

(Translation)

**Opinion of the Independent Financial Advisor
on the Connected Transaction and Asset Acquisition Transaction
Regarding Land Purchase and Packing Center Construction**

of

MC GROUP

Mc Group Public Company Limited

Prepared by



Advisory Plus Company Limited

May 11, 2026

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Mc Group Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

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Abbreviations

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| The Company or Purchaser | Mc Group Plc. |
| Seller | Miss Sunee Seripanu |
| BJC | Brent Joe Cosens Consulting Co., Ltd. (Independent Valuer) |
| UTM | Ultima Appraisal Co., Ltd. (Independent Valuer) |
| SSC or Warehouse Sublessor | SS Challenge Co., Ltd. |
| IFA | Advisory Plus Co., Ltd. |
| SET | The Stock Exchange of Thailand |
| SEC | The Office of the Securities and Exchange Commission |
| Connected Transaction Notifications | Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008, (as amended), and 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, dated November 19, 2003, (as amended) |
| Acquisition or Disposal Transaction Notifications | Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008, (as amended), and 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 Disposition of Assets B.E. 2547, dated October 29, 2004, (as amended) |
| Land Purchase Transaction | Purchase of five plots of vacant land under Title Deeds No. 26967, 33428, 68777, 68778, and 68779 with a total area of 5-2-93 rai, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok, at a purchase price of Baht 123,800,000, with the Company being responsible for a transfer fee of Baht 215,542 |

AP. 014/2026

May 11, 2026

Subject: Opinion of the Independent Financial Advisor on the connected transaction and asset acquisition transaction regarding land purchase and packing center construction of Mc Group Plc.

To: Audit Committee and shareholders
Mc Group Plc.

The Special Meeting No. 1/2026 of the Board of Directors of Mc Group Plc. (the “**Company**” or “**Purchaser**”), held on April 8, 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 (“**EGM No. 1/2026**”) to consider granting approval for the Company to purchase five plots of vacant land with a total area of 5-2-93 rai, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok (“**Land to be Purchased**”), from Miss Sunee Seripanu (“**Seller**”) at a total purchase price of Baht 123,800,000, with a land transfer fee of Baht 215,542 to be borne by the Company¹ (“**Land Purchase Transaction**”), and to construct a packing center at an initial cost of approximately Baht 243.30 million. The purpose of the land acquisition from the Seller is to consolidate such land with the Company’s own existing land, which is contiguous with the land being acquired, for further development and construction of a new packing center with an approximate area of 9,800 square meters to gear up for the Company’s business expansion plan and enhance its capability in product management and distribution to various channels such as retail, wholesale, and e-commerce outlets.

The Company will settle the purchase price for the Land to be Purchased in full amount on the date of registration of land ownership transfer at the relevant Land Office after the conditions precedent set out in the land sale and purchase agreement have been completely fulfilled. In this regard, the Company is not required to pay any deposit or make any advance payment.

In addition, the Board of Directors’ meeting resolved to grant approval for the Company to enter into the land sale and purchase agreement with the Seller. The key conditions precedent specified in such agreement include (1) approval being obtained from the Company’s shareholders’ meeting; and (2) the Seller completing the demolition of all structures on the Land to be Purchased and handing over the land as a vacant plot to the Company. The land sale and purchase agreement shall be enforceable to the transfer of ownership or the payment of purchase price only upon the fulfillment of all conditions precedent.

¹ The land transfer fee will be jointly borne by the Company and the Seller on a 50:50 basis while the withholding tax and specific business tax or stamp duty will be borne solely by the Seller. Other expenses related to the registration of land ownership transfer, which are mutually agreed upon as deemed appropriate, will be borne by the Company and the Seller on a 50:50 basis. Any expenses that are not mutually agreed upon between the Company and the Seller shall be borne by the party who has incurred or is obligated to pay any such expenses.

Since the Land Purchase Transaction will be entered into with the Seller, who is the Company's authorized director and major shareholder holding 46.06% of the total issued shares in the Company, the transaction accordingly constitutes a connected transaction in the category of transactions relating to assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008, (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand ("SET") Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546, dated November 19, 2003, (as amended) (collectively referred to as the "**Connected Transaction Notifications**"). The transaction size is equal to 5.13% of the Company's net tangible assets ("**NTA**"), calculated based on its financial statements for the six-month period ended December 31, 2025. The transaction size is greater than Baht 20 million and exceeds 3% of the Company's NTA. During the six-month period before the date the Board of Directors resolved to propose this transaction for consideration and approval at the shareholders' meeting, the Company entered into other connected transactions in a total amount of Baht 8,596,341, thus bringing the total transaction size to 5.49% of the Company's NTA. The Company is therefore required to disclose an information memorandum on the connected transaction to the SET; appoint an independent financial advisor to provide opinion to the shareholders; and seek approval for the connected transaction from the shareholders' meeting. However, for the packing center project, the Company will select the contractor and the related service providers from among the non-connected third parties through its procurement process.

Moreover, the land purchase and packing center construction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008, (as amended), and the Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547, dated October 29, 2004, (as amended) (collectively referred to as the "**Acquisition or Disposal Transaction Notifications**"). The maximum transaction size is equal to 6.26%² of the Company's total assets, calculated under the total value of consideration basis according to its financial statements for the six-month period ended December 31, 2025. During the six-month period before the date the Board of Directors resolved to propose this transaction for approval at the shareholders' meeting, the Company entered into other asset acquisition transactions amounting to a total of Baht 43,733,563, thus bringing the total transaction size to 7.01% of the Company's total assets. Since the transaction size is below 15% of the Company's total assets and the Company will not issue any securities as a consideration for the land acquisition; therefore, this transaction is not deemed a transaction as defined in the Acquisition or Disposal Transaction Notifications. However, the Company deems it appropriate to propose the transaction for approval from the shareholders' meeting under both the Connected Transaction Notifications and the Acquisition or Disposal Transaction Notifications in order to provide complete information to the shareholders and ensure transparency in performing the transaction, with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest.

