



**Berli Jucker Public Company Limited**

(Translation)

CGD 005/2026

February 24, 2026

**Subject:** Report on the Board of Directors' resolutions No.1/2026

**To** The President,  
The Stock Exchange of Thailand

We, Berli Jucker Public Company Limited (the “**Company**”), would like to inform you of the resolutions of the Board of Directors' Meeting of the Company No. 1/2026 held on February 24, 2026 as per the details below.

**1. Approved to submit to the 2026 Annual General Shareholders' Meeting for consideration and approval of the financial statement, profit and loss statement, and other comprehensive income for the period ending December 31, 2025.**

The Board of Directors resolved to submit to the Annual General Meeting of Shareholders for consideration and approval the financial statements and statements of profit and loss and other comprehensive income for the period ending December 31, 2025, which are duly certified by an auditor and agreed by the Audit Committee.

**2. Approved the submission to the 2026 Annual General Shareholders' Meeting for consideration and approval of dividend payment for 2025 based on business performance.**

The Board of Directors resolved to propose to the 2026 Annual General Shareholders' Meeting for consideration and approval of the allocation of the Year 2025 net profit at the rate of Baht 0.51 per share. The Company has already paid an interim dividend on September 12, 2025, at the rate of 0.15 Baht per share. The 2025 fiscal year-end dividend will be at the rate of Baht 0.36 per share, payable on May 21, 2026, subject to approval at the 2026 Annual General Meeting of Shareholders.





**Berli Jucker Public Company Limited**

(Translation)

- 3. Approved to propose to the 2026 Annual General Shareholders' Meeting to consider approving the re-election of directors who retire by rotation to resume their positions for another term and appoint a director to replace those who retire from their directorship and intend not to be re-elected for another term.**

The Board of Directors resolved to propose to the 2026 Annual General Shareholders' Meeting for consideration of the re-election of the following directors who will retire by rotation this year:

- |  |   |
|--|---|
| 1. Prof. Pirom Kamolratanakul, M.D., M.SC. | Chairman of the Board of Directors      |
| 2. Mr. Tevin Vongvanich                    | Vice Chairman of the Board of Directors |
| 3. Miss Potjane Thanavarant                | Independent Director                    |
| 4. Police General Krisna Polananta         | Independent Director                    |
| 5. Mr. Prapakorn Thongthepphairote         | Director                                |

- 4. Approved to propose to the 2026 Annual General Shareholders' Meeting for consideration and approval of the determination of the remuneration of directors for the year 2026** in an amount not exceeding 50 million baht by authorizing the Nomination and Remuneration Committee to consider and determine the details and rates of remuneration to be paid to each director by the duties and responsibilities assigned by the Company.

- 5. Approved to propose to the 2026 Annual General Shareholders' Meeting for consideration and approval of the appointment of KPMG Phoomchai Audit Co., Ltd. as the auditor and with the audit fee for Year 2026 in the amount of Baht 2,350,000.**

- 6. Resolved to propose to the shareholders' meeting to consider and approve the sale of the assets of the Company and its subsidiaries, totaling 33 items** The Board of Directors has resolved to propose to the 2026 Annual General Meeting of Shareholders for consideration the sale of the assets of the Company and its subsidiaries, (as listed in Items 1 – 10 of **Enclosure 1** (*List of Relevant Subsidiaries*) of **Attachment 1**), comprising vacant lands and lands with buildings which are not used in business operations and/or not generating profit, totaling 33 items, as detailed in **Enclosure 2** (*List of Sale Assets*) of **Attachment 1** (the “**Sale Assets**”) through the direct sale of 32 assets and the sale of shares of a subsidiary possessing lands with buildings (unless a purchaser who is a third party wishes to directly purchase the assets of BCX instead of purchasing its shares), by assigning the management to procure the purchaser(s) of the Sale Assets and authorizing the Management Board of the Company to consider the sale of each item of the Sale Assets to the purchaser offering the most favorable price to the Company and/or its subsidiaries (the “**Purchaser**”). Such Purchaser may be a third party and/or a connected person, subject to the minimum pricing framework equal to the average appraised value as opined by the





## Berli Jucker Public Company Limited

(Translation)

independent financial advisor (IFA). The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets with the Purchaser within 31 July 2026 which is the period during the relevant asset appraisal report remains valid (the “**Transaction Period**”). The proposed transactions will be proposed to the shareholders’ meeting for consideration in two cases:

- 1) To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is not a connected person; and
- 2) To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is a connected person.

In addition, in the event that the Company and/or its subsidiaries are unable to procure the Purchaser or do not enter into the relevant sale and purchase agreement within the Transaction Period, the Company and its subsidiaries shall comply with the Notification on Acquisition or Disposition of Assets and the Notifications on Connected Transaction again. The details of the transactions are as follows.

The details of the transactions are as follows:

### **(1) Direct Sale of Assets by the Company and its Subsidiaries**

The Company and 10 subsidiaries of the Company, as listed in Items 1 – 10 of **Enclosure 1** (*List of Relevant Subsidiaries*) of **Attachment 1** (collectively referred to as the “**Sellers of Assets**”), will sell certain vacant lands and lands with buildings, totaling 32 items, as detailed in item 2.1 (*List of Direct Sale Assets*) of **Enclosure 2** of **Attachment 1** (collectively referred to as the “**Direct Sale Assets**”), to the Purchaser at the total purchase price of not less than THB 11,016 million (the “**Sale of Lands and Buildings Transaction**”).

In addition, the Sellers of Assets, namely TGI, BJJ and RIL, which are subsidiaries of the Company, will only sell the Direct Sale Assets Items 10.1 (only Title Deed No. 18667), 7 and 9.2 under item 2.1 (*List of Direct Sale Assets*) of **Enclosure 2** of **Attachment 1** (respectively), to the Purchaser who accepts the conditions that the vacant lands and/or lands with buildings (as the case may be) will be leased back from the Purchaser after the transfer of ownership (Sale and Lease Back) at an arm’s-length rental rate and on arm’s-length commercial terms, whereby TGI will lease back the vacant lands for use in sand trading, and BJJ and RIL will lease back the lands with buildings for a temporary use in the operation during the planning phase on the construction of their new factories. The details of the vacant lands and lands with buildings to be leased back are set out in items 10.1 (only the title deed no. 18667), 7 and 9.2 under Item 2.1 (*List of Direct*





**Berli Jucker Public Company Limited**

(Translation)

*Sale Assets*) of **Enclosure 2** of **Attachment 1**) (respectively) (collectively referred to as the “**Sale and Lease Back Transaction**”)

**(2) Sale of Assets through the Sale of Shares in Subsidiaries**

BJCCON, a subsidiary of the Company (details as specified in Item 2 of **Enclosure 1** (*List of Relevant Subsidiaries*) of **Attachment 1**) (the “**Seller of Shares**”), will sell 41,400,000 ordinary shares in BCX held by BJCCON, representing 100.00 percent of the total issued shares of BCX (details as set out in Item 2.2 (*List of Sale Assets through the Sale of Shares in Subsidiaries*) of **Enclosure 2** of **Attachment 1**) (the “**Sale Shares**”) to the Purchaser, at the total purchase price of not less than THB 715 million. Currently, BCX operates a warehouse leasing business and provides seminar and training services and owns two plots of land with buildings thereon, located in Bang Pakong Sub-district, Bang Pakong District, Chachoengsao Province, with a total area of approximately 82 rai, 1 ngan and 29 square wah (“**Assets of BCX**”) (collectively referred to as the “**Sale of BCX Ordinary Shares Transaction**”). In this regard, in the event that the Purchaser who is not a connected person wishes to directly purchase the Assets of BCX instead of purchasing its shares, the Management Board shall have the authority to consider and approve the sale of either the shares or the lands and buildings of BCX to such Purchaser as appropriate, within the Transaction Period and under the terms and conditions as approved by the shareholders’ meeting of the Company.

The Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction are hereinafter collectively referred to as the “**Disposal of Assets Transactions**”, representing the total transaction value of not less than THB 11,731 million.

The Disposal of Assets Transactions constitute a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the “**Notifications on Acquisition or Disposal of Assets**”).

The sizes of the Disposal of Assets Transactions are detailed as follows:





## Berli Jucker Public Company Limited

(Translation)

- The Sale of Lands and Buildings Transaction, has the highest transaction size of 3.29 percent, calculated based on the total value of consideration criterion, and based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value; and
- The Sale of BCX Ordinary Shares Transaction has the highest transaction size of 0.40 percent, calculated based on the net tangible assets criterion, and based on the assumption that BJCCON disposes of the Sale Shares of BCX using the adjusted book value approach. In this regard, in the case of the direct sale of the Assets of BCX (instead of the sale of the Sale Shares), the highest transaction size shall be 0.25, calculated based on the total value of consideration criterion and on the assumption that BJCCON is able to sell the Assets of BCX at the average appraised value.

**Remark: “Average Appraised Value”** means the average appraised value of the Direct Sale Assets and the Assets of BCX, based on appraisals conducted by two independent appraisers approved by the Office of the Securities and Exchange Commission, namely 15 Business Advisory Co., Ltd. and Knight Frank Chartered (Thailand) Co., Ltd., as of 31 January 2026 and 27 January 2026, respectively. The details of the appraised value are set out in item 3.1 (*Total Value of Consideration of the Direct Sale Assets*) of **Enclosure 3 of Attachment 1**).

The calculation of the transaction size of the Disposal of Assets Transactions is based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other disposal of assets transactions required to be aggregated for calculation of the transaction size under the Notifications on Acquisition or Disposal of Assets during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). The total highest transaction size of these two transactions above (in accordance with the total value of consideration criterion which has the highest result) is equal to 3.50 percent, which is lower than 15 percent. Therefore, the Company is not required to comply with the requirements under the Notifications on Acquisition or Disposal of Assets in respect of such Disposal of Assets Transactions of the Company.

