Techlead Next Public Company Limited

1319, Apac Tower, 26th Floor, Sukhumvit Rd,
Phra Khanong Nuea, Watthana, Bangkok 10110

Ref No. TL/SET/030.2026

19 October 2026

Re: Notification of the Resolutions of the Board of Directors' Special Meeting No. 5/2026 Regarding the Investment in the Ordinary Shares of 7Solutions Company Limited ("**7Solutions**"), the Appointment of an Independent Financial Advisor, the Reduction of the Registered Capital, the Increase of the Registered Capital and the Issuance and Offering of Newly Issued Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and Specific Investors (Private Placement), and the Determination of the Date of the Extraordinary General Meeting of Shareholders No. 2/2026 (Revised)

To President
The Stock Exchange of Thailand

Attachment
1. Information Memorandum on the Acquisition of Assets and Related Party Transaction of Techlead Next Public Company Limited regarding the Entry into the Transaction to Purchase Shares of 7Solutions Company Limited by a Subsidiary of Techlead Next Public Company Limited.
2. Information Memorandum on the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and to Specific Investors (Private Placement) of Techlead Next Public Company Limited.
3. Issuance and Allocation of Capital Increase Report Form (F53-4).

The Board of Directors' Special Meeting No. 5/2026 of Techlead Next Public Company Limited (the "**Company**"), held on 15 October 2026, has passed a material resolution as follows:

1. **Resolved to approve proposing to the Extraordinary General Meeting of Shareholders No. 2/2026 to consider and approve the investment in 7Solutions Company Limited ("7Solutions")**

   The investment in 7Solutions is structured as an acquisition of shares in 7Solutions from Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham ("**Ms. Jetsadaphorn**") and Mr. Panthawat Nakvisut ("**Mr. Panthawat**") are shareholders (collectively referred to as the "**Seller**"), including the approval of entering into the Share Purchase Agreement

in 7Solutions and any conditions, including other contracts relating to the investment in 7Solutions, as well as the granting of powers of attorney in relation to the investment in 7Solutions (the "**7Solutions Investment Transaction**"), the details of which are as follows:

(1) 7Solutions specializes in providing software development house business services, including comprehensive post-development software services. 7Solutions focuses on the design, development and improvement of software systems, websites and digital platforms customized to the specific requirements of each customer, so as to be in line with the customer's business model, work processes and objectives of use in the software. In addition, 7Solutions also provides consulting and data analytics services. Its scope of services is divided into three main groups, namely 1) the Application and Web Development; 2) Consulting and Data Analytics; and 3) UX/UI and Visual Design. 7Solutions has the capability to develop various types of platforms and has more than 100 personnel with knowledge, expertise and operating experience. Previously, 7Solutions has developed applications and websites for a wide range of businesses, such as applications for the E-commerce of the online marketplace type; applications for the Online Ticket Platform, providing booking and sales of tickets for various events such as concerts, trade shows, performances and entertainment activities; applications for the sale of government lottery together with related services through an online system; and applications for businesses providing a fortune-telling platform and astrology consulting services through an online system, etc.

(2) In entering into this investment in 7Solutions, the Company plans Techlead Rise Holding Company Limited ("**Techlead Rise**"), which is its subsidiary (the Company holds 99.99 percent of the total issued shares of Techlead Rise), to be the juristic person that will acquire shares in 7Solutions, a total of 50,000 shares, from the Seller. The investment value of this transaction is composed of 1) the consideration for share price, equivalent to 100.00 percent of the total issued shares of 7Solutions, in the amount of not exceeding 850,000,000 Baht, divided into 1.1) the advance shares payment (Deposit) in 7Solutions in the amount of 100,000,000 Baht, in accordance with the terms of the memorandum of understanding that the Company entered into with the Seller, and 1.2) the remaining share price in the amount of not exceeding 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of not exceeding 150,000,000 Baht, in the case where the net profit from operations for 9 months, when there is annualized net income, exceeding

150,000,000 Baht within 1 year from the completion date of the transaction. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date. The 7Solutions Investment Transaction will not affect the business operation of the Company and Subsidiaries. The details of the 7Solutions Investment Transaction are as follows:

Details of 7Solutions, in which the Company will enter into the investment transaction

Company name	7Solutions Company Limited ("**7Solutions**")
Objectives	Providing software development business services, including comprehensive post-development software services. 7Solutions focuses on the design, development and improvement of software systems, websites and digital platforms customized to the specific requirements of each customer, so as to be in line with the customer's business model, work processes and objectives of use in the software. In addition, 7Solutions also provides consulting and data analytics services.
Registered capital and shareholding structure	At present, 7Solutions has a registered capital of 5,000,000 Baht, consisting of 50,000 shares with a par value of 100 Baht per share, and its shareholding structure is as follows:

Shareholders	Number of Shares[1] (Shares)	Shareholding Proportion (Percent)
Major Company Limited	49,900	99.80
Ms. Jetsadaphorn Fhaihasaengtham	100	0.20
Total	**50,000**	**100.00**

However, 7Solutions is currently in the process of shareholding restructuring according to the Seller's desire targeting appropriateness and flexibility in investment portfolio management and asset management, whereby, following the restructuring, 7Solutions will have ultimate shareholders, consisting of Ms. Jetsadaphorn and Mr. Panthawat, who will hold 75.00 percent and 25.00 percent, respectively, of the total issued shares of 7Solutions.

Mr. Panthawat is a related party of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Related Party Transactions dated 19 December 2025 (as amended) ("**Notification on Related Party Transactions**") because Mr. Panthawat Nakvisut, who is a shareholder holding 25.0 percent of the total issued shares of 7Solutions, serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 28.20 percent of the total issued shares of the Company.

Accordingly, the entering into the 7Solutions Investment Transaction constitutes a related party transaction of the Company under the Notification on Related Party Transactions.

After the Company's investment, 7Solutions will have a registered capital of 5,000,000 Baht, consisting of 50,000 shares with a par value of 100 Baht per share. And following the investment, Techlead Rise will hold 100.00 percent of the total issued shares of 7Solutions, and the shareholding structure will be as follows:

[1] The number of acquired shares by the Company may be subject to change. In this regard, such change will not affect the investment proportion, as the Company will invest in 7Solutions in the proportion of 100.00 percent of the total shares following the entering into the transaction.

<table>
<tr><td></td><td>
<table>
<tr><th>Shareholders</th><th>Number of Shares (Shares)</th><th>Shareholding Proportion (Percent)</th></tr>
<tr><td>Techlead Rise Holding Company Limited</td><td>49,999</td><td>99.99</td></tr>
<tr><td>Mr. Chatchawong Thammarapa</td><td>1</td><td>0.01</td></tr>
<tr><td>Total</td><td>50,000</td><td>100.00</td></tr>
</table>
Remark After the Company's investment in 7Solutions, the Company will hold 99.99 percent of the total issued shares of 7Solutions, as a result 7Solutions will become the Company's subsidiary, and the Seller will arrange for the minority shareholder to sell the remaining 1 share in 7Solutions to Mr. Chatchawong Thammarapa who is a representative of the Company, so that the shareholding structure complies with the relevant laws.
</td></tr>
<tr><td>Board of Directors Structure</td><td>Current Board of Directors
Ms. Jetsadaphorn Fhaihasaengtham
Board of Director after the 7Solutions Investment Transaction
1. Mr.Chatchawong Thammarapa
2. Mr. Wongwiwat Hema
3. Mr. Thiti Siriphairoj</td></tr>
</table>

In this regard, the 7Solutions Investment Transaction is an investment whereby the Company will acquire shares in 7Solutions, the details of which are set out in the above table. Upon completion of the 7Solutions Investment Transaction, the Company will hold 100 percent of the total issued shares of 7Solutions, and 7Solutions will become the Company's subsidiary.

In addition, the entering into the 7Solutions Investment Transaction constitutes a related party transaction of the Company under the Notification on Related Party Transactions, because Mr. Panthawat is an ultimate shareholder, holding 25.0 percent of the total issued shares of 7Solutions, and Mr. Panthawat serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 28.20 percent of the total issued shares of the Company.

For the investment in 7Solutions, the Company and the Seller will jointly sign the Share Purchase Agreement after the Extraordinary General Meeting of Shareholders No. 2/2026 of the Company. The Company expects that the 7Solutions Investment Transaction will be completed within the

first quarter of 2027. However, the parties may agree to postpone the completion date of the transaction as necessary. The parties must inform and have a mutual agreement in written notice.

Furthermore, in the investment in the shares of 7Solutions, the parties have mutually agreed on the terms and conditions of the share purchase, with the key conditions being set out in the Share Purchase Agreement and the relevant agreements. The investment in all of the shares of 7Solutions will take place only upon the satisfaction or waiver of specified condition precedent by the relevant parties, including but not limited to, the following conditions:

(1) The results of the due diligence on 7Solutions in the aspect of legal, accounting and tax matters being satisfactory. In this regard, the legal, accounting and tax due diligence has been completed and the management has already presented due diligence results to the Board of Directors' Special Meeting No. 5/2026 for consideration of 7Solutions investment.

(2) The Extraordinary General Meeting of Shareholders No. 2/2026 of the Company passing a resolution approving the investment in 7Solutions.

The 7Solutions Investment Transaction of the Company constitutes an acquisition of assets by a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions dated 19 December 2025 (the "**Notification on Material Transactions**"). When the size of the transaction is considered according to the calculation methods under the various criteria prescribed in the Notification on Material Transactions, **it is found that the maximum transaction size is equal to 86.8 percent, based on the net profit criterion**, calculated from the Company's reviewed financial statements ended as of 30 June 2026. In this regard, the Company has not entered into any related transactions or transactions under the same project within the 12-month period prior to entering into the transaction. Accordingly, the size of this investment transaction is equal to 86.8 percent, which constitutes a material transaction. Accordingly, the Company has a duty to comply with the criteria prescribed in the Notification on Material Transactions as follows:

(1) Prepare and disclose information regarding the entering into the material transaction, containing at least the particulars prescribed by the Notification on Material Transactions, through the SETLink system of the Stock Exchange of Thailand (the "**SET**"), within the day on which the Board of Directors passes a resolution to approve proposing such matter to

the shareholders' meeting for consideration and approval of the entering into the material transaction or in accordance with the guidelines specified by the SET;

(2) Appoint an independent financial advisor on the list of financial advisors approved by the Office of the Securities and Exchange Commission (the "**SEC Office**") to prepare an opinion report for the consideration of the shareholders regarding the entering into the material transaction;

(3) Dispatch the notice of the Extraordinary General Meeting of Shareholders, along with the supporting documents, to the shareholders not less than 14 days prior to the meeting date, whereby such notice must contain material information upon the shareholders' decision-making, at least as prescribed in the Notification on Material Transactions, including the opinion of the Audit Committee and the opinion report of the independent financial advisor in respect of the entering into the material transaction;

(4) Hold an Extraordinary General Meeting of Shareholders of the Company to consider and approve the entering into the 7Solutions Investment Transaction of the Company, whereby the entering into such transaction must be approved by a resolution of the shareholders' meeting with an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders from the calculation base.

In this regard, in the circumstance where the Audit Committee or the independent financial advisor is of the opinion that the entering into such transaction is not appropriate, the Company may enter into the transaction only if no shareholder, or group of shareholders, holding shares and having voting rights in an aggregate of more than 10 percent of the total voting rights of the shareholders attending the meeting and having the right to vote, objects to the entering into the transaction; and

(5) Prepare a progress report on the entering into the material transaction every 6 months on a calendar-year basis, and disclose such progress report by 31 July and 31 January until the Company completes the material transaction, including in the circumstance where the Company is unable to proceed in accordance with the approval of the shareholders' meeting in any material respect or the cancellation of entering into the transaction, to the SET through the SETLink system within the next business day from the date on which the Company knew or should have known of such event, and disclose such information in the annual registration statement/annual report (Form 56-1 One Report) in accordance with the criteria prescribed in the Notification on Material Transactions.

The entering into the 7Solutions Investment Transaction constitutes a related party transaction under the Notification on Related Party Transactions, because Mr. Panthawat is an ultimate shareholder. Following the restructuring of 7Solutions Mr. Panthawat will hold 12,500 shares, representing 25.0 percent of the total issued shares of 7Solutions. In this regard, Mr. Panthawat serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 1,607,000,000 shares, representing 28.20 percent of the total issued shares of the Company, and is therefore a related party of the Company under the Notification on Related Party Transactions. **The size of the related party transaction is equal to 108.1 percent of the Company's net asset value.** Having considered the transaction value, it is found that the transaction value is higher than 20 million Baht and higher than 3.0 percent of the Company's net asset value (925 million Baht). In this regard, the Company has not entered into any transaction with Mr. Panthawat or his related person in the manner described in Clause 11 of the Notification on Related Party Transactions within the 6-month period prior to entering into the transaction. Accordingly, the Company has a duty to comply with the criteria prescribed in the Notification on Related Party Transactions as follows:

(1) Prepare and disclose information in respect of the entering into the related party transaction, containing at least the particulars prescribed by the Notification on Related Party Transactions, through the SETLink system of the SET, within the day on which the Board of Directors passes a resolution to approve proposing such matter to the shareholders' meeting for consideration and approval of the entry into the related party transaction or in accordance with the guidelines specified by the SET;

(2) Appoint an independent financial advisor on the list of financial advisors approved by the SEC to prepare an opinion report for the consideration of the shareholders regarding the entering into the related party transaction;

(3) Dispatch the notice of the Extraordinary General Meeting of Shareholders, together with the supporting documents, to the shareholders not less than 14 days prior to the meeting date, whereby such notice must contain material information upon the shareholders' decision-making, at least as prescribed in the Notification on Related Party Transactions, including the opinion of the Audit Committee and the opinion report of the independent financial advisor regarding the entering into the related party transaction;

(4) Hold an Extraordinary General Meeting of Shareholders of the Company to consider and approve the entering into the 7Solutions Investment Transaction of the Company, whereby the entering into such transaction must be approved by a resolution of the shareholders'

meeting with an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders from the calculation base.

In this regard, in the circumstance where the Audit Committee or the Independent Financial Advisor is of the opinion that the entering into such transaction is not appropriate, the Company may enter into the transaction only if no shareholder, or group of shareholders, holding shares and having voting rights in an aggregate of more than 10 percent of the total voting rights of the shareholders attending the meeting and having the right to vote objects to the entering into the transaction; and

(5) Prepare a progress report on the entering into the related party transaction every 6 months on a calendar-year basis, and disclose such progress report by 31 July and 31 January until the Company completes the related party transaction, including in the circumstance where the Company is unable to proceed in accordance with the approval of the shareholders' meeting in any material respect or the cancellation of entering into the transaction is cancelled, to the SET through the SETLink system within the next business day from the date on which the Company knew or should have known of such event, and disclose such information in the annual registration statement/annual report (Form 56-1 One Report) in accordance with the criteria prescribed in the Notification on Related Party Transactions.

In addition, the 7Solutions Investment Transaction is in the nature of a purchase or acceptance of transfer of the business of a private company by the Company under Section 107(2)(b) of the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Company Article of Association Section 36(2)(b), for which the Company must obtain the approval from the shareholders' meeting of the Company with an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

In addition to the resolution approving the 7Solutions Investment Transaction as described above, the Board of Directors' Meeting also passed the following resolutions:

(1) Resolved to approve the appointment of Silver Lining Advisory Company Limited, which is a financial advisor approved by the SEC Office, as the independent financial advisor to provide an opinion to the Company's shareholders regarding the entering into the 7Solutions Investment Transaction; and

(2) Resolved to approve proposing to the shareholders' meeting to consider and approve the authorization of the Board of Directors, the Executive Committee, the Chief Executive Officer, the person authorized by the Board of Directors, the person authorized by the Executive Committee and/or the person authorized by the Chief Executive Officer, to take any actions relating to or necessary for the 7Solutions Investment Transaction, including the authority to negotiate, enter into, execute, sign and amend the Share Purchase Agreement and any conditions, contracts and other documents relating to the aforementioned 7Solutions Investment Transaction; to determine, modify or waive any criteria, conditions and other details necessary for or relating to the 7Solutions Investment Transaction; to sign application forms, petitions and other relevant supporting documents; to liaise with the relevant government authorities or regulatory bodies, make registrations, and apply for approvals or waivers therefrom; and to consider making deposits within the scope and limits approved by the Board of Directors, as necessary and appropriate and in compliance with applicable laws.

In this regard, the further details are set out in the Information Memorandum on the Acquisition of Assets and Related Party Transaction of Techlead Next Public Company Limited regarding the Entry into the Transaction to Purchase Shares of 7Solutions Company Limited by a Subsidiary of Techlead Next Public Company Limited (**Attachment 1**).

2. **Resolved to approve proposing to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the reduction of the Company's registered capital, as follows:**

2.1 The reduction of the Company's registered capital in the amount of 24,516 Baht, from the existing registered capital of 6,649,127,504 Baht to the new registered capital of 6,649,102,988 Baht, by cancelling 24,516 registered ordinary shares that have not been issued, with a par value of 1.00 Baht per share, and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, as follows:

"Clause 4. Registered capital of 6,649,102,988 Baht (Six billion six hundred forty-nine million one hundred two thousand nine hundred eighty-eight Baht)

divided into	6,649,102,988	shares	(Six billion six hundred forty-nine million one hundred two thousand nine hundred eighty-eight shares)
Par value of	1	Baht per share	(One Baht)
consisting of			
Ordinary shares	6,649,102,988	shares	(Six billion six hundred forty-nine million one hundred two thousand nine hundred eighty-eight shares)
Preferred shares	-	shares	(-)”

The unissued ordinary shares totaling 24,516 shares proposed for cancellation represent the remaining shares from the allocation of newly issued ordinary shares reserved to accommodate the exercise of warrants to purchase ordinary shares of Techlead Next Public Company Limited No. 2 (TL-W2).

2.2 The assignment of the authorized director(s), or any person assigned by the authorized director(s), as the authorized person to determine or amend the terms, conditions, and timeline regarding the capital reduction as necessary and appropriate and also to sign applications and/or any documents relating to the registration of the reduction of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including contacting, informing and filing or certifying the documents to any governmental authorities or relevant organization, making amendments or changes to the applications or the text of the minutes of the meeting and/or any documents relating to such registrations, and to take any actions necessary for and relating to the foregoing as deemed appropriate, so as to comply with the relevant laws, rules, regulations and interpretations of the relevant government authorities, including the recommendations or orders of the registrar or officials.

3. **Resolved to approve proposing to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the increase of the Company's registered capital, as follows:**

3.1 The increase of the Company's registered capital in the amount of 1,509,930,238 Baht, from the existing registered capital of 6,649,102,988 Baht to the new registered capital of 8,159,033,226 Baht, by issuing not exceeding 1,509,930,238 newly issued ordinary shares with a par value of 1.00 Baht per share, in order to accommodate the allocation of newly issued shares by (1) offer to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering), and (2) offer to specific investors (Private Placement). And, the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, with the details as follows:

"Clause 4.	Registered capital of	8,159,033,226	Baht	(Eight billion one hundred fifty-nine million thirty-three thousand two hundred twenty-six Baht)
	divided into	8,159,033,226	shares	(Eight billion one hundred fifty-nine million thirty-three thousand two hundred twenty-six shares)
	Par value of	1	Baht per share	(One Baht)
	consisting of			
	Ordinary shares	8,159,033,226	shares	(Eight billion one hundred fifty-nine million thirty-three thousand two hundred twenty-six shares)
	Preferred shares	-	shares	(-)"

3.2 The assignment of the authorized director(s), or any person assigned by the authorized director(s), as the authorized person to determine or amend the terms, conditions, and timeline regarding the capital increase as necessary and appropriate and also to sign applications and/or any documents relating to the registration of the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including contacting, informing and filing or certifying the documents to any governmental authorities or relevant organization, making amendments or changes to the applications or the text of the minutes of the meeting and/or any documents relating to such registrations, and to take any actions necessary for and relating to the foregoing as deemed appropriate, so as to comply with the relevant laws, rules, regulations and interpretations of the relevant government authorities, including the recommendations or orders of the registrar or officials.

4. **Resolved to approve proposing to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the allocation of newly issued ordinary shares of the Company in an amount not exceeding 1,509,930,238 shares, with a par value of 1.00 Baht per share, the details of which are as follows:**

4.1 The allocation of newly issued ordinary shares of the Company in an amount not exceeding 633,250,238 shares, with a par value of 1.00 Baht per share, offered to the existing shareholders proportionate to their respective shareholdings (Right Offering), in a single offering or in multiple offerings, at the ratio of 9 existing shares to 1 new share, with any fractions of shares to be disregarded, at the offering price of 0.50 Baht per share, for a total value not exceeding 316,625,119 Baht.