In this regard, the Company has appointed Advisory Plus Co., Ltd. as the independent financial advisor ("**IFA**") to provide opinion to its shareholders on (1) reasonableness and benefits of the transaction to the listed company, (2) fairness of price and conditions for the transaction, and (3) recommendation as to whether the shareholders should vote for or against the connected transaction and the asset acquisition transaction together with rationale for entering into the transaction.

² The transaction size is calculated by aggregating the land purchase price of Baht 123.80 million and the transfer fee to be borne by the Company of Baht 0.22 million with the investment in the new packing center construction of Baht 243.30 million.

We have studied the information and documents obtained from the Company and the publicly available information relating to the Company, including resolutions of the Board of Directors, information memorandum on the transaction, annual registration statement (Form 56-1 One Report), auditor's report, financial statements, property appraisal reports, draft of the land sale and purchase agreement, the warehouse lease agreement, analysis and forecasting of the economic condition and related industry situation, other relevant information and documents, as well as information obtained from interviews with the Company's management, as a basis for performing the analysis and expressing our opinion herein.

Our opinion is provided based on the assumption that all information and documents obtained from the Company and from the interviews with the Company's management, the publicly available information, and other relevant information are true, correct and complete, without any material change thereto after the information has been made available to us. We may neither certify nor guarantee the correctness and completeness of such information. Moreover, our opinion is given based on the economic environment and the information prevailing at the time of conducting this study only. If there is any significant change to these factors, it may have a crucial impact on the Company and this transaction, as well as on our opinion and the shareholders' decision on the transaction. We may not confirm whether there will be any potential material impact from such factors on the Company and its shareholders in the future.

We have given the opinion solely for the shareholders to use as a basis for making a decision on the aforementioned transaction. The final decision whether to approve or reject the transaction depends primarily on the shareholders' individual judgment. Our opinion is by no means a guarantee of the success in the transaction, including any potential impact. We shall not be held liable for any impact that may arise from the transaction.

We hereby provide our opinion on the transaction as follows:

Executive Summary

The Special Meeting No. 1/2026 of the Board of Directors on April 8, 2026 resolved to propose to the EGM No. 1/2026 to consider granting approval for the Company to purchase five plots of vacant land with a total area of 5-2-93 rai, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok, from the Seller at a total purchase price of Baht 123,800,000 with a land transfer fee of Baht 215,542 to be borne by the Company, and to construct a packing center at a cost of Baht 243.30 million. The purpose of the land acquisition is to consolidate such land with the Company's own existing land, which is contiguous with the land being acquired, for further development and construction of a new packing center with an approximate area of 9,800 square meters to gear up for the Company's business expansion plan and enhance its capability in product management and distribution to various channels such as retail, wholesale, and e-commerce outlets.

Such land purchase constitutes a connected transaction since the transaction will be entered into with the Seller, who is the Company's authorized director and major shareholder holding 46.06% of the total issued shares in the Company. The transaction size is equal to 5.13% of the Company's net tangible assets, calculated based on its financial statements for the six-month period ended December 31, 2025. The transaction size is greater than Baht 20 million and exceeds 3% of the Company's NTA. During the six-month period before the date the Board of Directors resolved to propose this transaction for consideration and approval at the shareholders' meeting, the Company entered into other connected transactions in a total amount of Baht 8,596,341, thus bringing the total transaction size to 5.49% of the Company's NTA.

The Company is therefore required to disclose an information memorandum on the connected transaction to the SET; appoint an independent financial advisor to provide opinion to the shareholders; and seek approval for the connected transaction from the shareholders' meeting. In this regard, the Company has appointed Advisory Plus Co., Ltd. as the IFA to provide opinion on the transaction to its shareholders as a basis for consideration and approval of the transaction.

Moreover, the land purchase and packing center construction is considered an acquisition of assets pursuant to the Acquisition or Disposal Transaction Notifications. The maximum transaction size is equal to 6.26%³ of the Company's total assets, calculated under the total value of consideration basis according to its financial statements for the six-month period ended December 31, 2025. During the six-month period before the date the Board of Directors resolved to propose this transaction for approval at the shareholders' meeting, the Company entered into other asset acquisition transactions amounting to a total of Baht 43,733,563, thus bringing the total transaction size to 7.01% of the Company's total assets. Since the transaction size is below 15% of the Company's total assets and the Company will not issue any securities as a consideration for the land acquisition; therefore, this transaction is not deemed a transaction as defined in the Acquisition or Disposal Transaction Notifications. However, the Company deems it appropriate to propose the transaction for approval from the shareholders' meeting under both the Connected Transaction Notifications and the Acquisition or Disposal Transaction Notifications in order to provide complete information to the shareholders and ensure transparency in performing the transaction, with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. (Details of the interested shareholder are provided in Item 1.6 of this report.)

³ The transaction size is calculated by aggregating the land purchase price of Baht 123.80 million and the transfer fee to be borne by the Company of Baht 0.22 million with the investment in the new packing center construction of Baht 243.30 million.

Opinion of the IFA on reasonableness of the transaction

Objective and necessity of the transaction

The Company desires to acquire land of 5-2-93.0 rai that is contiguous with Mc Fulfillment Center (“MFC”), which is its main product and purchase order management venue, and also with its own existing vacant land of 5-2-67.0 rai in order to consolidate these land lots into one single parcel for the development of a fully integrated operation hub. The Company intends to assemble the Land to be Purchased and the said existing vacant land into a single plot covering a total area of 11-1-60 rai, which is a suitable size for the development and construction of a new packing center with an approximate area of 9,800 square meters to gear up for its business expansion plan and enhance its capability in product management and distribution to various channels such as retail, wholesale, and e-commerce outlets.