In this regard, the Sale and Lease Back Transaction constitutes an acquisition of assets transaction under the Notifications on Acquisition or Disposal of Assets. As the transaction size is small, it falls under the authority of the management to approve such transaction and does not require an approval from the Board of Directors.

However, in the case where TCC Group and/or other connect persons (collectively referred to as the “**TCC Group**” or the “**Connected Person Purchaser**”) is the Purchaser, the Disposal of Assets Transactions and the Sale and Lease Back Transaction (only in respect of the items of





**Berli Jucker Public Company Limited**

(Translation)

which TCC Group is the purchaser) will constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (collectively referred to as the “**Notifications on Connected Transactions**”), resulting in the highest aggregate size of the connected transactions equals to 17.92 percent (based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value and that BJCCON disposes of the Sale Shares of BCX at the fair value determined under the adjusted book value approach), which exceeds 3 percent of the net tangible assets of the Company, with reference to the consolidated financial statements of the Company audited by the certified accountant for the year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other connected transactions required to be aggregated for calculation of the transaction size under the Notifications on Connected Transactions during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). Accordingly, the Company is required to proceed as follows:

- (1) To disclose the information memorandum in relation to the Disposal of Assets Transactions to the Stock Exchange of Thailand (the “**SET**”) in accordance with the Notifications on Connected Transactions, the details of which are set out in the Information Memorandum on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (**Attachment 1**);
- (2) To appoint an independent financial advisor (IFA) to provide its opinion on the Disposal of Assets Transactions to the shareholders of the Company, and to submit such opinion to the Office of the Securities and Exchange Commission (the “**SEC**”), the SET, and the shareholders of the Company.

In this regard, the Company has appointed Jay Capital Advisory Limited, a financial advisor approved by the SEC, to act as the independent financial advisor to provide its opinion on the Disposal of Assets Transactions; and

- (3) To convene a shareholders’ meeting of the Company to obtain approval for entry into the Disposal of Assets Transactions, with 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 the interested shareholders from the calculation base.





## Berli Jucker Public Company Limited

(Translation)

In addition, in the event that TCC Group is the Purchaser of the Direct Sale Assets, which requires the lease-back as a condition of the sale proposal, the Sale and Lease Back Transaction will constitute a connected transaction under the category of a transaction in support of ordinary business with arm's-length commercial terms pursuant to the Notifications on Connected Transaction, which is under the authority of the management to proceed.

However, since the highest transaction size of the Disposal of Assets Transactions remains uncertain as the Board of Directors has resolved to propose to the shareholders' meeting to determine a minimum sale price equal to the average appraised value without specifying an maximum price threshold, the Company therefore deems it appropriate to disclose information memorandum regarding the Disposal of Assets Transactions to the SET, appoint an independent financial advisor (IFA) to provide an opinion on the Disposal of Assets Transactions, namely the Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction to the shareholders of the Company, and convene a shareholders' meeting of the Company to obtain approval for the Disposal of Assets Transactions 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 the interested shareholders from the calculation base, as if the Disposal of Assets Transactions were classified as a class 1 transaction, i.e., a transaction with a transaction size equals to 50 percent or higher but not exceeding 100 percent under the criteria prescribed in the Notifications on Acquisition or Disposal of Assets, at the same time.

The Company and each of its subsidiaries acting as the Sellers of Assets and the Seller of Shares will enter into the relevant agreements relating to the Disposal of Assets Transactions with the Purchaser. The Company and the subsidiaries will, submit the proposals to other purchaser who interest to purchase the Sale Assets with the key terms divided into five sub-groups as follows: (1) Vacant Land Sale and Purchase Agreement; (2) Vacant Land Sale and Purchase Agreement with Lease back; (3) Land and Building Sale and Purchase Agreement; (4) Land and Building Sale and Purchase Agreement with Lease back; and (5) Share purchase agreement. Details are set out in the summary table of the key terms of the proposals set out in Clause 3 (*General Description of the Transactions*) of **Attachment 1**).

The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets within the Transaction Period which is the period during the relevant asset appraisal report remains valid. In this regard, the Disposal of Assets Transactions shall occur after (1) the Company and/or the selling subsidiaries have completed the relevant agreed terms with the Purchaser within the framework of the key terms of the proposals as specified in the summary table of the key terms in Clause 3 (*General Description of the Transactions*) of **Attachment 1**), and (2) the conditions precedent as specified in the relevant agreements have been fully satisfied or





**Berli Jucker Public Company Limited**

(Translation)

waived by the relevant parties. The disposal of each item of the Sale Assets by the Company and its subsidiaries shall be independent from one another and shall not be conditional upon one another. The Purchaser may be a third party and/or a connected person of the Company.

The details of the Disposal of Assets Transactions are set out in the Information Memorandum on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (**Attachment 1**).

**7. Approved to specify the date, time, and agenda for the 2026 Annual General Shareholders' Meeting.**

The Board of Directors Meeting has resolved to approve specifying the date of the 2026 Annual General Shareholders' Meeting on Wednesday, April 22, 2026, at 3:00 p.m. via electronic media under the Royal Decree regarding Meetings via Electronic Media B.E. 2563

**The agenda of the 2026 Annual General Shareholders' Meeting shall be as follows:**

- Agenda 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2026 held on 13 February 2026;
- Agenda 2 To acknowledge the Company's performance for the Year 2025;
- Agenda 3 To consider and approve the Company's Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended December 31, 2025, duly audited by the auditor;
- Agenda 4 To consider and approve the appropriation of profits for legal reserves and dividend payment for the 2025 fiscal year end;
- Agenda 5 To consider and approve the re-election of directors who retire by rotation;
- Agenda 6 To consider and approve the remuneration of the Directors for the year 2026;
- Agenda 7 To consider and approve the appointment of auditors and to fix audit fees for the Year 2026;
- Agenda 8 To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is not the connected person;
- Agenda 9 To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is the connected person.
- Agenda 10 To consider other matters (if any).





**Berli Jucker Public Company Limited**

(Translation)

Please be informed accordingly.

Yours faithfully,  
Berli Jucker Public Company Limited

Mr. Thirasakdi Nathikanchanalab  
Director

Mrs. Thapanee Techajareonvikul  
Director

In case of inquiry, please contact:  
Group Company Secretary Division Tel. 02-146-5510





**Berli Jucker Public Company Limited**

(Translation)

**Important information for Shareholders:**

For the shareholders' convenience, the Company has summarized the important schedules regarding the 2026 Annual General Shareholders' Meeting ("AGM") and the annual dividend payment for the 2025 Year End in the table below.

<b>Subject</b>	<b>Schedule</b>
Record Date for attending the 2026 AGM	24 Mar 2026
The 2026 AGM (3.00 p.m.)	22 Apr 2026
Record Date for dividend payment for the fiscal year end 2025*	30 Apr 2026
Dividend Payment	21 May 2026

Remark: \*The dividend is subject to the approval from the 2026 AGM.

1. The Notification of the Department of Business Development dated 4 February 2013 regarding Shareholder's proxy and voting, and notice for invitation for shareholders meeting of the public limited companies, prescribes that a shareholder who desires to appoint a proxy to attend and vote on his/her behalf, can nominate only one proxy, and cannot divide a share to appoint any proxies.

In compliance with the above Notification, Thailand Depository Co, Ltd. (TSD), will send only 1 set of proxy form and AGM documents to the main address of a shareholder, the latest given (Principal Address), with stock balance. If a shareholder record shows various addresses without mentioning the Principal Address, the notice with the Proxy and AGM documents will be sent to the indicated mailing address. For more information, please refer to [www.tsd.co.th](http://www.tsd.co.th) or TSD Call Center 02 009 9000.

2. The Company offered an opportunity to minority shareholders to nominate directors and propose the agenda for the 2026 AGM, starting from November 7, 2025, to December 31, 2025. The Company has not been requested for any nominations or received any AGM agenda proposals from shareholders.

From April 2026 onwards, shareholders can find the Invitation Letter for the 2026 AGM and enclosures on the Company's website at [www.bjc.co.th](http://www.bjc.co.th).



**Information Memorandum on the Connected Transaction  
and the Assets Disposition Transaction of  
Berli Jucker Public Company Limited**

The Board of Directors' Meeting of Berli Jucker Public Company Limited (the "Company") No.1/2026, which was held on Tuesday, 24 February 2026, resolved to approve and to propose to the shareholders' meeting to consider and approve the sale of the assets of the Company and its subsidiaries (as listed in Items 1 – 10 of Enclosure 1 (*List of Relevant Subsidiaries*)), comprising vacant lands and lands with buildings which are not used in business operations and/or not generating profit, totaling 33 items, as detailed in Enclosure 2 (*List of Sale Assets*) (the "Sale Assets"), through the direct sale of 32 assets and the sale of shares of a subsidiary possessing lands with buildings (unless a purchaser who is a third party wishes to directly purchase the assets of BCX instead of purchasing its shares), by assigning the management to procure the purchaser(s) of the Sale Assets and authorizing the Management Board of the Company to consider the sale of each item of the Sale Assets to the purchaser offering the most favorable price to the Company and/or its subsidiaries (the "Purchaser"). Such Purchaser may be a third party and/or a connected person, subject to minimum pricing framework equals to the average appraised value as opined by the independent financial advisor (IFA). The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets with the Purchaser within 31 July 2026 which is the period during the relevant asset appraisal report remains valid (the "Transaction Period"). The proposed transactions will be proposed to the shareholders' meeting for consideration in two cases:

- 1) To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is not a connected person; and
- 2) To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser is a connected person.

In addition, in the event that the Company and/or its subsidiaries are unable to procure the Purchaser or do not enter into the relevant sale and purchase agreement within the Transaction Period, the Company and its subsidiaries shall comply with the Notification on Acquisition or Disposition of Assets and the Notifications on Connected Transaction again. The details of the transactions are as follows:

**(1) Direct Sale of Assets by the Company and its Subsidiaries**

The Company and 10 subsidiaries of the Company, as listed in Items 1 – 10 of Enclosure 1 (*List of Relevant Subsidiaries*) (collectively referred to as the "Sellers of Assets"), will sell certain vacant lands and lands with buildings, totaling 32 items, as detailed in item 2.1 (*List of Direct Sale Assets*) of Enclosure 2 (collectively referred to as the "Direct Sale Assets"), to the Purchaser at the total purchase price of not less than THB 11,016 million (the "Sale of Lands and Buildings Transaction").

