



**Information Memorandum on the Disposal of Assets
pursuant to Schedule (1)**

**Capital Engineering Network
Public Company Limited**

**Disposal and Acquisition of Ordinary Shares
of
EMC Public Company Limited**

Translation

CEN 007-2026

March 11, 2026

Subject Dissemination of the Circular to Shareholders regarding the Disposal of Ordinary Shares of EMC Public Company Limited

To The Shareholders of
 Capital Engineering Network Public Company Limited

Reference is made to the letter No. CEN 006/2569 dated 5 March 2026 of **Capital Engineering Network Public Company Limited** (the “Company”), which disclosed information to the **Stock Exchange of Thailand** (the “SET”) regarding the disposal of the Company’s investment in the ordinary shares of **EMC Public Company Limited** (“EMC”) in the amount of **2,185,317,768 shares**, with a par value of **Baht 1.00 per share**, representing **17.38% of the total issued and paid-up shares**, at a selling price of **not less than Baht 0.02 per share**, with a total transaction value of **not less than Baht 43,706,355** (Forty-Three Million Seven Hundred Six Thousand Three Hundred Fifty-Five Baht).

Since the aforementioned transaction constitutes a disposal of assets 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 dated 31 August 2008 (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 and Disposition of Assets B.E. 2547 (2004) dated 29 October 2004 (as amended) (collectively referred to as the “Notifications on Acquisition or Disposal of Assets”), this transaction is classified as a **Type 2 transaction** under such notifications, i.e., a transaction with a transaction size equal to or higher than **15 percent but lower than 50 percent**.

Accordingly, **Capital Engineering Network Public Company Limited** (the “Company”) is required to deliver a circular informing its shareholders of such transaction within **21 days** from the date on which the Company disclosed the transaction to the Stock Exchange of Thailand.

Accordingly, **Capital Engineering Network Public Company Limited** (the “Company”) hereby submits the information memorandum regarding the aforementioned disposal of assets transaction for circulation to the shareholders for their acknowledgement. The details of such transaction can be accessed via the **QR Code** provided below.

Please be informed accordingly.

Sincerely yours,

- Laphassarin Kraiwongwanitruong -
Miss Laphassarin Kraiwongwanitruong
Acting Chief Executive Officer

Information Memorandum on the Disposal of Assets pursuant to Schedule (1)
of Capital Engineering Network Public Company Limited

According to the resolution of the Board of Directors' Meeting No. 1/2026 of **Capital Engineering Network Public Company Limited** (the "Company" or "CEN"), held on 2 March 2026, the meeting resolved to approve the disposal of assets in relation to the Company's investment in the ordinary shares of **EMC Public Company Limited** ("EMC"), a subsidiary of the Company, in the amount of **2,185,317,768 shares**, with a par value of **Baht 1.00 per share**, representing **17.38 percent of the total issued and paid-up shares** of EMC, at a selling price of **not less than Baht 0.02 per share**, equivalent to a total transaction value of **not less than Baht 43,706,355**. In this regard, the Board of Directors has authorized the **Chairman of the Executive Committee or the Chief Executive Officer** to determine the criteria, terms and conditions, and other necessary details relating to the aforementioned share disposal transaction as deemed appropriate under the applicable laws. Such authorization includes, but is not limited to, the authority to negotiate, enter into the share purchase agreement and other related documents, execute and/or amend any relevant documents, as well as to undertake any acts necessary or incidental to the completion of the share disposal transaction, in compliance with the rules and regulations of the **Securities and Exchange Commission**.

The aforementioned transaction is considered a transaction relating to the acquisition or disposal of assets of a listed company pursuant to 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, 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) (the "Notifications on Acquisition or Disposal"). The transaction size, calculated based on the criteria prescribed under the Notifications on Acquisition or Disposal, is determined by reference to the Company's consolidated financial statements for the year ended 31 December 2025, which have been audited by a certified public accountant. The highest transaction size, calculated based on the total value of consideration method, is 14.38 percent. When combining the transaction size of this transaction with other disposal of assets transactions undertaken by the Company during the past six months, the total transaction size will be 18.93 percent, based on the total value of consideration criterion, which yields the highest transaction size. Accordingly, the transaction size is greater than 15 percent but less than 50 percent.