The main objective of the packing center development is to expand storage capacity and enhance the Company’s capability to prepare and pack customer orders, in order to support future business growth. Currently, MFC serves as the Company’s warehouse used for the entire inventory management to be ready for sale, covering the process of receiving, storing, stock handling, picking and packing, delivery, and returned goods management, and also used for product replenishment to ensure inventory availability for all sales channels. MFC’s capacity utilization has been at a high level, staying at around 89% in fiscal year 2025 (ended June 30, 2025), and is expected by the Company to reach 93% in fiscal year 2026 (ended June 30, 2026), which is approaching its operational limit and may be unable to support future workload. Moreover, the limited number of packing stations at MFC creates a bottleneck during the period of huge order volumes such as sales promotion activities or Double Day and Pay Day campaigns. As a result, the Company plans to develop a new building primarily for packing activities, along with storage capacity expansion, and transform MFC into a receiving and storage hub, while the new packing center will focus on order preparation and packing. The operations of both facilities will be designed to function together as a single integrated system (Integrated Warehouse) to maximize efficiency. The allocation of space and operational design of each facility may be adjusted as appropriate. However, such plan is still under study and the Company intends to engage an external expert to undertake the designing of a suitable and optimized operational flow. The designation “Packing Center” is used for clarity during the project development phase and may be revised in the future to better align with its operational role.

To alleviate the space constraints at MFC in the short term, the Company is in the process of installing a mezzanine floor within the facility to increase usable space. The mezzanine floor will increase the shelving space by approximately 1,700 square meters and accommodate an additional inventory capacity of around 300,000 units. However, even with such additional space, under a conservative sales growth assumption, the Company expects that it will be able to support operations without affecting its core business for only another 2 - 3 years, which would merely cover the construction period of the new packing center. Such operational center expansion can support long-term business growth.

The packing center project is part of the Company’s key infrastructure investment plan, aiming to boost efficiency in its logistics and supply chain management system, which will enhance its competitiveness and support its long-term business growth. Currently, there are six warehouse buildings located on the Land to be Purchased, five of which have been subleased by the Company for storing returned goods, packaging materials, and shop decoration items. However, the Company has no intention to further use those warehouses in the future since it plans to construct a new building on such land to meet the specific operational requirements of the new packing center. Therefore, the Company plans to reorganize and gradually remove the returned goods, packaging materials, and shop decoration items from those rented warehouses to its other facilities before the start of construction. The returned goods and packaging materials will be relocated from three warehouses to MFC’s mezzanine, utilizing part of the additional mezzanine space to be installed in the building. The shop decoration items that are still in use will be relocated from the remaining two warehouses to the

Company's factory building. The disused items will be disposed of or written off. Such relocation will be carried out internally by the Company, using its own forklifts and trucks, and is not expected to incur any significant additional costs.

Moreover, to avoid the potential accounting impact arising from the recognition of existing building value and the subsequent amortization of such value, if the shareholders' meeting approves the Land Purchase Transaction, the Company will terminate the warehouse sublease agreement, without any penalty, by giving a notice of termination at least 60 days in advance. The Seller agrees to demolish all buildings and structures located on the Land to be Purchased at her sole expense and will hand over the land in a vacant condition ready for project development to the Company. (See the details in Item 3.1 "Objective and necessity of the transaction.")

Advantages/benefits of the transaction

- 1. The Company will have land available for construction of a new packing center to support its strategic growth and reduce its reliance on warehouse leasing in the future.*

From such land acquisition, the Company will have land available for the development and construction of a new packing center to support future growth under its strategic plan. The Company foresees that the ongoing sales growth through its various channels, notably the e-commerce outlets, will lead to insufficient space for product storage, management, and distribution in the future. The development of a new modernized, fully-equipped packing center will provide a crucial business infrastructure that can efficiently accommodate the increased business volume and support business expansion in the long term. In addition, the Company can reduce its reliance on, cost of, and risk associated with the leasing of large warehouses from external parties in the future and also decrease its related party transactions arising from the warehouse subleasing from the connected person, as well as mitigate risk of lease non-renewal (the warehouse sublease agreement will expire in 2028 and the Company has the right to renew the agreement for another two 3-year terms). Moreover, the said land purchase will increase the Company's fixed operating assets, thus demonstrating its operational stability and building trust among its shareholders and investors in the long term.

- 2. The location of the land, which adjoins the Company's main operation center, will create strategic advantages, enhance operational efficiency, and reduce the duplication of resources and manpower.*

The Land to be Purchased is contiguous with both Mc Fulfillment Center, which is the main product and order management hub, and another existing vacant land owned by the Company, thus allowing the Company to assemble all these lots into one single parcel for the development of a fully integrated operation center. This will result in an uninterrupted, more efficient operation process, ranging from receiving, storage, packing to distribution of products, as well as reduce bottlenecks in between-site coordination, facilitate management, minimize processing time, and improve quality control and shipping accuracy. Furthermore, the Company can maximize efficiency from such centralization of resources, infrastructure, and personnel, compared with the operation at multiple locations, leading to a significant decrease in operating expenses and enabling the Company to achieve closer and more efficient personnel management, quality control, and operational supervision.

- 3. The Company will benefit from the adjoining location of the land being acquired and its existing land.*

Since the Land to be Purchased adjoins the Company's existing vacant plot, it will capitalize on the suitable shape, size, and location of the land by consolidating the two plots into a large parcel of 11-1-60 rai. The Company can then appropriately and efficiently design the layout and operational system of the new packing center on such land and develop the project that meets its requirements and is sufficient to support its future growth and business expansion plan.

4. *The Company can align the project construction design with its requirements.*

The development of a new packing center project on its own land enables the Company to design the construction, building layout, and all systems that meet its requirements, which is more efficient than leasing ready-for-use warehouses from a third party. The project will accommodate all systems that suit its operation and support future growth in order volumes. Moreover, the roof structure can be designed for efficient solar rooftop installation in order to save electricity costs and reduce operating expenses. It is expected that the new packing center development can help enhance the Company's operational efficiency and competitiveness in the long run.