In addition, the Sellers of Assets, namely TGI, BJF and RIL, which are subsidiaries of the Company, will only sell the Direct Sale Assets Items 10.1 (only Title Deed No. 18667), 7 and 9.2 under Item 2.1 (*List of Direct Sale Assets*) of Enclosure 2 (respectively), to the Purchaser who accepts the conditions that the vacant lands and/or lands with buildings (as the case may be) will be leased back from the Purchaser after the transfer of ownership (Sale and Lease Back) at an arm's-length rental rate and on arm's-length commercial terms, whereby TGI will lease back the vacant lands for use in sand trading, and BJF and RIL will lease back the lands with buildings for a temporary use in the operation during the planning phase on the construction of their new factories. The details of the vacant lands and lands with buildings to be leased back are set out in Items 10.1 (only the title deed no. 18667), 7 and 9.2 under Item 2.1 (*List of Direct Sale Assets*) of Enclosure 2 (respectively) (collectively referred to as the "Sale and Lease Back Transaction")

(2) **Sale of Assets through the Sale of Shares in Subsidiaries**

BJCCON, a subsidiary of the Company (details as specified in Item 2 of Enclosure 1 (*List of Relevant Subsidiaries*)) ("BJCCON" the "Seller of Shares"), will sell 41,400,000 ordinary shares in BCX held by BJCCON, representing 100.00 percent of the total issued shares of BCX (details as set out in Item 2.2 (*List of Sale Assets through the Sale of Shares in Subsidiaries*) of Enclosure 2) (the "Sale Shares") to the Purchaser, at the total purchase price of not less than THB 715 million. Currently, BCX operates a warehouse leasing business and provides seminar and training services and owns two plots of land with buildings thereon, located in Bang Pakong Sub-district, Bang Pakong District, Chachoengsao Province, with a total area of approximately 82 rai, 1 ngan and 29 square wah ("Assets of BCX") (collectively referred to as the "Sale of BCX Ordinary Shares Transaction"). In this regard, in the event that the Purchaser who is not a connected person wishes to directly purchase the Assets of BCX instead of acquiring its shares, the Management Board shall have the authority to consider and approve the sale of either the shares or the lands and buildings of BCX to such Purchaser as appropriate, within the Transaction Period and under the terms and conditions as approved by the shareholders' meeting of the Company.

The Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction are hereinafter collectively referred to as the "Disposal of Assets Transactions", representing the total transaction value of not less than THB 11,731 million.

The Disposal of Assets Transactions constitute a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the "Notifications on Acquisition or Disposal of Assets").

The sizes of the Disposal of Assets Transactions are detailed as follows:

- The Sale of Lands and Buildings Transaction, has the highest transaction size of 3.29 percent, calculated based on the total value of consideration criterion, and based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value; and
- The Sale of BCX Ordinary Shares Transaction has the highest transaction size of 0.40 percent, calculated based on the net tangible assets criterion, and based on the assumption that BJCCON disposes of the Sale Shares of BCX using the adjusted book value approach. In this regard, in the case of the direct sale of the Assets of BCX (instead of the sale of the Sale Shares), the highest transaction size shall be 0.25, calculated based on the total value of consideration criterion and on the assumption that BJCCON is able to sell the Assets of BCX at the average appraised value.

**Remarks:** “Average Appraised Value” means the average appraised value of the Direct Sale Assets and the Assets of BCX, based on appraisals conducted by two independent appraisers approved by the Office of the Securities and Exchange Commission, namely 15 Business Advisory Co., Ltd. and Knight Frank Chartered (Thailand) Co., Ltd., as of 31 January 2026 and 27 January 2026, respectively. The details of the appraised value are set out in item 3.1 (*Total Value of Consideration of the Direct Sale Assets*) of Enclosure 3.

The calculation of the transaction size of the Disposal of Assets Transactions is based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other disposal of assets transactions required to be aggregated for calculation of the transaction size under the Notifications on Acquisition or Disposal of Assets during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). The total highest transaction size of these two transactions above (in accordance with the total value of consideration criterion which has the highest result) is equal to 3.50 percent, which is lower than 15 percent. Therefore, the Company is not required to comply with the requirements under the Notifications on Acquisition or Disposal of Assets in respect of such Disposal of Assets Transactions of the Company.

In this regard, the Sale and Lease Back Transaction constitutes an acquisition of assets transaction under the Notifications on Acquisition or Disposal of Assets. As the transaction size is small, it falls under the authority of the management to approve such transaction and does not require an approval from the Board of Directors.

However, in the case where TCC Group and/or other connect persons (collectively referred to as the “TCC Group” or the “Connected Person Purchaser”) is the Purchaser, the Disposal of Assets Transactions and the Sale and Lease Back Transaction (only in respect of the items of which TCC Group is the purchaser)

will constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (collectively referred to as the “**Notifications on Connected Transactions**”).

In this regard, in the event that TCC Group is the purchaser of all the Direct Sale Assets, the Disposal of Assets Transactions will result in the highest aggregate size of the connected transactions equals to 17.92 percent (based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value and that BJCCON disposes of the Sale Shares of BCX at the fair value determined under the adjusted book value approach), which exceeds 3 percent of the net tangible assets of the Company, with reference to the consolidated financial statements of the Company audited by the certified accountant for the year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other connected transactions required to be aggregated for calculation of the transaction size under the Notifications on Connected Transactions during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). Accordingly, the Company is required to proceed as follows:

- (1) To disclose the information memorandum in relation to the Disposal of Assets Transactions to the Stock Exchange of Thailand (the “**SET**”) in accordance with the Notifications on Connected Transactions;
- (2) To appoint an independent financial advisor (IFA) to provide its opinion on the Disposal of Assets Transactions to the shareholders of the Company, and to submit such opinion to the Office of the Securities and Exchange Commission (the “**SEC**”), the SET, and the shareholders of the Company.

In this regard, the Company has appointed Jay Capital Advisory Limited, a financial advisor approved by the SEC, to act as the independent financial advisor to provide its opinion on the Disposal of Assets Transactions; and

- (3) To convene a shareholders’ meeting of the Company to obtain approval for entry into the Disposal of Assets Transactions, with 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 the interested shareholders from the calculation base.

In addition, in the event that TCC Group is the Purchaser of the Direct Sale Assets, which requires the lease-back as a condition of the sale proposal, the Sale and Lease Back Transaction will constitute a connected transaction under the category of a transaction in support of ordinary business with arm’s-length

commercial terms pursuant to the Notifications on Connected Transaction, which is under the authority of the management to proceed.

However, since the highest transaction size of the Disposal of Assets Transactions remains uncertain, as the Board of Directors has resolved to propose to the shareholders' meeting to determine a minimum sale price equal to the average appraised value without specifying a maximum price threshold, the Company therefore deems it appropriate to disclose information memorandum regarding the Disposal of Assets Transactions to the SET, appoint an independent financial advisor (IFA) to provide an opinion on the Disposal of Assets Transactions, namely the Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction to the shareholders of the Company, and convene a shareholders' meeting of the Company to obtain approval for the Disposal of Assets Transactions 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 the interested shareholders from the calculation base, as if the Disposal of Assets Transactions were classified as a class 1 transaction, i.e., a transaction with a transaction size equals to 50 percent or higher but not exceeding 100 percent under the criteria prescribed in the Notifications on Acquisition or Disposal of Assets, at the same time.

The Company hereby discloses information regarding the Disposal of Assets Transactions in accordance with the Notifications on Connected Transactions and the Notifications on Acquisition or Disposal of Assets as follows:

**1. Transaction Date**

The Board of Directors' Meeting No. 1/2569, held on Tuesday, 24 February 2026, resolved to approve the entry into the Disposal of Assets Transactions by the Company and its subsidiaries as the Seller of Assets and the Seller of Shares (Details of the Disposal of Assets Transactions are set out in Clause 3 (*General Description of the Transactions*)). The Company and each of its subsidiaries acting as the Seller of Assets and the Seller of Shares will enter into the relevant agreements relating to the Disposal of Assets Transactions with the Purchaser. The Company and its subsidiaries will, submit the proposals to the potential purchasers with the key terms divided into five sub-groups as follows: (1) Vacant Land Sale and Purchase Agreement; (2) Vacant Land Sale and Purchase Agreement with Lease-back Arrangement; (3) Land and Building Sale and Purchase Agreement; (4) Land and Building Sale and Purchase Agreement with Lease-back Arrangement; and (5) Share Purchase Agreement. Details are set out in the summary table of the key terms of the proposals set out in Clause 3 (*General Description of the Transactions*).

The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets within the Transaction Period which is the period during the relevant asset appraisal report

remains valid. In this regard, the Disposal of Assets Transactions shall occur after (1) the Company and/or the selling subsidiaries have completed the relevant agreed terms with the Purchaser within the framework of the key terms of the proposals as specified in the summary table of the key terms in Clause 3 (*General Description of the Transactions*), and (2) the conditions precedent as specified in the relevant agreements have been fully satisfied or waived by the relevant parties. The disposal of each item of the Sale Assets by the Company and its subsidiaries shall be independent from one another and shall not be conditional upon one another. The Purchaser may be a third party and/or a connected person of the Company.

