("TRANSLATION")

No. GCAP 82/2569

October 22, 2026

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 5/2026 regarding the Material Transaction and Related Party Transaction in respect of the Joint Investment in the Koh Tao Lifestyle Complex Project, and the Schedule of the Extraordinary General Meeting of Shareholders No. 1/2026

To The President
The Stock Exchange of Thailand

Enclosure Information Memorandum on the Material Transaction and Related Party Transaction of G Capital Public Company Limited

G Capital Public Company Limited (the "**Company**" or "**GCAP**") hereby notifies the resolutions of the Board of Directors' Meeting No. 5/2026 held on October 22, 2026, at which the meeting considered and resolved on the following key matters:

1. Resolved to cancel the entry into the transaction for the acquisition of the State Property Land Leasehold Rights (lease purpose: tourism), State Property Registration No. SorDor. 588, Koh Tao Sub-district, Koh Phangan District, Surat Thani Province, with an area of approximately 191-1-08 rai, pursuant to the resolution of the Board of Directors' Meeting No. 2/2026 held on April 27, 2026.

2. Resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2026, to be held on November 27, 2026, for consideration and approval of the entry into the material transaction and related party transaction in respect of the joint investment in the Koh Tao Lifestyle Complex Project under the Memorandum of Understanding entered into by the Company with Mr. David Jacques Didier Wertheimer on July 10, 2026 (the "**MOU**"), whereby all transactions are deemed a single transaction that are related to and conditional upon one another, comprising (1.) the acquisition of the State Property Land Leasehold Rights (lease purpose: tourism) from Koh Tao Hills Co., Ltd. at a price not exceeding 130.00 million baht (the "**Acquisition of the State Property Land Leasehold Rights**"); (2.) the subscription for newly issued shares of Koh Tao Hills Land Co., Ltd. ("**JVCo**") (the "**Acquisition of Shares in the Joint Venture Company**"); (3.) the partial disposal of the investment in JVCo (the "**Disposal of Investment in the Joint Venture Company**") so that the shareholding proportion in JVCo is in accordance with the MOU; (4.) the investment in and development of the Koh Tao Lifestyle Complex Project through JVCo (the "**Project Acquisition Transaction**"); and (5.) the payment of the investor sourcing service fee to Azul Marino Capital Co., Ltd. ("**AMC**"), of which Mr. Nattaphon Sarasas, a director of the Company, is a major shareholder, and/or Mr. Nattaphon Sarasas (the "**Receipt of the Investor Sourcing Service**") (collectively, the "**Investment Transaction**"), the details of which are as follows:

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2.1 On July 10, 2026, the Company entered into the MOU with Mr. David Jacques Didier Wertheimer (the "**Other Investor**") for the purpose of investing in the joint venture company, Koh Tao Hills Land Co., Ltd. ("JVCo"), to invest in and develop the Koh Tao Lifestyle Complex Project (the "**Project**"). In this regard, the MOU specifies the shareholding proportion in JVCo upon completion of the capital increase as follows: the Company and Azul Marino Capital Co., Ltd. and/or Mr. Nattaphon Sarasas and/or persons and/or juristic persons designated by Mr. Nattaphon Sarasas shall collectively hold not less than 51.00% of the shares in JVCo (of which the Company shall hold not less than 40.00%, and Azul Marino Capital Co., Ltd. and/or Mr. Nattaphon Sarasas and/or persons and/or juristic persons designated by Mr. Nattaphon Sarasas shall collectively hold not more than 11.00%), and the Other Investor and/or juristic persons established by the Other Investor and/or persons or juristic persons designated by the Other Investor shall hold the remaining 49.00% of the registered capital upon completion of the capital increase.

In this regard, the Company will subscribe for newly issued shares of JVCo in tranches, in an amount not exceeding 4,580,000 shares, at a price equal to the par value of 100.00 baht per share, totaling not more than 458.00 million baht, or approximately 51.00% of the registered capital of JVCo upon completion of the capital increase, and will dispose of not more than 980,000 of the acquired shares at a price equal to the par value of 100.00 baht per share, totaling not more than 98.00 million baht, or approximately 11.00% of the registered capital of JVCo upon completion of the capital increase, to Azul Marino Capital Co., Ltd. and/or Mr. Nattaphon Sarasas and/or persons and/or juristic persons designated by Mr. Nattaphon Sarasas. The brief details of JVCo are as follows:

Details of JVCo in which the Company will invest

Company Name	Koh Tao Hills Land Co., Ltd.
Registered Address	No. 9/9 @Sathorn Building, 19th Floor, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120
Juristic Person Registration No.	0105569178481
Date of Incorporation	September 18, 2026
Business Type	Real estate development business, tourism services and other services
Registered Capital	1,000,000.00 baht
Registered Capital and Shareholding Structure	Koh Tao Hills Land Co., Ltd. has a registered capital of 10,000 shares with a par value of 100.00 baht per share, with the following shareholding structure:

Shareholder	Number of Shares (shares)	Shareholding Proportion (%)
Mr. Nattaphon Sarasas	9,998	99.98
Mr. Anuwat Kosol	1	0.01
Mr. Nithan Chaiyanate	1	0.01
Total	**10,000**	**100.00**

Commented [SR1]: อยากให้กำหนดให้ชัดเจนเลยใน SHA เพื่อที่จะได้เปิดเผยไปเลยว่า Intension ของ GCAP คือลงทุน 40%

(original comment by Tossaporn Choowuttichao)

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Board of Directors Structure	Currently, the Board of Directors of Koh Tao Hills Land Co., Ltd. as of October 22, 2026, being the date on which the Company's Board of Directors resolved to propose the entry into the transaction to the shareholders' meeting for approval, comprises: **Name of Director** — **Position** Mr. Nattaphon Sarasas — Director Mr. Anuwat Kosol — Director In this regard, Mr. Nattaphon Sarasas and Mr. Anuwat Kosol shall jointly sign.

In addition, the Company will pay remuneration to Azul Marino Capital Co., Ltd. ("**AMC**") and/or Mr. Nattaphon Sarasas for the service of sourcing investors to co-invest in JVCo in the amount of approximately 13.23 million baht, calculated at the rate of 3.00% of the investment in JVCo by the Other Investor and/or legal entities established by such investors and/or persons or legal entities designated by such investors in JVCo investment in JVCo (not exceeding 441.00 million baht). Such payment shall be made only after the newly issued shares in JVCo, and the investor sourcing service fee shall be paid in proportion to the amount actually paid for the newly issued shares in JVCo by the Other Investor and/or juristic persons established by the Other Investor and/or persons or juristic persons designated by the Other Investor in each installment.

Following the entry into the Acquisition of Shares in the Joint Venture Company, JVCo will commence the investment in and development of the Koh Tao Lifestyle Complex Project in accordance with the objectives specified in the MOU. The Project requires an investment of approximately 1,860.00 million baht and is expected to be completed and open for service within the fourth quarter of 2031. The joint venture company therefore needs to raise additional funds of approximately 1,500.00 million baht. The brief details of the Project are as follows:

Project Name	Koh Tao Lifestyle Complex	
Brand	Holiday Inn Resort	Holiday Inn Express
Project Description	Full-service resort, restaurant, spa, fitness center, swimming pool; building area of 10,909 sq.m.	Smart Hotel offering accommodation, Express Dining restaurant Building area of 6,705 sq.m.
Number of Rooms	160 rooms	180 rooms
Project Value	1,160.00 million baht (approximately)	700.00 million baht (approximately)
Expected Opening	Q4 2031	Q4 2031

Remark: The construction area, number of rooms and project value in the above information are preliminary estimates based on the Facility and Area Program of the hotel operator. Such details may be adjusted as appropriate following the detailed design and development of the Project, taking into account investment suitability, efficiency of space utilization, project feasibility, and the best interests of the Project and the Company.

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For the Acquisition of the State Property Land Leasehold Rights, the Company will enter into the acquisition of the State Property Land Leasehold Rights (lease purpose: tourism), State Property Registration No. SorDor. 588, Koh Tao Sub-district, Koh Phangan District, Surat Thani Province, with an area of approximately 191-1-08 rai, whereby the Company will purchase and accept the transfer of the State Property Land Leasehold Rights from Koh Tao Hills Co., Ltd. at a purchase price not exceeding 130.00 million baht (which includes advances paid by the Company on behalf of Koh Tao Hills Co., Ltd. from 2023 to 2025, totaling 35.32 million baht as of December 31, 2025, leaving a remaining amount payable of not more than 94.68 million baht) to support the development of the Koh Tao Lifestyle Complex Project. However, in calculating the size of this transaction, the land rental obligations over the remaining lease term in an amount approximately 72.00 million baht must also be included. The Company plans to complete the transaction within 12 months from the date on which the shareholders' meeting resolves to approve it.