In this regard, in the allocation of newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering) on this occasion, if there are remaining newly issued ordinary shares after the completion of allocation to the existing shareholders of the Company proportionate to their respective shareholdings in the first round, the Company will allocate such remaining newly issued ordinary shares to the existing shareholders, who wish to subscribe in excess of their rights (Oversubscription), in proportion to their existing shareholdings.

Regarding the subscription for newly issued ordinary shares in excess of rights (Oversubscription), the existing shareholders are entitled to subscribe for newly issued

ordinary shares in excess of their rights at the same offering price as the newly issued ordinary shares allocated in accordance with their rights, provided that the existing shareholders who oversubscribe will be allocated the oversubscribed newly issued ordinary shares only when there are remaining newly issued ordinary shares after the allocation to the existing shareholders proportionate to their respective shareholdings has been completed in full, with the details and criteria for allocation as follows:

(1) In the circumstance that the remaining newly issued ordinary shares from the first round of allocation to the existing shareholders proportionate to their respective shareholdings are greater than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribed, the Company will allocate such remaining shares to all existing shareholders, who have oversubscribed and have fully paid for the shares, in accordance with the number of shares, which they expressed their intention to oversubscribe.

(2) In the circumstance that the remaining newly issued ordinary shares from the first round of allocation to the existing shareholders proportionate to their respective shareholdings are fewer than the number of newly issued ordinary shares that the existing shareholders oversubscribed, the Company will allocate such remaining shares in the following steps:

(2.1) Allocate such remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who has oversubscribed, by multiplying the existing shareholding proportion of each shareholder who has oversubscribed by the number of remaining newly issued ordinary shares, the result will be the number of shares that each shareholder who has oversubscribed is entitled to be allocated (any fractions of shares resulting from the calculation will be disregarded). In this regard, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed for and fully paid for.

(2.2) In the circumstance that there are still remaining newly issued ordinary shares after the allocation under item (2.1) above, the Company will allocate them to each shareholder who has oversubscribed and has not yet received the full

allocation in proportion to oversubscribed amount in accordance with the method in item (2.1) above, until there are no remaining shares to be allocated. In this regard, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed for and fully paid for.

In this regard, as the Company has been in operation for not less than 1 year and has accumulated losses, the Company is able to determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company's shares, provided that the Company must obtain the approval of the shareholders' meeting and must specify the discount rate definitely, as prescribed in Section 52 of the Public Limited Company Act.

The allocation of newly issued ordinary shares to the existing shareholders who have oversubscribed in accordance with the above details must not, under any circumstances, result in any shareholder who has oversubscribed, when combined with persons acting in concert (Concert Party) and persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such shareholder, acquiring the Company's shares reaching or crossing the point that requires a mandatory buyout of all the Company's shares (Tender Offer), as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, and must not violate the restrictions on foreign shareholding as specified in the Articles of Association of the Company, which currently provide that foreigners must not hold shares in an amount exceeding 49 percent of the total issued shares of the Company.

Furthermore, if there are still remaining newly issued ordinary shares from the allocation to the existing shareholders proportionate to their respective shareholdings (Right Offering) and the allocation to the shareholders who have oversubscribed (Oversubscription), the Company will proceed with the reduction of its registered capital by cancelling the newly issued ordinary shares remaining from the offering. In this regard, the Company must seek approval for such matter from the shareholders' meeting at a subsequent shareholders' meeting.

In this regard, the Company has determined that the date for determining the list of shareholders entitled to be allocated and offered the newly issued ordinary shares, for offering to the existing shareholders proportionate to their respective shareholdings (Record Date), would be 2 November 2026. However, the determination of the right to subscribe for and to be allocated such newly issued ordinary shares remains uncertain until the approval is obtained from the Extraordinary General Meeting of Shareholders.

In this regard, the Board of Directors resolved to propose to the shareholders' meeting for consideration and approval of the authorization to the Board of Directors, the Executive Committee, or the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director, to consider and determine or amend the criteria, conditions and other details necessary for and relating to the issuance and allocation of the newly issued ordinary shares, as necessary and appropriate under the relevant laws, including but not limited to the date for determining the list of shareholders entitled to be allocated and offered the newly issued ordinary shares (Record Date), the offering period, the allocation ratio, the offering price, the payment method, the allocation of newly issued ordinary shares in the case of subscription in excess of their rights (Oversubscription) and other relevant details, including the signing of applications for approval, requests for waivers, notices or any other documents relating to the allocation of newly issued ordinary shares; liaising with, providing information to, and submitting or certifying documents to government authorities or other relevant agencies; as well as taking all necessary actions to list the Company's newly issued ordinary shares on the SET, as well as to take any actions necessary for or relating to the completion of issuance and allocation of the aforementioned newly issued ordinary shares in accordance with the relevant laws and regulations.

4.2 The allocation of newly issued ordinary shares of the Company in an amount not exceeding 876,680,000 shares, with a par value of 1.00 Baht per share, at the offering price of 0.50 Baht per share, for a total value not exceeding 438,340,000 Baht, by offering on a specific basis to specific investors (Private Placement) in the number of 5 persons (the "**Investors**"), or equivalent to 10.7 percent of the registered capital of the Company after the registration of the capital increase, which may be allocated in a single allocation or in multiple allocations, the details of the allocation of the newly issued shares for offering to specific investors (Private Placement) as follows:

No.	Name of Investor	Number of Shares (Shares)	Total Value of Shares (Baht)
1.	Ms. Jetsadaphorn Fhaihasaengtham	713,780,000	356,890,000
2.	Mr. Vichit Jiruttitijareon	64,900,000	32,450,000
3.	Mr. Eakkalurk Sangsareedumrong	48,000,000	24,000,000
4.	Mr. Natchanon Sakdapisit	30,000,000	15,000,000
5.	Mr. Yossakorn Tripattanapong	20,000,000	10,000,000
Total		**876,680,000**	**438,340,000**

The Company has determined the record date for determining the list of shareholders entitled to be allocated and offered newly issued ordinary shares for offering to existing shareholders in proportion to their respective shareholdings (the "**Record Date**") on 2 November 2026. Accordingly, the investor allocated newly issued ordinary shares offered to the specific investors (Private Placement) in this transaction will not be entitled to subscribe for the newly issued ordinary shares offered to existing shareholders in proportion to their respective shareholdings (Right Offering). However, if such investor is listed as a shareholder of the Company as of the Record Date, such investor will remain entitled to subscribe for the newly issued ordinary shares offered by the Company to existing shareholders in proportion to their respective shareholdings.

The Board of Directors' Meeting resolved to determine the offering price of the newly issued ordinary shares to specific investors at 0.50 Baht per share, which does not constitute an offering of newly issued shares at a price lower than 90 percent of the market price in accordance with the criteria of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for the Listed Companies to Offer the Newly Issued Shares to the Specific Investor, dated 28 December 2022 (as amended) (the "**Notification No. TorJor. 28/2565**"), whereby the market price is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which was equal to 0.46 Baht per share.

The Investors are not related parties of the Company under the Notification on Related Party Transactions, and the Investors have no relationship among themselves in the nature of persons acting in concert (Concert Party), or any relationship among themselves that constitutes persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), that would result in an obligation to make a tender offer for all securities of the Company after receiving allocation of the newly issued ordinary shares of the Company. In this regard, the Company will not offer the newly issued ordinary shares to any investor in a manner that results in such investor becoming a major shareholder of the Company. And after this capital increase, no Investors will serve as, or send a representative to serve as, a director and/or an executive of the Company.

As the Company has been in operation for not less than 1 year and has accumulated losses, the Company is able to determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company's shares, provided that the Company must obtain the approval of the shareholders' meeting and must specify the discount rate definitely, as prescribed in Section 52 of the Public Limited Company Act. In addition, Notification No. TorJor. 28/2565 requires the Company to complete the offering of the shares within the period approved by the shareholders' meeting, which must not exceed 3 months from the date on which the shareholders' meeting resolves to approve the offering of the newly issued shares, or the Company must complete the offering of the shares within 12 months from the date on which the shareholders' meeting resolves to approve the offering of the shares. In the case where the shareholders have clearly resolved that, upon the expiration of such 3-month period, the Board of Directors or the person designated by the Board of Directors shall determine the offering price at the market price during the offering period. Accordingly, the Board of Directors' Meeting deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors or the person designated by the Board of Directors to determine the offering price at the market price during the offering period upon the expiration of 3 months from the date on which the shareholders' meeting resolves to approve the offering of the newly issued shares, whereby such offering price at the market price may be lower than the par value of the shares, but it must not be lower than 0.01 Baht per share.

In this regard, as the offering price of the newly issued ordinary shares to specific investors on this occasion does not constitute an offering of newly issued shares at a price lower than 90 percent of the market price in accordance with the criteria of Notification No. TorJor. 28/2565, the Company is not subject to the sale restriction (Silent Period). Accordingly, the Company has no obligation to prohibit the Investors who are allocated shares under the private placement from selling all of the shares received from the offering within the period under the criteria prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Applications for Listing of Ordinary Shares or Preferred Shares Issued for Capital Increase as Listed Securities B.E. 2558 (2015), dated 11 May 2015 (as amended).

The offering of the newly issued ordinary shares to specific investors on this occasion does not constitute an offering of newly issued shares to significant specific investors under Notification No. TorJor. 28/2565, because according to the information as of the date of the Board of Directors' Meeting resolution to approve the offering of the newly issued ordinary shares to specific investors, it did not appear that (1) the offering price is lower than 90 percent of the market price, or (2) the offering of the newly issued shares to specific investors may result in any Investor becoming the shareholder with the highest voting rights in the Company, or (3) the offering of the newly issued shares to specific investors may have an impact on earnings per share (Earnings per share) or the voting rights of the shareholders (Control dilution) in a proportion of not less than 25 percent of the paid-up shares prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting.

In this regard, the Board of Directors resolved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors, the Executive Committee, or the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director, to consider and determine the criteria, conditions and other details necessary for and relating to the issuance and allocation of the newly issued ordinary shares for offering to specific investors, as necessary and appropriate under the relevant laws, including but not limited to amending the method of allocation of newly issued ordinary shares, the offering period, the offering price, the payment method, and other related details; selecting the specific investors (Private Placement); and negotiating, agreeing upon, and executing documents and agreements relating to the allocation of newly issued ordinary shares, including the signing of applications for approval, requests for

waivers, notices or any other documents relating to the allocation of newly issued ordinary shares; liaising with, providing information to, and submitting or certifying documents to government authorities or other relevant agencies; as well as taking all necessary actions to list the Company's newly issued ordinary shares on the SET, as well as to take any actions necessary for or relating to the completion of issuance and allocation of the aforementioned newly issued ordinary shares in accordance with the relevant laws and regulations.

Further details are set out in the Information Memorandum on the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and to Specific Investors (Private Placement) of Techlead Next Public Company Limited (**Attachment 2**) and the Issuance and Allocation of Capital Increase Report Form (F53-4) (**Attachment 3**).

5. **Resolved to approve the determination of the date of the Extraordinary General Meeting of Shareholders No. 2/2026**, which will be held on 25 November 2026 at 14.00 hrs., by electronic means (E-EGM) under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws, with the date for determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2026 (Record Date), held on 2 November 2026, and with the following agenda items:

   Agenda 1 To consider and certify the minutes of the 2026 Annual General Meeting of Shareholders held on 27 April 2026;

   Agenda 2 To consider and approve the investment by the Company or its subsidiaries in 7Solutions Company Limited ("**7Solutions**") through the acquisition of 100.00% of its shares, which constitutes an acquisition of assets and a related party transaction;

   Agenda 3 To consider and approve the reduction of the Company's registered capital in the amount of 24,516 Baht, from the existing registered capital of 6,649,127,504 Baht to the new registered capital of 6,649,102,988 Baht, by cancelling 24,516 registered ordinary shares that have not been issued, with a par value of 1.00 Baht per share, and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the registered capital;

Agenda 4 To consider and approve the increase of the Company's registered capital in the amount of 1,509,930,238 Baht, from the existing registered capital of 6,649,102,988 Baht to the new registered capital of 8,159,033,226 Baht, by issuing not exceeding 1,509,930,238 newly issued ordinary shares, with a par value of 1.00 Baht per share, to accommodate the allocation of newly issued ordinary shares offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and to specific investors (Private Placement), and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital;

Agenda 5 To consider and approve the allocation of the newly issued ordinary shares of the Company in an amount not exceeding 633,250,238 shares, with a par value of 1.00 Baht per share, to the existing shareholders in proportion to their respective shareholdings (Rights Offering);

Agenda 6 To consider and approve the allocation of the newly issued ordinary shares of the Company in an amount not exceeding 876,680,000 shares, with a par value of 1.00 Baht per share, to the specific investors (Private Placement); and

Agenda 7 To consider other matters (if any).

As the objective of this capital increase is to provide funds for the investment in 7Solutions Company Limited, if the Extraordinary General Meeting of Shareholders No. 2/2026 resolves to not approve the investment in 7Solutions Company Limited, the Company will not propose Agenda 4 - 5 and Agenda 6 to the meeting for consideration and approval. However, if the Extraordinary General Meeting of Shareholders No. 2/2026 resolves to approve the investment in 7Solutions Company Limited but it resolves to not approve Agenda 4 and/or Agenda 5 and/or Agenda 6, the Company will continue with the investment in 7Solutions Company Limited, and will consider procuring other sources of funds for such investment.

Please be informed accordingly.

Sincerely yours,

-signature-

(Mr. Issara Roungsuk-Udom)

Chief Executive Officer

Authorized person to disclose information

Information Memorandum on the Acquisition of Assets and Related Party Transaction of Techlead Next Public Company Limited regarding the Entry into the Transaction to Purchase Shares of 7Solutions Company Limited by a Subsidiary of Techlead Next Public Company Limited

Pursuant to the resolution of the Board of Directors' Special Meeting No. 5/2026 of Techlead Next Public Company Limited ("**the Company**"), held on 15 October 2026, the Board of Directors resolved to approve the proposal to the shareholders' meeting for consideration and approval of the investment in 7Solutions Company Limited ("**7Solutions**") from Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut are shareholders (collectively referred to as, the "**Sellers**"), including the approval of the entry into a Share Purchase Agreement in 7Solutions and any conditions, including other contracts relating to the investment in 7Solutions, as well as the related grant of authority in connection with the investment in 7Solutions (the "**7Solutions Investment Transaction**").

Following the Company's business expansion plan, the management wishes to expand the business into the technology business (the "**Tech Business**"), which is in line with the Company's business plan and the direction of Mega Trends, in particular Digital Transformation. The management views that the Tech Business has growth and revenue-generating potential, can be scaled up rapidly, and has relatively low operating costs compared with other businesses. It is therefore an opportunity to strengthen the Company's growth in the long term, including an opportunity to apply Artificial Intelligence technology to enhance operating efficiency and support cost management in the future.

In the past, the Company has expanded its Tech Business through investments in various companies, namely the investment in PayGenix Company Limited in June 2025, and the investment in NestiFly Company Limited and Inventech Systems (Thailand) Company Limited in the first quarter of 2026. These investments enabled the Company to recognize revenue and profit from such businesses within the Group quickly, while also reducing the time required for business development and personnel training compared with starting the business on its own.

In connection with the investment in 7Solutions, the Company plans for Techlead Rise Holding Company Limited ("**Techlead Rise**"), a subsidiary of the Company (the Company holds 99.99 percent of the total issued shares of Techlead Rise), to be the juristic person that acquires shares in 7Solutions totaling 50,000 shares from the Sellers. The total investment value of this transaction comprises: 1) the consideration for the acquisition of shares, representing 100.00 percent of the total issued shares of 7Solutions, in an amount of not exceeding 850,000,000 Baht, divided into 1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms and conditions of the Memorandum of Understanding entered into between the Company

and the Sellers, and 1.2) the remaining consideration for the acquisition of shares in an amount of not exceeding 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in an amount of not exceeding 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date. The management estimates that the total value of the investment in 7Solutions will not exceed 1,000,000,000 Baht in total. The Company will pay the entire amount in cash, with the payment terms and conditions as specified in Section 5 Total Value of the Transaction and Details of the Payment Method for the Consideration.

However, 7Solutions is currently restructuring its shareholding according to the Seller's desire targeting appropriateness and flexibility in investment portfolio management and asset management. Following the restructuring, 7Solutions will have Ultimate Shareholders consisting of Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut, who will hold shares in 7Solutions at 75.00 percent and 25.00 percent of the total issued shares of 7Solutions, respectively.

In addition, for this investment, Techlead Rise will purchase the shares of 7Solutions from the Sellers. The Ultimate Shareholders of 7Solutions shall be ranked in the following order: (1) Ms. Jetsadaphorn Fhaihasaengtham ("**Ms. Jetsadaphorn**") and (2) Mr. Panthawat Nakvisut ("**Mr. Panthawat**"), who hold 75.0 percent and 25.0 percent of the total issued shares of 7Solutions, respectively. Mr. Panthawat serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 1,607,000,000 shares, representing 28.20 percent of the total issued shares of the Company. Therefore, entering into this transaction constitutes a related party transaction of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Related Party Transactions, dated 19 December 2025 (the "**Notification on Related Party Transaction**").

To build on the growth potential and revenue generation of the Tech Business, the management has studied the feasibility of making additional investments in the Tech Business. The management has proposed to the Board of Directors' meeting to approve the submission to the shareholders' meeting, for consideration and approval, the investment in 7Solutions.

7Solutions operates a software development business, including comprehensive post-development software services. 7Solutions focuses on the design, development, and improvement of software systems, websites, and digital platforms tailored to the specific needs of each customer, in line with the customer's business model (Business Model), work processes, and objectives for use in the software. In addition, 7Solutions also provides Consulting and Data Analytics services.

7Solutions divides its scope of services to customers into 3 main groups, namely:

(1) Application and Web Development - Customized Software Development, covering the analysis of the customer's requirements and business model, the design of the system structure and related functions, the development of connecting systems, usage testing, installation, and delivery go-live, as well as maintenance and care services for the product after delivery.

(2) Consulting and Data Analytics - Consulting and Data Analytics for customers who wish to improve software operating efficiency. This involves advising on the application of digital technology suited to the customer's business model and work processes, and analyzing business data and user behavior so that the results can support strategy planning, decision-making, and improvement of software operating efficiency.

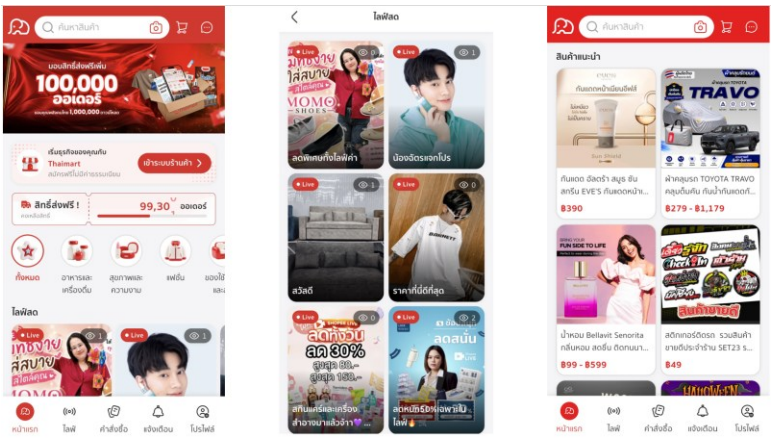
(3) UX/UI and Visual Design The design of User Experience (UX) and User Interface (UI) so that a system or application is convenient and easy to use and can create a good and friendly experience for users, which helps increase User Engagement and supports the long-term success of the digital platform. The work is divided into 3 parts: (1) User Experience (UX) is the design of the sequence of usage steps, for example from searching for products and selecting products through to payment, so that users can do what they want conveniently and without complexity; (2) User Interface (UI) is the design of screens and the layout of elements such as menus, buttons, data entry fields, and text so that users understand what they need to press or how to proceed; and (3) Visual Design is the design of the overall look of the platform, including the selection of colors, fonts, images, and icons, so that it is attractive, easy to read, and consistent with the business image.