5. *The land acquisition and establishment of its own packing center is more cost-effective than long-term warehouse leasing.*

The investment in land acquisition and construction of a new packing center on the Company's own land at an estimated cost of Baht 477.32 million (the land purchase price includes a transfer fee to be borne by the Company of Baht 124.02 million, combined with the existing land owned by the Company worth Baht 110.00 million + building construction cost of around Baht 243.30 million) is more cost-efficient than the long-term warehouse leasing. From our analysis of the investment worthiness, the project's net present value (NPV) is equal to Baht 402.82 million, with internal rate of return (IRR) of 11.69% per year, which is higher than the cost of equity of 6.03%, and a payback period of 10.22 years. In the sensitivity analysis case with the assumption for cost savings and discount rate, NPV is in a range of Baht 312.75 million - Baht 502.63 million with IRR of 11.27% - 12.11% per year, and a payback period of 9.78 - 10.73 years. Accordingly, the investment in the packing center project is more worthwhile than the comparable long-term warehouse leasing in the future. Moreover, we have performed another sensitivity analysis apart from the above case, taking into account the uncertainties in oil price hikes, which may crucially impact future economic condition. With the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate, NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years. (See the details in Item 4.1 (b) Assessment of investment worthiness of the new packing center construction and external warehouse leasing.)

6. *The Company is likely to benefit from future hikes in land prices.*

By entering into the Land Purchase Transaction, the Company will acquire the ownership of land and will likely benefit from rising land value in the future, which will further increase its asset value.

7. *The land purchase price is considered a fair price as appraised by the independent valuers.*

The land purchase price of Baht 123,800,000 in total or an average of Baht 53,990 per square wah is consistent with the fair value appraised by the two independent valuers, using the market approach, at Baht 54,000 per square wah or Baht 123,822,000 in total and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value.

8. *There will be no accounting and operational impacts from the existing buildings on the land.*

Currently, there are six warehouse buildings located on the Land to be Purchased. The Seller agrees to demolish all buildings and structures located on the land at her sole expense and will hand over the land in a vacant condition ready for project development to the Company. In this regard, the Company will recognize the accounting entry only for the transfer of land, without the transfer of any buildings on the land, and can avoid a potential accounting loss arising from amortization of such building value in its financial statements. Therefore, there will be no accounting effects nor impacts on its performance and financial position from the existing buildings on the Land to be Purchased.

Disadvantages/risks of the transaction

1. *Risk of reduced liquidity*

The land acquisition and new packing center construction totaling Baht 367.32 million will be entirely financed by the Company's internal working capital. Therefore, during such financing period, its liquidity may be tightened.

2. *Risk of the new packing center development and construction deviating from the established plan*

The Company may face risk of the new packing center construction deviating from the established plan. *Risk of construction delay*: Given that the new packing center construction fails to be completed on schedule and Mc Fulfillment Center is unable to handle the increased business and order volumes, this could affect the Company's efficiency, service quality, and operation, which will relatively impact its revenues and performance, as well as customer and investor trust. *Risk of cost overrun*: This could lead to the need for additional fundraising, or failure to proceed with the construction as planned, or a change in the return or investment worthiness from the projection.

3. *Risk of the shareholders' meeting disapproving the transaction*

This transaction is subject to approval from the shareholders' meeting. Given that the shareholders' meeting rejects the transaction, the Company will fail to enter into the transaction and will have incurred wasteful preparation expenses for the transaction, as well as the time spent by its staff on a detailed study of information relating to the transaction.

The advantages of entering into the transaction with the connected person compared with the transaction with a third party are as follows:

1. The Company will acquire land of a suitable size, which adjoins its own existing land, for its new packing center development and construction that allows for consolidation of all operations into a fully integrated operation hub in a single location.

2. Negotiations for the transaction terms are more flexible than the transaction with a third party, which may be more time-consuming and require inspection of the assets being acquired.

However, there are some disadvantages of entering into the transaction with the connected person compared with the transaction with a third party, as follows:

1. There could be doubts regarding independence and conflict of interest. Nonetheless, the land purchase price has been determined based on the appraised value of two independent valuers. Moreover, the Seller, as the connected person, is not entitled to cast votes on this agenda item at both the Board of Directors' meeting and the shareholders' meeting to consider and approve the transaction.

2. The Company will have to bear the obligations and expenses arising from the transaction with the connected person pursuant to the relevant notifications.

Adequacy of financing sources

The Land Purchase Transaction of Baht 124.02 million (comprising land purchase price of Baht 123.80 million and transfer fee to be borne by the Company of Baht 0.22 million) and the packing center project with an initially estimated budget of Baht 243.30 million, making up a total of approximately Baht 367.32 million, will be financed entirely by the Company's internal working

capital. Based on its financial statements as of December 31, 2025, we are of the opinion that the Company has sufficient financing sources for both the Land Purchase Transaction and the packing center project.

Opinion of the IFA on fairness of price and conditions for the transaction

Appropriateness of land purchase price

The land purchase price of Baht 123,800,000 is consistent with the value appraised by the two independent valuers, using the market approach, at Baht 123,822,000 and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value. Therefore, the land purchase price **is deemed appropriate**.

Assessment of investment worthiness

However, before proceeding with the Land Purchase Transaction with the connected person, the Company carefully considered other options to acquire additional land nearby, but could not find any land lot or warehouse that is practically usable for its commercial and operational purposes. There are certain constraints of the land and warehouses explored. For example, size is not suitable; most of them are not in the town plan zone that allows warehouse/factory construction (purple zone); and they are not conducive to connection with the existing warehouse and logistic system at MFC. Under such constraints, lease option is considered viable, by leasing a warehouse in distant area and of a suitable size to support the Company's operation and growth. Despite the distance drawback, the Company will not have to invest in land purchase and factory construction. This was compared with the build option by negotiating for land purchase from its connected person, which requires a huge amount of investment funds

The packing center project serves as a supporting unit for the Company's normal business operation. As a non-revenue generating unit, it can support production, distribution, and logistic activities to attain the Company's targets. The new packing center, which can be connected with MFC, will facilitate a continuous and more efficient warehouse operation and management process, ranging from receiving, storing, packing to logistics.