2.2 The Investment Transaction (the Acquisition of the State Property Land Leasehold Rights, the Acquisition of Shares in the Joint Venture Company, and the Project Acquisition Transaction) constitutes a material transaction of the asset acquisition type under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions dated December 19, 2025 (the "**Notification on Material Transactions**"), with the highest transaction size of 284.32% based on the total value of consideration criterion (based on the Company's consolidated financial statements reviewed by the certified public accountant for the period ended June 30, 2026). The Company has no other material transactions of the asset acquisition type that are related to or under the same project which occurred during the 12 months prior to the date of agreeing to enter into the transaction and have not yet been approved by the shareholders' meeting. Therefore, as the Company does not have negative net assets, and although it has operating losses (considering operating results for the past 12 quarters from Q3 2023 to Q2 2026), as the Company is not entering into a material transaction of the type of acquisition of shares of a company with operating losses (considering operating results for the past 12 quarters from Q3 2023 to Q2 2026) or with negative net assets, the transaction size is considered under the general case. The highest calculated transaction size exceeds 100.00%, which is deemed a large transaction and is a transaction size that meets the criteria requiring an application for the listing of new securities. However, the entire transaction described above has the characteristics of a transaction that meets the exemption criteria under which an application for the listing of new securities is not required, as follows:

Commented [SR2]: TBD (original comment by Suebsakul Raweekarn)

1) It is an acquisition transaction that is similar to or complementary to the business of the Company

The purpose of this transaction is to invest in the joint venture company and developing the Koh Tao Lifestyle Complex Project as specified in the MOU, with the business being real estate development and lifestyle tourism services, which is a business that supports both the Company's core Lending Business and Non-Lending Business.

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That is, the Company has been engaged in the hire purchase business for more than 20 years, with its core business being hire purchase financing for agricultural machinery, namely rice combine harvesters, corn harvesters, tillers and agricultural drones, as well as expanding its hire purchase business into the tourism sector, namely speedboats for tourism and electric motorcycles in island tourist destinations. Therefore, the investment in the Koh Tao Lifestyle Complex Project is an important opportunity to expand the business into the tourism sector, while creating linkages and promoting growth between the Company's existing and new businesses.

Koh Tao is an internationally renowned tourist destination with a continuously growing trend. In the first 6 months of 2026, there were 407,679 tourists, an increase of 14.00% from the same period of the previous year, and the Koh Tao Tourism Business Association forecasts that in 2026 there will be no fewer than 800,000 tourists, generating tourism revenue of not less than 10,000.00 million baht. The Company will develop two hotels with internationally recognized quality and service standards, to be managed by leading hotel operators with global reputations and extensive international experience, totaling approximately 340 rooms, will help increase the capacity to accommodate tourists, stimulate economic activity, and promote demand for tourism-related businesses, particularly motorcycle rental and tourism boat businesses, which will be an opportunity for the Company to expand its customer base and increase hire purchase financing to local operators.

In addition, the hotels under the Project can develop accommodation services together with the use of electric motorcycles for tourists, which may be operated through JVCo or in cooperation with local motorcycle rental operators, for which the Company can offer hire purchase financing to support such investment. There is also an opportunity to develop new lending products, namely hire purchase financing for unmanned aerial vehicles or Passenger Drones to support tourist services, cargo transportation and Emergency Medical Referral in the future.

At the same time, the hotel business and related businesses are expected to create employment and expand the network of business partners in the area, which will be an opportunity for the Company to extend personal loans and hire purchase financing for electric motorcycles to employees with regular income, subject to the Company's credit criteria. Therefore, the investment in the Koh Tao Lifestyle Complex Project is not only an expansion into the Non-Lending Business to create new sources of revenue and diversify risks, but also creates opportunities to expand the existing lending business, develop new products and increase the customer base, which will help strengthen the growth potential and business stability of the Company in the long term.

2) The Company has no policy to make any significant change to its core business

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The Company continues to focus on its core business of providing lending and financial services in accordance with its original objectives, with no policy to cease its core business or to change its type of business entirely. At the same time, the Company has a strategic goal to diversify its investments into potential Non-Lending Businesses in order to create a stable and sustainable recurring income base for the Company and its shareholders.

The investment in the Koh Tao Lifestyle Complex Project is therefore a strategy consistent with such goal, generating cash flow and other sources of income to strengthen financial stability, together with efficiently managing the existing loan portfolio. In addition, the Company continues to maintain its structure and continuously operate its core lending business. Therefore, this transaction does not result in any significant change to the Company's core business.

3) The group of companies resulting from the acquisition of assets has the qualifications suitable for listing on the SET

Following the transaction, the Company's group of companies will continue to have the qualifications suitable for listing on the SET as before, since the core business structure of the group, namely the lending business, remains the same without any significant change. Moreover, the investment in the Project will be made through JVCo; therefore, it will not affect the Company's qualifications as a listed company on the SET in any way.

