthinya Suwinthawong Project** • Expected execution of the land sale and purchase agreement: In year 2027–2028 • Expected project launch: In year 2027–2028 **Strategy and Rationale for the Land Acquisition** The acquisition of the Panthinya project land is in line with the Company's strategy to accelerate the development of projects that can generate revenue and cash flow in the near term, thereby strengthening liquidity and supporting growth in operating performance.

The aforementioned land is ready for development, as infrastructure development has already been partially completed. This enables the Company and Subsidiary to reduce the time required for obtaining permits and coordinating with relevant government authorities, as well as shorten the project preparation period compared with commencing development on undeveloped land.

As a result, the Company and Subsidiary expects to commence project development and launch sales more quickly, which will accelerate revenue recognition and cash flow generation, improve capital utilization efficiency, and support the Company and Subsidiary 's long-term business plan.

Consideration of the Appropriateness of the Land Acquisition

The Company and Subsidiary have a process for sourcing and selecting land to support real estate project development as part of its ordinary course of business. The Company continuously studies and evaluates potential land from both external parties and connected persons by considering factors including location, size and characteristics of the land, development potential, project feasibility, purchase price and terms, investment returns, and other relevant factors before selecting suitable land for the Company and Subsidiary 's consideration process.

In the past, the Company and Subsidiary has considered various land plots in multiple locations, including acquisitions of land from external parties. In addition, several other land plots remain under evaluation and funding arrangement processes. This demonstrates that the Company continuously considers various investment alternatives and does not limit its investment opportunities only to land owned by connected persons.

The Board of Directors has considered and compared the land subject to this transaction with other alternatives currently under consideration, taking into account the suitability of the location, development potential, economic feasibility, transaction price and terms, as well as alignment with the Company's business plan. The Board of Directors is of the view that such land is appropriate and will generate the greatest benefit for the Company and its shareholders as a whole. The consideration of entering into this transaction is conducted in accordance with good corporate governance principles, and no special benefits have been granted to connected persons due to their relationship with the Company.

Market and Competition Analysis, Including Business Opportunities

Although the overall real estate business continues to be affected by economic conditions, interest rates, and consumer purchasing power, demand for residential properties in high-potential locations remains present, particularly in areas with community expansion, infrastructure development, and transportation connectivity.

The land to be acquired by the Company and Subsidiary has potential for residential project development as it is located in areas capable of

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Risk Factors or Events That May Affect the Ability to Proceed According to the Plan

The implementation of the projects may be affected by various factors, including:
• A slowdown in economic conditions and consumer purchasing power.
• Intense competition in the real estate industry.
• Changes in interest rates and financing costs.
• Delays in obtaining project development approvals or the transfer of land ownership.
• Changes in laws, regulations, or government measures related to the real estate business.
• Fluctuations in construction costs and construction material prices.
• Market condition risks that may affect the project launch or ownership transfer process, causing them to deviate from the planned schedule.

Contingency Plan in the Event That the Transaction Cannot Be Successfully Completed, Including Analysis of Potential Impacts

If the Company and or Subsidiary is unable to successfully complete the transaction, the Company and or Subsidiary will consider acquiring other land plots with potential and similar characteristics to support its project development plans and business expansion. The Company and or Subsidiary may also adjust the development sequence of projects currently under development or accelerate the development of projects for which the Company and Subsidiary already has available land.

However, the inability to complete this transaction may result in delays to the Company and Subsidiary ’s plans for expanding new projects and may partially affect future revenue growth. Nevertheless, the Company and Subsidiary has existing projects and land reserves that can support its ongoing business operations. Therefore, the Company and Subsidiary expects that such inability to complete the transaction will not have a material impact on the Company and Subsidiary ’s overall financial position or operating performance.</td></tr>
<tr><td>Material Pending Litigation or Claims</td><td>The Company and Subsidiary does not have any material pending litigation or claims that may affect the Company's business operations.</td></tr>
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Summary of Material Agreements Entered into During the Past Two Years	The Company and Subsidiary does not have any material agreements other than those entered into in the ordinary course of the Company's business operations.
Other Information That May Have a Material Impact on Investors' Decision-Making (if any)	- None -
Opinion of the Board of Directors	**Reasonableness and Benefits of the Transaction, Including Comparative Analysis with Transactions Conducted with External Parties** The Board of Directors has considered and determined that the acquisition of the land in this transaction is reasonable and beneficial to the Company and Subsidiary. This is because the Company and Subsidiary currently faces liquidity constraints and has the necessity to create additional sources of revenue to strengthen its financial position and long-term operating performance. The acquisition of the aforementioned land is therefore intended to secure land for future real estate project development, which is consistent with the Company's policies and business plans. Each land plot is located in a high-potential location and is suitable for project development. In addition, the purchase prices are not higher than the appraisal values assessed by independent appraisers approved by the Office of the Securities and Exchange Commission (SEC), and are considered appropriate when compared with market prices in the same or similar locations. Therefore, the Board of Directors is of the view that the transaction is conducted at market price, is reasonable, and will enhance opportunities for project development, generating revenue and returns for the Company and its shareholders in the future. **Risks or Potential Impacts Arising from the Transaction** The Board of Directors has considered that the risks arising from this transaction are at a manageable level. The key risks include fluctuations in economic conditions, demand for real estate, changes in interest rates, construction costs, and delays in project development or obtaining approvals from relevant authorities. However, the Company and Subsidiary has experience in real estate project development and has established risk management plans, including gradually developing projects in line with market conditions. Therefore, the Company and Subsidiary expects that such risks will not have a material impact on its financial position and operating performance.

	Appropriateness of the Price and Terms of the Transaction The Board of Directors is of the view that the purchase price and terms of entering into the transaction are appropriate and fair, as the purchase price is not higher than the appraisal value assessed by an independent appraiser and represents a price mutually agreed upon by the parties under normal commercial terms. In addition, the payment terms, which comprise partial payment of a deposit and settlement of the remaining balance through promissory notes bearing an interest rate close to the Company's cost of financing, are considered appropriate and do not result in any disadvantage to the Company when compared with transactions conducted with external parties. **Certification by the Board of Directors** The Board of Directors hereby certifies that it has carefully considered, reviewed, and scrutinized the details of the transaction with due care, prudence, and integrity. The Board of Directors is of the opinion that entering into the transaction is reasonable, conducted at market price and under normal commercial terms, and is in the best interests of the Company and its shareholders as a whole.
Opinion of the Audit Committee	**Opinion of the Audit Committee** The Audit Committee has considered the details of the transaction, supporting documents, and the appraisal opinions provided by the independent appraiser. The Audit Committee is of the view that entering into the transaction is reasonable, beneficial to the Company and Subsidiary ’s business operations, consistent with the Company and Subsidiary’s land acquisition plan to support future project development, and conducted under normal commercial terms. The purchase price is considered appropriate and is not higher than the appraisal value assessed by the independent appraiser. Therefore, the Audit Committee’s opinion is consistent with that of the Board of Directors in approving the entry into the transaction. The director with an interest in this connected transaction, namely Ms. Thitima Tirakijpong, who is a party to the transaction and/or a person related to the counterparty in accordance with the criteria under the Notification of the Capital Market Supervisory Board, did not participate in the consideration of this agenda item and abstained from voting at the Board of Directors’ meeting in which the transaction was considered and approved. This was to ensure that the consideration process was conducted transparently and independently, in accordance with good corporate governance principles and the relevant criteria of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

As the aggregate transaction size is classified as a large-scale transaction, the Company has resolved to submit the transaction to the shareholders' meeting for consideration and approval. The Company is also required to disclose the relevant information to the Stock Exchange of Thailand and appoint an Independent Financial

Advisor (IFA) (Asia Plus Securities Company Limited) to provide an opinion on the transaction. Furthermore, since the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 became effective, the Company has not entered into any connected transactions with the same connected person or with related persons, including close relatives of such person, prior to entering into this transaction.