Therefore, to provide additional information to the shareholders. We have assessed the investment worthiness of the packing center project versus the external warehouse leasing by comparing the expected benefits to the Company from operating cost savings between the leasing of external warehouses and the establishment of its own warehouse on the Land to be Purchased. From our projection in the base case, the project's NPV is equal to Baht 402.82 million, with IRR of 11.69% per year, which is higher than the cost of equity of 6.03%. Thus, the project will deliver a favorable return, with a payback period of around 10.22 years.

However, we have performed a sensitivity analysis with changes to some assumptions that may impact the project's financial forecast, as follows:

- 1) Increase/decrease in cash flow of cost savings by 5%; and
- 2) Increase/decrease in the required rate of return on equity (Ke) by 10% from base case.

From the sensitivity analysis with the said changes to some assumptions, the project's NPV is in a range of Baht 312.75 million - Baht 502.63 million, with IRR of 11.27% - 12.11% per year and a payback period of 9.78 - 10.73 years. Thus, the investment in the packing center project will still deliver a favorable return and is more worthwhile than the long-term warehouse leasing in the future.

In addition, we have performed another sensitivity analysis apart from the aforementioned case, taking into account the uncertainties in oil price hikes, which may crucially impact future

economic condition. With the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate, the project's NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years.

Appropriateness of conditions for the transaction

As regards the conditions for the transaction, we view that all terms specified in the draft land sale and purchase agreement are appropriate, fair, and on an arm's-length basis. They have been determined through negotiations between the Company and the Seller based on the appropriateness and benefit to the Company, and do not cause any loss of benefits to the Company. Most of the conditions are the general terms specified in land sale and purchase agreements.

Opinion of the IFA on shareholders' voting

In our opinion, the transaction in land purchase and packing center construction, which constitutes a connected transaction and an asset acquisition transaction, is necessary for the Company's business operation due to the fact that its warehousing area nearly reaches the operational limit, together with the risk of space shortages during the period of high order volumes, which could impact its operational efficiency and customer service. Moreover, the transaction is intended to gear up for business expansion and increasing order volumes under the Company's strategic plan, particularly for online distribution which is likely to experience robust growth in line with the e-commerce market trend, as bolstered by the Company's successful online sales expansion with a growth rate of 28%, 69%, and 89% in fiscal 2024-2025 and the first half of fiscal 2026 respectively. The acquisition of the Land to be Purchased, which adjoins both Mc Fulfillment Center, which is the main product and purchase order management venue, and another existing plot of land owned by the Company, will enable the Company to consolidate these land lots into a single parcel for the development of a fully integrated operation hub. This avoids the logistical complexity of managing multiple storage sites associated with external warehouse leasing and will facilitate a continuous and more efficient warehouse operation and management process, ranging from receiving, storing, packing to logistics. This reduces inter-site coordination constraints, enhances operational agility, shortens lead time, and strengthens the ability to control quality and delivery accuracy.

Therefore, the transaction is beneficial to the Company and its shareholders. The Company will leverage on the use of such land for development and construction of a new packing center to accommodate its business expansion plan and enhance its capability in product management and distribution to various sales channels. The investment is worthwhile and the transaction is considered reasonable with fair price and conditions. Therefore, we recommend that the shareholders should vote in favor of the connected transaction and the asset acquisition transaction.

We have provided the above opinion solely for the shareholders to use as a basis for making a decision on the aforementioned transaction. The shareholders are recommended to study all relevant information in the documents enclosed with the notice of the shareholders' meeting to be a basis for making a voting decision. The final decision whether to approve or reject the transaction depends primarily on the shareholders' individual judgment. Our opinion is by no means a guarantee of the success in the transaction, including any potential impact. We shall not be held liable for any impact that may arise from the transaction.

1. Nature and details of the transaction

1.1 General characteristics of the transaction

The Company desires to acquire land from a connected person and construct a packing center by purchasing five plots of vacant land with a total area of 5-2-93 rai, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok, from the Seller, Miss Sunee Seripanu, who is its authorized director and major shareholder, at a purchase price of Baht 123,800,000, with the land transfer fee to be jointly borne with the Seller on a 50:50 basis in an equal amount of Baht 215,542.

The Land to be Purchased is contiguous with both the Company's Mc Fulfillment Center ("MFC"), which is its main product and purchase order management venue, and its own existing vacant land of 5 rai 2 ngan 67 square wah. The Company intends to assemble the Land to be Purchased and the said existing vacant land into a single plot covering a total area of 11-1-60 rai, which is a suitable size for the development and construction of a packing center with an approximate area of 9,800 square meters to gear up for its business expansion plan and enhance its capability in product management and distribution to various channels such as retail, wholesale, and e-commerce outlets.

The main objective of the packing center development is to expand storage capacity and enhance the Company's capability to prepare and pack customer orders, in order to support future business growth. Currently, MFC serves as the Company's warehouse used for the entire inventory management to be ready for sale, covering the process of receiving, storing, stock handling, picking and packing, delivery, and returned goods management, and also used for product replenishment to ensure inventory availability for all sales channels. MFC's capacity utilization has been at a high level, staying at around 89% in fiscal year 2025 (ended June 30, 2025), and is expected by the Company to reach 93% in fiscal year 2026 (ended June 30, 2026), which is approaching its operational limit and may be unable to support future workload. Moreover, the limited number of packing stations at MFC creates a bottleneck during the period of huge order volumes such as sales promotion activities or Double Day and Pay Day campaigns. As a result, the Company plans to develop a new building primarily for packing activities, along with storage capacity expansion, and transform MFC into a receiving and storage hub, while the new packing center will focus on order preparation and packing. The operations of both facilities will be designed to function together as a single integrated system (Integrated Warehouse) to maximize efficiency. The allocation of space and operational design of each facility may be adjusted as appropriate. However, such plan is still under study and the Company intends to engage an external expert to undertake the designing of a suitable and optimized operational flow. The designation "Packing Center" is used for clarity during the project development phase and may be revised in the future to better align with its operational role.