7Solutions divides the revenue from its various services into 4 main groups, namely: (1) revenue from Application and Web Development, whereby 7Solutions recognizes revenue from application and website development upon completion of testing, installation, and delivery of the application and website to the Customer for go-live.; (2) revenue from Application and Web Services, which are services where 7Solutions develops applications and websites tailored to the specific needs of the customer to support its business operations,

granting the customer the right to use such applications and websites instead of delivering the product to the customer, whereby 7Solutions receives revenue from such services in the form of a revenue share generated from the business operations of such applications and websites under the agreed terms; (3) revenue from Maintenance services, whereby 7Solutions recognizes revenue from maintenance services monthly and/or under the agreed terms, such services being intended to keep the system operating and able to support customers' usage continuously and efficiently; and (4) revenue from Cloud Cybersecurity services, whereby 7Solutions recognizes revenue from such services monthly and/or under the agreed terms, in order to enhance the security and reliability of the system, especially for platforms that store and process large amounts of user data. Cloud Cybersecurity services help support the management of cloud system security through threat monitoring and surveillance, access rights control, data protection, and detection of abnormal activities, in order to help reduce the risk of cyber threats.

7Solutions has the capability to develop various types of platforms and has more than 100 information technology (IT) personnel with knowledge, expertise, and operating experience. Previously, 7Solutions has developed applications and websites for a wide range of businesses, such as applications for E-commerce of the online marketplace type, applications for the Online Ticket Platform, providing booking and sales of tickets for various events such as concerts, trade shows, performances, and entertainment activities, applications for the sale of government lottery tickets together with related services through an online system, and applications for businesses providing platforms for fortune-telling and astrological consultation through an online system, among others.

In the past year, 7Solutions has developed the Thaimart application ("**Thaimart**"), an E-commerce platform for online buying and selling of products, operated by Thaimart Marketplace Company Limited. 7Solutions is responsible for software development tailored to the customer's specific needs (Customized Software Development), covering the analysis of requirements and business model, the design of the system structure and usage functions, and the development of related connecting systems, so that the platform can appropriately support the customer's business operations.



Thaimart is a platform for the online buying and selling of products, created with the objective of supporting Thai entrepreneurs in building brands, conducting marketing, and distributing products through the platform, alongside the growth of the platform.

In addition to developing the Thaimart platform, 7Solutions is responsible for the maintenance of the platform so that the system can operate continuously and efficiently. The scope of the maintenance work for Thaimart comprises 1) overseeing the operation of the platform so that it can operate continuously and efficiently; 2) in the event of errors or system failures, 7Solutions will investigate, rectify, and analyze the errors in order to prevent recurrence; 3) improving, rectifying, and updating the system to support users' usage; 4) providing technical consultation to improve, rectify, or update the platform so that it is as efficient as possible for users; and 5) overseeing the connection between the platform and external systems, among others.

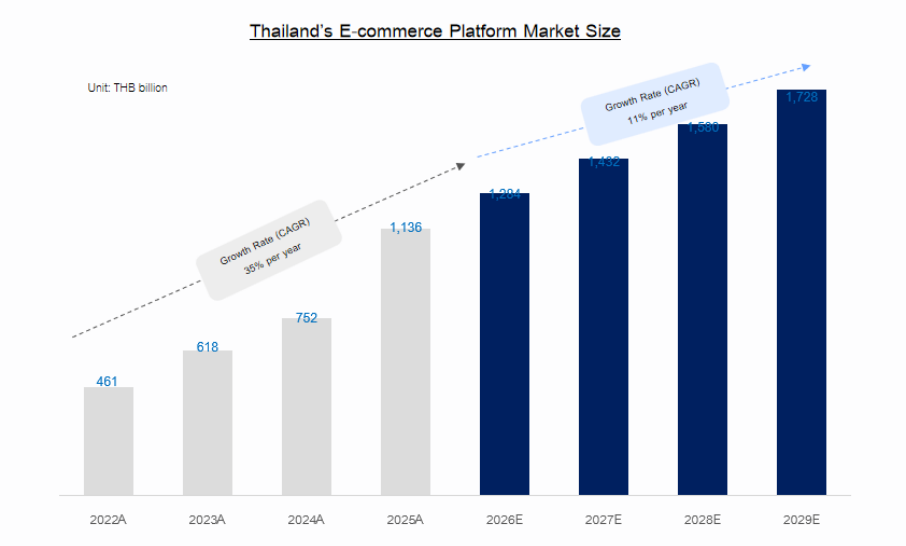
7Solutions charges a Monthly Service Fee for the platform maintenance, with a fixed fee applicable to each revenue tier of Thaimart in accordance with the agreed terms. The service fee 7Solutionswill be adjusted in increments based on the rates specified for the applicable revenue tier of Thaimart. This fee structure links the remuneration received by 7Solutions to Thaimart's revenue level, which is consistent with the scope of services and the increasing volume of service work, with clear service fee rates for each revenue tier. However, 7Solutions will commence charging service fee upon the expiration of 1 year from the platform's launch, because the first year is dedicate to platform delivery, functional enhancements, and system adjustment to meet the customer's requirements and actual usage, thereby ensure that the platform appropriately support business operations. This is consistent with the Thaimart platform, which does not charge sellers a platform fee during the first year of service.

As 7Solutions has been engaged to provide continuous system maintenance services following the development and delivery of the platform, 7Solutions is able to extend its revenue from development work into

Recurring Income. Expanding the customer base that uses such services will increase the Recurring Income base and support the continuity of 7Solutions' revenue in the long term.

As for Thaimart, the management views that, not merely as a customer of 7Solutions, but also as a business partner with which 7Solutions has an opportunity to grow together in the long term, both in terms of accumulating experience and developing expertise in application development to support business expansion and changes in the technology landscape, as well as opportunities to increase service revenue under the service fee structure that is adjusted incrementally based on Thaimart's revenue level under the agreed terms. This will enable 7Solutions to benefit from the growth of the platform together with the development of 7Solutions' service capabilities.

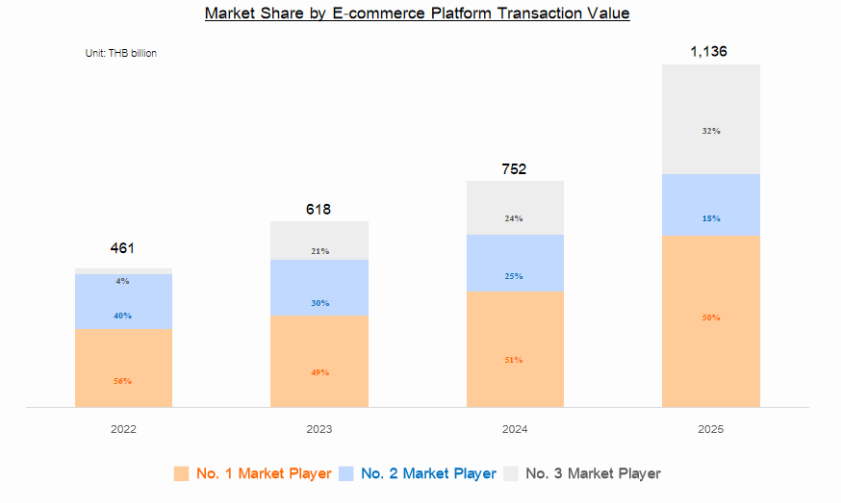
In addition, the management considers that the service fee structure adjusted in steps according to Thaimart's revenue level is beneficial to entering into this transaction, because it gives 7Solutions the opportunity to earn increased revenue alongside the growth of Thaimart, which has growth opportunities supported by the growth of the electronic commerce market through E-commerce platform in Thailand. The market value increased from 460,800 million Baht in 2022 to 1,136,000 million Baht in 2025, representing a compound annual growth rate (CAGR) of approximately 35.09 percent over a 4-year period, and the market value of E-commerce platforms in Thailand is expected to grow to 1,727,680 million Baht in 2029.



Source: Research and Markets, Thailand B2C Ecommerce Market Size & Forecast, 2025

There are 3 main operators in Thailand's E-commerce platform market. In 2025, the largest operator had a market share by gross merchandise value (GMV) of approximately 50 percent, while the second- and third-ranked operators had market shares of approximately 32 percent and 18 percent, respectively. This reflects a market structure in which most of the trading value is concentrated among only a few large platform providers. For this

reason, the management sees an opportunity for Thaimart to grow and to increase its market share, owing to its policy strengths of supporting entrepreneurs, its clear fee structure, its reduction of sellers' cost burden in the initial stage, and its emphasis on taking care of buyers and sellers, which are factors that support Thaimart as an alternative for online shopping and help attract shops and consumers to use the service.



Source: Momentum Works, Department of Business Development

If Thaimart is able to expand its base of shops and users, while maintaining service standards and encouraging continuous repeat purchases, this will be a factor supporting the growth of the transaction value through the platform and increase the opportunity to expand market share, as well as strengthen Thaimart's competitiveness in Thailand's E-commerce platform market in the long term.

The Thaimart application was officially launched on 7 July 2026. Within only 2 months, the Thaimart platform had accumulated 750,000 application downloads, 40,000 participating shops, a customer base of 34,815 customers, and 107,929 accumulated orders, which reflects the ability to attract sellers and build a customer base within a short period of time. In addition, the platform has a repeat purchase rate of approximately 30 percent, which indicates customers returning to use the service after their first purchase. This response is an important foundation for building on the expansion of the user base and increasing the transaction value through the platform, in order to support Thaimart's growth in the next phase.

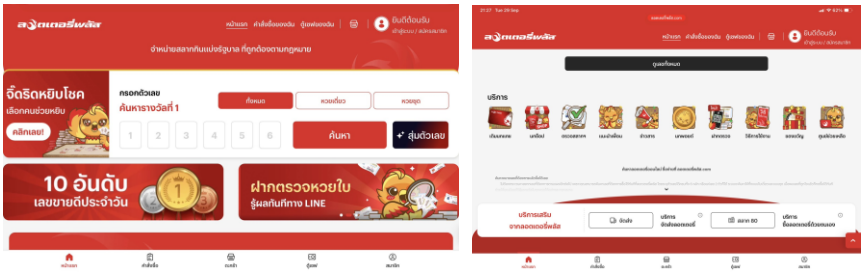


In addition, Thaimart continues to seek to expand cooperation with product brands and Official Partners in order to increase product variety, build confidence, and attract consumers to use the platform, together with developing marketing promotion activities, such as the program “ช้อปเถิดชาวไทย”, which gives entrepreneurs the opportunity to present their products and brand stories through television and online channels, in order to create awareness and reach a wide customer base. This approach will provide entrepreneurs with greater opportunities to sell products and support the expansion of the customer base and the growth of the transaction value on the platform in the long term.

At present, Thaimart is still in the initial stage of service, and there remain opportunities to further build on the platform in many respects, including adding usage functions and developing additional services beyond those currently offered, so that it can respond more fully to the needs of buyers and shops, including other services that 7Solutions will help develop for Thaimart in the future. The gradual development of such services will increase the platform's appeal and create opportunities for business expansion in the long term.

In this regard, the management considers that Thaimart's growth plan has the potential to benefit the Company from the 7Solutions Investment Transaction, in terms of opportunities to build on development and system maintenance work, increased service revenue, and the development of expertise in supporting platforms of increasing scale and complexity. Such knowledge and experience can be used to support the development of the Company's technology services and the expansion of its customer base, which will create mutual business benefits (Synergy) and be consistent with the Company's direction of expanding its technology business in the long term, as well as increasing service revenue alongside the growth of Thaimart under the jointly agreed service fee structure.

At the same time, 7Solutions also has Recurring Income from providing the Nokplus platform to Lottery Plus Company Limited. The Nokplus platform is a platform for the sale of government lottery tickets and the provision of various services related to the product sale, with services and functions covering the entire process from tiket searching and selecting to payment facilitation, as well as ticket storage, prize result checking, automatic notifications when a prize is won, and transfer of prize money to user's bank account, together with a customer service team providing 24-hours support.



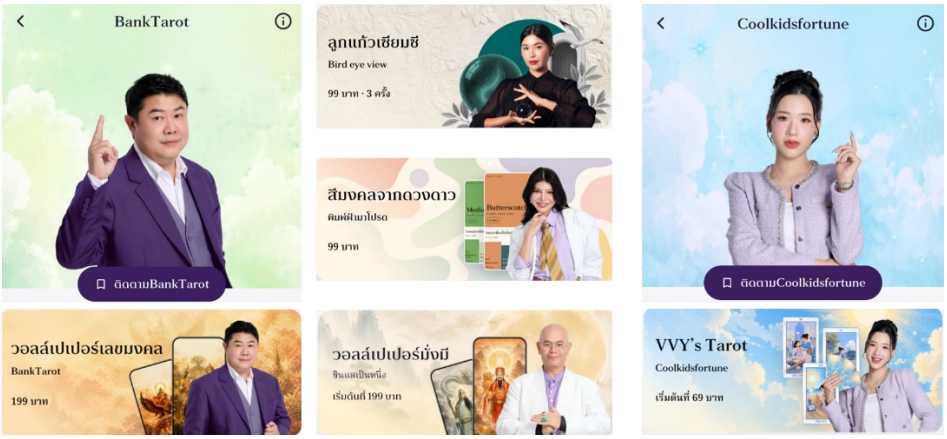
Nokplus is a platform that 7Solutions was engaged to develop in accordance with the client's requirements. The service model grants the client the right to use the platform to conduct its business, while ownership of the platform remains with 7Solutions. 7Solutions receives remuneration for granting the right to use the platform in the form of Revenue Sharing from the sale of products and the provision of services through the platform, at the rates and under the terms jointly agreed.

In addition, 7Solutions continuously provides maintenance services to several customers following the development and delivery of their platforms. One such customer is the MUToday application ("**MUToday**"), a platform providing fortune-telling and astrological consultation services through an online system, operated by MUToday Company Limited. 7Solutions plays a role in supporting the technology of the platform through development, improvement, and system maintenance services to support the growth in users, as well as the continuous development of new functions in line with MUToday's business needs.



Note: MUToday officially launched the platform on 9 September 2026

MUToday serves as a digital platform connecting users and astrology service providers, in order to elevate the experience of accessing “Sai Mu” (spiritual and fortune-telling) services to be more convenient and modern. The platform supports fortune tellers' services through an online system and creates a Revenue Sharing model from the service fees incurred, which helps fortune tellers to expand their user base, reach new customer groups, and generate revenue through digital channels without having to invest in developing technology infrastructure or manage the system themselves.



In addition to the maintenance services following the development and delivery of platforms, 7Solutions also provides Cloud Cybersecurity services to customers in order to enhance the security and reliability of the system, especially for platforms that store and process large amounts of user data. Cloud Cybersecurity services help support the management of cloud system security through threat monitoring and surveillance, access rights control, data protection, and detection of abnormal activities, in order to help reduce the risk of cyber threats, such as unauthorized access to data or data leakage.

At present, 7Solutions provides Cloud Cybersecurity services to Dating App Company Limited, which operates a dating platform under the name Rizz Up (**“Rizz Up”**), whereby Rizz Up is a dating platform that allows users to access basic functions free of charge, such as creating a profile and searching for and connecting with other users through the Smart Matching system, including functions that help increase opportunities to build relationships, such as displaying users with matching interests, in order to create User Engagement and continuously expand the platform's user base.



As Rizz Up is a platform that stores and processes personal data, including communication data between users, system security is an important factor for user confidence. Rizz Up places importance on building the safety and reliability of the platform through user identity verification (Face Verification) and appropriate management of user data.

Therefore, the Cloud Cybersecurity services of 7Solutions play a key role in supporting the security and stability of the Rizz Up system through the management and monitoring of cloud system security, data protection, and the reduction of cyber threat risks. As a result, Rizz Up is able to provide services to users continuously, build confidence in using the platform, and support the growth of its business in the long term.

The Maintenance Service and Cloud Cybersecurity services of 7Solutions enable 7Solutions to extend its revenue from platform development work into Recurring Income and support the continuity of revenue in the long term.

For the reasons stated above, the management views that the investment in 7Solutions will be beneficial to the Company and its shareholders in the long term, because entering into this transaction is consistent with the Company's Tech Business expansion plan, by reducing the time and resources required to start and develop a Software Development House business on its own, which may require time to build business readiness, to recruit and develop personnel with expertise, as well as investment expenses to build the related infrastructure and knowledge.

In addition, the investment in 7Solutions enable the Company to access experienced IT personnel with specialized expertise. 7Solutions has more than 100 IT personnel who can apply their knowledge, experience, and technological capabilities to support the Company's existing businesses, including by enhancing their

efficiency and enabling them to respond promptly and appropriately to changes in technology and future business trends.

The management views that access to the IT personnel of 7Solutions will help support and build on the operations of Inventech Systems (Thailand) Company Limited ("**Inventech**"), which operates a technology media business providing an end-to-end shareholder meeting system (One-stop Service) through the Inventech Connect system, which is trusted and selected by more than 60.0 percent of the leading listed companies in the SET 100 Index.

However, shareholder meeting system services are seasonal, with demand for the services concentrated in the period from March to April (High Season). Inventech has therefore expanded its scope of services to increase opportunities to generate Recurring Revenue and to increase revenue during the off-season for shareholder meetings (Low Season). Such services consist of (1) other meeting management system services, namely the Board of Directors Meeting system (Convene), the Condominium and Housing Estate Juristic Person Meeting system (Smile Connect), the Debenture Holders and Trust Unitholders Meeting system, and the seminar meeting system (i-Connect); and (2) the Investor Relations Website Service (IR Website) and the company information and share registry management system (Agnes System).

The development and extension of such services require personnel with expertise and experience in designing, developing, and improving systems, with emphasis on User Experience (UX) and User Interface (UI) design alongside improving system performance, in order to appropriately respond to the needs of customers and users, with a User-Friendly mode of use, which will help create a good experience, promote User Engagement, and support continuous usage. The management therefore views that access to the IT personnel of 7Solutions will help strengthen Inventech's readiness to develop new services, improve existing systems, and add functions tailored to customers' specific needs more quickly and efficiently, while reducing the need to expand its own system development team and the additional burden of permanent personnel costs. This will enable Inventech to manage costs and allocate resources in line with the seasonal nature of its business, as well as support the expansion of its scope of services and strengthen the continuity of revenue in the long term.

In addition, access to the IT personnel of 7Solutions will help support the operations of Paygenix Company Limited, which provides electronic wallet (E-Wallet) services and requires the development and management of secure and efficient information technology systems. IT personnel can support the development, improvement, and extension of systems related to the E-Wallet service, as well as help strengthen technological capabilities to support business expansion and increase efficiency in providing services to users in the future.

In this regard, integrating the technological expertise of 7Solutions with the Company's business network will increase opportunities to expand the customer base and create new business opportunities, particularly from the existing customer base of the Company's technology media business, which includes several companies listed on the SET. The Company will be able to offer Software Development, System Enhancement, and Technology Solution services in the form of a Package Solution that covers customers' needs, including cross-selling opportunities to increase opportunities to reach new customer groups and generate revenue from a wider variety of technology services.

In addition, expanding the customer base through such network also helps diversify revenue sources, reduce dependence on existing businesses, and increase the proportion of revenue from the technology business, which will support growth and create added value for the Company in the long term.

In addition, the 7Solutions Investment Transaction of the Company constitutes an acquisition of assets by a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2025 Re: Rules on Material Transactions (the "**Notification on Material Transaction**"). When the size of the transaction is considered using the calculation methods under the various criteria of the Notification on Material Transaction, the transaction has a maximum transaction size of 86.8 percent under the net profit criterion, calculated from the Company's reviewed financial statements for the period ended 30 June 2026. The Company has not entered into any related transactions or transactions under the same project within the 12-month period prior to entering into this transaction. Therefore, the size of this investment transaction is 86.8 percent, which constitutes a material transaction. Accordingly, the Company is obliged to proceed in accordance with the Notification on Material Transaction as follows:

(1) Prepare and disclose information on entering into the material transaction, with contents at least as prescribed by the Notification on Material Transaction, through the electronic information system of the Stock Exchange of Thailand (the "**SET**") by the date on which the Board of Directors resolves to approve proposing the matter to the shareholders' meeting for consideration and approval of entering into the material transaction or in accordance with the guidelines specified by the SET.

(2) Appoint an Independent Financial Advisor on the list approved by the Office of the Securities and Exchange Commission (the "**SEC**") to prepare an opinion report for the shareholders' consideration regarding the entry into the material transaction.