2. It resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the transfer the statutory reserve of THB 13,287,118.97 and the share premium in the amount of THB 88,750,822.16 to compensate for the accumulated losses of the Company in accordance with the Company's financial statements for the accounting period ended 30 June 2026, which amounted to THB 253,826,261.28 Following such transfer the statutory reserve and transfer of the share premium to compensate for the accumulated losses, the Company will have accumulated losses in the amount of THB 151,788,320.15, and there will be no remaining share premium in the Company's financial statements.

3. It resolved to propose to the the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the registered capital of the Company in the amount of THB 840,000,000 from the original registered capital of THB 336,000,000 to the registered capital of THB 1,176,000,000 by issuing new ordinary 840,000,000 shares at a par value of THB 1.00 and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company. The details are as follows:

"Article 4

Registered capital of	THB 1,176,000,000	(One Billion One Hundred Seventy-Six million Baht)
divide into	1,176,000,000 shares	(One Billion One Hundred Seventy-Six million Baht)
With a par value of	THB 1.00	(One Baht)
Categorized into		
Ordinary shares	1,176,000,000 shares	(One Billion One Hundred Seventy-Six million shares)
Preference shares	-none-	-"

In this regard, the Board of Directors' meeting therefore proposed to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to sign any application or document relating to the registration of the amendment to the Company's Memorandum of Association, to file the registration of such amendment with the Department of Business Development, Ministry of Commerce ("**DBD-MOC**"), to amend or revise any application or statements contained in such documents in connection with the registration of the amendment to the Company's Memorandum of Association as required by the DBD-MOC, and to take any action as necessary and appropriate in connection with such registration in order to comply with the applicable laws, regulations, and interpretations of the relevant governmental authorities, as well as the recommendations or orders of the registrar or the competent officer.

4. It resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the allocation of not exceeding 840,000,000 newly issued ordinary shares of the Company, whether in a single offering or multiple offerings, at a par value of THB 1.00 per share, to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 2.5 newly issued ordinary shares. Any fraction resulting from the calculation based on the number of shares held by each shareholder shall be discarded. The offering price shall be THB 0.20 per share.

Since the Company has accumulated losses as shown in the Company's financial statements for the fiscal year ended December 31, 2025, which have been audited by the Company's certified auditor, and the Company's financial statements for the second quarter ended June 30, 2026, which have been reviewed by the Company's certified auditor, the Company may determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company. In this regard, the Company shall comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992), which provides that a company which has been in operation for not less than one year and has incurred losses may offer its shares at a price lower than the registered par value, provided that such offering has been approved by the shareholders' meeting and the discount rate has been clearly determined.

In the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company on this occasion, the newly issued ordinary shares will be offered to the existing shareholders in proportion to the number of shares held by each shareholder. Any fraction resulting from the calculation shall be discarded. The existing shareholders shall also be entitled to subscribe for the newly issued ordinary shares in excess of their respective rights (Oversubscription). The existing shareholders subscribing for the newly issued ordinary shares in excess of their respective rights shall be allocated such oversubscription shares only if there are shares remaining after the allocation to all existing shareholders who have fully subscribed for the shares allotted according to their respective rights.

In the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their respective shareholding proportion at the same price as the shares allotted according to their respective rights. In allocating such newly issued ordinary shares, the Company will continue to allocate the remaining shares until there are no newly issued ordinary shares remaining or until there is no shareholder wishing to subscribe for such newly issued ordinary shares. The details are as follows

(a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, more than or equal to the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate all such remaining shares to those who subscribe for the oversubscription shares and have fully paid the subscription price for such oversubscription shares in accordance with the number of shares for which they have expressed their intention to subscribe in excess of their respective rights;

(b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, less than the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe for the oversubscription shares according to the following procedures:

    (1) To allocate according to the existing shareholding proportion of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder; and

    (2) In the event that there are still shares remaining after the allocation under Clause (b)(1), the remaining shares shall be allocated to each subscriber of oversubscription shares who has not been fully allocated his or her subscribed shares by multiplying the existing shareholding proportion of each such subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder. In this regard, the allocation of oversubscription shares shall be repeated in

accordance with the procedure under this Clause until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner:

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, in the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company according to their respective shareholdings in the initial offering, the Company may consider determining a new Record Date and subscription period for the offering of such remaining shares to the existing shareholders of the Company in proportion to their respective shareholdings in the subsequent offering(s), whether in a single offering or multiple offerings. Alternatively, the Company may consider proposing to the Shareholders' Meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares that have not been allocated.

The Board of Directors' meeting resolved to determine September 21, 2026 as the date to determine the shareholders who are entitled to be allocated the newly issued ordinary shares to be offered to the existing shareholders in proportion to their respective shareholdings (Record Date), and to determine the subscription period for the newly issued ordinary shares of the Company from October 5, 2026 to October 9, 2026 (a total of five business days). Nevertheless, the entitlement to subscribe for the newly issued ordinary shares remains uncertain pending the approval of the Shareholders' Meeting.

In this regard, the Board of Directors' meeting therefore proposed to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to consider, determine, amend and revise the terms, conditions and details relating to the allocation of the newly issued ordinary shares, and to take any action as necessary and appropriate in connection with the allocation of the newly issued ordinary shares, including but not limited to the following actions:

(a) determine the details of the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering);

(b) determine or amend the method for the allocation of the newly issued ordinary shares, including whether the allocation shall be made in a single offering or multiple offerings, the offering ratio, the Record Date for determining the shareholders entitled to the allocation of the newly issued ordinary shares in proportion to their respective shareholdings, the subscription and payment dates and period, the offering period, the offering price, the payment method, and other details relating to the allocation and offering of the newly issued ordinary shares;

(c) sign applications for approval, applications for waiver, notices or any other documents relating to the allocation of the newly issued ordinary shares, including contacting, providing information and filing documents with the Securities and Exchange Commission Office ("**SEC**"), the Stock Exchange of Thailand ("**SET**"), Thailand Securities Depository Co., Ltd., the Department of Business Development, Ministry of Commerce ("**DBD-MOC**"), or any other relevant authorities, as well as listing the newly issued ordinary shares as listed securities on the SET; and

(d) take any other arrangements as necessary and appropriate in connection with the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in compliance with the applicable laws and regulations.

The details relating to the issuance, offering and allocation of the newly issued ordinary shares are set out in **Attachment 3** (Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares to the Existing Shareholders of the Company in Proportion to Their Shareholdings (Rights Offering)).

5. It resolved to approve the determination of the date of the Extraordinary General Meeting of Shareholders No. 1/2026 on September 14, 2026 at 10.30 a.m. at the Grand Panorama Room, 14th Floor, The Emerald Hotel, No. 99/1 Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400, by determining the shareholders who are entitled to attend the meeting on August 20, 2026 (Record Date), with the following agenda:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2026;

Agenda 2 To consider and approve the Related Party Transaction in relation to the acquisition of land from a related party;

Agenda 3	To consider and approve the transfer of the statutory reserve of THB 13,287,118.97 and the share premium in the amount of THB 88,750,822.16 to compensate for the accumulated losses of the Company as shown in the Company's separate financial statements for the accounting period ended June 30, 2026;
Agenda 4	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 consistent with the increase of the Company's registered capital;
Agenda 5	To consider and approve the allocation of the newly issued ordinary shares of the Company to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering); and
Agenda 6	Other business (if any)

In considering Agenda 4 and Agenda 5, these agenda items are interrelated and conditional upon each other. Accordingly, if either Agenda 4 or Agenda 5 is not approved by the Extraordinary General Meeting of Shareholders No. 1/2026, the remaining related agenda item(s) will not be further proposed for consideration by the Extraordinary General Meeting of Shareholders No. 1/2026, and any agenda item previously approved by the Shareholders' Meeting shall be deemed cancelled.