Accordingly, the aforesaid disposal of assets transaction is classified as a **Type 2 transaction** under the Acquisition or Disposal of Assets Notification. The Company is therefore required to comply with the following obligations:

1. To disclose information in relation to the entering into such transaction to the **Stock Exchange of Thailand** (the "SET"); and

2. To deliver a notice to shareholders regarding the acquisition or disposal of assets of the Company **within 21 days** from the date of disclosure of such information to the SET.

In addition, in order to facilitate the execution of the aforementioned transaction, the Board of Directors has resolved to authorize the Executive Committee or the Chief Executive Officer to determine the criteria, terms and conditions, and other necessary details relating to the aforementioned share disposal transaction as deemed appropriate under the applicable laws, and to undertake any actions in connection with the execution of such share disposal transaction. This includes, but is not limited to, negotiating and entering into the share purchase agreement and other related documents, executing relevant documents, as well as amending any related documents. Details of the aforementioned disposal of assets transaction are set out in the Information Memorandum regarding the Disposal of Assets (Enclosure No. 1).

The Company is currently in the process of identifying potential purchasers and expects that such purchasers will have **no relationship with the Company's management, directors, major shareholders, or controlling persons**. Therefore, the aforementioned transaction does **not constitute a connected transaction** pursuant to 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 Connected Transactions B.E. 2546 (2003)** (as amended) (the "Notifications on Connected Transactions").

However, should there be any progress regarding the disposal of assets transaction, the Company will further inform the **Stock Exchange of Thailand** accordingly.

The details of the information memorandum regarding the transaction are as follows:

1. Date of the Transaction

The Company will proceed with the **disposal of its investment in the ordinary shares of EMC Public Company Limited ("EMC")** following the approval of the transaction by the Board of Directors' Meeting No. 1/2026 held on 2 March 2026. The Company will enter into a transaction for the sale of **2,185,317,768 ordinary shares of EMC**, with a par value of **Baht 1.00 per share**, representing **17.38 percent of the total issued and paid-up shares** of EMC, with a total transaction value of **not less than Baht 43,706,355**. The transaction will be completed upon the Company entering into the **share sale transaction with the purchaser of the aforementioned EMC shares**.

2. Parties Involved and Relationship Between the Parties

- Seller: : Capital Engineering Network Public Company Limited (the “Company”)
- Purchaser : The Company is currently in the process of identifying potential purchasers.
- Relationship: : The Company is currently in the process of identifying potential purchasers and expects that the purchaser will have **no relationship with one another** and will **not be a connected person of the Company**. Therefore, the disposal of the Company’s investment in the ordinary shares of **EMC Public Company Limited (“EMC”)** does **not constitute a connected transaction** pursuant to the **Notifications on Connected Transactions**. However, should there be any progress regarding the disposal of assets transaction, the Company will further inform the **Stock Exchange of Thailand** accordingly.

3. General Characteristics of the Transaction

The Company will dispose of its investment in the ordinary shares of **EMC Public Company Limited (“EMC”)**, which the Company currently holds in the amount of **2,185,317,768 shares**, with a par value of **Baht 1.00 per share**, representing **17.38 percent of the total issued and paid-up shares of EMC**, at a selling price of **not less than Baht 0.02 per share**, equivalent to a total transaction value of **not less than Baht 43,706,355**. In this regard, as the seller, the Company must obtain approval for entering into the transaction from the **Board of Directors** prior to the sale of the ordinary shares of EMC. The Board of Directors has also authorized the **Chairman of the Executive Committee and/or the Chief Executive Officer** to negotiate, agree upon, and execute the share purchase agreement and other relevant documents, as well as to determine the criteria, terms and conditions, and other necessary details relating to the share sale transaction, and to undertake any actions necessary to ensure compliance with the rules and regulations of the **Securities and Exchange Commission**.