4) There is no significant change in the Company's Board of Directors, or in the control of the Company or the controlling shareholders of the Company

Following the above transaction, there will be no significant change in the structure of the Board of Directors, the senior management, or the structure of the controlling shareholder group of the Company. The current Board of Directors and key executives will continue to have the authority to manage and determine the business direction of the Company as before.

Therefore, having considered all 4 criteria above, this transaction is not deemed a Backdoor Listing, and the Company is not required to submit an application for the listing of its securities as new listed securities.

In this regard, with respect to JVCo, the Company has the right to appoint half of the directors, i.e., 2 out of 4 directors, and the Chairman will be selected from the directors nominated by the Company. Although the Other Investor also has the right to appoint 2 out of 4 directors in JVCo, its role is limited to project-level management only. The Other Investor will not have control over, participate in the management of, or change the core management structure of the Company (the parent company) in any way.

2.3 The Investment Transaction also includes the Disposal of Investment in the Joint Venture Company, which is a material transaction of the asset disposal type. This transaction has a value of 98.00 million baht, representing the highest transaction size of 11.06% based on the total value of consideration criterion (based on

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the Company's consolidated financial statements reviewed by the certified public accountant for the period ended June 30, 2026). The Company has no other material transactions of the asset disposal type that are related to or under the same project which occurred during the 12 months prior to the date of agreeing to enter into the transaction and have not yet been approved by the shareholders' meeting. Although the Company has operating losses (considering operating results for the past 12 quarters from Q3 2023 to Q2 2026), as the Company is not entering into a material transaction of the type of disposal of shares of a company with operating losses (considering operating results for the past 12 quarters from Q3 2023 to Q2 2026), the transaction size is considered under the general case. The highest calculated transaction size is less than 25.00%, which is deemed a small transaction.

2.4 In addition, the Investment Transaction constitutes a related party transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Related Party Transactions dated December 19, 2025 (the "**Notification on Related Party Transactions**"), namely: 1.) the Acquisition of Shares in the Joint Venture Company, as it is a transaction between a listed company (the Company) and a juristic person (JVCo) controlled by directors of the Company, namely Mr. Anuwat Kosol and Mr. Nattaphon Sarasas, with Mr. Nattaphon Sarasas being the major shareholder at that time, with a transaction value of 458.00 million baht; 2.) the Disposal of Investment in the Joint Venture Company, as it is a transaction between a listed company (the Company) and Azul Marino Capital Co., Ltd. and/or Mr. Nattaphon Sarasas and/or persons and/or juristic persons designated by Mr. Nattaphon Sarasas, with a transaction value of 98.00 million baht; and 3.) the Receipt of the Investor Sourcing Service, as it is a transaction between a listed company (the Company) and Azul Marino Capital Co., Ltd. ("**AMC**"), which is controlled by, and whose major shareholder is, Mr. Nattaphon Sarasas, a director of the Company, and/or Mr. Nattaphon Sarasas, with a total transaction value of 13.23 million baht. The total value of the related party transactions is 569.23 million baht, or 137.91% of the net asset value of the Company (based on the Company's consolidated financial statements reviewed by the certified public accountant for the period ended June 30, 2026). The Company and its subsidiaries have no other related party transactions with connected persons of the Company during the 6-month period prior to this Investment Transaction. In addition, as the Investment Transaction is not the provision of financial assistance, the transaction size is considered under the general case. As the transaction value of 569.23 million baht exceeds 20.00 million baht, it is deemed a large transaction (a large transaction is determined by the higher of 20.00 million baht and 3.00% of the net asset value of the Company, which equals 12.38 million baht, based on the Company's consolidated financial statements reviewed by the certified public accountant for the period ended June 30, 2026). Accordingly, the Company is required to comply with the rules on material transactions and related party transactions as follows:

(1) Disclose information on the Investment Transaction to the SET in accordance with the Notification on Material Transactions and the Notification on Related Party Transactions;

(2) Appoint an independent financial advisor who is on the list of financial advisors approved by the Office of the Securities and Exchange Commission to act as the Independent Financial Advisor (IFA) of the Company to provide an opinion on 1.) the reasonableness and benefits of the transaction; 2.) the risks or impacts that may arise from the transaction; and 3.) the

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appropriateness of the price and conditions of the transaction, for the shareholders' consideration and decision at the shareholders' meeting;

(3) Deliver the notice of the shareholders' meeting to the shareholders not less than 14 days in advance; and

(4) Convene a shareholders' meeting to consider and approve the investment transaction by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. In the event that the Independent Financial Advisor or the Audit Committee is of the opinion that the transaction should not be entered into, there must be no shareholders holding shares and entitled to vote who object to the transaction in an amount of 10.00% or more of the votes of those entitled to vote attending the meeting, in order for the Company to be able to enter into the transaction.