In this regard, the Board of Directors' meeting therefore proposed to the Shareholders' Meeting to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to amend and/or add the meeting agenda, as well as amend or change the date, time, venue and format of the Extraordinary General Meeting of Shareholders No. 1/2026, as it deems appropriate, by taking into consideration the benefits of and the impact on the shareholders.

Please be informed accordingly.

Yours sincerely,

(Mr. Varut Teymeya)
Director / Company Secretary

Information Memorandum on a Connected Transaction of Preecha Group Public Company Limited and Subsidiary

Subject: Acquisition of Land from a Connected Person

Whereas the Board of Directors of Preecha Group Public Company Limited (the "Company"), at its Meeting No. 8/2026 (the "Meeting") held on 6 August 2026, resolved to approve the Company and Subsidiary's entry into one connected transaction, namely the acquisition of four plots of land from a connected person. The transaction is considered to be in the ordinary course of the Company's business and is conducted at market price. Such transaction constitutes a connected transaction of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Connected Transactions, as it is a commercial transaction that is normally undertaken by a listed company or its subsidiary in the ordinary course of business.

In determining the transaction size, multiple connected transactions have been aggregated and treated as a single transaction. This includes transactions occurring since the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 became effective. Prior to entering into the present transaction, the Company and Subsidiary had not entered into any connected transaction with the same connected person or related persons, including close relatives of such person, nor does the calculation include any transaction that has already been approved by the shareholders' meeting.

The Meeting resolved to approve the connected transaction involving the acquisition of land from a connected person because the Company and Subsidiary plans to develop several residential housing projects in the following locations: (1) Phimonrat, Nonthaburi; (2) Bang Saen, Chon Buri; (3) Rayong (Behind the Sports Stadium); and (4) Panthinya, Suwinthawong. These projects are intended to expand the Company and Subsidiary 's sources of revenue. The subject land parcels possess strong development potential in terms of location and suitability for low-rise residential real estate projects. The landowners have relationships that qualify them as "connected persons" under the criteria prescribed by the Office of the Securities and Exchange Commission (SEC). The details are as follows:

Consideration of the Connected Transaction	
Expected Date of Execution of the Land Sale and Purchase Agreement:	September 2026 – February 2028
Date of the Board Resolution:	6 August 2026
Parties Involved, Nature of the Relationship, and Nature of the Transaction	
Phimonrat Land, Nonthaburi	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Mr. Panya Tirakijpong **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version). **Nature of Relationship:** • Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding

	30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Mr. Panya Tirakijpong is the elder brother of Ms. Thitima Tirakijpong and is a major shareholder of the Company, holding 30.77% of the Company's shares (direct shareholding: 19,731,364 shares, representing 5.87%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). **Details of Assets** • Number of land title deeds: 2 title deeds • Total area: 4,455 square wah (11 rai, 0 ngan, 55 square wah) • Total land purchase price: Not exceeding Baht 66.83 million • Land purchase price: Baht 15,000 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 2 plots of land located in Phimonrat, Nonthaburi, with a total area of 11 rai, 0 ngan, and 55 square wah. The agreed purchase price for the land shall not exceed Baht 66.83 million. • The government appraised value of the land ranges from Baht 2,000 to Baht 26,500 per square wah. The appraisal value assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 16,000 per square wah which was appraised on 10 June 2026.
Bang Saen Land, Chon Buri	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Ms. Thitima Tirakijpong **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version). **Relationship Details:** • Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Ms. Thitima Tirakijpong is an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). **Details of Assets** • Number of land title deeds: 3 title deeds • Total area: 3,157.1 square wah (7 rai, 3 ngan, 57.1 square wah), comprising:

	o **Group 1 Land:** 1,651.4 square wah (4 rai, 0 ngan, 51.4 square wah) o **Group 2 Land:** 1,505.7 square wah (3 rai, 3 ngan, 5.7 square wah) • Total land purchase price: Not exceeding Baht 60.11 million • Land purchase price: o **Group 1 Land:** Baht 25,000 per square wah o **Group 2 Land:** Baht 12,500 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 3 plots of land located in Bang Saen, Chon Buri, with a total area of 7 rai, 3 ngan, and 57.1 square wah. The agreed purchase price for the land shall not exceed Baht 60.11 million. • The government appraised value of the land ranges from Baht 7,000 to Baht 14,000 per square wah. The appraisal values assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), are approximately Baht 25,000 per square wah and Baht 16,000 per square wah for Group 1 Land and Group 2 Land, respectively which was appraised on 9 June 2026.
Rayong Land (Behind the Sports Stadium)	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Seller:** Taihao Company Limited **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version). **Relationship Details:** • Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Taihao Company Limited ("Taihao") has Ms. Thitima Tirakijpong as an authorized director and shareholder of Taihao, holding 50% of Taihao's shares. **Details of Assets** • Number of land title deeds: 39 title deeds • Total area: 3,189.8 square wah (7 rai, 3 ngan, 89.8 square wah) • Total land purchase price: Not exceeding Baht 35.89 million • Land purchase price: Baht 11,250 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 39 plots of land located in Rayong (Behind the Sports Stadium), with a total area of 7 rai, 3 ngan, and 89.8 square wah. The agreed purchase price for the land shall not exceed Baht 35.89 million. • The government appraised value of the land ranges from Baht 4,000 to Baht 16,000 per square wah. The appraisal value assessed by T.A.

	Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 11,371 per square wah on average which was appraised on 8 June 2026.
Panthinya Land, Suwinthawong	**Land Purchaser:** Preecha Group Public Company Limited and Subsidiary **Land Sellers:** • Banlue Resort Company Limited • I Estate Company Limited • Seaside Resort Company Limited • Payut Company Limited • P.C.N. Housing Company Limited **Nature of Relationship:** The authorized director is a connected person pursuant to Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992) (the former version). **Relationship Details:** • Preecha Group Public Company Limited has Ms. Thitima Tirakijpong as an authorized director and major shareholder of the Company, holding 30.98% of the Company's shares (direct shareholding: 20,445,162 shares, representing 6.09%; indirect shareholding through a related person, namely Neac Company Limited: 83,658,837 shares, representing 24.90%). • Banlue Resort Company Limited ("Banlue Resort") has Ms. Thitima Tirakijpong as an authorized director and shareholder of Banlue Resort, holding 49.97% of Banlue Resort's shares. • I Estate Company Limited ("I Estate") has Ms. Thitima Tirakijpong as an authorized director and shareholder of I Estate, holding 47.50% of I Estate's shares. • Payut Company Limited ("Payut") has Ms. Thitima Tirakijpong as a shareholder of Payut, holding 50% of Payut's shares. • Seaside Resort Company Limited ("Seaside Resort") has Ms. Surapha Meksri (the mother of Ms. Thitima Tirakijpong) as an authorized director and shareholder of Seaside Resort, holding 98% of Seaside Resort's shares. • P.C.N. Housing Company Limited has Ms. Thitima Tirakijpong as an authorized director. **Details of Assets** • Number of land title deeds: 36 title deeds • Total area: 1,688.7 square wah (4 rai, 0 ngan, 88.7 square wah) • Total land purchase price: Not exceeding Baht 30.40 million • Land purchase price: Baht 18,000 per square wah **Nature of the Transaction** • The Company and Subsidiary will acquire no more than 36 plots of land located in Panthinya, Suwinthawong, with a total area of 4 rai, 0 ngan, and 88.7 square wah. The agreed purchase price for the land shall not exceed Baht 30.40 million.