## 2. Related Parties and Relationship with the Company

Since the Disposal of Assets Transactions comprise the entry into the Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction, the Company and each of its subsidiaries will enter into the agreement directly with the Purchaser. The details of the relevant parties and their relationship with the Company, categorized by each group of agreements, are as follows:

No.	Agreement	Seller	Purchaser	
			In the case where the Purchaser is a Third-Party	In the case where the Purchaser is a Connected Person
1	Vacant Land Sale and Purchase Agreement	1) The Company 2) BIG C 3) BJCCON 4) BJS 5) MARBLE 6) RIL 7) TGI	Purchaser:  An individual or a juristic person who is not a connected person of the Company (the	Purchaser:  TCC Group and/or other connected persons
2	Vacant Land Sale and Purchase Agreement with Lease-back Arrangement	TGI	Third-Party Purchaser")  Relationship between the Purchaser and the Company:	Relationship between the Purchaser and the Company:  The Purchaser is a connected person of the Company under the Notifications on Connected Transactions
3	Land and Building Sale and	1) BIG C 2) T9 3) TGI 4) WAT7	Company:  -None -	

No.	Agreement	Seller	Purchaser	
			In the case where the Purchaser is a Third-Party	In the case where the Purchaser is a Connected Person
	Purchase Agreement	5) WG		
4	Land and Building Sale and Purchase Agreement with Lease-back Arrangement	1) BJF 2) RIL		
5	Share Purchase Agreement	BJCCON		

### 3. General Description of the Transactions

The Company and its subsidiaries (as listed in Items 1 – 10 of **Enclosure 1** (*List of Relevant Subsidiaries*)) will enter into the Disposal of Assets Transactions comprising the vacant lands and lands with buildings which are not used in business operations and/or not generate the profit , totaling 33 items (details as set out in **Enclosure 2** (*List of Sale Assets*)), through the direct sale of 32 assets and the sale of shares in a subsidiary possessing lands with buildings, (unless a purchaser who is a third party wishes to directly purchase the Assets of BCX instead of purchasing its shares), by assigning the management to procure the purchaser(s) for the Sale Assets and authorizing the Management Board to consider the sale of each item of the Sale Assets to the Purchaser offering the most favorable price to the Company and/or its subsidiaries, subject to minimum pricing framework equals to the average appraised value as opined by the independent financial advisor (IFA). The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets with the Purchaser within the Transaction Period which is the period during the relevant asset appraisal report remains valid.

In this regard, whether the Disposal of Assets Transactions is entered into with the Third-Party Purchaser or the Connected Person Purchaser, the proposals for the Sale Assets shall contain substantially the same key terms and conditions, the summary details of which are as follows:

(1) **Direct Sale of Assets by the Company and Its Subsidiaries**

The key terms of the sale proposal for the Sale of Lands and Buildings Transaction, totaling 32 items, can be summarized by categorizing the agreements into four groups according to the types of agreements, as follows:

**Group 1: Vacant Land Sale and Purchase Agreement** (for the Direct Sale Assets items 1.1, 1.2, 2.1, 3, 4, 5.1, 5.2, 9.1 and 10.2 – 10.6 of Item 2.1 (*List of Direct Sale Assets*) of **Enclosure 2**)

<p><b>Parties</b></p>	<p>(1) The Company and its subsidiaries namely BIG C, BJCCON, BJS, MARBLE, RIL and TGI (collectively referred to as “<b>Group 1 Sellers of Assets</b>”) (as the sellers) and</p> <p>(2) The Third-Party Purchaser and/or the Connected Person Purchaser (collectively referred to as the “<b>Group 1 Purchasers of Assets</b>”) (as the purchaser)</p>
<p><b>Sale Assets</b></p>	<p>Vacant lands Items 1.1, 1.2, 2.1, 3, 4, 5.1, 5.2, 9.1 and 10.2 – 10.6 of Item 2.1 (<i>List of Direct Sale Assets</i>) of <b>Enclosure 2</b> owned by each relevant Seller of Assets, including fruits of the sale assets, real rights in the property, and/or encumbrances attached to such land (collectively referred to as the “<b>Group 1 Direct Sale Assets</b>”)</p>
<p><b>Key Conditions Precedent</b></p>	<p>(1) The shareholders’ meeting of the Company has resolved to approve the sale of the Group 1 Direct Sale Assets by the Group 1 Sellers of Assets to the Group 1 Purchasers of Assets;</p> <p>(2) The shareholders’ meeting of BIG C has resolved to approve the sale of the Group 1 Direct Sale Assets owned by BIG C and its subsidiaries, being Group 1 Sellers of Assets, to the Group 1 Purchasers of Assets;</p> <p>(3) The Group 1 Sellers of Assets have obtained consent from other relevant persons or counterparties, in the event that the Group 1 Sellers of Assets or their affiliates are obligated to obtain such consent prior to entering into this transaction (if any); and</p> <p>(4) Group 1 Sellers of Assets (where applicable) have entered into an agreement to assign their rights and obligations (as lessor) under the lease agreements relating to the Group 1 Direct Sale Assets to the Group 1 Purchasers of Assets with the relevant lessees, effective from the</p>

	Closing Date (only in the case where such lease agreements are characterized as special reciprocal lease agreement exceeding an ordinary lease agreement).
<b>Purchase Price</b>	Details of the purchase price of the Group 1 Direct Sale Assets are specified in Item 1.1, 1.2, 2.1, 3, 4, 5.1, 5.2, 9.1, and 10.2 – 10.6 under Item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <b>Enclosure 3</b> .
<b>Payment Terms of Purchase Price</b>	The Group 1 Purchasers of Assets shall pay the purchase price for the Group 1 Sale Assets to the Group 1 Sellers of Assets in cash and in full on the closing date.
<b>Fees and Relevant Taxes</b>	Each party agrees to equally share the transfer registration fee for the Group 1 Sale Assets (in the case where specific business tax is not applicable).  Additionally, each party agrees to be responsible for its own taxes and expenses arising from or in connection with the entry into this transaction.
<b>Remarks</b>	Each Group 1 Seller of Assets shall enter into a separate agreement of the Vacant Land Sale and Purchase Agreement with the Group 1 Purchasers of Assets, and the completion of each such agreement shall be independent from one another.

**Group 2: Vacant Land Sale and Purchase Agreement with Lease-back Arrangement** (for the Direct Sale Assets items 10.1 (only Title Deed No. 18667) of item 2.1 (*List of Direct Sale Assets*) of **Enclosure 2**)

<b>Parties</b>	(1) TGI (as the seller) and  (2) The Third-Party Purchaser and/or the Connected Person Purchaser (collectively referred to as the “ <b>Group 2 Purchasers of Assets</b> ”) (as the purchaser)
<b>Sale Assets</b>	Vacant land (item 10.1 (only Title Deed No. 18667) under item 2.1 ( <i>List of Direct Sale Assets</i> ) of <b>Enclosure 2</b> owned by TGI, including fruits of the sale assets, real rights in the property, and/or encumbrances attached to such land (collectively referred to as the “ <b>Group 2 Direct Sale Assets</b> ”)

<b>Key Conditions Precedent</b>	<p>(1) The shareholders' meeting of the Company has resolved to approve the sale of the Group 2 Direct Sale Assets by TGI to the Group 2 Purchasers of Assets; and</p> <p>(2) TGI has obtained consent from other relevant persons or counterparties, in the event that TGI or its affiliates are obligated to obtain such consent prior to entering into this transaction (if any).</p>
<b>Purchase Price</b>	Details of the purchase price of the Group 2 Direct Sale Assets are specified in items 10.1 (only Title Deed No. 18667) under item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <b>Enclosure 3</b> .
<b>Payment Terms of Purchase Price</b>	The Group 2 Purchasers of Assets shall pay the purchase price for the Group 2 Direct Sale Assets to TGI in cash and in full on the closing date.
<b>Fees and Relevant Taxes</b>	<p>Each party agrees to equally share the transfer registration fee for the Group 2 Sale Assets (in the case where specific business tax is not applicable).</p> <p>Additionally, each party agrees to be responsible for its own taxes and expenses arising from or in connection with the entry into this transaction.</p>
<b>Other Key Conditions</b>	The Group 2 Direct Sale Assets (item 10.1 (only Title Deed No. 18667) under item 2.1 ( <i>List of Direct Sale Assets</i> ) of <b>Enclosure 2</b> ) shall be leased back to TGI. The lease term and the details of rental fees shall be as specified in item 10.1 (only Title Deed No. 18667) under item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <b>Enclosure 3</b> .

**Group 3: Land and Buildings Sale and Purchase Agreement** (for the Direct Sale Assets items 1.3 - 1.4, 2.2 - 2.7, 6, 8.1 – 8.3, 10.7 – 10.8 and 11.1 – 11.2 (*List of Direct Sale Assets*) of **Enclosure 2**)

<b>Parties</b>	<p>(1) BIG C, T9, TGI, WAT7 and WG (collectively referred to as “<b>Group 3 Sellers of Assets</b>”) (as the sellers) and</p> <p>(2) The Third-Party Purchaser and/or the Connected Person Purchaser (collectively referred to as the “<b>Group 3 Purchasers of Assets</b>”) (as the purchaser)</p>
<b>Sale Assets</b>	Lands and buildings (Items 1.3 - 1.4, 2.2 - 2.7, 6, 8.1 – 8.3, 10.7 – 10.8 and 11.1 – 11.2 under item 2.1 ( <i>List of Direct Sale Assets</i> ) of <b>Enclosure 2</b> ) owned