3.1 Details of the Assets to be Disposed of

The transaction involves **2,185,317,768 ordinary shares of EMC**, with a par value of **Baht 1.00 per share**, representing **17.38 percent of the total issued and paid-up shares of EMC**. Upon completion of the transaction, **the Company will no longer hold any ordinary shares in EMC**.

The general characteristics of EMC are as follows:

- 3.1.1 General Information : **EMC Public Company Limited** was incorporated in **1995** and its shares were listed on the **Stock Exchange of Thailand** on **May 15, 1996**.
- 3.1.2 Company Registration Number : **0107538000321**

- 3.1.3 Nature of Business : The Company engages in **engineering, construction, and electrical and mechanical system installation services on a fully integrated basis**. Its business operations are divided into two main segments: **general construction engineering services** and **electrical and mechanical engineering services**, as well as **real estate development**.
- 3.1.4 Registered Address : 140/66 ITF Tower, 28th Floor, Silom Road, Suriyawong Sub-district, Bang Rak District, Bangkok 10500, Thailand
- 3.1.5 Registered Capital : THB 20,558,847,661
(Twenty billion five hundred fifty-eight million eight hundred forty-seven thousand six hundred sixty-one Baht)
- 3.1.6 Paid-up Capital : THB 12,570,633,180
(Twelve billion five hundred seventy million six hundred thirty-three thousand one hundred eighty Baht)
- 3.1.7 Number of Ordinary Shares: 12,570,633,180 shares
(Twelve billion five hundred seventy million six hundred thirty-three thousand one hundred eighty shares)
- 3.1.8 Par Value per Share : THB 1.00 (One Baht)
- 3.1.9 List of Major Shareholders of EMC as of April 4, 2025

Shareholding Structure Before and After the Transaction

ชื่อ - รวมสกุล / บริษัท	Before the Transaction *		After completion of the transaction.	
	Number of Shares	Shareholding (%)	Number of Shares	Shareholding (%)
1. Mr.Chinchai Leenabanchong	2,220,311,315	17.66	2,220,311,315	17.66
2. Capital Engineering Network Public Company Limited)	2,185,317,768	17.38		
2. The purchaser is currently under the process of identification			2,185,317,768	17.38
3. Rayong Wire Industries Public Company Limited	1,952,951,400	15.54	1,952,951,400	15.54
4.Mr.Chonachai Leenabanchong	641,609,689	5.10	641,609,689	5.10
5. BANK JURIUS BAER & CO. LTD, SINGAPORE	395,017,500	3.14	395,017,500	3.14
6. Mr.Worawit Leenabanchong	157,990,100	1.26	157,990,100	1.26
7. Thai NVDR Company Limited	144,947,397	1.15	144,947,397	1.15
8. Mr.Ekkapop Raktapongpaisal	138,135,400	1.10	138,135,400	1.10
9. Mr.Susichatak Acharayasombat	134,534,300	1.07	134,534,300	1.07
10. Mr.Pawach Thanaprommontri	129,500,000	1.03	129,500,000	1.03

** Here's a reliable **English summary of the major shareholders of EMC Public Company Limited** based on publicly available data from SET/market sources as of the latest available book-closing date:

<https://www.set.or.th/th/market/product/stock/quote/EMC/major-shareholders>

3.1.10 The Board of Directors of EMC Public Company Limited, as referenced from information disclosed on the website of the Stock Exchange of Thailand.

Name – Surname	Position
1. Mr. Chanachai Leenabanchong	Chairman of the Board of Directors
2. Mr. Charlie Jangvijikul	Chief Executive Officer, Vice President of Board No. 2
3. Mr. Phanutat Naewchan	Director
4. Mr. Mongkol Chanpaisan	Director
5. Ms. Wanida Puangbunmak	Director
6. Miss Thaweesri Wikayathipat	Independent Director, Audit Committee
7. Miss Praomart Hantra	Independent Director, Chairman of the Audit Committee
8. Dr. Yaowarin Srichainan	Independent Director, Audit Committee

3.1.11 Financial Information of EMC

A summary of the financial position and operating results of **EMC Public Company Limited** for the fiscal years **2022–2025** is set out below.