	• The government appraised value of the land is Baht 16,000 per square wah. The appraisal value assessed by T.A. Management Corporation (1999) Co., Ltd., which is a valuation company listed by the Office of the Securities and Exchange Commission (SEC), is approximately Baht 18,882 per square wah on average which was appraised on 25 February 2026.
Objectives of the Transaction	- To increase the Company and Subsidiary 's sources of revenue. - The aforementioned land is located in a high-potential location and is suitable for the development of low-rise residential real estate projects.
Total Value	**Current Connected Transaction** Preecha Group Public Company Limited and Subsidiary intends to enter into a transaction to acquire four plots of land from connected persons, with the total value of the land acquisition transaction not exceeding Baht 193.22 million.
Payment Terms	**Payment Terms:** A lump-sum payment shall be made on the date of registration of the transfer of ownership of the land. The payment shall be made by cashier's cheque payable to the sellers in an amount equivalent to 10% of the agreed land purchase price. The remaining balance shall be paid by promissory note bearing an interest rate of 5.50% per annum, with a term of 1 year. The total interest amount is calculated at Baht 9.57 million (based on the current interest rates applicable to the Company's borrowings from commercial banks and financial institutions, with the lowest interest rate being 6.60% per annum).
Transaction Size and Criteria Used for Determining the Total Transaction Value	**General Criteria for Calculating Transaction Value** As the Company and Subsidiary is engaged in the real estate development business, the acquisition of land for project development and subsequent sale is considered to be an ordinary course of business operation and is regarded as the procurement of raw materials for the Company's business operations. In calculating the transaction size, with reference to the reviewed consolidated financial statements of the Company and its subsidiaries as of 30 June 2026, the total transaction value amounted to Baht 193.22 million, representing 100.34% of the net asset value (the net asset value amounted to Baht 192.56 million). Therefore, the transaction is classified as a large-scale transaction under the criteria of the Stock Exchange of Thailand, as its value exceeds Baht 20 million or exceeds 3% of the net asset value (NA) (exceeding Baht 5.78 million). In order to comply with the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Connected Transactions, dated 19 December 2025, under which the Office of the Securities and Exchange Commission (SEC) revised the criteria for material transactions (Material Transaction: MT) and connected transactions (Related Party Transaction: RPT) of listed companies to align with current circumstances and international standards, as well as to enhance investor protection, the said Notification became effective on 1 July 2026. Accordingly, the Company and Subsidiary has not entered into any connected transactions with the same connected person or with related persons and close relatives of such person during the relevant period.
Source of Funds for the Land Acquisition	• The land purchase price shall be paid on the date of registration of the transfer of ownership.

	• 10% of the purchase price shall be paid by cashier's cheque using the working capital of the Company and/or its subsidiaries. The Company has sufficient funds to make such payment. • The remaining 90% of the purchase price shall be settled by a Promissory Note bearing interest at the rate of 5.50% per annum, with a term of one year. The Company will repay the Promissory Note from cash flows generated from its business operations. If such cash flows are insufficient, the Company may consider extending the maturity of the Promissory Note.
Business Plan Related to the Transaction	**Policies and Business Plans Related to the Transaction** The Company and Subsidiary 's policy is to focus on the development of residential real estate projects in high-potential locations with market demand. The Company and Subsidiary places importance on acquiring land with potential in terms of location, transportation accessibility, and development opportunities in order to generate appropriate revenue and long-term returns for shareholders. The acquisition of the land in this transaction forms part of the Company and Subsidiary 's land bank acquisition plan to support future project development in the following areas: Phimonrat, Nonthaburi; Bang Saen, Chon Buri; Rayong; and Panthinya, Suwinthawong. These locations are consistent with the Company's business expansion plan. The Company plans to gradually develop projects based on market conditions, availability of funding, and readiness in obtaining approvals from relevant authorities. The implementation timeline is expected to be as follows: 1. **Phimonrat Project, Nonthaburi** • Expected execution of the land sale and purchase agreement: In year 2026 • Expected project launch: In year 2027 2. **Bang Saen Project, Chon Buri** • Expected execution of the land sale and purchase agreement: In year 2026–2027 • Expected project launch: In year 2026–2028 3. **Rayong Project (Behind the Sports Stadium)** • Expected execution of the land purchase agreement: In year 2026 • Expected project launch: In year 2027 4. **Panthinya Suwinthawong Project** • Expected execution of the land sale and purchase agreement: In year 2027–2028 • Expected project launch: In year 2027–2028 **Strategy and Rationale for the Land Acquisition** The acquisition of the Panthinya project land is in line with the Company's strategy to accelerate the development of projects that can generate revenue and cash flow in the near term, thereby strengthening liquidity and supporting growth in operating performance. The aforementioned land is ready for development, as infrastructure development has already been partially completed. This enables the Company and Subsidiary to reduce the time required for obtaining permits and

coordinating with relevant government authorities, as well as shorten the project preparation period compared with commencing development on undeveloped land.

As a result, the Company and Subsidiary expects to commence project development and launch sales more quickly, which will accelerate revenue recognition and cash flow generation, improve capital utilization efficiency, and support the Company and Subsidiary 's long-term business plan.

Consideration of the Appropriateness of the Land Acquisition

The Company and Subsidiary have a process for sourcing and selecting land to support real estate project development as part of its ordinary course of business. The Company continuously studies and evaluates potential land from both external parties and connected persons by considering factors including location, size and characteristics of the land, development potential, project feasibility, purchase price and terms, investment returns, and other relevant factors before selecting suitable land for the Company and Subsidiary 's consideration process.

In the past, the Company and Subsidiary has considered various land plots in multiple locations, including acquisitions of land from external parties. In addition, several other land plots remain under evaluation and funding arrangement processes. This demonstrates that the Company continuously considers various investment alternatives and does not limit its investment opportunities only to land owned by connected persons.

The Board of Directors has considered and compared the land subject to this transaction with other alternatives currently under consideration, taking into account the suitability of the location, development potential, economic feasibility, transaction price and terms, as well as alignment with the Company's business plan. The Board of Directors is of the view that such land is appropriate and will generate the greatest benefit for the Company and its shareholders as a whole. The consideration of entering into this transaction is conducted in accordance with good corporate governance principles, and no special benefits have been granted to connected persons due to their relationship with the Company.

Market and Competition Analysis, Including Business Opportunities

Although the overall real estate business continues to be affected by economic conditions, interest rates, and consumer purchasing power, demand for residential properties in high-potential locations remains present, particularly in areas with community expansion, infrastructure development, and transportation connectivity.