(3) Send the notice of the Extraordinary General Meeting of Shareholders, together with the meeting materials, to the shareholders at least 14 days before the meeting date. The notice must contain information material to the shareholders' decision-making, at least as prescribed in the Notification on

Material Transaction, as well as the opinion of the Audit Committee and the opinion report of the Independent Financial Advisor regarding the entry into the material transaction.

(4) Convene an Extraordinary General Meeting of Shareholders of the Company to consider and approve the Company's entry into the 7Solutions Investment Transaction. The entry into such transaction must be approved by a resolution of the shareholders' meeting of the Company with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having conflict of interest.

In the event that the Audit Committee or the Independent Financial Advisor is of the opinion that the entry into such transaction is not appropriate, the Company may enter into the transaction only if no one or more shareholders holding shares and having voting rights in aggregate of 10 percent or more of the total voting rights of the shareholders attending the meeting and having the right to vote cast votes against the entry into the transaction.

(5) After obtaining approval from the shareholders' meeting to enter into the transaction, the Company is obliged to prepare and disclose reports on the results of its operations through the electronic information system of the SET, namely (a) a progress report every 6 months by calendar year, disclosed by 31 July and 31 January, until the Company has completed entering into the transaction, and (b) a report in the event that it is unable to proceed as approved by the shareholders' meeting in any material respect or in the event of cancellation of the transaction, by the business day following the date on which it knows or should have known of such event, as well as disclose such reports in the Annual Registration Statement/Annual Report(Form 56-1 One Report), in accordance with the criteria prescribed in the Notification on Material Transaction.

In addition, the 7Solutions Investment Transaction is in the nature of the acquisition or transfer of a private company to the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company Article of Association Section 36(2)(b), for which the Company must obtain approval from the Company's shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

In addition, the 7Solutions Investment Transaction constitutes a related party transaction under the Notification on Related Party Transaction because Mr. Panthawat is a Seller and an Ultimate Shareholder. Following the restructuring of 7Solutions Mr. Panthawat will hold 12,500 shares, or 25.0 percent of the total issued shares of 7Solutions. Moreover, Mr. Panthawat serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 1,607,000,000 shares, representing 28.20 percent of the total issued shares of the Company. He is therefore a related party of the Company under the Notification on Related

Party Transaction. The size of the related party transaction is equal to 108.1 percent of the Company's Net Asset value. Upon considering the transaction value, the transaction value is higher than 20 million Baht and higher than 3.0 percent of the Company's net asset value (925 million Baht). The Company has not entered into any transaction with Mr. Panthawat or persons related to him in the manner described in Clause 11 of the Notification on Related Party Transaction within the 6-month period prior to entering into the transaction. The Company is therefore obliged to proceed as prescribed by the Notification on Related Party Transaction, as follows:

(1) Prepare and disclose information on entering into the related party transaction, with contents at least as prescribed by the Notification on Related Party Transaction, through the electronic information system of the SET by the date on which the Board of Directors resolves to propose the matter to the shareholders' meeting for consideration and approval of entering into the related party transaction or in accordance with the guidelines specified by the SET.

(2) Appoint an Independent Financial Advisor on the list approved by the Office of the Securities and Exchange Commission (the "SEC") to prepare an opinion report for the shareholders' consideration regarding the entry into the related party transaction.

(3) Send the notice of the Extraordinary General Meeting of Shareholders, together with the meeting documents, to the shareholders at least 14 days before the meeting date. The notice must contain information material to the shareholders' decision-making, at least as prescribed in the Notification on Related Party Transaction, as well as the opinion of the Audit Committee and the opinion report of the Independent Financial Advisor regarding the entry into the related party transaction.

(4) Convene an Extraordinary General Meeting of Shareholders of the Company to consider and approve the Company's entry into the 7Solutions Investment Transaction. The entry into such transaction must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having conflict of interest.

In the event that the Audit Committee or the Independent Financial Advisor is of the opinion that the entry into such transaction is not appropriate, the Company may enter into the transaction only if no one or more shareholders holding shares and having voting rights in aggregate of 10 percent or more of the total voting rights of the shareholders attending the meeting and having the right to vote cast votes against the entry into the transaction.

(5) After obtaining approval from the shareholders' meeting to enter into the transaction, the Company is obliged to prepare and disclose reports on the results of its operations through the electronic

information system of the SET, namely (a) a progress report every 6 months by calendar year, disclosed by 31 July and 31 January, until the Company has completed entering into the transaction, and (b) a report in the event that it is unable to proceed as approved by the shareholders' meeting in any material respect or in the event of cancellation of the transaction, by the business day following the date on which it knows or should have known of such event, as well as disclose such reports in the Annual Registration Statement/Annual Report (Form 56-1 One Report), in accordance with the criteria prescribed in the Notification on Related Party Transaction.

Accordingly, the Company hereby discloses the information on the acquisition of assets and the related party transaction, in accordance with the Notification on Material Transaction and the Notification on Related Party Transaction to the SET, with the details as follows:

Key Details of the Transaction

The Company would like to clarify the key details of this transaction as follows:

1. Expected Date of Entering into the Transaction

The Company will enter into the investment in 7Solutions Transaction, whereby Techlead Rise and the Sellers will jointly sign the Share Purchase Agreement after the Extraordinary General Meeting of Shareholders No. 2/2026 of the Company resolves to approve the investment in 7Solutions, within November 2026. The Company expects the 7Solutions Investment Transaction to be completed within the first quarter of 2027 or on any other date as the parties may have a mutual agreement in written.

In addition, for the investment in 7Solutions, the parties have mutually agreed on the terms and conditions of the share purchase. The investment in 7Solutions will be completed upon (a) the Company's shareholders' meeting resolving to approve the 7Solutions Investment Transaction, including approval of the matters necessary for and/or related to such transaction, and (b) all conditions precedent under the Share Purchase Agreement and any other related agreements having been satisfied or waived or relinquished by the relevant parties, and all actions required to complete the transaction as specified in the Share Purchase Agreement and any other related agreements, as may be mutually agreed by the parties, have been taken.

2. Related Parties and Relationship with the Company

Details of the Sellers

Sellers	Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut are shareholders
Relationship with the Company	Mr. Panthawat Nakvisut is a related party of the Company under the Notification on Related Party Transaction because, following the restructuring of 7Solutions, Mr. Panthawat will be an Ultimate Shareholder holding 25.0 percent of the total issued shares of 7Solutions, and serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 28.20 percent of the total issued shares of the Company. Therefore, the entry into the 7Solutions Investment Transaction constitutes a related party transaction of the Company under the Notification on Related Party Transaction.

3. General Characteristics of the Transaction

3.1 Summary of the Transaction

The Company will invest in the Software development house through Techlead Rise, by investing in 50,000 shares of 7Solutions, or 100.00 percent, from the Sellers, who are related parties of the Company. The Company will pay the consideration entirely in cash, in a total amount of 1,000,000,000 Baht. The Company will pay the consideration in 2 parts, with the details as follows:

1) Consideration for the shares, representing 100.00 percent of the total issued shares of 7Solutions, in the amount of 850,000,000 Baht, divided into

1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms of the Memorandum of Understanding entered into between the Company and the Sellers, and

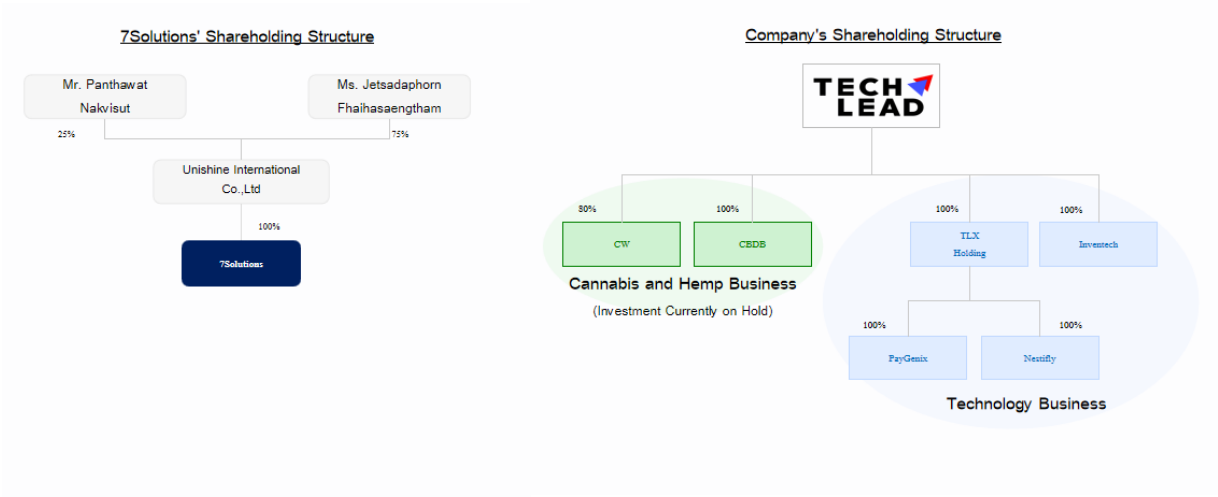
1.2) the remaining consideration for the shares in the amount of 750,000,000 Baht, after all Conditions Precedent under the share purchase agreement and any other related agreements have been satisfied or waived or relinquished by the relevant parties, all actions

required to complete the transaction as specified in the Share Purchase Agreement and any other related agreements, as may be mutually agreed by the parties, have been taken; and

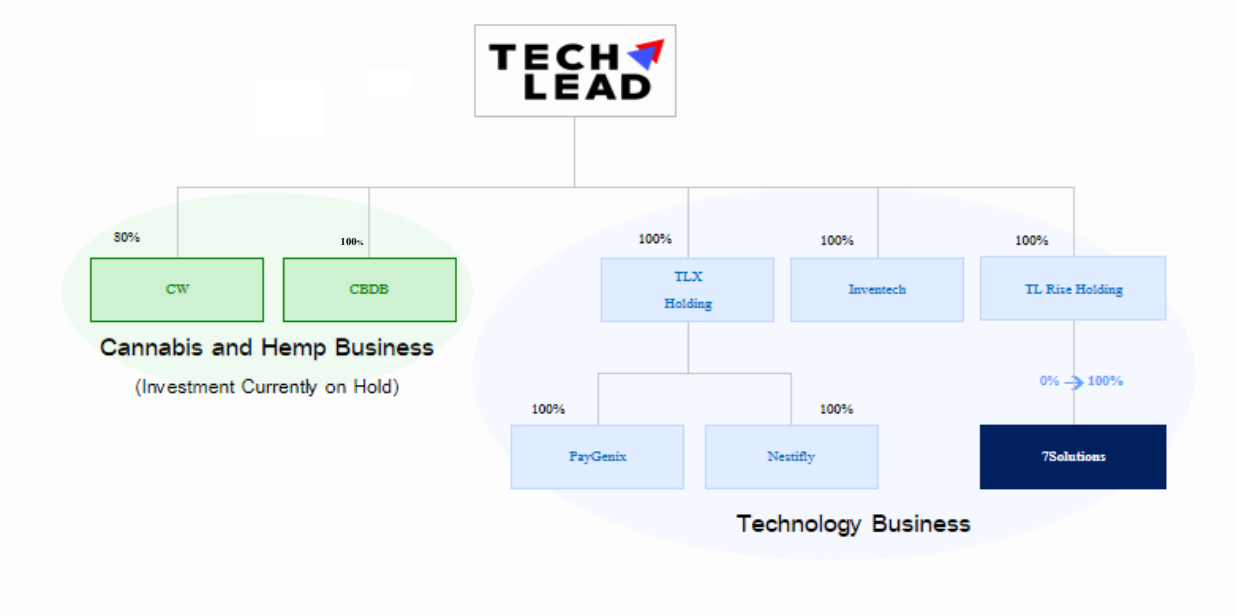
2) Additional consideration in the amount of 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date.

Following the 7Solutions Investment Transaction, the Company will hold shares in 7Solutions through Techlead Rise at 100.0 percent of the total shares of 7Solutions, resulting in 7Solutions becoming an indirect subsidiary of the Company.

Shareholding Structure before the 7Solutions Investment Transaction



Shareholding Structure after the 7Solutions Investment Transaction



Remark: Techlead Rise Holding is its subsidiary and incorporated on 1 December 2025.

3.2 Objectives of the Transaction

The Company plans to expand its business into the Tech Business, as the management views that the Tech Business has growth and revenue-generating potential, can be scaled up rapidly, and has relatively low operating costs compared with other businesses. As a result, in the past period the Company has invested in the Tech Business in order to strengthen the Company's operating results and financial position in the long term.

In addition, expanding the Tech Business also enables the Company to increase the Revenue Diversification, reduce dependence on revenue from its core business, increase the proportion of Recurring revenue, and build on its existing customer base by offering additional technology products and services to existing customers, as well as expand the customer base to new customer groups with digital needs. This will increase opportunities to generate additional revenue and create mutual benefits among the businesses within the Group (Business Synergy), which will support the Company's growth and enhance its competitiveness in the long term.

3.3 Steps and Conditions of the Transaction

The 7Solutions Investment Transaction involves the following steps:

1. The Board of Directors resolves to approve proposing to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the investment in 7Solutions, and discloses information on the transaction to the SET.

2. The Extraordinary General Meeting of Shareholders No. 2/2026 considers and approves the 7Solutions Investment Transaction.

3. Techlead Rise and the Sellers execute the Share Purchase Agreement and any other agreements relating to the 7Solutions Investment Transaction, and shall ensure that all the material Conditions Precedent are fully satisfied or waived before the completion date of the transaction. The material Conditions Precedent are detailed as follows:

   3.1. The results of the due diligence on 7Solutions in respect of legal, accounting, and tax matters are satisfactory. In this regard, the legal, accounting and tax due diligence has been completed and the management has already presented due diligence results to the Board of Directors' Special Meeting No. 5/2026 for consideration of 7Solutions investment.

   3.2. The Extraordinary General Meeting of Shareholders No. 2/2026 of the Company resolves to approve the investment in 7Solutions.

4. Techlead Rise completes the investment in the shares of 7Solutions within the period specified under the Share Purchase Agreement.

4. Details of the Assets Subject to the Transaction

Following the 7Solutions Investment Transaction, the Company will acquire 50,000 shares of 7Solutions, or 100.00 percent of the total shares of 7Solutions. The Company will pay the consideration in cash in a total amount not exceeding 1,000,000,000 Baht, divided into 1) the consideration for the shares, representing 100.00 percent of the total issued shares of 7Solutions, in an amount of not exceeding 850,000,000 Baht, divided into 1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms of the Memorandum of Understanding entered into between the Company and the Sellers, and 1.2) the remaining consideration for the shares in an amount of not exceeding 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date.

1) General Information on 7Solutions

<table>
<tr><td>Company Name</td><td>7Solutions Company Limited</td></tr>
<tr><td>Type of Business</td><td>Business providing design, development, and consulting services for software systems, websites, applications, and digital platforms to support customers' business operations and enhance operating efficiency through digital technology.</td></tr>
<tr><td>Address</td><td>150 Soi Sukhumvit 55 (Thonglor), Khlong Tan Nuea Subdistrict, Watthana District, Bangkok 10110</td></tr>
<tr><td>Juristic Person Registration Number</td><td>0105560081701</td></tr>
<tr><td>Registration Date</td><td>18 May 2017</td></tr>
<tr><td>Paid-up Capital</td><td>5,000,000 Baht</td></tr>
<tr><td>Total Number of Shares</td><td>50,000 shares</td></tr>
<tr><td>Shareholding Structure</td><td>
<table>
<tr><th>List of Shareholders</th><th>Number of Shares[1]</th><th>Shareholding Percentage</th></tr>
<tr><td>Major Company Limited</td><td>49,900</td><td>99.80</td></tr>
<tr><td>Ms. Jetsadaphorn Fhaihasaengtham</td><td>100</td><td>0.20</td></tr>
<tr><td>Total</td><td>50,000</td><td>100.00</td></tr>
</table>
However, 7Solutions is currently restructuring its shareholding so that, following the restructuring, the Ultimate Shareholders of 7Solutions will consist of Ms. Jetsadaphorn and Mr. Panthawat, who will hold shares in 7Solutions at 75.00 percent and 25.00 percent of the total issued shares of 7Solutions, respectively.
</td></tr>
</table>

[1] The number of shares to be acquired by the Company may change. Such change will not affect the investment proportion, as the Company will invest in 7Solutions at a proportion of 100.00 percent of the total shares after the transaction.

	Mr. Panthawat is a related party of the Company under the Notification on Related Party Transaction because Mr. Panthawat holds 25.0 percent of the total issued shares of 7Solutions and serves as the Chairman of the Board of Directors of the Company and is a major shareholder of the Company, holding 28.20 percent of the total issued shares of the Company.
Board of Directors Structure	Current Board of Directors Ms. Jetsadaphorn Fhaihasaengtham Board of Director after the 7Solutions Investment Transaction 1. Mr. Chatchawong Thammarapa 2. Mr. Wongwiwat Hema 3. Mr. Thiti Siriphairoj

2) Nature of the Assets Acquired

The assets that the Company will acquire from the 7Solutions Investment Transaction are 50,000 shares of 7Solutions, representing 100.00 percent of the total shares of 7Solutions.

3) Encumbrances on the Assets Acquired

The shares of 7Solutions that the Company will acquire under this investment transaction are shares free from any encumbrances.

4) Summary of Financial Position and Operating Results for the Past 3 Years

Unit: million Baht	Year 2023	Year 2024	Year 2025
	Audited	Audited	Audited
Statement of Financial Position			
Total assets	237.5	415.2	602.4
Total liabilities	151.4	146.1	578.9[2]

[2] The increase in liabilities from 146.1 million baht in 2024 to 578.9 million baht in 2025 was due to 397.5 million baht in dividends payable as of the end of 2025, following a dividend declaration by 7Solutions to its shareholders. Notably, 7Solutions has since completed the payment of these dividends to its shareholders.

Unit: million Baht	Year 2023	Year 2024	Year 2025
	Audited	Audited	Audited
Shareholders' equity	86.1	269.2	23.5[3]
Income Statement			
Revenue from sales or services	179.5	408.0	488.7
Other income	0.1	0.3	1.4
Total revenue	**179.6**	**408.3**	**490.2**
Cost of sales or services	(64.9)	(100.7)	(190.2)
Selling and administrative expenses	(14.3)	(65.6)	(110.3)
Total expenses	**(79.3)**	**(166.3)**	**(300.5)**
Profit (loss) before finance costs and tax	**100.4**	**242.0**	**189.6**
Finance costs	(2.2)	(13.9)	(0.1)
Profit (loss) before income tax expense	**98.2**	**228.1**	**189.5**
Corporate income tax	(20.2)	(45.7)	(37.7)
Net profit (loss)	**78.0**	**182.4**	**151.9**

5. Total Value of the Transaction and Details of the Payment Method for the Consideration

The total value of the consideration for the 7Solutions Investment Transaction that the Company will have to pay to the Sellers is not more than 1,000,000,000 Baht in total. The Company will pay such consideration entirely in cash.

The Company will pay the consideration for the investment in 7Solutions with the details as follows:

1) Consideration for the shares, representing 100.00 percent of the total issued shares of 7Solutions, in an amount of not exceeding 850,000,000 Baht, divided into

1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms of the Memorandum of Understanding entered into between the Company and the Sellers, and

[3] Shareholders' equity decreased from 269.2 million baht in 2024 to 23.5 million baht in 2025, due to the payment of dividends from 7Solutions' past earnings prior to the execution of the transaction.

1.2) on the completion date of the transaction, the remaining consideration for the ordinary shares in an amount of not exceeding 750,000,000 Baht; and

2) Within 1 year from the completion date of the transaction, additional consideration in an amount of not exceeding 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date.

6. Calculation of Transaction Value

6.1 Method of Calculating the Transaction Size under the Notification on Material Transaction.

Details of the calculation of the transaction size under the Notification on Material Transaction, based on the Company's reviewed financial statements for the period ended 30 June 2026 and the financial statements of 7Solutions for the period ended 31 December 2025, are as follows:

	Company's reviewed consolidated financial statements as at 30 June 2026 (million Baht)	Financial statements of 7Solutions as at 31 December 2025 (million Baht)
Assets	1,153.1	602.4
Deducted: Total liabilities	(217.7)	(578.9)
Deducted: Non-controlling interest	(10.5)	-
Net assets (NA)	**925.0**	**23.5**

Criteria	Formula	Calculation (million Baht)	Transaction Size
Net asset (NA) criterion	NA of the assets acquired x proportion acquired x 100 / NA of the Company	23.5 x 100% / 925.0	2.5 percent
Net profit criterion	Net profit of the assets acquired x proportion acquired x 100 / Net profit of the Company	151.9 x 100% / 175.0	86.8 percent
Total value of consideration criterion	Value of the transaction x 100 / Total assets of the Company	1,000.0 / 1,153.1	86.7 percent
Value of equity shares criterion	Number of shares issued as payment for the assets x 100 / Number of issued and paid-up shares of the Company	Cannot be calculated because no shares are issued as payment for the assets.	