Statement of Financial Position

EMC Public Company Limited Statement of Financial Position (Unit: Baht)	Consolidated Financial Statements			
	of Dec 31, 22	As of Dec 31, 23	As of Dec 31, 24	As of Dec 31, 25
Cash and Cash Equivalents	20,425,238	20,738,070	24,439,796	10,753,486
Trade and Other Current Receivables	138,520,866	91,537,987	199,765,141	16,891,527
Inventories	625,266,104	604,511,177	540,220,472	426,100,230
Other Current Assets	501,258,458	428,052,608	613,094,360	26,156,024
Total Current Assets	1,285,470,666	1,144,839,842	1,377,519,769	479,901,267
Investment Property	1,050,331,893	843,894,576	806,321,051	796,395,373
Property, Plant and Equipment, Net	145,047,486	133,974,082	94,960,683	85,364,204
Other Non-current Asse	279,687,609	246,573,396	227,160,635	100,123,203
Total Non-current Assets	1,475,066,988	1,224,442,054	1,128,442,369	981,882,780
Total Assets	2,760,537,654	2,369,281,896	2,505,962,138	1,461,784,047
Bank Overdrafts and Borrowings	150,584,511	67,162,657	49,273,318	19,252,887
Trade Payables and Contract Liabilities	477,758,184	405,408,892	485,379,684	272,973,611
Long-term Liabilities Due Within One Year	314,675,575	731,563,343	595,801,080	289,621,426
Other Current Liabilities	10,655,143	8,601,688	16,834,920	3,323,041
Total Current Liabilities	953,673,413	1,212,736,580	1,147,289,002	585,170,965

Long-term Borrowings and Lease Liabilities	131,052,150	49,918,835	38,243,107	38,544,652
Other Non-current Liabilities	161,809,966	152,008,698	142,966,075	86,020,808
Total Non-current Liabilities	292,862,116	201,927,533	181,209,182	124,565,460
Total Liabilities	1,246,535,529	1,414,64,113	1,328,498,184	709,736,425
Registered Capital	12,650,632,144	15,680,632,144	23,615,337,352	20,558,847,661
Issued and Paid-up Capital	8,433,779,763	8,434,049,054	12,570,633,180	12,570,633,180
Premium (Discount) on Ordinary Shares	(4,211,298,381)	(4,211,527,278)	(8,058,550,515)	(8,058,550,515)
Treasury Share Premium	5,970,478	5,970,478	5,970,478	5,970,478
Retained Earnings (Accumulated Loss)				
Appropriated – Legal Reserve	16,482,791	16,482,791	16,482,791	16,482,791
Accumulated Loss	(2,661,357,566)	(3,217,617,807)	(3,280,100,685)	(3,701,285,177)
Other Components of Equity	60,654,397	58,007,635	55,360,873	52,714,111
Equity Attributable to Owners of the Parent	1,644,231,482	1,085,364,873	1,309,796,122	885,864,868
Non-controlling Interests	(130,229,357)	(130,747,090)	(132,332,168)	(133,917,246)
Total Equity	1,514,002,125	954,617,783	1,177,463,954	752,047,622
Total Liabilities and Equity	2,760,537,654	2,369,281,896	2,505,962,138	1,461,784,047