In this regard, the land purchase constitutes a connected transaction because it will be entered into with a connected person of the Company. Meanwhile, the packing center project is the next investment plan, for which the Company will select the contractor and related service providers from among the non-connected third parties through its procurement process. Therefore, the project is not classified as a connected transaction.

Currently, there are six warehouse buildings located on the Land to be Purchased. The Company signed sublease agreements for five of those warehouses with a connected person, who is the Seller's related party, for storing returned goods, packaging materials, and shop decoration items. However, the Company has no intention to further use those warehouses in the future since it plans to construct a new building on such land to meet the specific operational requirements of the new packing center. The Seller agrees to demolish all the said buildings at her sole expense and will hand over the land in a vacant condition to the Company so that the Company could use the Land to be Purchased for any development it deems appropriate. Therefore, the Company plans to reorganize and gradually remove the returned goods, packaging materials, and shop decoration items to its other facilities before the start of construction. The returned goods and packaging materials will be

relocated from three warehouses to MFC's mezzanine. The shop decoration items that are still in use will be relocated from the remaining two warehouses to the Company's factory building. The disused items will be disposed of or written off. Such relocation will be carried out internally by the Company, using its own forklifts and trucks, and is not expected to incur any significant additional costs.

1.2 Date of the transaction

The Company will sign the land sale and purchase agreement with the Seller by April 30, 2026. The registration of land ownership transfer is contingent upon the fulfillment of all conditions precedent specified in the land sale and purchase agreement, which includes the approval from the Company's shareholders' meeting and the completion of building demolition by the Seller. The Company expects that the registration of land ownership transfer will be completed by September 30, 2026. However, such completion date is subject to change as deemed necessary and appropriate, depending on the period required for the fulfillment of the conditions precedent and the relevant legal and regulatory procedures, with mutual consent from both parties.

After completion of the land ownership transfer, the Company plans to develop the packing center project, with construction expected to start in October 2026 and commercial operation to commence in March 2028. However, this is only a tentative timeline and is subject to change as deemed appropriate and depending on the relevant factors.

1.3 Type and size of the transaction

Size of the connected transaction

| Calculation basis | Details of calculation | |
|--|------------------------|--|
| <u>Total value of consideration</u> The Company's NTA ^{2/} | = | <u>Baht 123.80 million^{1/} * 100</u> Baht 2,413.22 million |
| | | 5.13% |

Remark ^{1/} The land purchase price is the consideration agreed by the Company to pay to the Seller, whereas the transfer fee to be borne by the Company is not the consideration payable directly to the Seller and, hence, is not factored into the calculation of the transaction size.

^{2/} NTA (Net Tangible Assets) is calculated from total assets – intangible assets – deferred tax assets – total liabilities – non-controlling interests, as follows:

| The Company's financial information as of December 31, 2025 | Unit: Baht million |
|--|--------------------|
| Total assets | 5,867.48 |
| <u>Less</u> Intangible assets | 74.06 |
| <u>Less</u> Right-of-use assets | 1,151.15 |
| <u>Less</u> Deferred tax assets | 173.41 |
| <u>Less</u> Total liabilities | 2,054.88 |
| <u>Less</u> Non-controlling interests | 0.76 |
| NTA | 2,413.22 |

The Land Purchase Transaction constitutes a connected transaction pursuant to the Connected Transaction Notifications. The transaction size is equal to 5.13% of the Company's NTA, calculated based on its financial statements for the six-month period ended December 31, 2025. The transaction size is greater than Baht 20 million and exceeds 3% of the Company's NTA.

During the six-month period before the date the Board of Directors resolved to approve this transaction, the Company entered into other connected transactions with Miss Sunee Seripanu and her related party in a total amount of Baht 8,596,341, thus bringing the total transaction size to 5.49% of the Company's NTA. The Company is therefore required to prepare and disclose an information memorandum on the connected transaction to the SET; appoint an independent financial advisor to provide opinion to the shareholders; and arrange a shareholders' meeting to approve the Land Purchase Transaction, which is deemed a connected transaction.

Size of the asset acquisition transaction

| Calculation basis | Calculation formula | Transaction size | |
|------------------------------|---|---|-------|
| Total value of consideration | $\frac{\text{Value paid}^{1/} * 100}{\text{The Company's total assets}^{2/}}$ | = $\frac{\text{Baht 367.32 million} * 100}{\text{Baht 5,867.48 million}}$ | 6.26% |

Remark ^{1/} Value paid consists of (1) land purchase price of Baht 123.80 million, (2) transfer fee to be borne by the Company of about Baht 0.22 million, and (3) cost of building construction under the project of Baht 243.30 million.

^{2/} Total asset value is obtained from the Company's financial statements as of December 31, 2025, already reviewed by its auditor.