The land to be acquired by the Company and Subsidiary has potential for residential project development as it is located in areas capable of supporting demand from target customer groups. In addition, the purchase price is considered appropriate when compared with the appraisal values assessed by independent appraisers. This provides the Company and Subsidiary with opportunities to develop projects with competitive cost structures and generate favorable returns in the future

<table>
<tr>
<td></td>
<td>Risk Factors or Events That May Affect the Ability to Proceed According to the Plan
The implementation of the projects may be affected by various factors, including:
A slowdown in economic conditions and consumer purchasing power.
Intense competition in the real estate industry.
Changes in interest rates and financing costs.
Delays in obtaining project development approvals or the transfer of land ownership.
Changes in laws, regulations, or government measures related to the real estate business.
Fluctuations in construction costs and construction material prices.
Market condition risks that may affect the project launch or ownership transfer process, causing them to deviate from the planned schedule.
Contingency Plan in the Event That the Transaction Cannot Be Successfully Completed, Including Analysis of Potential Impacts
If the Company and or Subsidiary is unable to successfully complete the transaction, the Company and or Subsidiary will consider acquiring other land plots with potential and similar characteristics to support its project development plans and business expansion. The Company and or Subsidiary may also adjust the development sequence of projects currently under development or accelerate the development of projects for which the Company and Subsidiary already has available land.
However, the inability to complete this transaction may result in delays to the Company and Subsidiary ’s plans for expanding new projects and may partially affect future revenue growth. Nevertheless, the Company and Subsidiary has existing projects and land reserves that can support its ongoing business operations. Therefore, the Company and Subsidiary expects that such inability to complete the transaction will not have a material impact on the Company and Subsidiary ’s overall financial position or operating performance.</td>
</tr>
<tr>
<td>Material Pending Litigation or Claims</td>
<td>The Company and Subsidiary does not have any material pending litigation or claims that may affect the Company's business operations.</td>
</tr>
<tr>
<td>Summary of Material Agreements Entered into During the Past Two Years</td>
<td>The Company and Subsidiary does not have any material agreements other than those entered into in the ordinary course of the Company's business operations.</td>
</tr>
<tr>
<td>Other Information That May Have a Material Impact on Investors’ Decision-Making (if any)</td>
<td>- None -</td>
</tr>
<tr>
<td>Opinion of the Board of Directors</td>
<td>Reasonableness and Benefits of the Transaction, Including Comparative Analysis with Transactions Conducted with External Parties
The Board of Directors has considered and determined that the acquisition of the land in this transaction is reasonable and beneficial to the Company and Subsidiary. This is because the Company and Subsidiary currently faces liquidity</td>
</tr>
</table>

constraints and has the necessity to create additional sources of revenue to strengthen its financial position and long-term operating performance. The acquisition of the aforementioned land is therefore intended to secure land for future real estate project development, which is consistent with the Company's policies and business plans.

Each land plot is located in a high-potential location and is suitable for project development. In addition, the purchase prices are not higher than the appraisal values assessed by independent appraisers approved by the Office of the Securities and Exchange Commission (SEC), and are considered appropriate when compared with market prices in the same or similar locations.

Therefore, the Board of Directors is of the view that the transaction is conducted at market price, is reasonable, and will enhance opportunities for project development, generating revenue and returns for the Company and its shareholders in the future.

Risks or Potential Impacts Arising from the Transaction

The Board of Directors has considered that the risks arising from this transaction are at a manageable level. The key risks include fluctuations in economic conditions, demand for real estate, changes in interest rates, construction costs, and delays in project development or obtaining approvals from relevant authorities.

However, the Company and Subsidiary has experience in real estate project development and has established risk management plans, including gradually developing projects in line with market conditions. Therefore, the Company and Subsidiary expects that such risks will not have a material impact on its financial position and operating performance.

Appropriateness of the Price and Terms of the Transaction

The Board of Directors is of the view that the purchase price and terms of entering into the transaction are appropriate and fair, as the purchase price is not higher than the appraisal value assessed by an independent appraiser and represents a price mutually agreed upon by the parties under normal commercial terms. In addition, the payment terms, which comprise partial payment of a deposit and settlement of the remaining balance through promissory notes bearing an interest rate close to the Company's cost of financing, are considered appropriate and do not result in any disadvantage to the Company when compared with transactions conducted with external parties.

Certification by the Board of Directors

The Board of Directors hereby certifies that it has carefully considered, reviewed, and scrutinized the details of the transaction with due care, prudence, and integrity. The Board of Directors is of the opinion that entering into the transaction is reasonable, conducted at market price and under normal commercial terms, and is in the best interests of the Company and its shareholders as a whole.

Opinion of the Audit Committee	**Opinion of the Audit Committee** The Audit Committee has considered the details of the transaction, supporting documents, and the appraisal opinions provided by the independent appraiser. The Audit Committee is of the view that entering into the transaction is reasonable, beneficial to the Company and Subsidiary ’s business operations, consistent with the Company and Subsidiary’s land acquisition plan to support future project development, and conducted under normal commercial terms. The purchase price is considered appropriate and is not higher than the appraisal value assessed by the independent appraiser. Therefore, the Audit Committee’s opinion is consistent with that of the Board of Directors in approving the entry into the transaction. The director with an interest in this connected transaction, namely Ms. Thitima Tirakijpong, who is a party to the transaction and/or a person related to the counterparty in accordance with the criteria under the Notification of the Capital Market Supervisory Board, did not participate in the consideration of this agenda item and abstained from voting at the Board of Directors’ meeting in which the transaction was considered and approved. This was to ensure that the consideration process was conducted transparently and independently, in accordance with good corporate governance principles and the relevant criteria of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

As the aggregate transaction size is classified as a large-scale transaction, the Company has resolved to submit the transaction to the shareholders' meeting for consideration and approval. The Company is also required to disclose the relevant information to the Stock Exchange of Thailand and appoint an Independent Financial Advisor (IFA) (Asia Plus Securities Company Limited) to provide an opinion on the transaction. Furthermore, since the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 became effective, the Company has not entered into any connected transactions with the same connected person or with related persons, including close relatives of such person, prior to entering into this transaction.

Please be informed accordingly.

Yours sincerely,
Preecha Group Public Company Limited

(Mr. Varut Teymeya)
Director / Company Secretary

(F 53-4)

Attachment 2

Capital Increase Report Form

Preecha Group Public Company Limited

6 August 2026

Preecha Group Public Company Limited (the "**Company**") would like to report the resolution of the Board of Directors Meeting No. 8/2026, which was convened on 6 August 2026 at 15.00 pm., regarding the capital increase and allocation of newly issued ordinary shares. The details are as follows:

1. Capital Increase

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the registered capital of the Company in the amount of THB 840,000,000 from the original registered capital of THB 336,000,000 to the new registered capital of THB 1,176,000,000 by issuing not exceeding 840,000,000 newly issued ordinary shares with a par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). The capital increase shall be made as follows:

Capital increase	Category of shares	No. of shares (shares)	Par value (THB per share)	Total (THB)
☑ Specifying the purpose of utilizing funds	Common share	Not exceed 840,000,000 shares	1.00	840,000,000 Baht
	Preferred shares	-	-	-
☐ General power of attorney	Common share	-	-	-
(General Mandate)	Preferred shares	-	-	-

2. Allocation of new shares

2.1 Specifying the purpose of utilizing funds

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
The existing shareholders of the Company	Not exceeding 840,000,000	1:2.5	0.2	October 5, 2026 to October 9,	Please consider Remark

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
	shares			2026	below

Remark: The Board of Directors' Meeting No. 8/2026 of the Company, held on August 6, 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026, to be held on September 14, 2026, to consider and approve the increase of the registered capital of the Company in the amount of THB 840,000,000 from the original registered capital of THB 336,000,000 to the registered capital of THB 1,176,000,000 by issuing not exceeding 840,000,000 newly issued ordinary shares with a par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), whether in a single offering or multiple offerings, at the allocation ratio of 1 existing ordinary share to 2.5 newly issued ordinary shares (any fraction resulting from the calculation based on the number of shares held by each shareholder shall be discarded), at the offering price of THB 0.20 per share.

Since the Company has accumulated losses as shown in the Company's financial statements for the fiscal year ended December 31, 2025, which have been audited by the Company's certified auditor, and the Company's financial statements for the second quarter ended June 30, 2026, which have been reviewed by the Company's certified auditor, the Company may determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company. In this regard, the Company shall comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992), which provides that a company which has been in operation for not less than one year and has incurred losses may offer its shares at a price lower than the registered par value, provided that such offering has been approved by the shareholders' meeting and the discount rate has been clearly determined.