The 7Solutions Investment Transaction of the Company constitutes an acquisition of assets under the Notification on Material Transaction. When the size of the transaction is considered using the calculation methods under the various criteria of the Notification on Material Transaction, the transaction has a maximum transaction size of 86.8 percent under the net profit criterion, calculated from the Company's reviewed financial statements for the period ended 30 June 2026. The Company has not entered into any related transactions or transactions under the same project within the 12-month period prior to entering into the transaction.

The Company is therefore obliged to (1) disclose information on the transaction to the SET by the date on which the Board of Directors resolves to propose the matter to the shareholders' meeting for consideration and approval of entering into the transaction or in accordance with the guidelines specified by the SET, which must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having conflict of interest; (2) send the notice of the shareholders' meeting at least 14 days before the date of the Extraordinary General Meeting of Shareholders No. 2/2026 and disclose such notice through the electronic information system of the SET; (3) appoint an Independent Financial Advisor (IFA) for the consideration of the shareholders' meeting; and (4) prepare and disclose reports on the results of its operations through the electronic information system of the SET until the Company has completed entering into the transaction, and report in the event that it is unable to proceed as approved by the shareholders' meeting in any material respect or in the event of cancellation of the

transaction, by the business day following the date on which it knows or should have known of such event, as well as disclose such reports in the Form 56-1 One Report.

Although the Company's overall operating results over the past 12 quarters show a net loss, the Company's operating results over the past year have continued to improve, with the Company returning to net profit, reflecting the recovery trend in the Company's operating results and its ability to conduct business. Considering the operating results and financial position of 7Solutions over the past 3 years from 2023 to 2025, based on the audited financial statements, 7Solutions had net profit from operations of 78.0 million Baht, 182.4 million Baht, and 151.9 million Baht, respectively. Therefore, the 7Solutions Investment Transaction is not considered a transaction that may negatively affect the Company's financial position or operating results. On the contrary, entering into this transaction will help strengthen the Company's financial position and increase opportunities to generate profit for the Company, and will benefit the Company's shareholders in the long term.

6.2 Transaction Value under the Related Party Transaction Rules

Details of the calculation of the transaction size under the Notification on Related Party Transaction, based on the Company's reviewed financial statements for the period ended 30 June 2026 and the financial statements of 7Solutions for the period ended 31 December 2025, are as follows:

Calculation of the Related Party Transaction Size	Calculation	Transaction Size (percent)
Total value of consideration x 100 Net assets of the Company	1,000 x 100 925.0	108.1

Note: Net assets of the Company = Total assets – Total liabilities – Non-controlling interests

When the size of the 7Solutions Investment Transaction is calculated under the Notification on Related Party Transaction, the transaction size is equal to 108.1 percent of the Company's net asset value, based on the Company's latest consolidated financial statements for the 6-month period ended 30 June 2026 (reviewed). The Company and its subsidiaries have no other related party transactions that occurred within the 6-month period prior to the Board of Directors' resolution approving this transaction that are transactions with the same related party or persons related to it, that must be aggregated with this transaction as a single transaction under the Notification on Related Party Transaction. When the transaction size is calculated under such criteria, the aggregate transaction size is more than 3.00 percent of the Company's net asset value. As a result, the transaction is classified as a large-sized related party transaction. The Company must therefore prepare reports and disclose information as

prescribed by the Notification on Related Party Transaction and seek approval for the transaction from the Extraordinary General Meeting of Shareholders, which must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having conflict of interest. The Company must also arrange for an Independent Financial Advisor approved by the Office of the Securities and Exchange Commission to give an opinion on the transaction for presentation to the shareholders. In addition, the Company is obliged to report the progress of the transaction to the SET every 6 months by calendar year until the related party transaction is completed or the transaction is cancelled.

7. Source of Funds for the Transaction

For this investment transaction, the Company will pay the consideration for the 7Solutions Investment Transaction to the Sellers, divided into 1) the consideration for the shares, representing 100.00 percent of the total issued shares of 7Solutions, in an amount of not exceeding 850,000,000 Baht, divided into 1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms of the Memorandum of Understanding entered into between the Company and the Sellers, and 1.2) the remaining consideration for the shares in an amount of not exceeding 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. The Company expects that the 7Solutions Investment Transaction will complete by the first quarter of 2027. Regarding the determination of additional consideration in the amount of not exceeding 150,000,000 Baht, the Company will consider on the basis of the net profit from operations according to 7Solutions's 9-month financial statements from 1 January 2027 – 30 September 2027. In this regard, the Company expects that the determination of additional consideration will complete by November 2027 that will be within 1-year period from the transaction completion date. The Company will pay the entire amount in cash, with the payment terms and conditions as specified in Section 5. Total Value of the Transaction and Details of the Payment Method for the Consideration.

The sources of funds for the payment of the ordinary share consideration of 850,000,000 Baht will be the Company's surplus cash, funds received from the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings (Right Offering), and funds received from the issuance and offering of newly issued shares to specific persons (Private Placement), with the details as follows:

1) The Company's surplus cash flow of approximately 95,000,000 Baht;

2) Funds received from the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings (Right Offering) of approximately 317,000,000 Baht; and

3) Funds received from the issuance and offering of newly issued shares to specific persons (Private Placement) of approximately 438,000,000 Baht

In this regard, please see further details on the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings and to specific investors (private placement) as set out in Information Memorandum on the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and to Specific Investors (Private Placement) of Techlead Next Public Company Limited (**Attachment 2**), and the Issuance and Allocation of Capital Increase Report Form (F53-4) (**Attachment 3**).

As for the source of funds for the payment of the additional consideration of 150,000,000 Baht, in the event that the net profit from operations of 7Solutions for the first 9 months, adjusted to a full-year estimate (Annualized Net Income), exceeds 150,000,000 Baht, the Company plans to use the cash flow from the operations of 7Solutions as the source of funds for payment of such additional consideration. Since 7Solutions' profit from operations before depreciation and amortization (EBITDA) is higher than its net profit (Net Income), which reflects an adequate ability to generate cash flow from operations. Therefore, the payment of such additional consideration will not materially affect the liquidity and ability to conduct business of 7Solutions after the transaction.

8. **In the event that an investment in a business in which a related party of the Company holds more than 10 percent of the total voting shares of that business, and after the transaction such business becomes an associate or a subsidiary of the Company, explain the reasons for arranging the shareholding structure in such manner as being in the best interest of the Company, together with specifying measures to prevent conflicts of interest that may arise in the future.**

The Company has considered entering into the 7Solutions Investment Transaction, as 7Solutions operates a business providing design, development, and consulting services for software systems, websites, applications, and digital platforms. Such business is in line with the Company's business expansion direction and is part of the strategy to build on technology business opportunities in the long term. In addition, this investment will help support the expansion of the Company's Tech Business, as 7Solutions is a business with stable operating results, which will help increase the Revenue Diversification and reduce dependence on revenue from existing businesses, while increasing the proportion of revenue from the Tech Business for the Company, and the Company will gain

information technology personnel with experience and expertise in developing software systems and digital solutions, which will be an important resource for building on and supporting the expansion of the Company's Tech Business in the future.

At the same time, the investment in 7Solutions enables the Company to reduce the time needed to develop a Software Development House business compared with starting the business on its own, and to recognize revenue from such business immediately. It also gives the Company the opportunity to build on its business by making use of the customer bases of both the Company and 7Solutions to expand opportunities to offer technology products and services to existing and new customer groups.

This transaction is a purchase of ordinary shares in 7Solutions from a related party of the Company. After the transaction, the Company will hold shares in 7Solutions at 100.00 percent of the total shares of 7Solutions, resulting in 7Solutions becoming a subsidiary of the Company. The objective of such shareholding structure is to enable the Company to fully supervise and manage operations, as well as to set the direction, strategy, and business plans in line with the Company's long-term business expansion goals, which will increase opportunities to generate revenue and returns for the Company and its shareholders as a whole.

After the transaction, Mr. Panthawat, who is a related party, will no longer have any interest or rights in 7Solutions, as he will have sold all of his shares to the Company, and will remain only as a shareholder of the Company. The structure following the transaction will therefore reduce the likelihood of conflicts of interest between the Company and the related party, as such person will have no control over, and will not directly benefit from, the operations of 7Solutions.

9. Summary of Key Terms of the Material Related Agreements

The 7Solutions Investment Transaction will take place only when the conditions specified under the Share Purchase Agreement, including other agreements and other documents related to such transaction, have been completed. The key terms of the Share Purchase Agreement can be summarized as follows:

Parties	<u>Sellers:</u> Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut are shareholders <u>Buyer:</u> Techlead Rise Holding Company Limited, a subsidiary in which the Company holds 99.99 percent of the shares

	<u>Guarantors:</u> (1) Ms. Jetsadaphorn Fhaihasaengtham (2) Mr. Panthawat Nakvisut
Shares to be Sold and Purchased[4]	50,000 ordinary shares, representing 100.00 percent of the total shares of 7Solutions
Purchase Price	The purchase price for the ordinary shares of 7Solutions consists of 1) Consideration for the shares, representing 100.00 percent of the total issued shares of 7Solutions, in the amount of 850,000,000 Baht, divided into 1.1) an advance payment (deposit) for the investment in 7Solutions in the amount of 100,000,000 Baht pursuant to the terms of the Memorandum of Understanding entered into between the Company and the Sellers, and 1.2) the remaining consideration for the shares in an amount of not exceeding 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of 150,000,000 Baht, in the event that the net profit from operations for 9 months, adjusted to a full-year basis (Annualized Net Income), exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. The total value is not more than 1,000,000,000 Baht. The Company will pay the consideration in cash under item 1) after all Conditions Precedent under the Share Purchase Agreement and any other related agreements have been satisfied or waived or relinquished by the relevant parties, and the various actions have been taken to complete the transaction as specified in the Share Purchase Agreement and such other related agreements.

[4] The number of shares to be acquired by the Company may change. Such change will not affect the investment proportion, as the Company will invest in 7Solutions at a proportion of 100.00 percent of the total shares after the transaction.

Share Transfer and Share Transfer Date (Closing date)	Within 3 days from the date on which the Conditions Precedent are satisfied
Date of Expiry of the Period for Satisfying the Conditions (Long stop date)	By 31 March 2027
Key Conditions Precedent*	<u>Buyer</u> 1. Is satisfied with the results of the due diligence on 7Solutions in various aspects (namely accounting, legal, and tax). 2. The Extraordinary General Meeting of Shareholders No. 2/2026 of the Company resolves to approve the investment in 7Solutions. <u>Sellers and Guarantors</u> 1. Must procure that 7Solutions to completes the repayment of all loans to its related parties prior to the closing date. 2. Must procure that the Board of Directors' Meeting and/or the shareholders' meeting of 7Solutions resolves to approve (a) the appointment of 3 new directors, (b) the change of the directors' signing authority as specified by the Buyer, and (c) the change of the signing conditions of the 7Solution's bank accounts.
Non-compete Restriction (Non-compete)	From the effective date of this agreement and for a further period of 5 years from the date on which the Sellers and the Guarantors no longer hold shares in the 7Solutions (whichever occurs later), they shall not carry on a business, or become a partner in, or hold shares in, any business that carries on a business that is similar to, identical with, or competes with the same type of business as that of the Company and/or any other company in which the Company holds shares.
Representations and Warranties	The Sellers and the Guarantors agree to give appropriate representations and warranties to the Buyer, and represent and confirm that all documents, evidence, and information disclosed to the Buyer are accurate and

	genuine and do not conceal any facts that should be notified to the Buyer for use in connection with the share purchase under this agreement.

10. Required Approvals from Relevant Authorities

None

11. Legal Disputes Relating to the Transaction or the Assets Subject to the Transaction (if any)

The Company has conducted Legal Due Diligence on 7Solutions. From the Legal Due Diligence, the Company did not find any information on lawsuits in which 7Solutions is a defendant and which are still under court proceedings.

12. Expected Benefits to the Company

12.1 This Investment Supports the Company's Tech Business Expansion Plan

Entering into this transaction is consistent with the Company's Tech Business expansion plan. Following the transaction, it will strengthen the Company's capabilities in conducting the Tech Business, which is in line with the direction of Mega Trends, particularly Digital Transformation. As 7Solutions has experience and expertise in providing software and platform development services tailored to customers' specific needs (Customized Solution), the Company will be able to build on such capabilities together with the Company's current businesses to expand the scope of technology services and respond more comprehensively to customers' needs.

12.2 Reduces the Time Needed to Develop a Software Development House Business on Its Own

Entering into this transaction will enable the Company to acquire IT personnel with experience, knowledge, and expertise in project execution, as well as an existing customer base, which will help reduce the time and burden of developing a Software Development House business compared with starting the business on its own, which would require time to recruit and develop personnel, set up operating processes, build a portfolio of reference work, and expand the customer base. This investment will therefore enable the Company to recognize revenue from the Software Development House business more quickly after the transaction is completed, as well as to build on revenue from continuing services such as Maintenance Service and Technology Service, which will increase the proportion of Recurring Revenue and create stability in the Company's revenue streams in the long term.

12.3 Enhance Human Resources and Knowledge to Support the Growth of the Company Group

Entering into this transaction will give the Company access to more than 100 additional IT personnel with experience in software and platform development, as well as the knowledge gained from 7Solutions' project execution and customer service, which can be used to efficiently support the development and extension of the Group's technology services, and will promote the exchange of knowledge and experience among personnel, including the allocation and sharing of resources within the Group, in order to increase operating efficiency and strengthen readiness to take on new projects that will support the Group's business expansion in the future.

Access to more than 100 IT personnel of 7Solutions will help support and build on the operations of Inventech in expanding its scope of services to increase opportunities to generate Recurring Revenue and to increase revenue during the off-season for shareholder meetings (Low Season). The development and extension of such services require personnel with expertise and experience in designing, developing, and improving systems, with emphasis on User Experience (UX) and User Interface (UI) design alongside improving system performance, in order to respond to the needs of customers and users, with a convenient, easy-to-understand, and uncomplicated (User-Friendly) mode of use, which will help create a good experience, promote User Engagement, and support continuous usage. Access to the IT personnel of 7Solutions will help strengthen Inventech's readiness to develop new services, improve existing systems, and add functions tailored to customers' specific needs more quickly and efficiently, while reducing the need to expand its own system development team and the additional burden of permanent personnel costs. This will enable Inventech to manage costs and allocate resources in line with the seasonal nature of its business, as well as support the expansion of its scope of services and strengthen the continuity of revenue in the long term.

In addition, the investment in 7Solutions will enable the Company to access approximately 100 experienced technology personnel who are ready to work and have experience working together as a team, without having to spend time recruiting and developing new personnel individually. Having a team with shared experience will help reduce limitations in coordination and project-based work, which is one of the key challenges in recruiting technology personnel at present, and will enable the Company to deploy such personnel to support operations and the development of various projects quickly and efficiently.

12.4 Increases Opportunities to Expand the Customer Base

Entering into this transaction will give the Company and 7Solutions the opportunity to build on their businesses from the customer bases of both parties, through the integration of business networks, expertise, and understanding of customers' needs, which will increase opportunities to expand the scope of services and to

appropriately offer additional services that match customers' needs and business models, particularly from the existing customers base of the Company's technology media business, which includes several companies listed on the SET. The Company will be able to offer the Software Development, System Enhancement, and Technology Solution services of 7Solutions in the form of a Package Solution that covers customers' needs, from system development and improvement and information technology services through to continuous system maintenance and support.

In addition, integrating the expertise and experience of both parties will further enhance the potential to develop services that respond more comprehensively to customers' needs, and create Cross-selling Opportunity to expand into new customer groups, increase the diversity of technology services, and create opportunities for revenue growth in the long term.

12.5 Diversify Risks Associated with Existing Businesses and Increase the Company's Revenue Contribution from the Tech Business

The investment in 7Solutions will help expand revenue sources and increase the diversity of services from the Company's Tech Business, as well as help reduce reliance on revenue from existing businesses. The Company expects that such investment will increase the proportion of revenue from the technology business for the Company, in line with the planned business expansion direction, and will also give the Company the opportunity to build on its expertise and customer base to create additional revenue sources and support the Company Group's growth in the long term. In addition, 7Solutions has consistent operating results. The Company therefore expects this investment to help improve the Company's overall operating results and to benefit the Company and its shareholders in the long term.

12.6 Increases the Proportion of the Company's Recurring Revenue

Entering into this transaction will increase the Company's opportunities to generate Recurring Revenue from technology services such as Maintenance Service, Technology Service, and various system support services following the development and delivery of platforms, which will increase the diversity of revenue sources, reduce the volatility of revenue from one-off project-based work (Project-based Revenue), and strengthen the stability of the Company's revenue streams.

Such increase in the proportion of revenue will help enhance the stability of the Company's operating results and financial position and improve its ability to plan and manage revenue in the long term, which will benefit the Company and its shareholders in the long term.

13. Business Plan Relating to the Transaction

13.1 Business Policy and Plan Relating to the Transaction, and Timeframe

The 7Solutions Investment Transaction is in accordance with the Company's business plan to expand its business into the Tech Business, which is in line with the direction of Mega Trends, particularly Digital Transformation. The management views that the Tech Business is a business with growth and revenue-generating potential, can be scaled up rapidly, and has relatively low operating costs compared with other businesses, and is therefore an opportunity to strengthen the Company's growth in the long term.

After the investment transaction is completed, the Company's policy is for 7Solutions to continue operating its business in its existing manner, focusing on maintaining relationships with its existing customer base while expanding its new customer base and increasing business growth opportunities by offering technology products and services that meet the needs of customers across various industries. The Company plans to support 7Solutions in further developing its capabilities in providing Digital Solution services, in order to increase opportunities to generate revenue from new projects and continuing revenue from services provided after development.

In addition, the Company plans to make use of the human resources of 7Solutions, who have experience and expertise in information technology, to support the development and extension of the Tech Business within the Company Group, as well as to promote the exchange of knowledge, capabilities, and resources between the Company and 7Solutions, in order to increase operating efficiency and create opportunities to offer more comprehensive services to the existing customers of the Company and 7Solutions.

13.2 Analysis of Market Conditions and Competition, including Business Opportunities

At present, Digital Transformation is an important factor affecting the business operations of organizations across various industries. Businesses wish to apply technology to improve operating efficiency, reduce work steps, increase data management capability, and develop channels for serving customers. As a result, demand for software system development services, digital platforms, and technology solutions is likely to continue to grow.

The software development and digital solutions market faces competition from various types of providers, including specialized software development companies (Software Development House), comprehensive information technology service providers (IT Solution Provider), and global platform providers. The key competitive factors include the ability to understand customers' business needs, technological expertise, the ability to develop

systems that meet customers' specific requirements (Customized Solution), service quality, and the ability to maintain systems after development.

Given the continuously increasing trend of Digital Transformation, organizations wish to apply technology to improve operating efficiency, reduce work steps, and develop service models for customers. As a result, demand for software system development services, digital platforms, and technology solutions has the potential to continue to grow.

Under this trend, 7Solutions, which has expertise in designing, developing, and providing consulting on software systems, websites, applications, and digital platforms, and can develop solutions tailored to the needs of each customer (Customized Solution), has opportunities to expand its business by increasing its number of customers and offering a wider variety of technology services, in order to respond to the needs of corporate customers who are in the process of adapting to digital systems.

In addition, 7Solutions has opportunities to build on its revenue models from software system development by adding related services after system development, such as system maintenance fees, system support services, and platform services in the form of Revenue Sharing, which will increase opportunities to generate continuing revenue from the existing customer base and build long-term relationships with customers.

Following the Company's investment, 7Solutions can make benefit from the resources and customer bases of both parties to increase business expansion opportunities. The Company can offer the Digital Solution services of 7Solutions to the Company's customer base, while 7Solutions can build on its relationships with existing customers to expand its scope of services. This will support revenue growth, increase business opportunities, and strengthen the Group's competitiveness in the long term.