	by each of Group 3 Sellers of Assets (collectively referred to as the “Group 3 Direct Sale Assets”)
<b>Key Conditions Precedent</b>	<p>(1) The shareholders’ meeting of the Company has resolved to approve the sale of the Group 3 Direct Sale Assets by Group 3 Sellers of Assets to the Group 3 Purchasers of Assets;</p> <p>(2) The shareholders’ meeting of BIG C has resolved to approve the sale of the Group 3 Direct Sale Assets owned by BIG C and its subsidiaries, being the Group 3 Sellers of Assets, to the Group 3 Purchasers of Assets; and</p> <p>(3) The Group 3 Sellers of Assets have obtained consent from other relevant persons or counterparties, in the event that the Group 3 Sellers of Assets or their affiliates are obligated to obtain such consent prior to entering into this transaction (if any).</p>
<b>Purchase Price</b>	Details of the purchase price of the Group 3 Direct Sale Assets are detailed in Items 1.3 - 1.4, 2.2 - 2.7, 6, 8.1 – 8.3, 10.7 – 10.8 and 11.1 – 11.2 under item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <b>Enclosure 3</b> .
<b>Payment Terms of Purchase Price</b>	The Group 3 Purchasers of Assets shall pay the purchase price for the Group 3 Direct Sale Assets to the Group 3 Sellers of Assets in cash and in full on the closing date.
<b>Fees and Relevant Taxes</b>	<p>Each party agrees to equally share the transfer registration fee for the Group 3 Sale Assets (in the case where specific business tax is not applicable).</p> <p>Additionally, each party agrees to be responsible for its own taxes and expenses arising from or in connection with the entry into this transaction.</p>
<b>Other Key Conditions</b>	<p>(1) The Group 3 Sellers of Assets shall hand over the possession of the Group 3 Direct Sale Assets as listed in items 2.2 – 2.7 under item 2.1 (<i>List of Direct Sale Assets</i>) of <b>Enclosure 2</b> to the Purchaser within six months from the closing date.</p> <p>(2) TGI and WG, the owners of the Group 3 Direct Sale Assets as listed in item 10.8 and 11.2 respectively, shall transfer the ownership of such assets to the Purchaser, and the Purchaser shall pay the purchase price for such assets to TGI on the closing date. TGI shall hand over the</p>

	possession of such assets to the Purchaser within six months from the closing date. No rental fee shall be payable during the period prior to the handover of possession.
<b>Remarks</b>	Each of the Group 3 Sellers of Assets shall enter into a separate agreement of Land and Buildings Sale and Purchase Agreement with the Group 3 Purchasers of Assets, and the completion of each such agreement shall be independent from one another.

**Group 4: Land and Buildings Sale and Purchase Agreement with Lease-back Arrangement** (for the Direct Sale Assets items 7 and 9.2 under item 2.1 (*List of Direct Sale Assets*) of Enclosure 2)

<b>Parties</b>	(1) BJF and RIL (collectively referred to as “ <b>Group 4 Sellers of Assets</b> ”) (as the sellers) and  (2) The Third-Party Purchaser and/or the Connected Person Purchaser (collectively referred to as the “ <b>Group 4 Purchasers of Assets</b> ”) (as the purchaser)
<b>Sale Assets</b>	Land and buildings (items 7 and 9.2 under item 2.1 ( <i>List of Direct Sale Assets</i> ) of <u>Enclosure 2</u> owned by each of Group 4 Sellers of Assets, including fruits of the sale assets, real rights in the property, and/or encumbrances attached to such land (collectively referred to as the “ <b>Group 4 Sale Assets</b> ”)
<b>Key Conditions Precedent</b>	(1) The shareholders’ meeting of the Company has resolved to approve the sale of the Group 4 Direct Sale Assets by Group 4 Sellers of Assets to the Group 4 Purchasers of Assets; and  (2) The Group 4 Sellers of Assets have obtained consent from other relevant persons or counterparties, in the event that the Group 4 Sellers of Assets or their affiliates are obligated to obtain such consent prior to entering into this transaction (if any).
<b>Purchase Price</b>	The purchase price of the Group 4 Direct Sale Assets is detailed in items 7 and 9.2 under item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <u>Enclosure 3</u> .

<b>Payment Terms of Purchase Price</b>	The Group 4 Purchasers of Assets shall pay the purchase price for the Group 4 Direct Sale Assets to the Group 4 Sellers of Assets in cash and in full on the closing date.
<b>Fees and Relevant Taxes</b>	Each party agrees to equally share the transfer registration fee for the Group 4 Sale Assets (in the case where specific business tax is not applicable).  Additionally, each party agrees to be responsible for its own taxes and expenses arising from or in connection with the entry into this transaction.
<b>Other Key Conditions</b>	The Group 4 Direct Sale Assets (item 7 and 9.2 under item 2.1 ( <i>List of Direct Sale Assets</i> ) of <u>Enclosure 2</u> shall be leased back to the Group 4 Seller of Assets. The lease term and the details of rental fees shall be as specified in item 7 and 9.2 under item 3.1 ( <i>Total Value of Consideration of the Direct Sale Assets</i> ) of <u>Enclosure 3</u> .
<b>Remarks</b>	Each Group 4 Sellers of Assets shall enter into a separate agreement of Land and Buildings Sale and Purchase Agreement with Lease-back Arrangement with the Group 4 Sellers of Assets, and the completion of each such agreement shall be independent from one another.

(2) **Sale of BCX Ordinary Shares Transaction**

BJCCON shall sell 41,400,000 ordinary shares of BCX held by BJCCON, representing 100.00 percent of the total issued shares of BCX, to the Purchaser. BJCCON shall enter into a share purchase agreement for the sale of BCX shares, with the key terms and conditions as follows:

<b>Parties</b>	(1) BJCCON (“ <b>Group 5 Seller of Assets</b> ”) (as the seller)  (2) The Third-Party Purchaser and/or the Connected Person Purchaser (collectively referred to as the “ <b>Group 5 Purchasers of Assets</b> ”) (as the purchaser)
<b>Sale Shares</b>	41,400,000 ordinary shares of BCX (representing 100 percent of the total issued shares of BCX), with a par value of THB 10 per share. Whereby BCX holds two plots of land together with buildings thereon located in Bang Pakong Sub-district, Bang Pakong District, Chachoengsao Province, with a total land area of approximately 82 rai, 1 ngan and 29 square wah.

<b>Key Conditions Precedent</b>	(1) The shareholders' meeting of the Company has resolved to approve the Sale Shares by BJCCON to the Group 5 Purchasers of Assets; and  (2) BJCCON has obtained consent from other relevant persons or counterparties, in the event that BJCCON or its affiliates are obligated to obtain such consent prior to entering into this transaction (if any).
<b>Purchase Price</b>	Details of the purchase price are specified in item 3.2 ( <i>Total Value of Consideration of the Sale Assets through the Sale of Shares in Subsidiaries</i> ) of <u>Enclosure 3</u> .
<b>Payment Terms of Purchase Price</b>	The Group 5 Purchasers of Assets shall pay the purchase price for the Sale Shares to BJCCON in cash and in full on the closing date.
<b>Fees and Relevant Taxes</b>	Each party agrees to be responsible for its own taxes and expenses arising from or in connection with the entry into this transaction.
<b>Remarks</b>	In the event that the Third-Party Purchaser wishes to directly purchase the Assets of BCX (instead of acquiring the Sale Shares), BCX shall enter into agreement for the sale of Assets of BCX with such Third-Party Purchaser, with the key terms and conditions as prescribed under the Group 3 Agreement ( <i>Land and Buildings Sale and Purchase Agreement</i> ).

#### 4. Details of Assets

The assets to be disposed of by the Company and its subsidiaries can be categorized by transaction type as follows:

(1) **The Sale Assets under the Sale of Lands and Buildings Transaction**

Please consider the details as set out in item 2.1 (*List of Direct Sale Assets*) of Enclosure 2.

(2) **The Sale Assets under the Sale of BCX Ordinary Shares Transaction**

Please consider the details as set out in item 2.2 (*List of Direct Sale Assets*) of Enclosure 2.

#### 5. Total Value of Consideration, Criteria for the Determination of the Total Value of Consideration, and Payment Terms

##### 5.1 Total Value of Consideration and Criteria for the Determination of the Total Value of Consideration

(1) **Sale of Lands and Buildings Transaction**

The total value of consideration for the Sale of Lands and Buildings Transaction to be received by the Sellers of Assets shall not be less than THB 11,016 million. The criteria used to determine the value of consideration is the purchase price, which shall not be lower than the average appraised value as appraised by two independent appraisers approved by the SEC, namely 15 Business Advisory Co., Ltd. and Knight Frank Chartered (Thailand) Co., Ltd.

The independent appraisers appraised the Direct Sale Assets, comprising vacant lands and lands with buildings, under the Sale of Lands and Buildings Transaction as of 31 January 2026 and 27 January 2026, respectively. The appraised values are detailed in item 3.1 (*Total Value of the Direct Sale Assets*) of Enclosure 3.

(2) **Sale of BCX Ordinary Shares Transaction**

The total value of consideration for the Sale Shares to be received by the Seller of Shares amounts to THB 715 million. The criteria used to determine the value of consideration is the purchase price, which shall not be lower than the fair value appraised using the adjusted book value approach of BCX.

**5.2 Payment Terms**

The terms and conditions relating to the payment of the purchase price and the relevant fees are detailed in the summary table of key terms of the proposals under the headings “Payment Terms of Purchase Price” and “Fees and Relevant Taxes” as specified in Item 3 (*General Description of the Transactions*). The Company expects that the agreements relating to the Disposal of Assets Transactions will include the following payment terms:

- (1) **For the Direct Sale Assets:** Details are set out in the summary table of key terms of the relevant agreements under the headings “Payment Terms” and “Fees and Relevant Taxes” in Item 3(1) above.
- (2) **For the Sale Shares:** Details are set out in the summary table of key terms of the relevant agreements under the headings “Payment Terms” and “Fees and Relevant Taxes” in Item 3(2) above.

**6. Value of Assets Relating to the Disposal of Assets Transactions and Calculation of Transaction Size**

**6.1 Calculation of the Disposal of Assets Transaction Size under the Notifications on Acquisition or Disposal of Assets**

(1) **Sale of Lands and Buildings Transaction**

When calculating the transaction size under the total value of consideration criterion, which results in the highest calculation of all criteria, the value of the transaction size equals 3.29 percent of the total assets of the Company, based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025.