Statement of Profit or Loss

EMC Public Company Limited Statement of Profit or Loss (Unit: Baht)	Consolidated Financial Statements			
	Year 2022	Year 2023	Year 2024	Year 2025
Revenue from Operations	648,657,991	416,345,410	956,244,787	734,336,479
Other Income	23,680,250	40,214,727	124,980,620	22,006,929
Total Revenue	672,338,241	456,560,137	1,081,225,407	756,343,408
Cost of Sales	(844,263,013)	(651,725,383)	(974,166,417)	(990,670,673)
Selling and Administrative Expenses	(165,385,492)	(327,831,686)	(118,959,769)	(147,311,833)
Total Costs and Expenses	(1,009,648,505)	(979,557,069)	(1,093,126,186)	(1,137,982,506)
Loss from Operating Activities	(337,310,264)	(522,996,932)	(11,900,779)	(381,639,098)
Finance Income	477,219	848,173	697,906	472,826
Finance Costs	(3,167,305)	(25,713,551)	(35,676,770)	(47,101,477)
Share of Loss from Investments in Associates and Joint Ventures	(726,435)	(353,213)	(262,115)	(221,810)
Loss Before Income Tax	(340,726,785)	(548,215,523)	(47,141,758)	(428,489,559)
Income Tax Expense	590,974	(11,209,213)	(4,800,529)	(5,269,371)
Loss for the Year	(340,135,811)	(559,424,736)	(51,942,287)	(433,758,930)
Items that will not be reclassified subsequently to profit or loss	1,382,791	-	-	8,342,598
Total Comprehensive Loss for the Year	(338,753,020)	(559,424,736)	(51,942,287)	(425,416,332)
Allocation of Total Comprehensive Income (Loss)				

Attributable to Owners of the Parent	(337,558,027)	(558,907,003)	(50,357,209)	(423,831,254)
Attributable to Non-controlling Interests	(1,194,993)	(517,733)	(1,585,078)	(1,585,078)
Loss per Share Attributable to Owners of the Parent (Baht)				
Basic Loss per Share	(0.0402)	(0.0663)	(0.0040)	(0.0344)

Statement of Cash Flows

EMC Public Company Limited Statement of Cash Flows (Unit: Baht)	Consolidated Financial Statements			
	Year 2022	Year 2023	Year 2024	Year 2025
Net Cash Provided by (Used in) Operating Activities	(189,626,509)	(154,910,533)	(153,855,110)	320,386,149
Net Cash Provided by (Used in) Investing Activities	(47,183,176)	12,121,848	49,937,421	7,911,089
Net Cash Provided by (Used in) Financing Activities	238,929,834	143,101,517	107,619,415	(341,983,548)
Net Cash	2,120,149	312,832	3,701,726	(13,686,310)

** The financial information of EMC Public Company Limited is referenced from information disclosed on the website of the Stock Exchange of Thailand.

<https://www.set.or.th/th/market/product/stock/quote/EMC/news>

3.2 Total Value of Consideration, Value of Assets Disposed, Basis for Determination of the Total Consideration, and Payment Terms

The **total value of consideration** for the disposal of **2,185,317,768 ordinary shares of EMC** will be based on a selling price of **not less than Baht 0.02 per share**, representing a total transaction value of **not less than Baht 43,706,355**. Such price has been approved by the **Board of Directors**, with reference to the **weighted average trading price of EMC shares on the Stock Exchange of Thailand during the period from 9 February 2026 to 27 February 2026**, representing **15 consecutive business days** prior to the date on which the Board of Directors resolved to approve the transaction. In addition, such price is consistent with the opinion of an **independent asset appraiser**, which has been approved by the **Thai Appraisal and Estate Agents Foundation** and the **Securities and Exchange Commission** (the “SEC”). The aforementioned transaction may have an impact on the Company’s financial statements when compared with the **closing price of EMC shares as at 31 December 2025**, which was **Baht 0.03 per share**. In this regard, the Company has recognized its investment in the ordinary shares of EMC and adjusted such investment to **fair value based on market price at the end of each quarter**, in accordance with the relevant **financial reporting standards**.

The Board of Directors has considered and is of the opinion that the aforementioned price is **appropriate and consistent with the current conditions of the capital market, the economic environment, and the asset valuation report**. However, once the Company is able to identify the

purchaser and finalize the **selling price**, the Company will further inform **shareholders and investors** accordingly.