13.3 Risk Factors or Events That May Affect the Ability to Proceed as Planned, and Other Related Factor

1) Risk from dependence on a key customer

7Solutions derives its main revenue from providing platform services to Lotteryplus Co., Ltd., and such revenue is considered as the main revenue of 7Solutions, representing 90.0 percent of the total revenue of 7Solutions for the first 6 months of 2026. Therefore, in the event that the customer changes the scope of services, reduces the volume of services used, changes service providers, terminates the service agreement, does not renew the agreement, or requests changes to commercial terms, this may affect the revenue and profitability of 7Solutions.

The service agreement between 7Solutions and such customer has a term of 5 years from 1 January 2026 onwards and provides for automatic renewal for a further 5 years if 7Solutions has not breached the terms of the agreement. However, if the customer terminates the agreement before the end of the 5-year term

without any breach of the agreement's terms, the terminating party will be obliged to pay a penalty as specified in the agreement[5]. Such terms therefore help reduce the risk of early termination while providing a compensation mechanism to protect the interests of 7Solutions and mitigate the impact of the loss of revenue that may arise from such termination.

Moreover, after the 7Solutions Investment Transaction, the Company's management plans to expand the customer base by building on the Company's existing customer base through offering additional technology products and services to existing customers, in order to risk migration from relying on the primary customer in a long term, as well as expanding to new customer groups with digital needs, in order to respond to Digital Transformation.

Moreover, 7Solutions also has opportunities of revenue expansion from platform maintenance of Thaimart, that is currently in an initial period of service. Such service will be the opportunity to generate additional revenue for 7Solutions and reduce certain revenue dependency of the primary customer.

In addition to the above approach, the management views that 7Solutions also has opportunities to support the demand for technology system development within the Group, in particular the development of systems related to the Payment Gateway and Inventech's systems, which require software development personnel who can work together as a team and support large-scale projects. At present, personnel with experience and ability to develop systems of this kind are limited in number, which is therefore another approach to reducing the impact of dependence on revenue from a key customer.

2) Risk from revenue fluctuation and continuity of agreements

Given the nature of 7Solutions' business of providing software and platform development services according to customers' requirements, revenue from software and platform development is project-based revenue, and the continuity of this revenue depends on the ability to win new work from existing customers and to expand the new customer base. Therefore, if 7Solutions is unable to secure new work continuously, its revenue and operating results may fluctuate from period to period.

However, 7Solutions provides system maintenance services under Maintenance Agreement, which generate continuing revenue after the delivery of platforms for the periods and under the terms specified in the agreements, and help reduce reliance on revenue from new project work alone. If 7Solutions is able to expand

[5] Regarding compensation in early termination before 5-year term, the Company has a right to receive compensation in the rate of 3.0 percent of the party's revenue in a previous year, which is approximately 400 million Baht. In this regard, such compensation will migrate the certain impact upon the Company's return on investment.

the customer base that uses platform development services and build on this to have such customers enter into additional system maintenance agreements, this will increase the Recurring Revenue and strengthen the consistency of revenue in the long term.

3) Risk from dependence on personnel with specialized expertise

Conducting a software development business requires personnel with technological knowledge, an understanding of customers' systems, and project management experience. If 7Solutions is unable to retain its executives or key personnel after the investment, or is unable to recruit suitable replacement personnel, this may affect the continuity of system development, service quality, and relationships with customers, and may also increase the costs of recruiting and developing personnel. At the same time, allocating personnel to support businesses within the Company Group may limit the ability to take on work from external customers if there is no adequate manpower planning.

However, the Company operates a technology business and has personnel with knowledge and experience who can support the operations and personnel development of 7Solutions. The Company can arrange for relevant personnel to participate in learning the work and receive knowledge transfer from the key personnel of 7Solutions from the early period after the investment transaction, together with preparing knowledge documents and operating guidelines, as well as preparing replacement personnel for key positions. Such approach will help reduce dependence on any single individual and support the continuity of business operations and services to customers.

4) Risk from competition and technological change

7Solutions may face competition from software development service providers, providers of ready-made systems, and customers' options to develop systems themselves, including the adoption of artificial intelligence tools and new technologies, which may change customers' needs, development timelines, and service fee levels. If 7Solutions is unable to improve its services and develop its personnel's skills in line with such changes, this may affect its ability to retain customers and win new work. At the same time, investment to adapt to technology may increase expenses before additional revenue can be generated.

However, 7Solutions regularly provides training and allocates a budget for developing its personnel's technological knowledge and skills, in order to support adaptation to changing technology and customer needs. In addition, following the investment, the Company can support the exchange of knowledge and experience among personnel within the Group, as well as the application of suitable tools and technology to

increase efficiency in development and service provision, together with building on its expertise in developing solutions tailored to customers' specific needs, in order to differentiate its services. Such approach will help strengthen competitiveness and reduce the impact of technological change in the long term.

5) Risk that operating results and benefits from the investment do not meet expectations

The returns from the investment depend on the ability of 7Solutions to retain its existing customer base, expand its new customer base, control costs, and operate its business according to the management's business plan. Therefore, if 7Solutions is unable to generate revenue and synergies as planned, operating results may be lower than the management's expectations.

However, 7Solutions is a business with existing operations and a customer base, and has revenue from platform services and system maintenance under agreements, which supports the continuity of business operations after the investment. In addition, the Company has knowledge and experience in the technology business and can therefore support business planning, cost management, and the allocation of resources suited to the operations of 7Solutions.

To manage risk further, the Company will set targets and regularly monitor operating results after the investment, so that it can adjust the business plan and control expenses in a timely manner if operating results differ from expectations. Such approach will reduce the likelihood of, and mitigate the impact from, operating results being lower than the management's expectations.

6) Risk from obligations or liabilities arising before the investment

Entering into this investment transaction exposes the Company to risks relating to the obligations and liabilities of 7Solutions that may arise from operations prior to the acquisition, such as tax liabilities, disputes with customers or personnel, and work warranties, among others.

However, the Company has conducted Legal Due diligence, Accounting Due diligence, and Tax Due Diligence, which help the Company assess obligations, liabilities, and issues that may cause damage from entering into this transaction, so as to inform the conditions of the investment, including the specification of the Sellers' Representations and Warranties and Indemnification Provisions in the Share Purchase Agreement (SPA). These serve as a mechanism enabling the Company to claim indemnification from the Sellers in the event of a breach of Representations and Warranties, or damage arising from obligations or liabilities prior to the investment that are the Sellers' responsibility under the agreement, which helps mitigate the financial impact that may arise to the Company.

7) Risk from entering into a transaction with a related party

This investment transaction is a transaction between the Company and a related party of the Company. The Company requires that the director having conflict of interest abstain from voting and not participate in the consideration of the agenda items relating to entering into the transaction at the Board of Directors' meeting, as well as abstain from voting on the agenda items relating to entering into the transaction at the Company's shareholders' meeting. In addition, the Company has appointed an Independent Financial Advisor to review the appropriateness of the price and the reasonableness of entering into the transaction and to prepare an opinion report for the shareholders, in order to ensure that the transaction is fair and in the best interest of the Company and all of its shareholders.

13.4 Contingency Plan in Case the Transaction Cannot Be Completed, and Impact Analysis

In the event that the Company is unable to complete the transaction, the Company will lose the opportunity to recognize revenue from the business of 7Solutions as planned under the investment plan, and the expansion of the Company's technology business may also proceed more slowly than expected. However, the Company will continue to operate its existing technology business and will consider suitable business expansion approaches in order to achieve the Company's strategic goals.

The Company may consider developing a software and platform development business (Software Development House) on its own, which would require recruiting and training personnel, developing expertise and work processes, and securing a customer base to support the business operations. Such approach would incur expenses for establishing and developing the business, as well as personnel costs and costs of expanding the customer base, and may take longer than investing in a business that already has a team, experience, and a customer base before the Company can operate the business and generate revenue as targeted.

14. Opinion of the Board of Directors

14.1 Reasonableness and Benefits of the Transaction, and Comparison with Transactions with Third Parties

The Board of Directors (excluding the director having conflict of interest who did not participate in the consideration and did not vote on this agenda item) is of the opinion that the 7Solutions Investment Transaction is reasonable and in the best interest of the Company and its shareholders. The Board of Directors therefore deems it appropriate to propose that the shareholders' meeting consider and approve the agenda item relating to this investment transaction, owing to the following factors relating to the investment transaction:

1. The investment in 7Solutions is a business expansion in accordance with the Company's business expansion plan, as the Company wishes to expand into the Tech Business, which is a business with growth potential in generating revenue, can be scaled up rapidly, and has relatively low operating costs compared with other businesses, and which is in line with the direction of Mega Trends, namely Digital Transformation.

2. The investment in 7Solutions reduces the time the Company would need to develop a Software Development House business on its own, enabling the Company to recognize the operating results of the Software Development House business immediately after this investment transaction, as well as strengthening the diversity of revenue from the Tech Business and the strength of the Company's financial position.

3. The investment in 7Solutions gives the Company additional human resources with knowledge, capability, expertise, and experience in software and platform development, which can be used to support the development of the Company Group's technology services and projects, as well as promote the exchange of knowledge and experience among personnel, including the allocation and sharing of resources within the Company Group, in order to increase operating efficiency and strengthen readiness to take on new projects, which will support the Company Group's business expansion in the future.

4. The investment in 7Solutions helps diversify the risk of reliance on revenue sources from the Company's existing businesses and increases the diversity of services from the Company's Tech Business. The Company expects that such investment will increase the proportion of revenue from the technology business for the Company, in line with the planned business expansion direction, and will also give the Company the opportunity to build on its expertise and customer base to create additional revenue sources and support the Group's growth in the long term.

14.2 Risks or Impacts That May Arise from the Transaction

The Board of Directors has considered the 7Solutions Investment Transaction, taking into account the reasonableness of the transaction, the benefits that the Company expects to receive, and the related risks. The Board of Directors is of the opinion that the benefits expected from this investment outweigh the risks that may arise, because the management has analyzed and assessed the related risks, and has specified preventive approaches and measures to mitigate the impact of such risks, as well as prepared a business plan for 7Solutions to support operations and business expansion after the investment in line with the direction and goals of the Company Group.

In addition, the Board of Directors has considered the impact in the event that the Company is unable to complete the transaction. It views that, if the Company had to develop a Software Development House business on its own, the Company would need to spend time and resources on recruiting and training personnel, setting up work processes, building a portfolio of reference work, and securing a customer base, which would incur preparation expenses and may cause business expansion and revenue recognition to be slower than planned. The Board of Directors therefore views that investing in 7Solutions, which already has an experienced team and a customer base, will reduce the time and burden of starting to develop the business and enable the Company to build on its operations and recognize revenue from such business sooner, which will benefit the Company and its shareholders in the long term.

14.3 Appropriateness of the Price and Terms of the Transaction

The Board of Directors has considered the price and terms of entering into this transaction and is of the opinion that the transaction price is appropriate because it is lower than the fair value of 7Solutions assessed from financial projections. Under such projections, the Company expects the investment to generate an Investment Return of not less than 12.0 percent, which is consistent with the Company's investment policy, and a Payback Period of approximately 4 years. The Board of Directors therefore views that this investment is worthwhile and beneficial to the Company and its shareholders in the long term.

In addition, the Board of Directors is of the opinion that the terms of entering into the transaction are appropriate, as the Share Purchase Agreement (SPA) contains provisions on the Sellers' Representations and Warranties and Indemnification, which are mechanisms to protect the Company's interests and help mitigate the impact of any breach of Representations and Warranties, as well as obligations or liabilities arising before the investment that are the Sellers' responsibility, within the scope, terms, and claim periods specified in the agreement.

15. Statement of the Board of Directors

The Board of Directors hereby certifies that it has performed its duties with honesty and prudence in safeguarding the Company's interests in considering the 7Solutions Investment Transaction, including the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) and the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) in this instance, and views that such transactions will create benefits for the Company and will also give the Company the potential to expand its Tech Business in accordance with the Company's business plan.

The Board of Directors therefore resolved to approve the 7Solutions Investment Transaction and to propose that the Company's shareholders' meeting approve the transaction. However, whether to approve the Company's entry into such transaction is subject to the shareholders' discretion. Shareholders should consider the reasons, impacts, and opinions on the various issues for consideration, in addition to the various documents that the Company has sent together with the notice of the shareholders' meeting, in order to appropriately inform their voting decision.

However, if the performance of such duties causes damage to the Company, shareholders may bring a lawsuit to claim damages from such director on behalf of the Company under Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), and if such performance of duties causes the director or related persons to wrongfully obtain benefits, shareholders may exercise the right to sue to recover such benefits from such director on behalf of the Company under Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

16. Opinion of the Audit Committee

The Audit Committee has an opinion that is not different from that of the Board of Directors, as set out in Section 14. above.

17. Statement that Directors Having Conflict of Interest in the Related Party Transaction Did Not Attend the Meeting and Vote at the Board of Directors' Meeting Approving the Transaction

Mr. Panthawat, who is a director having conflict of interest, did not attend the meeting and vote in the approval of the 7Solutions Investment Transaction.

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

Please be informed accordingly.

Sincerely yours,

-Mr. Issara Roungsuk-Udom-

(Mr. Issara Roungsuk-Udom)

Chief Executive Officer

Information Memorandum on the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and to Specific Investors (Private Placement) of Techlead Next Public Company Limited

The Board of Directors' Special Meeting No. 5/2026 of Techlead Next Public Company Limited (the "**Company**"), held on 15 October 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the increase of the Company's registered capital in the amount of 1,509,930,238 Baht, from the existing registered capital of 6,649,102,988 Baht to the new registered capital of 8,159,033,226 Baht, by issuing not exceeding 1,509,930,238 newly issued ordinary shares with a par value of 1.00 Baht per share, which the Company will allocate newly issued ordinary shares of the Company in an amount not exceeding 1,509,930,238 shares, divided into (1) the allocation of newly issued ordinary shares of the Company to accommodate the offering to the existing shareholders proportionate to their respective shareholdings (Right Offering) in an amount of 633,250,238 shares and (2) the allocation of newly issued ordinary shares of the Company to accommodate the offering to specific investors (Private Placement) in an amount of 876,680,000 shares.

In this regard, the details of the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and to specific investors (Private Placement) are as follows:

1. Details of the Offering and Allocation of Newly Issued Ordinary Shares

1.1 Allocation of Newly Issued Ordinary Shares for Offering to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering)

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the allocation of newly issued ordinary shares to be offered to the existing shareholders proportionate to their respective shareholdings (Right Offering) in an amount not exceeding 633,250,238 shares, with a par value of 1.00 Baht per share, at the offering price of 0.50 Baht per share, for a total value not exceeding 316,625,119 Baht, at the allocation ratio of 9 existing ordinary shares to 1 newly issued ordinary share, with any fractions of shares arising from the calculation to be disregarded.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering) on this occasion, if there are remaining newly issued ordinary shares after the completion of allocation to the existing shareholders of the Company proportionate to their respective shareholdings in the first round, the Company will allocate such remaining newly issued ordinary shares to the existing shareholders who wish to subscribe in excess of their rights (Oversubscription), in proportion to their existing shareholdings.

Regarding the subscription for newly issued ordinary shares in excess of rights (Oversubscription), the existing shareholders are entitled to subscribe for newly issued ordinary shares in excess of their rights at the same offering price as the newly issued ordinary shares allocated in accordance with their rights, provided that the existing shareholders who oversubscribe will be allocated the oversubscribed newly issued ordinary shares only when there are remaining newly issued ordinary shares after the allocation to the existing shareholders proportionate to their respective shareholdings has been completed in full, with the details and criteria for allocation as follows:

(1) In the circumstance that the remaining newly issued ordinary shares from the first round of allocation to the existing shareholders proportionate to their respective shareholdings are greater than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribed, the Company will allocate such remaining shares to all existing shareholders, who have oversubscribed and have fully paid for the shares, in accordance with the number of shares, which they expressed their intention to oversubscribe.

(2) In the circumstance where the remaining newly issued ordinary shares from the first round of allocation to the existing shareholders proportionate to their respective shareholdings are fewer than the number of newly issued ordinary shares that the existing shareholders oversubscribed, the Company will allocate such remaining shares in the following steps:

(2.1) Allocate such remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who has oversubscribed, by multiplying the existing shareholding proportion of each shareholder who has oversubscribed by the number of remaining newly issued ordinary shares, the result will be the number of shares that each shareholder who has oversubscribed is entitled to be allocated (any fractions of shares resulting from the calculation will be disregarded). In this regard, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and fully paid for.

(2.2) In the circumstance that there are still remaining newly issued ordinary shares after the allocation under item (2.1) above, the Company will allocate them to each shareholder who has oversubscribed and has not yet received the full allocation in proportion to oversubscribed amount in accordance with the method in item (2.1) above, until there are no remaining shares to be allocated, provided that the number of newly issued ordinary shares to be allocated will not exceed the

number of newly issued ordinary shares that each shareholder has subscribed for and fully paid for.

In this regard, as the Company has been in operation for not less than 1 year and has accumulated losses, the Company is able to determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company's shares, provided that the Company must obtain the approval of the shareholders' meeting and must specify the discount rate definitely, as prescribed in Section 52 of the Public Limited Company Act B.E. 2535.

The allocation of newly issued ordinary shares to the existing shareholders who have oversubscribed in accordance with the above details must not, under any circumstances, result in any shareholder who has oversubscribed, when combined with persons acting in concert (Concert Party) and persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such shareholder, acquiring the Company's shares reaching or crossing the point that requires a mandatory buyout of all the Company's shares (Tender Offer), as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, and must not violate the restrictions on foreign shareholding as specified in the Articles of Association of the Company, which currently provide that foreigners must hold shares in an amount not exceeding 49 percent of the total issued shares of the Company.

Furthermore, if there are still remaining newly issued ordinary shares after the allocation under items (1) to (2) above, the Company will reduce its registered capital by cancelling the remaining newly issued ordinary shares from the offering, and the Company will seek approval of such matter from the shareholders at a subsequent shareholders' meeting.

The Company determined that the date for determining the list of shareholders entitled to be allocated and offered the newly issued ordinary shares for the offering to the existing shareholders proportionate to their respective shareholdings (Record Date), would be 2 November 2026. However, the determination of the right to subscribe for and to be allocated such newly issued ordinary shares remains uncertain until approval is obtained from the Extraordinary General Meeting of Shareholders.

In this regard, the Board of Directors resolved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors, the Executive Committee, or the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director, to consider, determine and amend the criteria, conditions and other details necessary for and relating to the issuance and allocation of the newly issued ordinary shares, as necessary and appropriate

under the relevant laws, including but not limited to the date for determining the list of shareholders entitled to be allocated and offered the newly issued ordinary shares (Record Date), the determination of the offering period, the allocation ratio, the offering price, the payment method, the allocation of newly issued ordinary shares in the case where shareholders subscribe in excess of their rights (Oversubscription) and other relevant details, including the signing of applications for approval, requests for waivers, notices or any other documents relating to the allocation of newly issued ordinary shares; liaising with, providing information to, and submitting or certifying documents to government authorities or other relevant agencies; as well as taking all necessary actions to list the Company's newly issued ordinary shares on the SET, as well as to take any actions necessary for or relating to the completion of issuance and allocation of the aforementioned newly issued ordinary shares in accordance with the relevant laws and regulations.

1.2 Allocation of Newly Issued Ordinary Shares for Offering to Specific Investors (Private Placement)

The Company will allocate newly issued ordinary shares of the Company for offering to specific investors (Private Placement) in an amount not exceeding 876,680,000 shares, with a par value of 1.00 Baht per share, to 5 investors (the "**Investors**"), or equivalent to 10.7 percent of the registered capital of the Company after the registration of the capital increase, which may be allocated in a single allocation or multiple allocations, at the offering price of 0.50 Baht per share, for a total value not exceeding 438,340,000 Baht, the details of the allocation of the newly issued shares for offering to specific investors (Private Placement) as follows:

No.	Name of Investor	Number of Shares (Shares)	Total Value of Shares (Baht)
1.	Ms. Jetsadaphorn Fhaihasaengtham	713,780,000	356,890,000
2.	Mr. Vichit Jiruttitijareon	64,900,000	32,450,000
3.	Mr. Eakkalurk Sangsareedumrong	48,000,000	24,000,000
4.	Mr. Natchanon Sakdapisit	30,000,000	15,000,000
5.	Mr. Yossakorn Tripattanapong	20,000,000	10,000,000
Total		**876,680,000**	**438,340,000**

In this regard, the Board of Directors resolved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors, the Executive Committee, or the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director, to consider, determine and amend the criteria, conditions and other details necessary for and relating to the issuance and allocation of the newly issued ordinary shares to the specific investors, as necessary and appropriate under the relevant laws, including but not limited to the determination or the amendment of the method of the newly issued ordinary shares offering, the determination of offering period, the offering price, the payment method, and other relevant details regarding the selecting the specific investors

(Private Placement); and negotiating, agreeing upon, and executing documents and agreements relating to the allocation of newly issued ordinary shares, including the signing of applications for approval, requests for waivers, notices or any other documents relating to the allocation of newly issued ordinary shares; liaising with, providing information to, and submitting or certifying documents to government authorities or other relevant agencies; as well as taking all necessary actions to list the Company's newly issued ordinary shares on the SET, as well as to take any actions necessary for or relating to the completion of issuance and allocation of the aforementioned newly issued ordinary shares in accordance with the relevant laws and regulations.