Criteria	Calculation Method	Transaction Size (Percentage)
1. Net tangible assets (NTA) criterion	Not applicable as this is the disposal of land and buildings.	-
2. Net operating profit criterion	Not applicable as this is the disposal of land and buildings.	-
3. Total value of consideration criterion	$\frac{\text{Total value of consideration from the Sale of Lands and Buildings Transaction}^{/1} \times 100}{\text{Total assets of the Company}^{/2}}$	$\frac{\text{THB 11,016 million} \times 100}{\text{THB 334,491 million}} = 3.29$
4. Value of Equity Shares Issued by the Company as Consideration	Not applicable as the Company has not issued new securities	-

Remarks:<sup>/1</sup> Total value of consideration payable by the Purchaser to the Company and its subsidiaries as Sellers of Assets under the Sale of Lands and Buildings Transaction based on the assumption that the purchase price of all Direct Sale Assets equals to the average appraised value.

<sup>/2</sup> Total assets of the Company calculated based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025.

(2) Sale of BCX Ordinary Shares Transaction

When calculating the transaction size based on the net tangible assets (NTA) criterion, which results in the highest calculation of all criteria, the transaction size equals 0.40 percent of the Company's net tangible assets (NTA), based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025.

Criteria	Calculation Method	Transaction Size (Percentage)
1. Net tangible assets (NTA) criterion	$\frac{(\text{Net tangible assets of BCX}^{1/} \times \text{proportion disposed}) \times 100}{\text{Net tangible assets (NTA) of the Company}^{2/}}$	$\frac{\text{THB 265 million} \times 100}{\text{THB 65,461 million}} = 0.40$
2. Net operating profit criterion	Not applicable as BCX has a negative net profit	-
3. Total value of consideration criterion	$\frac{\text{Total value of consideration received}^{12/} \times 100}{\text{Total assets of the Company}^{3/}}$	$\frac{\text{THB 715 million} \times 100}{\text{THB 334,491 million}} = 0.21$
4. Value of Ordinary Shares Issued by the Company as Consideration	Not applicable as the Company has not issued new securities	-

Remarks: <sup>1/</sup>Net tangible assets of BCX and net profit from operations of BCX calculated based on BCX's consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025.

<sup>2/</sup>The total value of consideration to be paid by the Purchaser to BJCCON, calculated on the assumption that the price of the Sale Shares is equal to the fair value determined under the adjusted book value approach of BCX.

<sup>3/</sup>Net tangible assets (NTA) of the Company, net profit from operations of the Company and total assets of the Company calculated based on the consolidated financial statements of the Company audited by certified accountant as of 31 December 2025.

In this regard, in the case of the direct sale of the Assets of BCX, the maximum transaction size shall be equal to 0.25 percent, calculated under the total value of consideration criterion and on the assumption that BJCCON will sell the Assets of BCX at the average appraised value.

In addition, the maximum transaction size of the two aforementioned transactions, when aggregated, is equal to 3.50 percent. The aggregated transaction size under each applicable calculation criterion is presented as set out below. In this regard, the Company and its subsidiaries have not entered into any other disposal of the assets transactions that are required to be aggregated for calculation under the Notifications on Acquisition or Disposal of Assets during the six-month period prior to the date on which the Board of Directors approved the entry into the transaction.

Calculation Criteria	Transaction Size (Percentage)
1) Net Tangible Assets Criterion (NTA)	0.40
2) Net Operating Profit Criterion	-
3) Total Consideration Criterion	3.50 <sup>1</sup>
4) Value of Equity Securities Issued as Consideration Criterion	-

## 6.2 Calculation of the Size of the Connected Transaction under the Notifications on Connected Transaction

In the case of entering into the Disposal of Assets Transactions with the Connected Person Purchaser and such Purchaser purchases all the Sale Assets at the purchase price equals to the average appraised value, the transaction size of the Disposal of Assets Transactions (calculated with reference to the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025), equals to 17.92 percent of the Company's net tangible assets (NTA), which exceeds 3 percent of the net tangible assets (NTA) (the Company and its subsidiaries have not entered into any other connected transactions required to be aggregated for calculation under the Notifications on Connected Transactions during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction).

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<sup>1</sup> In the case where third-party purchaser purchases the Assets of BCX instead of the Sale Shares, the highest transaction size of the Disposal of Assets Transactions through 33 Direct Sale Assets shall be equal to 3.54 percent under the total value of consideration criterion.

Criteria	Calculation Method	Transaction Size (Percentage)
(Total value of consideration <sup>1/</sup> x 100) Net tangible assets (NTA) of the Company <sup>2/</sup>	THB 11,731 million x 100 THB 65,461 million	17.92

**Remarks:**<sup>1/</sup> Total value of consideration payable by the Purchaser to the Company and its subsidiaries, as the Sellers of Assets and the Seller of Shares under the Disposal of Assets Transactions, on the assumption that the purchase price of all Direct Sale Assets is equal to the average appraised value and the price of the Sale Shares is equal to the fair value appraised using the adjusted book value approach of BCX.

<sup>2/</sup> Net tangible assets (NTA) of the Company calculated based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025.

#### 7. Expected Benefits to the Company

The proceeds received from the sale of the Direct Sale Assets and the Sale Shares under the Sale of Assets Transaction are part of the deleveraging plan of the Company and will support the acquisition of MM Mega Market Vietnam (“MMVN”) including strengthen the Company’s capital structure.

#### 8. Plan for Utilization of Proceeds from the Disposal of Assets Transactions

The Company will use part of the proceeds from the Disposal of Assets Transactions to repay existing debts and debts incurred from the acquisition of all shares in TCC Land International (Singapore) Pte. Ltd., which holds shares in MMVN, as approved by the Extraordinary General Meeting of Shareholders No. 1/2026 held on Friday, 13 February 2026.

#### 9. Directors Having Interests and/or Being Connected Persons Who Did Not Attend and Vote at the Board of Directors’ Meeting in the Agenda Item concerning the Entry into the Disposal of Assets Transactions with the Connected Person Purchaser

No.	Directors having interests or connected person
1	Mr. Thapana Sirivadhanabhakdi
2	Mr. Aswin Techajareonvikul

3	Mrs. Thapanee Techajareonvikul
4	Mr. Prapakon Thongtheppairot

**10. Opinion of the Board**

The Board of Directors' Meeting No. 1/2026 held on Tuesday, 24 February 2026 (excluding directors having interests) has considered and opined that:

- (1) The Disposal of Assets Transactions are appropriate, reasonable and in the best interests of the Company and its shareholders as the proceeds to be received from the Disposal of Assets Transactions will reduce the Company's Net Debt / EBITDA ratio to approximately 6.34 times, from the current level of approximately 7.40 times excluding the impact on EBITDA from the sale of assets, the net debt to EBITDA (Net Debt / EBITDA) ratio would be approximately 7.63 times.
- (2) The value of the Sale Assets and the terms and conditions of the transactions are appropriate and reasonable and do not constitute a transfer of benefits, i.e.,
  - 1) The purchase price of the BCX ordinary shares is not lower than the fair value appraised using the adjusted book value approach of BCX;
  - 2) The purchase price of the lands and buildings is not lower than the average appraised value as determined by two independent appraisers; and
  - 3) the terms and conditions of the Disposal of Assets Transactions are the same for the disposal of assets to the Third-Party Purchaser and the Connected Person Purchaser,.

For the reasons stated above, the Board of Directors has resolved to approve the Disposal of Assets Transactions and to propose such matter to the 2026 Annual General Meeting of Shareholders for further consideration and approval.

**11. Opinion of the Audit Committee and/or Directors which Differs from that of the Board of Directors**

-None-

Enclosure 1

List of Relevant Subsidiaries

No.	Defined Term	Full Name	Company's Direct and Indirect Shareholding (Percent)
1	BIG C	Big C Supercenter Public Company Limited	99.96
2	BJCCON	BJC Consumer Company Limited	100.00
3	BJS	Berli Jucker Specialties Company Limited	99.15
4	MARBLE	Marble & Stones Company Limited	100.00
5	WAT7	Watanasub Pattana 7 Company Limited	99.96
6	BJF	Berli Jucker Foods Limited	100.00
7	T9	Big C Asset Company Limited	99.96
8	RIL	Rubia Industries Company Limited	99.85
9	TGI	Thai Glass Industries Public Company Limited	98.63
10	WG	White Group Public Company Limited	97.16

Enclosure 2  
List of Sale Assets

2.1 List of the Direct Sale Assets

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
1	List of the Sale Assets of the Company					
	1.1 Vacant Land	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2133 (Partial Area)	5	3	91
			2140	2	0	21
			4437	1	2	91
			5549	3	0	79
	1.2 Vacant Land	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2133 (Partial Area)	5	3	91
			2184	2	0	83
			5065	2	3	26

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	1.3 Land and Buildings	Rat Burana Sub-District, Rat Burana District, Bangkok	3216	9	1	66
	1.4 Land and Buildings (Villa)	Taling Ngam Sub-District, Koh Samui District, Surat Thani Province	12078	0	1	6.5
2	List of the Sale Assets of Big C					
	2.1 Vacant Land	Bang Non Sub-District, Muang District, Ranong Province	10475	32	0	24.7
	2.2 Land and Buildings (Hypermarket)	Wang Nam Yen Sub-District, Wang Nam Yen District, Sa Kaeo Province	355	15	0	0
			10433	27	1	90
	2.3 Land and Buildings (Hypermarket)	Saen Suk Sub-District, Warin Chamrap District, Ubon Ratchathani Province	33885	4	3	84
			39215	1	2	22
			39216	10	2	37
			49730	10	0	1

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	2.4 Land and Buildings (Hypermarket)	Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province	54624	26	3	17
	2.5 Land and Buildings (Hypermarket)	Dan Khun Thot Sub-District, Dan Khun Thot District, Nakhon Ratchasima Province	7100	7	1	2.3
			7101	7	0	0.5
			37251	1	1	63
	2.6 Land and Buildings (Hypermarket)	Samran Sub-District, Muang District, Yasothon Province	5901	2	2	59
			37483	11	0	50
			40438	3	1	46.4
			49585	0	3	16.8
			49586	0	3	16.8
			56015	2	1	40
			59124	8	3	51