“The weighted average market price over the past 15 consecutive trading days”

No.	Date	Trading Volume (thousand shares)	Trading Value (Baht million)	Average Price (Baht)
1	09/02/2025	90,899.00	1.82	0.02
2	10/02/2025	33,248.10	0.66	0.02
3	11/02/2025	12,799.30	0.26	0.02
4	12/02/2025	3,635.80	0.07	0.02
5	13/02/2025	43,664.80	0.88	0.02
6	16/02/2025	66,562.06	1.33	0.02
7	17/02/2025	139.10	0.00	0.02
8	18/2/2025	303.10	0.01	0.02
9	19/2/2025	1,468.80	0.03	0.02
10	20/2/2025	89.91	0.00	0.02
11	23/2/2025	532.30	0.01	0.02
12	24/2/2025	109.12	0.00	0.02
13	25/2/2025	472.70	0.01	0.02
14	26/2/2025	806.60	0.02	0.02
15	27/2/2025	10,097.90	0.20	0.02
Total		264,828.60	5.30	
15-day Weighted Average Market Price (Baht per share)				0.02
90% of the 15-day Weighted Average Market Price (Baht per share)				0.02

3.3 Payment for the Ordinary Shares of EMC

The Company will require the purchaser (**currently being identified**) to make payment **entirely in cash**, which shall be made through a **securities company with which the Company maintains a brokerage account**.

3.4 Plan for the Utilization of Proceeds from the Disposal of Assets

The Company plans to utilize the proceeds received from the disposal of assets as **working capital to enhance liquidity for its business operations** and to **support potential investments in new projects currently under feasibility studies**, which are expected to generate **appropriate long-term returns**.

In addition, the Company may consider using a portion of the proceeds to **repay maturing debts** in order to **reduce financial costs and strengthen the Company’s overall financial position**.

3.5 Expected Benefits from the Transaction

The transaction is expected to **enhance the Company's liquidity**, support the **repayment of maturing debts**, and enable the Company to **reallocate its investment to new projects with the potential to generate appropriate returns**. This is expected to **reduce interest expenses**, **strengthen the Company's financial structure**, and **increase opportunities for future growth**.

4. Type and Size of the Transaction

The aforementioned transaction is considered a **disposal of assets transaction** pursuant to 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, 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). In addition, the Company is currently in the process of **identifying a purchaser** and expects that the transaction will **not constitute a connected transaction** pursuant to 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 Connected Transactions B.E. 2546 (2003) (as amended).

The calculation of the transaction size is based on the **Company's consolidated financial statements as at 31 December 2025**, which have been **audited by the Company's auditor and EMC's auditor**. The details of the transaction size calculation are as follows:

(Unit: Bath)

Financial Information	EMC	The Company
Total Assets	1,461,784,047	2,507,429,919
(-) Goodwill	-	50,319,402
(-) Intangible Assets	8,509,379	2,974,572
(-) Deferred Tax Assets	-	31,975,765
(-) Total Liabilities	709,736,425	417,096,585
(-) Non-controlling Interests	(133,917,246)	821,635,969
Net Tangible Assets (NTA)	877,455,489	1,183,427,625
Net Profit (Loss) from Operations	(423,173,852)	(213,748,275)

Calculation of the Transaction Size for the Disposal of Asset

Criteria	Calculation Formula	Calculation (THB million)	Transaction Size (%)
Net Tangible Assets Value Criterion	$\frac{\text{NTA of the assets disposed of} \times \text{proportion disposed of} \times 100}{\text{NTA of the Company}}$	$\frac{877.45 \times 17.38\%}{1,183.43}$	12.89
Net Profit from Operations Criterion	$\frac{\text{Net profit of the assets disposed of} \times \text{proportion disposed of} \times 100}{\text{Net profit of the Company}}$	Not applicable, as the Company has operating losses.	
Total Consideration Value Criterion	$\frac{\text{Total consideration value} \times 100}{\text{Total assets of the Company}}$	$\frac{360.65}{2,507.43}$	14.38
Value of Equity Securities Issued as Consideration Criterion	$\frac{\text{Number of shares issued as consideration} \times 100}{\text{Total issued and paid-up shares of the Company}}$	Not applicable, as the Company did not issue shares as consideration for the assets.	

*The total value of consideration of Baht 360.65 million is derived from the acquisition cost of the ordinary shares of EMC. In addition, EMC has no outstanding loans, obligations, or guarantee commitments with the Company.