1.2.1 Information and Details of the Investors

The Company will allocate newly issued ordinary shares for offering to 5 Investors, with the details of each Investor being as follows:

(1) Ms. Jetsadaphorn Fhaihasaengtham

Occupation/Work Experience	Private business and Investor
Shares held in the Company before the Offering	None (as of 20 March 2026)
Shares held in the Company after the Offering	713,780,000 shares, representing 9.90 percent of the total issued shares after the offering
Relationship with the Company, Directors, Executives and Major Shareholders of the Company	None

(2) Mr. Vichit Jiruttitijareon

Occupation/Work Experience	Private business and investor
Shares held in the Company before the Offering	60,000,000 shares, representing 1.05 percent of the total issued shares (as of 20 March 2026)
Shares held in the Company after the Offering	124,900,000 shares, representing 1.73 percent of the total issued shares after the offering
Relationship with the Company, Directors, Executives and Major Shareholders of the Company	None

(3) Mr. Eakkalurk Sangsareedumrong

Occupation/Work Experience	Director in listed company, Private business and investor
Shares held in the Company before the Offering	None (as of 20 March 2026)
Shares held in the Company after the Offering	48,000,000 shares, representing 0.67 percent of the total issued shares after the offering
Relationship with the Company, Directors, Executives and Major Shareholders of the Company	None

(4) Mr. Natchanon Sakdapisit

Occupation/Work Experience	Private business and investor
Shares held in the Company before the Offering	None (as of 20 March 2026)
Shares held in the Company after the Offering	30,000,000 shares, representing 0.42 percent of the total issued shares after the offering
Relationship with the Company, Directors, Executives and Major Shareholders of the Company	None

(5) Mr. Yossakorn Tripattanapong

Occupation/Work Experience	Private business and investor
Shares held in the Company before the Offering	17,800,000 shares, representing 0.31 percent of the total issued shares (as of 20 March 2026)
Shares held in the Company after the Offering	37,800,000 shares, representing 0.52 percent of the total issued shares after the offering
Relationship with the Company, Directors, Executives and Major Shareholders of the Company	None

The allocation of newly issued ordinary shares to the Investors in accordance with the above details must not, under any circumstances, result in any Investor, when combined with persons acting in concert (Concert Party) and persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such Investor, having voting rights in an amount that reaches or exceeds the trigger point requiring an offer to purchase all securities of the business (Tender Offer), as prescribed in the

Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, and must not violate the restrictions on foreign shareholding as specified in the Articles of Association of the Company, which currently provides that foreigners must not hold shares in an amount exceeding 49 percent of the total issued shares of the Company.

In this regard, the Company will not offer newly issued ordinary shares to any investor in a manner that results in such investor becoming a major shareholder of the Company, and after the offering of shares to the Investors, none of the Investors will become a director and/or an executive of the Company.

1.2.2 Offering Price and Method of Determining the Offering Price

The offering price of the newly issued ordinary shares to specific investors is equal to 0.50 Baht per share, which did not constitute an offering of newly issued shares at a price lower than 90 percent of the market price, in accordance with the criteria of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for the Listed Companies to Offer the Newly Issued Shares to the Specific Investor, dated 28 December 2022 (as amended) (the "**Notification No. TorJor. 28/2565**"), where the market price was calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which was equal to 0.46 Baht per share, with the calculation details as follows:

Date	Trading Volume (Shares)	Trading Value (Baht)	Average Price (Baht per share)
23 September 2026	289,500	127,385	0.44
24 September 2026	1,067,600	458,525	0.43
25 September 2026	197,000	86,684	0.44
28 September 2026	338,500	148,996	0.44
29 September 2026	1,610,900	680,379	0.42
30 September 2026	998,300	424,451	0.43
1 October 2026	313,600	136,706	0.44
2 October 2026	361,500	158,442	0.44
5 October 2026	587,500	258,538	0.44
6 October 2026	613,200	269,320	0.44
7 October 2026	92,700	40,438	0.44

Date	Trading Volume (Shares)	Trading Value (Baht)	Average Price (Baht per share)
8 October 2026	618,400	270,515	0.44
9 October 2026	891,900	388,678	0.44
12 October 2026	16,028,601	7,516,776	0.47
14 October 2026	5,242,500	2,512,440	0.48
		Market Price	**0.46**
		90 percent of the Market Price	0.41
		Offering Price	**0.50**

The above offering price of 0.50 Baht per share is lower than the par value of the Company's shares (1.00 Baht per share). However, since the Company has been in operation for not less than 1 year and it appears that the Company has accumulated losses, the Company is able to determine the offering price of the newly issued ordinary shares at a price lower than the par value of the Company's shares, as prescribed in Section 52 of the Public Limited Company Act B.E. 2535 (1992) (as amended).

In addition, Notification No. TorJor. 28/2565 requires the Company to complete the offering of the shares within the period approved by the shareholders' meeting, which must not exceed 3 months from the date on which the shareholders' meeting resolves to approve the offering of the newly issued shares, or the Company must complete the offering of the shares within 12 months from the date on which the shareholders' meeting resolves to approve the offering of the shares. In the case where the shareholders have clearly resolved that, upon the expiration of such 3-month period, the Board of Directors or the person designated by the Board of Directors shall determine the offering price at the market price during the offering period. Accordingly, the Board of Directors' Meeting deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors or the person designated by the Board of Directors to determine the offering price at the market price during the offering period upon the expiration of 3 months from the date on which the shareholders' meeting resolves to approve the offering of the newly issued shares, whereby such offering price at the market price may be lower than the par value of the shares, but it must not be lower than 0.01 Baht per share.

In addition, as the offering price of the newly issued ordinary shares is not a price lower than 90 percent of the market price in accordance with the criteria of Notification No. TorJor. 28/2565, the Company is not subject to the sale restriction (Silent Period). Accordingly, the Company has no duty to prohibit the Investors from selling all of the shares received from the offering within the period prescribed by the criteria in the

Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), dated 11 May 2015 (as amended).

2. Objectives and Plan for Use of Proceeds

Following the Company's business expansion plan, the management wishes to expand the business into the technology business (the "**Tech Business**"), which is in line with mega trends, particularly digital transformation. In this regard, the management views that the Tech Business has the potential to grow and generate revenue, can scale quickly. And, it has relatively low operating costs compared with other businesses, and is therefore an opportunity to strengthen the Company's growth in the long term.

Previously, the Company has expanded its Tech Business through investments in various companies, namely the investment in Paygenix Company Limited in June 2025, the investment in Nestifly Company Limited and the investment in Inventech Systems (Thailand) Company Limited in the first quarter of 2026, which enabled the Company to recognize revenue and profit from such business within the group of companies quickly, while also reducing the time for business development and personnel training compared with establishing a new business independently.

To build on such business expansion plan, the Company plans to invest in all of the shares of 7Solutions Company Limited ("**7Solutions**") in an amount of 50,000 shares, equivalent to 100.00 percent of the total issued shares of 7Solutions, from Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut are shareholders (collectively referred to as the "**Seller**"), pursuant to the resolution of the Board of Directors' Special Meeting No. 5/2026 held on 15 October 2026. In this regard, 7Solutions engages in the software development business and provides services relating to comprehensive software development.

Regarding investment in 7Solutions, the Company plans for Techlead Rise Holding Company Limited ("**Techlead Rise**"), which is its subsidiary (the Company holds 99.99 percent of the total issued shares of Techlead Rise), to be the juristic person that will acquire shares in 7Solutions, in a total of 50,000 shares from the Seller, with such investment value not exceeding 1,000,000,000 Baht in total, composed of 1) the consideration for share price, equivalent to 100.00 percent of the total issued shares of 7Solutions, in the amount of 850,000,000 Baht, divided into 1.1) the advance shares payment (Deposit) in 7Solutions in the amount of 100,000,000 Baht in accordance with the terms of the memorandum of understanding that the Company entered into with the Seller, and 1.2) the remaining share price in the amount of 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of 150,000,000 Baht, in the case where the net profit from 9-month operations, when there is annualized net income, exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. In this regard, the management estimates that the total value of the investment in 7Solutions will not exceed 1,000,000,000 Baht in total.

In this regard, please see further details as set out in Information Memorandum on the Acquisition of Assets and Related Party Transaction of Techlead Next Public Company Limited regarding the Entry into the Transaction to Purchase Shares of 7Solutions Company Limited by a Subsidiary of Techlead Next Public Company Limited (**Attachment 1**).

As for the source of funds for this investment, the management plans to use the Company's surplus cash flow as part of the source of funds. However, the use of Company's surplus cash flow must take into account the maintenance of sufficient working capital and liquidity for the Company's normal business operations, resulting in the Company's limited surplus cash flow. The management therefore needs to raise additional funds through the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and the offering of newly issued ordinary shares to specific investors (Private Placement).

In this regard, the Company wishes to first proceed with the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) in order to give the existing shareholders the opportunity to receive the right to subscribe for the newly issued ordinary shares and to participate in raising funds to accommodate the investment in 7Solutions in proportion to their respective shareholdings, including the opportunity to receive returns resulting from such investment.

However, in order for the Company to be able to raise sufficient funds pursuant to the investment plan without placing an excessive burden of fundraising on the existing shareholders, the Company considers the offering of newly issued ordinary shares to specific investors (Private Placement) as another channel for raising additional funds, which will increase the certainty of the source of funds and support the Company's readiness to carry out the investment plan within the specified period.

As for the source of funds for payment of the share price of 7Solutions in the amount not exceeding 850,000,000 Baht, the Company expects to use (1) the Company's surplus cash flow in the amount of approximately 95,034,881 Baht, (2) the proceeds expected to be received from the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) in an amount not exceeding 316,625,119 Baht, and (3) the proceeds expected to be received from the offering of newly issued ordinary shares to specific investors (Private Placement) in an amount not exceeding 438,340,000 Baht.

As for the source of funds for payment of the additional consideration in the amount not exceeding 150,000,000 Baht, in the case where the net profit from operations for the first 9 months of 7Solutions, when there is annualized net income, exceeds 150,000,000 Baht, the Company plans to use the cash flow from the operations of 7Solutions as the source of funds for payment of such additional consideration. In this regard, as

7Solutions has operating profit from Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) higher than Net Income, which reflects an ability to generate sufficient cash flow from operations. Therefore, the payment of such additional consideration will not materially affect the liquidity and the ability of 7Solutions to carry on business after the entering into the transaction.

3. Effects on Shareholders from the Issuance and Offering of Newly Issued Shares (Dilution Effect)

3.1 Effects on Shareholders from the Issuance and Offering of Newly Issued Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and No Issuance and Offering of Newly Issued Shares to Specific Investors (Private Placement)

(1) Effect on Shareholders' Voting Rights (Control Dilution)

There is no effect on the voting rights of shareholders (Control Dilution) in the circumstance where the existing shareholders exercise their rights to subscribe for newly issued ordinary shares in proportion to their respective shareholdings because each existing shareholder will continue to hold the same shareholding proportion and voting rights in the Company.

(2) Effect on Price (Price Dilution)

There is no price dilution on the market price of the shares (Price Dilution) because the offering price of newly issued ordinary shares is at 0.50 Baht per share, which is higher than the market price before the offering. Such market price is calculated based on the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which is equal to 0.46 Baht per share.

(3) Effect on Earnings per Share (Earnings per share dilution or EPS Dilution)

There is no effect on earnings per share (EPS Dilution) in the circumstance where the existing shareholders exercise their rights to subscribe for newly issued ordinary shares in proportion to their respective shareholdings because each existing shareholder will continue to hold the same shareholding proportion and voting rights in the Company.

3.2 Effects on Shareholders from the Issuance and Offering of Newly Issued Shares to Specific Investors (Private Placement)

(1) Effect on Shareholders' Voting Rights (Control Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on shareholders' voting rights (Control Dilution), which can be calculated as follows:

$$\text{Control Dilution} = \frac{\text{Number of voting rights of PP shareholders}}{\text{(Total number of paid-up shares + Number of voting rights of PP shareholders)}}$$

$$= \frac{876{,}680{,}000}{(5{,}699{,}252{,}147 + 876{,}680{,}000)}$$

$$= 13.33 \text{ percent}$$

(2) Effect on Price (Price Dilution)

There is no price dilution on the market price of the shares (Price Dilution) because the offering price of newly issued ordinary shares is at 0.50 Baht per share, which is higher than the market price before the offering. Such market price is calculated based on the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which is equal to 0.46 Baht per share.

(3) Effect on Earnings per Share (Earnings per share dilution or EPS Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on earnings per share (EPS Dilution), which can be calculated as follows:

$$\text{EPS Dilution} = \frac{\text{EPS} - \text{EPS after the PP Offering}}{\text{EPS}}$$

$$= \frac{0.031 - 0.027}{0.031}$$

$$= 13.33 \text{ percent}^{1}$$

<u>Remarks:</u>

$$\text{EPS} = \frac{\text{Net profit for the latest 4 quarters}}{\text{Number of existing shares}}$$

$$= \frac{174{,}979{,}820}{5{,}699{,}252{,}147}$$

$$= 0.031 \text{ Baht per share}$$

$$\text{EPS after the PP Offering} = \frac{\text{Net profit for the latest 4 quarters}}{\text{(Number of existing shares + Number of newly issued shares for PP)}}$$

[1] The earnings per share (EPS) figures presented have been rounded to two decimal places. However, the EPS dilution calculation is based on the unrounded figures.

$$= \frac{174,979,820}{(5,699,252,147 + 876,680,000)}$$

= 0.027 Baht per share

3.3 Effects on Shareholders from the Issuance and Offering of Newly Issued Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) in the Case Where the Existing Shareholders Do Not Exercise Their Rights to Subscribe for Newly Issued Ordinary Shares in Proportion to Their Shareholdings and There Is an Issuance and Offering of Newly Issued Shares to Specific Investors (Private Placement)

(1) Effect on Shareholders' Voting Rights (Control Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on shareholders' voting rights (Control Dilution), the effect of which can be calculated as follows:

$$\text{Control Dilution} = \frac{\text{(Number of voting rights of RO shareholders + Number of voting rights of PP shareholders)}}{\text{(Total number of paid-up shares + Number of voting rights of RO shareholders + Number of voting rights of PP shareholders)}}$$

$$= \frac{633,250,238 + 876,680,000}{(5,699,252,147 + 633,250,238 + 876,680,000)}$$

= 20.94 percent

(2) Effect on Price (Price Dilution)

There is no price dilution on the market price of the shares (Price Dilution) because the offering price of newly issued ordinary shares is at 0.50 Baht per share, which is higher than the market price before the offering. Such market price is calculated based on the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which is equal to 0.46 Baht per share.

(3) Effect on Earnings per Share (Earnings per share dilution or EPS Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on earnings per share (EPS Dilution), which can be calculated as follows:

$$\text{EPS Dilution} = \frac{\text{EPS – EPS after the RO and PP Offering}}{\text{EPS}}$$

$$= \frac{0.031 - 0.024}{0.031}$$

$$= 20.94 \text{ percent}^{1}$$

Remarks:

$$\text{EPS} = \frac{\text{Net profit for the latest 4 quarters}}{\text{Number of existing shares}}$$

$$= \frac{174,979,820}{5,699,252,147}$$

$$= 0.031 \text{ Baht per share}$$

$$\text{EPS after the Offering of RO and PP} = \frac{\text{Net profit for the latest 4 quarters}}{\text{(Number of existing shares + Number of newly issued shares for RO + Number of newly issued shares for PP)}}$$

$$= \frac{174,979,820}{(5,699,252,147 + 633,250,238 + 876,680,000)}$$

$$= 0.024 \text{ Baht per share}$$

3.4 Effects on Shareholders from the Issuance and Offering of Newly Issued Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) in the Case Where the Existing Shareholders Fully Exercise Their Rights to Subscribe for Newly Issued Ordinary Shares in Proportion to Their Shareholdings and There Is an Issuance and Offering of Newly Issued Shares to Specific Investors (Private Placement)

(1) Effect on Shareholders' Voting Rights (Control Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on shareholders' voting rights (Control Dilution), which can be calculated as follows:

$$\text{Control Dilution} = \frac{\text{Number of voting rights of PP shareholders}}{\text{(Total number of paid-up shares + Number of voting rights of RO shareholders + Number of voting rights of PP shareholders)}}$$

$$= \frac{876,680,000}{(5,699,252,147 + 633,250,238 + 876,680,000)}$$

$$= 12.16 \text{ percent}$$

[1] The earnings per share (EPS) figures presented have been rounded to two decimal places. However, the EPS dilution calculation is based on the unrounded figures.

(2) Effect on Price (Price Dilution)

There is no price dilution on the market price of the shares (Price Dilution) because the offering price of newly issued ordinary shares is at 0.50 Baht per share, which is higher than the market price before the offering. Such market price is calculated based on the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which is equal to 0.46 Baht per share.

(3) Effect on Earnings per Share (Earnings per share dilution or EPS Dilution)

After the offering of newly issued ordinary shares to the Investors, there will be an effect on earnings per share (EPS Dilution), which can be calculated as follows:

$$\text{EPS Dilution} = \frac{\text{EPS} - \text{EPS after the RO and PP Offering}}{\text{EPS}}$$

$$= \frac{0.031 - 0.024}{0.031}$$

$$= 20.94 \text{ percent}^{1}$$

Remarks:

$$\text{EPS} = \frac{\text{Net profit for the latest 4 quarters}}{\text{Number of existing shares}}$$

$$= \frac{174{,}979{,}820}{5{,}699{,}252{,}147}$$

$$= 0.031 \text{ Baht per share}$$

$$\text{EPS after the Offering of RO and PP} = \frac{\text{Net profit for the latest 4 quarters}}{\text{(Number of existing shares + Number of newly issued shares for RO + Number of newly issued shares for PP)}}$$

$$= \frac{174{,}979{,}820}{(5{,}699{,}252{,}147 + 633{,}250{,}238 + 876{,}680{,}000)}$$

$$= 0.024 \text{ Baht per share}$$

[1] The earnings per share (EPS) figures presented have been rounded to two decimal places. However, the EPS dilution calculation is based on the unrounded figures.

4. Opinion of the Board of Directors Regarding the Capital Increase

4.1 Reasons and Necessity for the Capital Increase, Including the Reasons and Necessity for the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and the Offering of Newly Issued Ordinary Shares to Specific Investors (Private Placement)

The Board of Directors has considered and is of the opinion that the Company needs to procure sources of funds to accommodate the investment in 7Solutions, which is part of the continuous expansion of investments under the Company's business expansion plan into the Tech Business. Previously, the Company has expanded its Tech Business through investments in various companies in order to enhance the capabilities and build on the business operations of the group of companies. In this regard, the Company views that the Tech Business has the potential to grow and generate revenue from the trend of digital transformation. Moreover, the investment in 7Solutions, which engages in the software development business and provides services relating to comprehensive software development, will build on the investment in the Tech Business and support the Company's growth in the long term.

As for the source of funds for this investment, the management plans to use the Company's surplus cash flow as part of the source of funds. However, the use of the Company's surplus cash flow must take into account the maintenance of sufficient working capital and liquidity for the Company's normal business operations, resulting in the Company's limited surplus cash flow. The management therefore needs to raise additional funds through the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and the offering of newly issued ordinary shares to specific investors (Private Placement).

In this regard, the Company wishes to first proceed with the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) in order to give the existing shareholders the opportunity to receive the right to subscribe for the newly issued ordinary shares and to participate in raising funds to accommodate the investment in 7Solutions in proportion to their respective shareholdings, including the opportunity to receive returns resulting from such investment.