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	2.7 Land and Buildings (Hypermarket)	Kerng Sub-District, Muang District, Mahasarakham Province	9806	1	3	57.5
			25026	0	2	22
			25027	3	0	0
			42109	3	0	0
			63569	0	1	4.9
			63570	0	1	4.9
			63571	0	1	4.9
			63572	0	1	5
			66031	2	0	79
			71871	3	0	63
			74712	4	1	29
			74713	2	0	94

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
			75917	0	0	71
			75918	1	3	76
			75919	1	0	14
			75920	3	1	67
			75921	1	3	13
			75922	3	1	19
			75924	0	0	44
3	List of the Sale Assets of BJCCON					
	Vacant Land	Songkon Sub-District, Kaengkoi District, Saraburi Province	48273	6	2	80
4	List of the Sale Assets of BJS					
	Vacant Land	Laem Fa Pha Sub-District, Phra Samut Chedi District, Samut Prakan Province	Nor.Sor. 3 100	6	2	78.0
			Nor.Sor. 3 101	0	0	60.0

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
5	List of the Sale Assets of MARBLE					
	5.1 Vacant Land	Songkon Sub-District, Kaengkoi District, Saraburi Province	48286	69	3	85
	5.2 Vacant Land	Nong Kae Sub-District, Hua Hin District, Prachuap Khiri Khan Province	4312	3	1	81
6	List of the Sale Assets of WAT7					
	Land and Buildings (2-Story House)	Kheawa Rai Sub-District, Kosum Phisai District, Mahasarakham Province	17315	4	1	96
			17317	14	0	66
			17318	12	2	77
			17319	14	2	80
			19327	10	2	63
			29592	3	2	52
			19593	9	3	19

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
			31551	8	3	63
			70657	4	1	50.9
			70658	3	0	16.1
			70659	5	2	92
7	List of the Sale Assets of BJJ					
	Land and Buildings (Warehouse)	Bang Sao Thong Sub-District, Bang Sao Thong District, Samut Prakan Province	5345	5	3	56
			56916	9	1	13
8	List of the Sale Assets of T9					
	8.1 Land and Buildings (Hypermarket)	Nadee Sub-District, Muang District, Udon Thani Province	23709	19	2	53.6
		Tha Sala Sub-District, Muang District, Lopburi Province	12561	2	1	79
			17092	9	2	34

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	8.2 Land and Buildings (Hypermarket)		21090	2	0	44
			22869	0	0	86
			22870	0	0	87
			22871	0	1	6
			22957	0	0	10
			22958	0	0	9
			57386	0	1	90
			70413	0	0	97
	8.3 Land and Buildings (Hypermarket)	Wang Pai Sub-District, Muang District, Chumphon Province	2803	5	1	38.1
			3337	3	1	65.2
			3547	6	0	95.5
4196			1	3	7.3	

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
			22774	0	3	3.9
			22775	0	3	91.6
			22776	0	2	24.5
			22777	0	2	27.1
			22778	0	2	99.3
			22779	0	2	13.4
			71014	0	3	63.4
			71016	0	1	43.
9	List of the Sale Assets of RIL					
9.1	Vacant Land and Buildings	Khlung Khut Sub-District, Tha Mai District, Chanthaburi Province	47396	4	3	42.5
			55822	4	2	80.9
			2488	4	0	56

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	9.2 Land and Buildings (Warehouse)	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2490	2	0	3
			5712	1	1	64
			16493	0	2	97
			19693	0	0	4
			19694	0	1	26
			254209	1	3	48
10	List of the Sale Assets of TGI					
	10.1 Vacant Land	Dan Swee Sub-District, Swee District, Chumphon Province	18667	74	1	34.9
			18916	50	1	87.6
			19525	7	2	48.6
			19526	4	1	69
10.2 Vacant Land		21533	22	2	74	

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
		Bangnumjeud Sub-District, Lang Suan District, Chumphon Province	21534	21	3	83
			21535	13	1	62
			21842	13	1	76
			27630	40	3	59.2
			27631	5	3	37.1
			27632	11	0	72.9
			27633	7	0	98.5
			27634	9	1	2.3
			27635	12	2	66.4
			21536	11	2	64
			21537	11	1	54
			21838	14	2	60

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	10.3 Vacant Land	Sanam Chai Sub-District, Na Yai Am District, Chanthaburi Province	17845	13	0	60
			17849	9	2	0
	10.4 Vacant Land	Mai Rood Sub-District, Khlong Yai District, Trat Province	134	18	2	91.1
			157	58	2	39
			135	15	1	8.7
	10.5 Vacant Land	Sak Pong Sub-District, Klaeng District, Rayong Province	2732	39	3	56.3
	10.6 Vacant Land	Klaeng Sub-District, Muang District, Rayong Province	87878	11	1	9.8
	10.7 Land and Buildings (Vacation Home)	Cha-Am Sub-District, Cha-Am District, Phetchaburi Province	27481	0	0	45
		Rat Burana Sub-District, Rat Burana District, Bangkok	1529	1	0	75
			1963	0	2	53

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	10.8 Land and Buildings (Warehouse)		4346	0	0	13
			4347	0	0	10
			6047	0	2	9
			6048	0	2	60
			6049	0	3	7
			1525	2	0	55
			1526	17	2	7
			1997	0	1	65
			1998	2	0	36
			2032	0	1	79
11	List of the Sale Assets of WG					

No.	Description of Land and Buildings	Location	Title Deed No.	Area		
				Rai	Ngan	Square Wah
	11.1 Land and Buildings (Factory)	Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province (Navanakorn)	14119	15	3	73
	11.2 Land and Buildings (Warehouse and Factory)	Bang Cha Lhong Sub-District, Bang Phli District, Samut Prakan Province	4621	3	3	86
			4622	5	1	25
			37577	10	2	62
			42154	2	2	0
			48435	13	0	20
			48436	18	0	0

## 2.2 List of Sale Assets through the Sale of Shares in a Subsidiary

The ordinary shares of BCX are held by BJCCON in the amount of 41,400,000 shares, with a par value of THB 10 per share, representing 100.00 percent of the total issued shares of BCX. The details of BCX are as follows:

### (1) General Information of BCX

Company Name	:	BCX Company Limited (BCX)
Type of Business	:	Warehouse leasing
Nature of Business		Warehouse leasing and seminar and training services
Registration No.	:	0105557176259
Head Office Address	:	99, Soi Rubia, Sukhumvit 42 Road, Phra Khanong Sub-district, Khlong Toey District, Bangkok 10110
Date of Incorporation	:	27 November 2014
Registered Capital (as of 16 February 2026)	:	THB 414,000,000
List of Directors (as of 16 February 2026)	:	(1) Mr. Tul Wongsuphasawat (2) Mr. Vichien Rungwattanakit (3) Mrs. Hemmawan Poonphol

### (2) List of shareholders of BCX before and after the entry into the Sale of BCX Ordinary Shares Transaction

List of Shareholders	<u>Before the Sale of BCX Ordinary Shares Transaction</u> (As of the date of this Information Memorandum)		<u>After the Sale of BCX Ordinary Shares Transaction</u>	
	Number of Shares (Share(s))	Percentage of Total Shares (%)	Number of Shares (Share(s))	Percentage of Total Shares (%)
1. BJCCON	41,399,998	100.00	0	0.00

List of Shareholders	Before the Sale of BCX Ordinary Shares Transaction (As of the date of this Information Memorandum)		After the Sale of BCX Ordinary Shares Transaction	
	Number of Shares (Share(s))	Percentage of Total Shares (%)	Number of Shares (Share(s))	Percentage of Total Shares (%)
2. BJF	1	0.00	0	0.00
3. RIL	1	0.00	0	0.00
4. Purchaser and Person Designated by the Purchaser	0	0.00	41,400,000	100.00
<b>รวม</b>	<b>41,400,000</b>	<b>100.00</b>	<b>41,400,000</b>	<b>0.00</b>

(3) Key Financial Information of BCX

The key financial information of BCX, based on the audited financial statements for the fiscal years ended 31 December 2023, 31 December 2024 and 31 December 2025, are as follows:

Unit: THB Million	Fiscal Years (as of 31 December)		
	Audited	Audited	Audited
	2023	2024	2025
<b>Statement of Financial Position</b>			
Cash and cash equivalents	0.16	0.16	0.16
Trade receivables	7.32	2.07	2.16
Loans receivable	-	-	-
Investment Property	265.25	264.52	264.50

Unit: THB Million	Fiscal Years (as of 31 December)		
	Audited	Audited	Audited
	2023	2024	2025
<b>Total assets</b>	272.73	266.75	266.82
Current liabilities	405.87	403.50	1.70
Non-current liabilities	0.37	0.37	0.37
<b>Total liabilities</b>	406.24	403.87	2.07
Registered share capital	4.00	4.00	414.00
Issued share capital	4.00	4.00	414.00
Unappropriated retained earnings (deficit)	(137.51)	(141.12)	(149.25)
<b>Total shareholders' equity</b>	(133.51)	(137.12)	264.75
<b>Statement of Income</b>			
Revenue from sales or rendering of services	35.94	8.04	1.43
Cost of sales or rendering of services	(32.47)	(9.57)	(1.99)
Other income	2.24	11.12	0.25
Selling and administrative expenses	(4.25)	(2.09)	(0.34)
<b>Profit before finance costs and income tax expense</b>	1.46	7.50	(0.65)
Finance costs	(8.97)	(11.11)	(7.48)
Income tax expense	-	-	-
<b>Net profit (loss) for the year</b>	(7.51)	(3.61)	(8.13)

Enclosure 3

Total Value of Consideration

3.1 Total Value of Consideration of the Direct Sale Assets

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
1	List of the Sale Assets of the Company												
1.1	Vacant Land	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2133 (Partial)	5	3	91	171,300	187,200	179,250	179,250	-None-		
			2140	2	0	21							
			4437	1	2	91							
			5549	3	0	79							

<sup>2</sup> The monthly rental rate is based on an appraisal conducted by an independent appraiser, Knight Frank Chartered (Thailand) Co., Ltd., as of February 2026, using the market comparison approach.