In the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company on this occasion, the newly issued ordinary shares will be offered to the existing shareholders in proportion to the number of shares held by each shareholder. Any fraction resulting from the calculation shall be discarded. The existing shareholders shall also be entitled to subscribe for the newly issued ordinary shares in excess of their respective rights (Oversubscription). The existing shareholders subscribing for the newly issued ordinary shares in excess of their respective rights shall be allocated such oversubscription shares only if there are shares remaining after the allocation to all existing shareholders who have fully subscribed for the shares allotted according to their respective rights.

In the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their respective shareholding proportion at the same price as the shares allotted according to their respective rights. In allocating such newly issued ordinary shares, the Company will continue to allocate the remaining shares until there are no newly issued ordinary shares remaining or until there is no shareholder wishing to subscribe for such newly issued ordinary shares. The details are as follows:

(a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, more than or equal to the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate all such remaining shares to those who subscribe for the oversubscription shares and have fully paid the subscription price for such oversubscription shares in accordance with the number of shares for which they have expressed their intention to subscribe in excess of their respective rights;

(b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, less than the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe for the oversubscription shares according to the following procedures;

(1) To allocate according to the existing shareholding proportion of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder; and

(2) In the event that there are still shares remaining after the allocation under Clause (b)(1), the remaining shares shall be allocated to each subscriber of oversubscription shares who has not been fully allocated his or her subscribed shares by multiplying the existing shareholding proportion of each such subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder. In this regard, the allocation of oversubscription shares shall be repeated in accordance with the procedure under this Clause until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner:

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, in the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company according to their respective shareholdings in the initial offering, the Company may consider determining a new Record Date and subscription period for the offering of such remaining shares to the existing shareholders of the Company in proportion to their respective shareholdings in the subsequent offering(s), whether in a single offering or multiple offerings. Alternatively, the Company may consider proposing to the Shareholders' Meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares that have not been allocated.

The Board of Directors' meeting resolved to determine September 21, 2026 as the date to determine the shareholders who are entitled to be allocated the newly issued ordinary shares to be offered to the existing shareholders in proportion to their respective shareholdings (Record Date), and to determine the subscription period for the newly issued ordinary shares of the Company from October 5, 2026 to October 9, 2026 (a total of five business days). Nevertheless, the entitlement to subscribe for the newly issued ordinary shares remains uncertain pending the approval of the Shareholders' Meeting.

In this regard, the Board of Directors' meeting therefore proposed to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to consider, determine, amend and revise the terms, conditions and details relating to the allocation of the newly issued ordinary shares, and to take any action as necessary and appropriate in connection with the allocation of the newly issued ordinary shares, including but not limited to the following actions:

(a) determine the details of the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering);

(b) determine or amend the method for the allocation of the newly issued ordinary shares, including whether the allocation shall be made in a single offering or multiple offerings, the offering ratio, the Record Date for determining the shareholders entitled to the allocation of the newly issued ordinary shares in proportion to their respective shareholdings, the subscription and payment dates and period, the offering period, the offering price, the payment method, and other details relating to the allocation and offering of the newly issued ordinary shares;

(c) sign applications for approval, applications for waiver, notices or any other documents relating to the allocation of the newly issued ordinary shares, including contacting, providing information and filing documents with the Securities and Exchange Commission Office ("**SEC**"), the Stock Exchange of Thailand ("**SET**"), Thailand Securities Depository Co., Ltd., the Department of Business Development, Ministry of Commerce ("**DBD-MOC**"), or any other relevant authorities, as well as listing the newly issued ordinary shares as listed securities on the SET; and

(d) take any other arrangements as necessary and appropriate in connection with the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in compliance with the applicable laws and regulations.

2.1.1 The Company's Procedures in the Event of Fractional Shares

In the event that there are fractions of shares from the allocation of the newly issued ordinary shares to the shareholder proportionate to their shareholding, all shares shall be discarded.

2.2 General Mandate

-N/A-

3. Schedule the date of the Shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The date of the Extraordinary General Meeting of Shareholders No. 1/2026 is to be held on September 14, 2026, at 10.30 a.m. at the Grand Panorama Room, 14th Floor, The Emerald Hotel, No. 99/1 Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400, by specifying the name of shareholders who are entitled to attend the meeting on August 20, 2026 (Record Date).

4. Applying for a capital increase / allocation of newly issued shares to the relevant government agencies and conditions for permission (if any)

1. The Company must submit an application for registration of increase of capital, paid-up capital, and amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce; and

2. The Company must submit an application to the SET to approve the listing of newly increased shares on the Stock Exchange of Thailand (SET).

5. Objectives of the capital increase

In the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), the Company has the following objectives and plan for the utilization of the proceeds:

Objectives of the Utilization of Proceeds	Approximate Amount of Proceeds to be Utilized	Expected Period for the Utilization of Proceeds
1. To be used as working capital and to enhance the liquidity of the business operations of the Company and/or its subsidiaries, including to support the ordinary course of business in the Company's core businesses and related businesses, as well as to support the continuation and expansion of the Company's businesses relating to its business operations, and as working capital for the Company's business.	Not exceeding 68 million Baht	Within 18 months from the date of receipt of the proceeds from the capital increase.

2. To repay the indebtedness of the Company and/or its subsidiaries.	Not exceeding 100 million Baht	Within 18 months from the date of receipt of the proceeds from the capital increase.
Total	Not exceeding 168 million Baht	

The Company expects to gradually utilize the proceeds from the capital increase within 18 months from the date of receipt of the proceeds from the offering of the newly issued ordinary shares. However, the above objectives of the utilization of proceeds and the approximate amount of proceeds to be utilized may be adjusted as necessary and appropriate in accordance with the Company's business operation plan, investment plan, project development plan and liquidity management plan. Any such adjustment shall remain within the scope of the proceeds utilization approved by the Shareholders' Meeting and shall be made for the best interests of the Company and its shareholders.

In the event that the Company receives proceeds from the offering of the newly issued ordinary shares in an amount lower than expected due to the shareholders not fully subscribing for all of the newly issued ordinary shares offered, the Company will consider adjusting its utilization of proceeds plan to be consistent with the actual proceeds received. Nevertheless, the proceeds will continue to be utilized in accordance with the objectives disclosed above.

Remark:

The above utilization of proceeds plan is only a preliminary estimate prepared based on the Company's business plan and the information available as of the date of this Information Memorandum. The actual proceeds received, the timing of the utilization of proceeds and the amount of proceeds utilized by the Company may differ from the above utilization plan depending on economic conditions, market conditions, investment opportunities and the appropriateness of the Company's business operations. Nevertheless, the utilization of proceeds will remain within the scope of the objectives disclosed above.

6. Benefits for the company will receive from the capital increase / allotment of new shares

1. The Company will have enhanced financial liquidity from the proceeds of the capital increase, which will be utilized as working capital for its business operations. This will enable the Company to maintain sufficient working capital to support the continuous implementation of its business plan, while strengthening its overall financial position and stability.

2. This capital increase will enhance the Company's readiness to conduct its business and strengthen its business capabilities, thereby supporting the Company in establishing a stable and sustainable revenue base in both the short term and the long term, enhancing its ability to generate profits, and creating appropriate returns for its shareholders over the long term.

3. The proceeds from the capital increase will strengthen the Company's ability to fulfill its financial obligations, including the repayment of principal and interest in respect of indebtedness incurred in the ordinary course of business. This will further strengthen the Company's financial position and support the continuous growth of its operating results in the future.

7. Benefits which the shareholders will receive from the capital increase / share allotment

1. **Dividend Policy**

   The Company has a policy to pay dividends to its shareholders at a rate of not less than 40% of the net profit as shown in the consolidated financial statements after deduction of all reserves required under the Company's Articles of Association and applicable laws. However, the payment of dividends shall depend on the Company's investment plan, business expansion plan, and other future necessities and appropriateness, provided that such dividend payment shall not materially affect the Company's normal business operations.