In this regard, the Company has appointed Merchant Partners Securities Public Company Limited as the Independent Financial Advisor (IFA) of the Company to provide an opinion on the appropriateness of the price and conditions of the transaction, for the benefit of the shareholders' appropriate consideration and voting at the shareholders' meeting.

However, since the Company must obtain approval from the shareholders' meeting prior to entering into the Investment Transaction pursuant to the Notification on Related Party Transactions, the Company wishes to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the entry into the Investment Transaction, and to consider and approve the delegation of authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, persons authorized by the Board of Directors, persons authorized by the Executive Committee, and/or persons authorized by the Chief Executive Officer to have the authority to take any actions related to or necessary for the Investment Transaction, including negotiating, entering into, signing and amending share purchase agreements, agreements, contracts and other documents related to the Investment Transaction, as well as determining the criteria, conditions and other details necessary for and related to the Investment Transaction, as necessary and appropriate under the relevant laws.

In this regard, please consider further details in the Information Memorandum on the Material Transaction and Related Party Transaction of G Capital Public Company Limited **as per the Enclosure**

3. Resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the amendment to the Company's objectives and the amendment to Clause 3 of the Memorandum of Association to be in line therewith, by adding 3 new objectives, namely Clauses 36, 37 and 38, as follows:

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Clause 36 To operate tourism business, hotel, resort, bungalow, guesthouse, villa, apartment and all types of accommodation businesses, providing daily, monthly or long-term accommodation services, including restaurant, food and beverage, spa, fitness center, meeting room, seminar and banquet businesses, and to operate tour business, travel agency, tour arrangement, organization of tourism and recreational activities, accommodation booking and ticket booking, including agro-tourism and eco-tourism businesses and other related services

Clause 37 To operate agricultural businesses, gardening, farming, cultivation of crops, fruit trees, perennial trees, field crops, horticultural crops and all kinds of economic crops, including the maintenance, harvesting, processing, storage and distribution of agricultural products, both domestically and abroad, as well as the management and development of agricultural areas

Clause 38 To purchase, procure, accept the transfer of, lease, sublease, accept the transfer of leasehold rights, own, possess, develop, improve, construct, manage, lease out and sell land, including agricultural land, buildings, structures and real estate, for the operation of the businesses in accordance with the Company's objectives

and the amendment to Clause 3 of the Memorandum of Association regarding the Company's objectives, the details of which are as follows:

Existing: "Clause 3 The Company has 35 objectives, the details of which are as set out in the attached Form Bor Mor Jor. 002"

Amended to: "Clause 3 The Company has 38 objectives, the details of which are as set out in the attached Form Bor Mor Jor. 002"

In this regard, the authorized directors of the Company or persons authorized by the authorized directors of the Company shall be authorized to register the amendment to the Company's objectives and Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to amend and add wording in accordance with the orders or opinions of the registrar or relevant authorities in order to complete such registration.

4. Resolved to approve the scheduling of the Extraordinary General Meeting of Shareholders No. 1/2026 on Friday, November 27, 2026 at 14.00 hrs. via electronic means (E-Meeting), broadcast live from the office of G Capital Public Company Limited, No. 9/9 @Sathorn Building, 19th Floor, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120, and deemed it appropriate to set the meeting agenda as follows:

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

Agenda 2 To consider and approve the entry into the material transaction and related party transaction of the Company in respect of the investment in the Koh Tao Lifestyle Complex Project

Agenda 3 To consider and approve the amendment to the Company's objectives and the amendment to Clause 3. of the Company's Memorandum of Association

Agenda 4 Other matters (if any)

In addition, the Board of Directors' meeting resolved to authorize the Chief Executive Officer to determine and change the date, time and venue of the meeting as necessary and appropriate, within the framework of the relevant laws and regulations.

The Company will publish the notice of the Extraordinary General Meeting of Shareholders No. 1/2026, together with the supporting documents, in both Thai and English, as well as the details of the procedures for attending the meeting, on the Company's website (www.gcapital.co.th) and the website of the Stock Exchange of Thailand at www.set.or.th, which will be available from November 12, 2026. The notice of the Extraordinary General Meeting of Shareholders, together with the supporting documents, will be sent to the shareholders by registered mail according to the list of shareholders as of the Record Date for the right to attend the meeting, which is November 5, 2026.

Please be informed accordingly.

Yours sincerely,

-Mr. Anuwat Kosol-

(Mr. Anuwat Kosol)
Chief Executive Officer

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