However, in order for the Company to be able to raise sufficient funds pursuant to the investment plan without placing an excessive burden of fundraising on the existing shareholders, the Company considers the offering of newly issued ordinary shares to specific investors (Private Placement) as another channel for raising additional funds, which will increase the certainty of the source of funds and support the Company's readiness to carry out the investment plan within the specified period.

As for the offering of newly issued ordinary shares to specific investors (Private Placement), the Board of Directors views that it is another channel for raising additional funds, together with the offering of newly

issued ordinary shares to the existing shareholders. The investment in 7Solutions requires additional sources of funds beyond the surplus cash flow that the Company has, and raising such funds should not place an excessive burden on the Company's shareholders. The offering of newly issued ordinary shares to specific investors will therefore enables the Company to raise funds in the required amount, increase the certainty of the source of funds, and be ready to carry out the investment plan within the specified period, while each specific investor has appropriate financial standing and investment readiness.

In addition, Ms. Jetsadaphorn Fhaihasaengtham, who is the existing ultimate shareholder of 7Solutions, has the intention to continue investing and to participate in the 7Solutions's growth after the entering into the transaction. The Company therefore considers allocating a portion of the newly issued ordinary shares to Ms. Jetsadaphorn Fhaihasaengtham under the offering to specific investors (Private Placement) in accordance with the relevant criteria and conditions.

4.2 Appropriateness and Basis for Determining the Offering Price of the Newly Issued Ordinary Shares Offered to Specific Investors (Private Placement)

The offering price is equal to 0.50 Baht per share, which is the best price under market conditions for the best interests of the Company and its shareholders, and is not a price lower than 90 percent of the market price, calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date of the Board of Directors' Special Meeting No. 5/2026 (between 23 September 2026 and 14 October 2026), which was equal to 0.46 Baht per share. In this regard, the Board of Directors therefore viewed that such offering price is appropriate, which would enable the Company to procure the specified sources of funds within the limited period.

4.3 Feasibility of the Plan for Use of Proceeds from the Capital Increase

The Company expects to complete the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) within the subscription and payment period for the newly issued ordinary shares, to be completed within December 2026, and expects to complete the offering of newly issued ordinary shares to specific investors (Private Placement) within December 2026 as well.

After the completion of such offering of newly issued ordinary shares, the Company will use the proceeds received from the capital increase in accordance with the objectives and plan for use of proceeds as specified in item 2 above, and the Board of Directors views that the period for raising funds is in line with such plan for use of proceeds, which is feasible to carry out in accordance with the specified objectives and period.

4.4 Reasonableness of the Capital Increase and the Plan for Use of Proceeds from the Offering of Newly Issued Ordinary Shares and Sufficiency of the Sources of Funds

The Board of Directors views that the capital increase and the plan for use of proceeds from the offering of newly issued ordinary shares in this instance are reasonable and in line with the Company's investment expansion plan approved by the Board of Directors' Special Meeting No. 5/2026 held on 15 October 2026 as specified in item 2 and item 4.1 above.

In this regard, the proceeds expected to be received from the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and to specific investors (Private Placement) will be used as part of the investment funds in 7Solutions, and the Board of Directors views that such source of funds is appropriate and will support the Company in carrying out the investment plan as determined.

However, in the circumstance where the Company receives proceeds from the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and the offering of newly issued ordinary shares to specific investors (Private Placement) in less than the full amount expected by the Company, the Company will have insufficient sources of funds for entering into the investment transaction in 7Solutions, which may cause the Company to lose the opportunity to recognize revenue from such business or cause a delay in the investment.

In such event, the Company may consider other approaches in order to be able to carry out the investment plan, as follows:

(1) The procurement of other additional sources of funds, such as borrowing from financial institutions. However, the procurement of funds from financial institutions may require time for processing and approval, and may also increase additional financial costs, which might cause the investment delay from the specified plan; or

(2) The negotiation with the Seller to adjust the consideration payment period, including the division of the consideration into installments as appropriate to be in line with the sources of funds and cash flow of the Company.

In this regard, in the circumstance where the Company is unable to procure sufficient funds for the investment in 7Solutions for any reason, the Company will consider adjusting the investment plan as appropriate, taking into account the Company's financial position and capital market conditions as the primary considerations in order to maximize benefits to the Company and its shareholders. Moreover, it will thereafter proceed with disclosing information and/or seeking approval from shareholders for a change in the objectives of the use of proceeds in accordance with the relevant rules.

4.5 Expected Effects on the Company's Business Operations, Financial Position and Operating Results

If this capital increase is successful, the Company will be able to use the proceeds from the capital increase in accordance with the objectives and plan for use of proceeds as specified in item 2 above, as part of the investment funds in 7Solutions, which is the continuous expansion of investments under the Company's business expansion plan into the Tech Business. In this regard, such capital increase will increase the Company's readiness in terms of funding and support the Company in carrying out the investment plan within the specified period, while the Board of Directors considers that such investment has the potential to support the Company's growth and revenue generation in the long term, including increasing the diversity of sources of revenue, reducing reliance on revenue from the core business, increasing the proportion of recurring revenue from the technology and software development business. This also includes creating opportunities for mutual benefits among the businesses within the group of companies (Business Synergy), which will strengthen the Company's competitiveness in the long term.

4.6 Certification of the Board of Directors Regarding the Capital Increase

The Board of Directors hereby certifies that it has performed its duties with honesty and due care in preserving the interests of the Company in relation to this capital increase. In the case where any director of the Company fails to perform his or her duties in accordance with the laws, the objectives and the Articles of Association of the Company, as well as the resolutions of the Board of Directors and/or the shareholders' meeting with responsibility, due care and honesty in preserving the interests of the Company under Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) in relation to this capital increase, by committing or omitting any act that constitutes a failure to perform such duties and causes damage to the Company, shareholders may file a lawsuit to claim compensation from such director on behalf of the Company under Section 85 of the Public Limited Company Act B.E. 2535 (1992) (as amended). In addition, if any act or omission of a director that constitutes a failure to perform duties in accordance with the laws, the objectives and the Articles of Association of the Company, as well as the resolutions of the shareholders' meeting, with honesty and due care in preserving the interests of the Company in relation to this capital increase, results in the director or related persons obtaining undue benefits, one or more shareholders holding shares in the Company and having aggregate voting rights of not less than 5 percent of the total voting rights of the Company may exercise the right to sue for the recovery of benefits from such director on behalf of the Company under Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

In addition, the Board of Directors hereby certifies that the Board of Directors has exercised due care in considering and examining the information of the Investors, is of the opinion that the Investors have the potential to invest, and is confident that the Investors are able to actually invest in the Company.

The Company hereby certifies that the information in this Information Memorandum is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,

-Mr. Issara Roungsuk-Udom-

(Mr. Issara Roungsuk-Udom)

Chief Executive Officer

(F53-4)

Report Form for the Issuance and Allocation of Newly Issued Ordinary Shares to Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering)
and the Issuance and Allocation of Newly Issued Ordinary Shares to Specific Persons (Private Placement)
Techlead Next Public Company Limited
19 October 2026

We, Techlead Next Public Company Limited, hereby report the resolutions of the Board of Directors' Special Meeting No. 5/2026, held on 15 October 2026, regarding the capital increase and allocation of newly issued shares, with details as follows:

1. Capital Reduction

Pursuant to the resolution of the Board of Directors' Special Meeting No. 5/2026 held on 15 October 2026, it resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the reduction of the Company's registered capital by 24,516 Baht, from the existing registered capital of 6,649,127,504 Baht to the new registered capital of 6,649,102,988 Baht by cancelling 24,516 registered ordinary shares that have not yet been issued with a par value of 1.00 Baht.

2. Capital Increase

Pursuant to the resolution of the Board of Directors' Special Meeting No. 5/2026, held on 15 October 2026, it resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the increase of the Company's registered capital by 1,509,930,238 Baht from the existing registered capital of 6,649,102,988 Baht to the new registered capital of 8,159,033,226 Baht, by issuing not exceeding 1,509,930,238 newly issued ordinary shares with a par value of 1.00 Baht per share, with the capital increase having the following characteristics:

Capital Increase	Type of securities	Number of Shares	Par Value (Baht per Share)	Total (Baht)
Specific purpose for the use of proceeds	Ordinary shares	1,509,930,238	1.00	1,509,930,238

3. Issuance and Allocation of Newly Issued Shares, with details of the allocation as follows:

3.1 Details of the Allocation

Allocated to	Number of Shares	Ratio (Existing : New)	Selling Price (Baht per Share)	Subscription and Payment Period	Remarks
1) Existing Shareholders in Proportion (Right Offering)	Not exceeding 633,250,238	9 : 1	0.50 Baht	The Board of Directors, the Executive Committee, the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director shall determine at a later date	Please consider the notes below
2) Specific investors (Private Placement)	Not exceeding 876,680,000	-	0.50 Baht	The Board of Directors, the Executive Committee, the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director shall determine at a later date	Please consider the notes below

Notes

The Board of Directors' Special Meeting No. 5/2026, held on 15 October 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026, to be held on 25 November 2026, for consideration and approval of the allocation of 1,509,930,238 newly issued shares with a par value of 1.00 Baht per share, with the details as follows:

1. Approved the allocation of not exceeding 633,250,238 newly issued ordinary shares of the Company with a par value of 1.00 Baht per share to existing shareholders proportionate to their respective shareholdings (Right Offering), at a ratio of 9 existing shares to 1 new share. Any fraction of a share shall be disregarded. The offering price shall be 0.50 Baht per share, for a total value of not exceeding 316,625,119 Baht

2. Approved the allocation of not exceeding 876,680,000 newly issued ordinary shares of the Company with a par value of 1.00 Baht per share, at an offering price of 0.50 Baht per share, representing a total value of not exceeding 438,340,000 Baht, by way of a private placement to specific persons (Private Placement), to 5 investors ("**Investors**") or representing 10.7 percent of the registered capital after the registration of the Company's capital increase, which may be allocated in a single allocation or multiple allocation. The offering price shall be 0.50 Baht per share.

Further details are set out in the Information Memorandum on the Offering of Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Respective Shareholdings (Right Offering) and to Specific Investors (Private Placement) of Techlead Next Public Company Limited (**Attachment 2**).

3.2 Company Procedures in the Case of Fractional Shares

The newly issued shares offered to the Investors is the offering in entire shares; therefore, there shall be no case involving any remaining fractional shares.

In the event that fractions of shares arise from the allocation of shares to shareholders proportionate to their respective shareholdings (Right Offering), such fractions shall be disregarded. Moreover, the Company shall proceed to seek the approval from the shareholders' meeting for a reduction of the registered capital by cancelling such unallocated shares.

4. Determination of the Date of the Shareholders' Meeting to Seek Approval for the Capital Increase and Allocation of Newly Issued Shares

The Extraordinary General Meeting of Shareholders No. 2/2026 shall be held on Wednesday, 2 November 2026 at 14.00 hrs., in the form of an electronic meeting (E-EGM). The Record Date for determining the list of shareholders entitled to attend the shareholders' meeting shall be set on 2 November 2026.

5. Request for Approval of the Capital Increase / Allocation of Newly Issued Shares from the Relevant Government Authorities and Conditions for Obtaining Approval

5.1 The Company's shareholders' meeting must approve the issuance and allocation of newly issued shares for (1) offering to existing shareholders proportionate to their respective shareholdings (Right Offering); and (2) offering to specific investors (Private Placement), by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

5.2 The Company shall register the increase of its registered capital, amendment of its Memorandum of Association, and registration of the change in its paid-up capital with the Department of Business Development, Ministry of Commerce.

5.3 The Company shall submit an application to the Stock Exchange of Thailand for approval to list the newly issued shares as listed securities on the Stock Exchange of Thailand in accordance with the applicable regulations and rules.

6. Objectives of the Capital Increase and Plan for the Use of Proceeds

Therefore, it is an opportunity to enhance the Company's long-term growth. Following the Company's business expansion plan, the management wishes to expand the business into the technology business (the "**Tech Business**"), which is in line with mega trends, particularly digital transformation. In this regard, the management views that the Tech Business has the potential to grow and generate revenue, can scale quickly. And, it has relatively low operating costs compared with other businesses, and is therefore an opportunity to strengthen the Company's growth in the long term.

Previously, the Company has expanded its Tech Business through investments in various companies, namely the investment in Paygenix Company Limited in June 2025, the investment in Nestifly Company Limited and the investment in Inventech Systems (Thailand) Company Limited in the first quarter of 2026, which enabled the Company to recognize revenue and profit from such business within the group of companies quickly, while also reducing the time for business development and personnel training compared with establishing a new business independently.

To build on such business expansion plan, the Company plans to invest in all of the shares of 7Solutions Company Limited ("**7Solutions**") in an amount of 50,000 shares, equivalent to 100.00 percent of the total issued shares of 7Solutions, from Major Company Limited or any other juristic person in which Ms. Jetsadaphorn Fhaihasaengtham and Mr. Panthawat Nakvisut are shareholders (collectively referred to as the "**Seller**"), pursuant to the resolution of the Board of Directors' Special Meeting No. 5/2026 held on 15 October 2026. In this regard, 7Solutions engages in the software development business and provides services relating to comprehensive software development.

Regarding investment in 7Solutions, the Company plans for Techlead Rise Holding Company Limited ("**Techlead Rise**"), which is its subsidiary (the Company holds 99.99 percent of the total issued shares of Techlead Rise), to be the juristic person that will acquire shares in 7Solutions, in a total of 50,000 shares from the Seller, with such investment value not exceeding 1,000,000,000 Baht in total, composed of 1) the consideration for share price, equivalent to 100.00 percent of the total issued shares of 7Solutions, in the amount of 850,000,000 Baht, divided into 1.1) the advance shares payment (Deposit) in 7Solutions in the amount of 100,000,000 Baht in accordance with the terms of the memorandum of understanding that the Company entered into with the Seller, and 1.2) the remaining share price in the amount of 750,000,000 Baht on the completion date of the transaction, and 2) additional consideration in the amount of 150,000,000 Baht, in the case where the net profit from 9-month operations, when there is annualized net income, exceeds 150,000,000 Baht within 1 year from the completion date of the transaction. In this regard, the management estimates that the total value of the investment in 7Solutions will not exceed 1,000,000,000 Baht in total.

In this regard, please see further details as set out in Information Memorandum on the Acquisition of Assets and Related Party Transaction of Techlead Next Public Company Limited regarding the Entry into the Transaction to Purchase Shares of 7Solutions Company Limited by a Subsidiary of Techlead Next Public Company Limited (**Attachment 1**).

As for the source of funds for this investment, the management plans to use the Company's surplus cash flow as part of the source of funds. However, the use of Company's surplus cash flow must take into account the maintenance of sufficient working capital and liquidity for the Company's normal business operations, resulting in the Company's limited surplus cash flow. The management therefore needs to raise additional funds through the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) and the offering of newly issued ordinary shares to specific investors (Private Placement).

In this regard, the Company wishes to first proceed with the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) in order to give the existing shareholders the opportunity to receive the right to subscribe for the newly issued ordinary shares and to participate in raising funds to accommodate the investment in 7Solutions in proportion to their respective shareholdings, including the opportunity to receive returns resulting from such investment.

However, in order for the Company to be able to raise sufficient funds pursuant to the investment plan without placing an excessive burden of fundraising on the existing shareholders, the Company considers the offering of newly issued ordinary shares to specific investors (Private Placement) as another channel for raising additional funds, which will increase the certainty of the source of funds and support the Company's readiness to carry out the investment plan within the specified period.

As for the source of funds for payment of the consideration for the shares of 7Solutions in the amount not exceeding 850,000,000 Baht, the Company expects to use (1) the Company's surplus cash flow in the amount of approximately 95,034,881 Baht, (2) the proceeds expected to be received from the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) in an amount not exceeding 316,625,119 Baht, and (3) the proceeds expected to be received from the offering of newly issued ordinary shares to specific investors (Private Placement) in an amount not exceeding 438,340,000 Baht.

As for the source of funds for payment of the additional consideration in the amount not exceeding 150,000,000 Baht, in the case where the net profit from operations for the first 9 months of 7Solutions, when there is annualized net income, exceeds 150,000,000 Baht, the Company plans to use the cash flow from the operations of 7Solutions as the source of funds for payment of such additional consideration. In this regard, as 7Solutions has operating profit from Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) higher than Net Income, which reflects an ability to generate sufficient cash flow from operations. Therefore, the payment of such additional consideration will not materially affect the liquidity and the ability of 7Solutions to carry on business after the entering into the transaction.

7. Benefits to be Received by the Company from the Capital Increase / Allocation of Newly Issued Shares

The Board of Directors is of the view that the capital increase and allocation of newly issued ordinary shares for offering to existing shareholders proportionate to their respective shareholdings (Right Offering) and to specific investors (Private Placement) on this occasion will benefit the Company, as it will enhance the Company's funding readiness to support the expansion of the Company's investments. This will enable the Company to respond to the aforementioned investment

plan rapidly and in a timely manner in response to business opportunities, and enhance the Company's long-term business potential.

8. Benefits to be Received by Shareholders from the Capital Increase / Allocation of Newly Issued Shares

8.1 Dividend Payment Policy

The Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of the net profit after deduction of corporate income tax for each year and legal reserves. The Company shall consider its operating results, financial position, liquidity, investment plans, the necessity for working capital for its operations, business expansion, and other factors relevant to the management of the Company, as deemed appropriate by the Board of Directors and/or the Company's shareholders. In any event, the Company must not have accumulated losses in the shareholders' equity.

8.2 Right to Receive Dividends from Operation

Investors who subscribe for the newly issued shares in this offering shall be entitled to receive dividends once they have been registered and their names have appeared as shareholders of the Company in the Company's shareholder register, and the Company has announced the payment of dividends, subject to the applicable laws and regulations.

8.3 Others

Following the fundraising and investment expansion in accordance with the Company's plan, if the Company achieves good operating results and generates greater profits, this may result in an increase in the value of the Company's shares, and shareholders may receive dividends from the Company in accordance with its dividend payment policy.

9. Other Details Necessary for Shareholders to Consider in Making a Decision to Approve the Capital Increase / Allocation of Newly Issued Shares

As the purpose of this capital increase is to provide funds for the investment in 7Solutions Company Limited, if the Extraordinary General Meeting of Shareholders No. 2/2026 resolves not to approve the investment in 7Solutions Company Limited, the Company will not propose Agenda Item 4 – 5 and Agenda Item 6 to the meeting for consideration and approval. However, if the Extraordinary General Meeting of Shareholders No. 2/2026 resolves to approve the investment in 7Solutions Company Limited, but it resolves not to approve Agenda Item 4 and/or Agenda Item 5 an/or Agenda Item 6, the Company will continue with the investment in 7Solutions Company Limited and will consider obtaining other sources of funds for such investment.

10. Timeline for the Process of the Capital Increase / Allocation of Newly Issued Shares

No.	Action	Date
1.	Board of Directors' Special Meeting No. 5/2026	15 October 2026
2.	Record Date for determining the list of shareholders entitled to attend the shareholders' meeting and subscribe for the newly issued shares proportionate to their respective shareholdings (Right Offering)	2 November 2026
3.	Extraordinary General Meeting of Shareholders No. 2/2026	25 November 2026
4.	Registration of the resolution of the increase in registered capital and amendment of the Company's Memorandum of Association with the Ministry of Commerce	Within 14 days from the date on which the Extraordinary General Meeting of Shareholders resolves to approve
5.	Subscription and payment period for the newly issued ordinary shares proportionate to their respective shareholdings (Right Offering)	The Board of Directors, the Executive Committee, the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director shall determine
6.	Registration of the paid-up capital resulting from the offering of newly issued ordinary shares proportionate to their respective shareholdings (Right Offering) with the Ministry of Commerce	Within 14 days from the end of the subscription and payment period
7.	Subscription and payment period for the newly issued ordinary shares offered to specific investors (Private Placement)	The Board of Directors, the Executive Committee, the Managing Director, or the person authorized by the Board of Directors, the Executive Committee or the Managing Director shall determine
8.	Registration of the paid-up capital resulting from the offering of newly issued ordinary shares to specific investors (Private Placement) with the Ministry of Commerce	Within 14 days from the end of the subscription and payment period
9.	Listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand	To be notified subsequently

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

Please be informed accordingly.

Sincerely yours,

-Mr. Issara Roungsuk-Udom-

(Mr. Issara Roungsuk-Udom)

Chief Executive Officer