2. The proceeds from this capital increase will be utilized as working capital for the Company's business operations and to strengthen the Company's financial position, thereby enhancing the Company's operational capability and supporting its future business growth. In this regard, if the Company achieves satisfactory operating results and financial position in accordance with its targets, the shareholders may have the opportunity to receive returns in the form of dividends in accordance with the Company's dividend policy.

For this instance, shareholders who purchase allocated the newly issued ordinary shares which have been registered as a shareholder of the Company and shareholders who exercise the right under NBC-W2 Warrants to purchase ordinary shares will be entitled to receive dividends when the Company declares the same dividends as the existing shareholders of the Company.

8. Other details necessary for shareholders to support their decision to approve the capital increase / allotment of new shares.

Please consider the terms, conditions and other details set out in the Information Memorandum on the Allocation of Newly Issued Ordinary Shares to the Existing Shareholders of Preecha Group Public Company Limited in Proportion to Their Shareholdings (Rights Offering), as set out in Attachment 3.

9. The schedule of actions in the event that the Board of Directors Resolution to increase the capital / allot new shares.

No.	Procedures	Date
1.	The Board of Directors' meeting No. 8/2026	August 6, 2026
2.	The date to determine the name of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2026 (Record Date)	August 20, 2026

No.	Procedures	Date
3.	The date of the Extraordinary General Meeting of Shareholders No.1/2026	September 14, 2026
4.	To register the resolution to increase registered capital and amend the Memorandum of Association of the Company with Ministry of Commerce.	With in 14 days from the date of the Shareholders' meeting has approved the matters
5.	The date for determining the name of shareholders entitled to receive the allocation of new ordinary shares (Rights Offering) (Record Date).	September 21, 2026
6.	Subscription period for new ordinary shares.	October 5, 2026 to October 9, 2026
7.	To register the paid-up capital with the Ministry of Commerce.	within 14 days from the date that the Company receives payment for the newly issued ordinary shares
8.	To list the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding on the Stock Exchange of Thailand (SET)	within 30 days from the date on which the Company issues the newly issued ordinary shares

Remark: The above timetable may be subject to change.

The Company certifies that the information in this report is accurate and complete in all respects.

Yours sincerely,

Thitima T.

(Miss Thitima Tirakijpong)
Director

(Mr. Warut Temee)
Director and Company Secretary

Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Preecha Group Public Company Limited

The Board of Directors' Meeting No. 8/2026 of Preecha Group Public Company Limited (the "**Company**"), held on August 6, 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026, to be held on September 14, 2026, to consider and approve the increase of the registered capital of the Company in the amount of THB 840,000,000 from the original registered capital of THB 336,000,000 to the new registered capital of THB 1,176,000,000 by issuing not exceeding 840,000,000 newly issued ordinary shares with a par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). The details of the capital increase and the offering of the newly issued ordinary shares are as follows:

1. Details of the newly issued shares

The Company will offer 840,000,000 newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), whether in a single offering or multiple offerings, at the allocation ratio of 1 existing ordinary share to 2.5 newly issued ordinary shares (any fraction resulting from the calculation based on the number of shares held by each shareholder shall be discarded), at the offering price of THB 0.20 per share.

Since the Company has accumulated losses as shown in the Company's financial statements for the fiscal year ended December 31, 2025, which have been audited by the Company's certified auditor, and the Company's financial statements for the second quarter ended June 30, 2026, which have been reviewed by the Company's certified auditor, the Company may determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company. In this regard, the Company shall comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992), which provides that a company which has been in operation for not less than one year and has incurred losses may offer its shares at a price lower than the registered par value, provided that such offering has been approved by the shareholders' meeting and the discount rate has been clearly determined.

In the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company on this occasion, the newly issued ordinary shares will be offered to the existing shareholders in proportion to the number of shares held by each shareholder. Any fraction resulting from the calculation shall be discarded. The existing shareholders shall also be entitled to subscribe for the newly issued ordinary shares in excess of their respective rights (Oversubscription). The existing shareholders subscribing for the newly issued ordinary shares in excess of their respective rights shall be allocated such oversubscription shares only if there are shares remaining after the allocation to all existing shareholders who have fully subscribed for the shares allotted according to their respective rights.

In the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their respective shareholding proportion at the same price as the shares allotted according to their respective rights. In allocating such newly issued ordinary shares, the Company will continue to allocate the remaining shares until there are no newly issued ordinary shares remaining or until there is no shareholder wishing to subscribe for such newly issued ordinary shares. The details are as follows:

(a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, more than or equal to the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate all such remaining shares to those who subscribe for the oversubscription shares and have fully paid the subscription price for such oversubscription shares in accordance with the number of shares for which they have expressed their intention to subscribe in excess of their respective rights;

(b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) in the first round, less than the number of shares that the existing shareholders subscribe for in excess of their respective rights according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe for the oversubscription shares according to the following procedures;

(1) To allocate according to the existing shareholding proportion of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder; and

(2) In the event that there are still shares remaining after the allocation under Clause (b)(1), the remaining shares shall be allocated to each subscriber of oversubscription shares who has not been fully allocated his or her subscribed shares by multiplying the existing shareholding proportion of each such subscriber by the number of remaining shares. The result shall be the number of shares to which each subscriber of oversubscription shares is entitled. Any fraction resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and fully paid for by each shareholder. In this regard, the allocation of oversubscription shares shall be repeated in accordance with the procedure under this Clause until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner:

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, in the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company according to their respective shareholdings in the initial offering, the Company may consider determining a new Record Date and subscription period for the offering of such remaining shares to the existing shareholders of the Company in proportion to their respective shareholdings in the subsequent offering(s), whether in a single offering or multiple offerings. Alternatively, the Company may consider proposing to the Shareholders' Meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares that have not been allocated.

The Board of Directors' meeting resolved to determine September 21, 2026 as the date to determine the shareholders who are entitled to be allocated the newly issued ordinary shares to be offered to the existing shareholders in proportion to their respective shareholdings (Record Date), and to determine the subscription period for the newly issued ordinary shares of the Company from October 5, 2026 to October 9, 2026 (a total of five business days). Nevertheless, the entitlement to subscribe for the newly issued ordinary shares remains uncertain pending the approval of the Shareholders' Meeting.

In this regard, the Board of Directors' meeting therefore proposed to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to consider, determine, amend and revise the terms, conditions and details relating to the allocation of the newly issued ordinary shares, and to take any action as necessary and appropriate in connection with the allocation of the newly issued ordinary shares, including but not limited to the following actions:

(a) determine the details of the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering);

(b) determine or amend the method for the allocation of the newly issued ordinary shares, including whether the allocation shall be made in a single offering or multiple offerings, the offering ratio, the Record Date for determining the shareholders entitled to the allocation of the newly issued ordinary shares in proportion to their respective shareholdings, the subscription and payment dates and period, the offering period, the offering price, the payment method, and other details relating to the allocation and offering of the newly issued ordinary shares;

(c) sign applications for approval, applications for waiver, notices or any other documents relating to the allocation of the newly issued ordinary shares, including contacting, providing information and filing documents with the Securities and Exchange Commission Office (“**SEC**”), the Stock Exchange of Thailand (“**SET**”), Thailand Securities Depository Co., Ltd., the Department of Business Development, Ministry of Commerce (“**DBD-MOC**”), or any other relevant authorities, as well as listing the newly issued ordinary shares as listed securities on the SET; and

(d) take any other arrangements as necessary and appropriate in connection with the allocation of the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in compliance with the applicable laws and regulations.