Summary of the Aggregation of the Maximum Transaction Size

Item	Net Tangible Assets (NTA) Criterion (%)	Net Profit from Operations Criterion (%)	Total Consideration Value Criterion (%)	Value of Equity Securities Issued as Consideration Criterion (%)
EMC Share Disposal Transaction	Cannot be calculated.	Cannot be calculated.	14.38	Cannot be calculated.
Total Transaction Size	-	-	14.38	-
Disposal Transactions during the Preceding Six-Month Period	-	-	4.55	-
Grand Total	-	-	18.93	-
The highest calculation criterion is the total value of consideration basis, under which the maximum transaction size is equal to 18.93 percent.				

Based on the above calculation, the **highest transaction size is equal to 14.38 percent**, calculated under the **total value of consideration criterion**, with reference to the **Company's consolidated financial statements for the year ended 31 December 2025**, which have been **audited and certified by a certified public accountant**. When combined with other **disposal of assets**

transactions undertaken during the past six months, the total transaction size will be **18.93 percent**. Therefore, the transaction is considered a **Class 2 transaction** under the **Notifications on Acquisition or Disposal of Assets**. Accordingly, the Company is required to **prepare a report and disclose the transaction to the Stock Exchange of Thailand (the “SET”) immediately, and to send a circular letter to shareholders within 21 days from the date of disclosure of the transaction to the SET.**

The aforementioned transaction constitutes a **disposal of assets transaction of a listed company** pursuant to 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**, 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)** (the “Notifications on Acquisition or Disposal of Assets”). The total transaction size, calculated under the criteria prescribed in the Notifications on Acquisition or Disposal of Assets, is based on the **Company’s consolidated financial statements for the year ended 31 December 2025**, which have been **audited by a certified public accountant**. The **highest transaction size is 14.38 percent**, calculated under the **total value of consideration criterion**. When aggregated with other **disposal of assets transactions undertaken by the Company during the past six months**, the total transaction size equals **18.93 percent** based on the **total value of consideration criterion**, which yields the highest result among the applicable calculation methods. Accordingly, the transaction size is **higher than 15 percent but lower than 50 percent**.

Therefore, the disposal of assets transaction is classified as a **Class 2 transaction** under the Notifications on Acquisition or Disposal of Assets. Accordingly, the Company is required to undertake the following actions:

- (1) **Disclose information regarding the transaction to the Stock Exchange of Thailand (the “SET”); and**
- (2) **Submit a circular letter to shareholders regarding the acquisition or disposal of assets of the Company within 21 days from the date of disclosure of the information to the SET.**

5. Opinion of the Board of Directors Regarding the Transaction

The Board of Directors has carefully considered the conditions of the capital market, the economic environment, and the asset valuation report, and is of the opinion that the disposal of assets transaction is necessary, appropriate, and reasonable, and that entering into such transaction is in the best interests of the Company. In this regard, none of the Company's directors has any interest in this agenda item.

6. Material Litigation or Claims Pending

- None -

**7. Connected Transactions or Interests between the Listed Company and its Directors, Executives, and Shareholders Holding 10 Percent or More, Either Directly or Indirectly
Specify the nature of such transactions or interests.**

- None -

8. Opinion of the Audit Committee and/or Directors of the Company that Differs from the Opinion of the Board of Directors

- None -

9. Responsibility of the Board of Directors for the Information in the Documents Provided to Shareholders

The Board of Directors is responsible for the information contained in this information memorandum and in other documents delivered to the Company's shareholders. The Board of Directors has carefully reviewed such information and certifies that the information contained in this information memorandum and other documents delivered to the Company's shareholders is complete in all material respects, contains no false statements, and does not omit any material facts which are necessary to be included or stated herein, nor does it contain any statements that may cause any person to misunderstand any material facts.

The Company hereby informs you accordingly and kindly requests that this information be disseminated to investors and the public.

Sincerely yours,

- Laphassarin Kraiwongwanitrungrung -

Miss Laphassarin Kraiwongwanitrungrung

Acting Chief Executive Officer