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
1.2	Vacant Land	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2133 (Partial)	5	3	91	171,200	151,500	161,350	161,350			
			2184	2	0	83							
			5065	2	3	26							
1.3	Land and Buildings	Rat Burana Sub-District, Rat Burana District, Bangkok	3216	9	1	66	593,600	589,900	591,750	591,750			
1.4	Land and Buildings (Villa)	Taling Ngam Sub-District, Koh Samui District, Surat Thani Province	12078	0	1	6.5	14,000	11,800	12,900	12,900			

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
2	List of the Sale Assets of BIG C												
2.1	Vacant Land	Bang Non Sub-District, Muang District, Ranong Province	10475	32	0	24.7	176,200	182,800	179,500	179,500	- None -		
2.2	Land and Buildings (Hypermarket)	Wang Nam Yen Sub-District, Wang Nam Yen District, Sa Kaeo Province	355	15	0	0	562,600	436,000	499,300	499,300			
			10433	27	1	90							
			33885	4	3	84	460,690	437,200	448,945	448,945			

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
2.3	Land and Buildings (Hypermarket)	Saen Suk Sub-District, Warin Chamrap District, Ubon Ratchathani Province	39215	1	2	22							
			39216	10	2	37							
			49730	10	0	1							
2.4	Land and Buildings (Hypermarket)	Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province	54624	26	3	17	1,322,200	1,132,200	1,227,200	1,227,200			
			7100	7	1	2.3	296,300	208,600	252,450	252,450			

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
2.5	Land and Buildings (Hypermarket)	Dan Khun Thot Sub-District, Dan Khun Thot District, Nakhon Ratchasima Province	7101	7	0	0.5							
			37251	1	1	63							
2.6	Land and Buildings (Hypermarket)	Samran Sub-District, Muang District, Yasothon Province	5901	2	2	59	499,300	419,600	459,450	459,450			
			37483	11	0	50							
			40438	3	1	46.4							
			49585	0	3	16.8							
			49586	0	3	16.8							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			56015	2	1	40							
			59124	8	3	51							
2.7	Land and Buildings (Hypermarket)	Kerng District, Muang District, Mahasarakham Province	9806	1	3	57.5	564,680	507,000	535,840	535,840			
			25026	0	2	22							
			25027	3	0	0							
			42109	3	0	0							
			63569	0	1	4.9							
			63570	0	1	4.9							
			63571	0	1	4.9							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			63572	0	1	5							
			66031	2	0	79							
			71871	3	0	63							
			74712	4	1	29							
			74713	2	0	94							
			75917	0	0	71							
			75918	1	3	76							
			75919	1	0	14							
			75920	3	1	67							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			75921	1	3	13							
			75922	3	1	19							
			75924	0	0	44							
3	List of the Sale Assets of BJCCON												
	Vacant Land	Songkon Sub-District, Kaengkoi District, Saraburi Province	48273	6	2	80	2,350	1,000	1,675	1,675	- None -		
4	List of the Sale Assets of BJS												

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
	Vacant Land	Laem Fa Pha Sub-District, Phra Samut Chedi District, Samut Prakan Province	Nor.Sor. 3 100	6	2	78.0	96,000	95,800	95,900	95,900	- None -		
			Nor.Sor. 3 101	0	0	60.0							
5	List of the Sale Assets of MARBLE												
5.1	Vacant Land	Songkon Sub-District, Kaengkoi District, Saraburi Province	48286	69	3	85	42,000	38,500	40,250	40,250	- None -		
5.2	Vacant Land	Nong Kae Sub-District, Hua Hin	4312	3	1	81	8,300	11,000	9,650	9,650			

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
		District, Prachuap Khiri Khan Province											
6	List of the Sale Assets of WAT7												
	Land and Buildings (2-Story House)	Khaewa Rai Sub-District, Kosum Phisai District, Mahasarakham Province	17315	4	1	96	159,300	158,900	159,100	159,100	- None -		
17317			14	0	66								
17318			12	2	77								
17319			14	2	80								
19327			10	2	63								
29592			3	2	52								

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			19593	9	3	19							
			31551	8	3	63							
			70657	4	1	50.9							
			70658	3	0	16.1							
			70659	5	2	92							
7	List of the Sale Assets of BJJ												
	Land and Buildings (Warehouse)	Bang Sao	5345	5	3	56	391,500	376,100	383,800	383,800	3	1,744,405	62,798,580
		Thong Sub-District, Bang Sao Thong	56916	9	1	13							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
		District, Samut Prakan Province											
8	List of the Sale Assets of T9												
8.1	Land and Buildings (Hypermarket)	Nadee Sub-District, Muang District, Udon Thani Province	23709	19	2	53.6	551,400	557,500	554,450	554,450	- None -		
8.2	Land and Buildings (Hypermarket)	Tha Sala Sub-District, Muang District, Lopburi Province	12561	2	1	79	610,600	545,900	578,250	578,250			
			17092	9	2	34							
			21090	2	0	44							
			22869	0	0	86							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back			
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)	
			22870	0	0	87								
			22871	0	1	6								
			22957	0	0	10								
			22958	0	0	9								
			57386	0	1	90								
			70413	0	0	97								
	8.3 Land and Buildings (Hypermarket)	Wang Pai Sub-District, Muang District, Chumphon Province	2803	5	1	38.1	635,500	533,500	584,500	584,500				
			3337	3	1	65.2								
			3547	6	0	95.5								
			4196	1	3	7.3								

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings and Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			22774	0	3	3.9							
			22775	0	3	91.6							
			22776	0	2	24.5							
			22777	0	2	27.1							
			22778	0	2	99.3							
			22779	0	2	13.4							
			71014	0	3	63.4							
			71016	0	1	43.							
9	List of the Sale Assets of RIL												

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
9.1	Vacant Land and Buildings	Khleng Khut Sub-District, Tha Mai District, Chanthaburi Province	47396	4	3	42.5	87,600	91,100	89,350	89,350	- None -		
			55822	4	2	80.9							
9.2	Land and Buildings (Warehouse)	Bang Ya Phraek Sub-District, Phra Pradaeng District, Samut Prakan Province	2488	4	0	56	267,000	205,400	236,200	236,200	3	1,789,255	64,413,180
			2490	2	0	3							
			5712	1	1	64							
			16493	0	2	97							
			19693	0	0	4							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			19694	0	1	26							
			254209	1	3	48							
10	List of the Sale Assets of TGI												
10.1	Vacant Land	Dan Swee Sub-District, Swee District, Chumphon Province	18667	74	1	34.9	11,500	20,500	16,000	16,000	3	3,083.3	111,000
			18916	50	1	87.6							
			19525	7	2	48.6							
			19526	4	1	69							
10.2	Vacant Land	Bangnumjeud Sub-District, Lang	21533	22	2	74	74,600	63,000	68,800	68,800	- None -		
			21534	21	3	83							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
		Suan District, Chumphon Province	21535	13	1	62							
			21842	13	1	76							
			27630	40	3	59.2							
			27631	5	3	37.1							
			27632	11	0	72.9							
			27633	7	0	98.5							
			27634	9	1	2.3							
			27635	12	2	66.4							
			21536	11	2	64							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			21537	11	1	54							
			21838	14	2	60							
	10.3 Vacant Land	Sanam Chai Sub-District, Nanyai Am District, Chanthaburi Province	17845	13	0	60	9,900	7,200	8,550	8,550			
			17849	9	2	0							
	10.4 Vacant Land	Mai Rood Sub-District, Khlong Yai District, Trat Province	134	18	2	91.1	121,300	64,100	92,700	92,700			
			157	58	2	39							
			135	15	1	8.7							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
10.5	Vacant Land	Sak Pong Sub-District, Klaeng District, Rayong Province	2732	39	3	56.3	39,900	39,900	39,900	39,900			
10.6	Vacant Land	Klaeng Sub-District Muang District, Rayong Province	87878	11	1	9.8	13,500	13,500	13,500	13,500			
10.7	Land and Buildings (Vacation Home)	Cha-Am Sub-District, Cha-Am District,	27481	0	0	45	1,950	5,000	3,475	3,475			

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
		Phetchaburi Province											
10.8	Land and Buildings (Warehouse)	Rat Burana Sub-District, Rat Burana District, Bangkok	1529	1	0	75	2,441,700	2,701,100	2,571,400	2,571,400			
			1963	0	2	53							
			4346	0	0	13							
			4347	0	0	10							
			6047	0	2	9							
			6048	0	2	60							
			6049	0	3	7							
			1525	2	0	55							

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
			1526	17	2	7							
			1997	0	1	65							
			1998	2	0	36							
			2032	0	1	79							
11	List of the Sale Assets of WG												
11.1	Land and Buildings (Factory)	Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province (Navanakorn)	14119	15	3	73	141,000	148,000	144,500	144,500			- None -

No.	Description of Land and Buildings	Location	Title Deed No.	Area			Consideration for the Sale of Assets				Lease Back		
				Rai	Ngan	Square Wah	Appraised Value of Land and Buildings by 15 Business Advisory Limited (THB Thousand)	Appraised Value of Land and Buildings by Knight Frank Chartered (Thailand) Company Limited (THB Thousand)	Average Appraised Value (THB Thousand)	Purchase Price (THB Thousand)	Lease Term (Year)	Monthly Rental <sup>2</sup> (THB)	Total Rent Over Lease Term (THB)
11.2	Land and Buildings (Warehouse and Factory)	Bang Cha Lhong Sub-District, Bang Phli District, Samut Prakan Province	4621	3	3	86	722,400	828,800	775,600	775,600			
			4622	5	1	25							
			37577	10	2	62							
			42154	2	2	0							
			48435	13	0	20							
			48436	18	0	0							

### 3.2 Total Value of Consideration for the Sale Assets through the Sale of Shares in Subsidiaries

The purchase price for the Sale Shares is THB 17.28 per share, totaling THB 715 million.