Moreover, the land purchase and packing center construction is deemed as an asset acquisition under the Acquisition or Disposal Transaction Notifications. The Company considers the transaction to be part of its packing center project, which includes the related building construction. Accordingly, the calculation of size of the asset acquisition transaction consists of (1) land purchase price of Baht 123.80 million, (2) transfer fee to be borne by the Company of Baht 0.22 million, and (3) cost of building construction under the project of Baht 243.30 million, making up a total of Baht 367.32 million. Therefore, the transaction size calculated under the total value of consideration basis according to the Company's financial statements for the six-month period ended December 31, 2025 is equal to 6.26% of the Company's total assets. During the six-month period before the date the Board of Directors resolved to propose this transaction for approval at the shareholders' meeting, the Company entered into other asset acquisition transactions amounting to a total of Baht 43,733,563, thus bringing the total transaction size to 7.01% of the Company's total assets. Since the transaction size is below 15% of the Company's total assets and the Company will not issue any securities as a consideration for the land acquisition; therefore, this transaction is not deemed a transaction as defined in the Acquisition or Disposal Transaction Notifications. However, the Company deems it appropriate to propose the transaction for approval from the shareholders' meeting under both the Connected Transaction Notifications and the Acquisition or Disposal Transaction Notifications in order to provide complete information to the shareholders and ensure transparency in performing the transaction, with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholder having an interest, namely Miss Sunee Seripanu who holds 364,766,520 shares or 46.06% of the Company's total issued shares (shareholding information as of April 22, 2026).

Since the land purchase from the connected person and the packing center construction is deemed a connected transaction and an asset acquisition transaction, the decision on this matter at the Board of Directors' Special Meeting No. 1/2026, held on April 8, 2026, rested with the non-interested directors. In this regard, the director who has a vested interest in and is not entitled to vote on the transaction at such meeting, namely Miss Sunee Seripanu, did not participate in the meeting and had no right to cast votes on this transaction to ensure that the decision would be made transparently and in accordance with the corporate governance principles.

1.4 Total value of consideration and basis for determination of consideration value

Total value of consideration

The total value of consideration payable by the Company for the Land Purchase Transaction with the Seller amounts to Baht 123,800,000, which is the land purchase price agreed upon by the two parties and is based on the appraised value of independent valuers approved by the Office of the Securities and Exchange Commission (“SEC”). Besides the land purchase price, the Company and the Seller agree to be responsible for the land ownership transfer fee, at the rate determined by the Department of Lands, on a 50:50 basis. The withholding tax, specific business tax (if any), stamp duty, and any other expenses related to the ownership transfer shall be in line with the applicable law and shall be solely borne by the Seller. Other expenses related to the registration of land ownership transfer, which are mutually agreed upon as deemed appropriate, shall be borne by the Company and the Seller on a 50:50 basis. Any expenses that are not mutually agreed upon between the Company and the Seller shall be borne by the party who has incurred or is obligated to pay any such expenses.

The packing center construction cost of Baht 243,300,000 is only an initial estimation by the Company as at present, based on the standard construction cost. Such investment cost is subject to change according to the project’s construction plan, detailed design, and construction cost, which will be determined through the process of contractor and supplier selection from among the non-connected third parties.

Payment for the consideration

The Company will pay the consideration for the land purchase in full amount on the date of registration of land ownership transfer at the relevant Land Office after the conditions precedent set out in the land sale and purchase agreement have been completely fulfilled. In this regard, the Company is not required to pay any deposit or make any advance payment. It expects that the registration of land ownership transfer will be completed by September 30, 2026.

Basis for calculation of total consideration value

The land sale and purchase price has been determined through negotiations between the Company and the Seller, based on the value appraised by two independent valuers hired by the Company, namely Brent Joe Cosens Consulting Co., Ltd. (“BJC”) and Ultima Appraisal Co., Ltd. (“UTM”), both being the capital market appraisal companies approved by the SEC.

| Title deeds no. and land location | Area | Sale and purchase price | Appraised value |
|--|----------------------------------|--|---|
| Five plots of vacant land under Title Deeds No. 26967, 33428, 68777, 68778, and 68779, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok | 5-2-93.0 rai or 2,293 square wah | Land price of Baht 123,800,000, representing an average of Baht 53,990 per square wah | <ol style="list-style-type: none"> BJC appraised the land’s market value, using the market approach, at Baht 54,000 per square wah or a total of Baht 123,822,000. UTM appraised the land’s market value, using the market comparison approach, at Baht 54,000 per square wah or a total of Baht 123,822,000. |
| | | The land sale and purchase price is consistent with the market value appraised by the independent valuers and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value. | |

1.5 Connected persons and nature of relationship

- Relevant parties (Land Purchase Transaction)

Purchaser : Mc Group Plc. (“the Company” or “Purchaser”)

Seller : Miss Sunee Seripanu (“Seller”)

- Relationship between the relevant parties and scope of interest of the connected person

Miss Sunee Seripanu is the shareholder holding 46.06% of the Company’s total issued shares and also serves as Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Chairman of the Nomination and Remuneration Committee, and Member of the Risk Management and Sustainable Development Committee.

The aforementioned contractual parties are the parties only to the Land Purchase Transaction. As for the packing center project, the Company will select the contractor and related service providers from among the non-connected third parties through its procurement process.

1.6 Interested directors and connected persons and/or shareholders having a vested interest who are not entitled to vote

The director having a vested interest who did not participate in and had no right to vote on the connected transaction and the asset acquisition at the Board of Directors’ Special Meeting No. 1/2026, held on April 8, 2026, is Miss Sunee Seripanu, who currently serves as Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Chairman of the Nomination and Remuneration Committee, and Member of the Risk Management and Sustainable Development Committee.

Mr. Virach Seripanu, who is the Company’s director and elder brother of Miss Sunee Seripanu, neither is a party to the Land Purchase Transaction nor has any interest in such transaction. Therefore, he attended the said board meeting and cast votes on such agenda item according to the director’s rights.

To enter into the aforementioned transaction, the Company must obtain approval from the shareholders’ meeting, with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholder having an interest and not being entitled to vote, namely Miss Sunee Seripanu who holds 364,766,520 shares or 46.06% of the Company’s total issued shares (shareholding information as of April 22, 2026).