2. Objective of the capital increase and fund utilization plan

In the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), the Company has the following objectives and plan for the utilization of the proceeds:

Objectives of the Utilization of Proceeds	Approximate Amount of Proceeds to be Utilized	Expected Period for the Utilization of Proceeds
1. To be used as working capital and to enhance the liquidity of the business operations of the Company and/or its	Not exceeding 68 million Baht	Within 18 months from the date of receipt of the

subsidiaries, including to support the ordinary course of business in the Company's core businesses and related businesses, as well as to support the continuation and expansion of the Company's businesses relating to its business operations, and as working capital for the Company's business.		proceeds from the capital increase.
2. To repay the indebtedness of the Company and/or its subsidiaries.	Not exceeding 100 million Baht	Within 18 months from the date of receipt of the proceeds from the capital increase.
Total	Not exceeding 168 million Baht	

The Company expects to gradually utilize the proceeds from the capital increase within 18 months from the date of receipt of the proceeds from the offering of the newly issued ordinary shares. However, the above objectives of the utilization of proceeds and the approximate amount of proceeds to be utilized may be adjusted as necessary and appropriate in accordance with the Company's business operation plan, investment plan, project development plan and liquidity management plan. Any such adjustment shall remain within the scope of the proceeds utilization approved by the Shareholders' Meeting and shall be made for the best interests of the Company and its shareholders.

In the event that the Company receives proceeds from the offering of the newly issued ordinary shares in an amount lower than expected due to the shareholders not fully subscribing for all of the newly issued ordinary shares offered, the Company will consider adjusting its utilization of proceeds plan to be consistent with the actual proceeds received. Nevertheless, the proceeds will continue to be utilized in accordance with the objectives disclosed above.

Remark:

The above utilization of proceeds plan is only a preliminary estimate prepared based on the Company's business plan and the information available as of the date of this Information Memorandum. The actual proceeds received, the timing of the utilization of proceeds and the amount of proceeds utilized by the Company may differ from the above utilization plan depending on economic conditions, market conditions, investment opportunities and the appropriateness of the Company's business operations. Nevertheless, the utilization of proceeds will remain within the scope of the objectives disclosed above.

3. The impact on the existing shareholders from the issuance and offering of newly issued ordinary shares to the existing shareholders

3.1 Effect on the proportion of shareholding (Control Dilution)

1. In the event that all existing shareholders fully subscribe for the newly issued ordinary shares in proportion to their respective shareholdings, there will be no effect on the shareholding structure of the Company, and the existing shareholders will not be subject to any dilution in their shareholding. In the event that none of the existing shareholders exercises the right to subscribe for the newly issued ordinary shares, the Company will

reduce its registered capital by cancelling the remaining newly issued ordinary shares. As a result, the number of issued and paid-up shares will remain unchanged and there will be no impact on the shareholding structure of the Company.

2. If, following the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings, a shareholder elects not to exercise any of its subscription rights, while the other shareholders fully exercise their subscription rights and/or subscribe for the newly issued ordinary shares in excess of their respective rights (Oversubscription), the shareholder who does not exercise such rights will be subject to dilution of voting rights (Control Dilution). The calculation is as follows:

Control Dilution $= \dfrac{\text{Number of Rights Offering Shares}}{\text{(Total Number of Issued and Paid-up Shares + Number of Rights Offering Shares)}}$

$= \dfrac{840{,}000{,}000}{336{,}000{,}000 + 840{,}000{,}000}$

= **1.4% (one point four percent)**

3.2 Effect on the Market Price of the Shares (Price Dilution)

Price Dilution $= \dfrac{\text{(Market Price before the Offering − Market Price after the Offering)}}{\text{Market Price before the Offering}}$

$= \dfrac{0.45 - 0.20}{0.45}$

= 0.56% (zero point five six percent)

Market Price after the Offering $= \dfrac{\text{(Market Price before the Offering × Total Number of Issued and Paid-up Shares) + (Rights Offering Price × Number of Rights Offering Shares)}}{\text{(Total Number of Issued and Paid-up Shares + Number of Rights Offering Shares)}}$

$= \dfrac{(0.45 \times 336{,}000{,}000) + (0.20 \times 840{,}000{,}000)}{336{,}000{,}000 + 840{,}000{,}000}$

= 0.27 bath

3.3 Effect on Earnings per Share (Earnings per Share Dilution)

The Company is unable to calculate the effect on earnings per share (Earnings per Share Dilution) because the Company incurred a net loss from its operations for the year 2025.

4. The opinion of the Board of Directors

4.1 Reasons and necessity of the capital increase.

The Board of Directors is of the opinion that the Company has a necessity to increase its registered capital to accommodate the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), which is considered an appropriate financing alternative under the current circumstances of the Company. Such capital increase will enhance the Company's flexibility and efficiency in raising funds, enabling the Company to promptly adapt and respond to changes in the capital market and the rapidly changing economic environment.

This capital increase will strengthen the Company's financial liquidity and enhance its readiness to utilize the proceeds to support its business operations and future business expansion as and when appropriate and necessary. In addition, it will strengthen the stability and long-term financial position of the Company, thereby supporting the Company's business potential, generating favorable returns for the Company and its shareholders in the future, and providing a source of funds for the repayment of the Company's indebtedness, as appropriate.

The proceeds from the offering of the newly issued ordinary shares will be utilized for the purposes set out in Item 2 above.

4.2 The possibility of fund utilizing plan

The Company expects to issue the newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). The proceeds received from such capital increase will be utilized for the purposes set out in Item 2 above.

4.3 The reasonableness of the capital increase, plan to use the proceeds from the share offering and the project that will be implemented including the adequacy of the funding source.

The Board of Directors is of the opinion that the proposed capital increase is reasonable and is in the best interests of the Company and its shareholders. The proposed capital increase is consistent with the Company's business plan and the objectives for the utilization of the proceeds as disclosed. The Board of Directors further believes that the proceeds expected to be received from the offering of the newly issued ordinary shares will be sufficient to support the Company's planned utilization of proceeds.

However, if the proceeds received from the capital increase are insufficient to fully fund the Company's planned budget, the Company has a contingency plan in place and expects that future cash flows generated from its operations will be sufficient to support its business operations. In addition, if necessary, the Company may consider obtaining additional funding from other financing sources or through other appropriate fundraising methods. In this regard, the Company will determine the most appropriate financing method and timing, taking into consideration the best interests of the Company and its shareholders.

4.4 The expected impact on the Company's business operations as well as the financial status and results of operations of the Company

The Board of Directors is of the opinion that the proposed capital increase will enable the Company to utilize the proceeds from the capital increase for the purposes described above, which will benefit the Company's business by strengthening its financial position. In addition, the proceeds from the capital increase will provide the Company with a source of funds to support its current and future business operations, thereby facilitating the implementation of its business plan in an efficient manner. Accordingly, the Board of Directors is of the opinion that the proposed capital increase is beneficial to the Company and will not have any adverse effect on the Company's business operations, financial position or operating results.

5. Board certification Capital increase

The Board of Directors hereby certifies that it has performed its duties with honesty and has exercised due care in safeguarding the interests of the Company in relation to this capital increase. If any director fails to perform his or her duties with honesty and due care in safeguarding the interests of the Company in connection with this capital increase, and such failure causes damage to the Company, the shareholders may, on behalf of the Company, bring an action against such director to claim compensation pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992). Furthermore, if such failure results in such director or any related person obtaining undue benefits, the shareholders may, on behalf of the Company, institute legal proceedings to recover such benefits from such director pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992).

The Company certifies that the information in this report is accurate and complete in all respects.

Yours sincerely,

(Mr. Warut Temee)

Director and Company Secretary