1.7 Details of assets being acquired

| | |
|---------------------|---|
| Type of property | Five plots of vacant land with a total area of 5-2-93 rai or 2,293 square wah |
| Location | Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok |
| Title Deed No. | 26967, 33428, 68777, 68778, and 68779 |
| Owner | Miss Sunee Seripanu |
| Details of property | Currently, there are six warehouse buildings located on the Land to be Purchased. The Company has subleased five of those warehouses for storing its products from SS Challenge Co., Ltd. (“SSC”), which is the Seller’s related party (the Seller holds all shares in SSC). (See |

| | |
|--|---|
| | <p>details of the lease agreement in Item 1.8.2 “Warehouse sublease agreement and service agreement.”) However, the Company plans to purchase such land for development of a new packing center project in the future. Given that the shareholders’ meeting approves the Land Purchase Transaction, the Company will terminate the warehouse sublease agreement, without any penalty. It is only required to give a notice of termination at least 60 days in advance.</p> <p>The Company plans to use the land for development of a new building construction project and has no intention to further use the existing buildings located on such land. In view of this, and to avoid the potential accounting impact arising from the recognition of existing building value and the subsequent amortization of such value, the Seller agrees to demolish all the said buildings at her sole expense and will hand over the land in a vacant condition ready for project development to the Company.</p> |
| Encumbrances | None |
| Two SEC-approved independent valuers | <ol style="list-style-type: none"> 1. BJC, which appraised the property as shown in the appraisal report dated February 11, 2026; and 2. UTM, which appraised the property as shown in the appraisal report dated February 23, 2026 |
| Right of way | Sukhaphiban 2 Road, Soi 15, which is in front of the land, is a private property under Title Deed No. 3589, Parcel No. 1090(5), Survey Page 220. It is the parent plot (remaining lot), with a clearly divided access way passing through it. This Soi is under the supervision of Prawet District Office. Therefore, it provides an access way for the Land to be Purchased. |
| Purpose of appraisal | For public purposes |
| Conditions and limitations for appraisal | <p><u>According to the property appraisal report by BJC</u></p> <ol style="list-style-type: none"> 1. All buildings and structures are not appraised, according to the employment contract. 2. All plots of land are appraised at an average value due to their integrated use. Any future land separation may lead to changes in the specified value. <p><u>According to the property appraisal report by UTM</u></p> <p>- None -</p> |
| Public utilities | Electricity, water supply, drainage, telephone, and lighting |
| Town planning/applicable laws | <p><u>Town plan</u></p> <p>The property is situated in the Bangkok City Plan 2013’s Purple Zone (Block Or.2-4), which is designated for industrial purposes and aimed to be an environmental management area for manufacturing activities.</p> <p><u>Applicable laws</u></p> <ul style="list-style-type: none"> - Town Planning Act, Building Control Act, and Factory Act - The property is under the supervision of Prawet District Office and is subject to permission for any building construction, modification or demolition from such agency. <p><u>Expropriation</u></p> <p>Having been verified with the Land Office, the land is not subject to any seizure or expropriation.</p> |

| Government's projects | None | | | | | | | | | | | | |
|----------------------------|---|----------------|---|-------|------------|-------|------------|-------|------------|-------|------------|-------|------------|
| Appraisal approach | <ol style="list-style-type: none"> 1. BJC employed the market approach together with the weighted quality score (WQS) for property valuation and the residual method for examination of the property value. 2. UTM used the market comparison approach together with the sales adjustment grid for property valuation and the residual method for examination of the property value. | | | | | | | | | | | | |
| Government appraisal price | <p>The Treasury Department's appraised value used for registration of legal rights to the property is as follows:</p> <table border="1"> <thead> <tr> <th>Title Deed No.</th> <th>Government appraisal price per square wah</th> </tr> </thead> <tbody> <tr> <td>26967</td> <td>"Unsurvey"</td> </tr> <tr> <td>33428</td> <td>Baht 9,400</td> </tr> <tr> <td>68777</td> <td>Baht 9,400</td> </tr> <tr> <td>68778</td> <td>Baht 9,400</td> </tr> <tr> <td>68779</td> <td>Baht 9,400</td> </tr> </tbody> </table> | Title Deed No. | Government appraisal price per square wah | 26967 | "Unsurvey" | 33428 | Baht 9,400 | 68777 | Baht 9,400 | 68778 | Baht 9,400 | 68779 | Baht 9,400 |
| Title Deed No. | Government appraisal price per square wah | | | | | | | | | | | | |
| 26967 | "Unsurvey" | | | | | | | | | | | | |
| 33428 | Baht 9,400 | | | | | | | | | | | | |
| 68777 | Baht 9,400 | | | | | | | | | | | | |
| 68778 | Baht 9,400 | | | | | | | | | | | | |
| 68779 | Baht 9,400 | | | | | | | | | | | | |
| Property's appraised value | <p>Appraised value of the land of 2,293 square wah:</p> <ol style="list-style-type: none"> 1. The land was appraised by BJC as per the report dated February 11, 2026 at Baht 54,000 per square wah or a total value of Baht 123,822,000. 2. The land was appraised by UTM as per the report dated February 23, 2026 at Baht 54,000 per square wah or a total value of Baht 123,822,000. | | | | | | | | | | | | |

Property's location



Source: Property appraisal report by Brent Joe Cosens Consulting Co., Ltd.

Land’s layout



Source: Property appraisal report by Brent Joe Cosens Consulting Co., Ltd.

1.8 Summary of agreements related to the transaction

1.8.1 Draft land sale and purchase agreement between the Company and the Seller

| | |
|----------------------------|---|
| Contractual parties | Mc Group Plc. (“Purchaser”) Miss Sunee Seripanu (“Seller”) |
| Land for sale and purchase | The Seller is the owner of five plots of land with a total area of 5 rai 2 ngan 93 square wah, as follows: 1. Title Deed No. 26967, Parcel No. 1083, Survey Page 422, Prawet (Bang Kaew) Subdistrict, Prawet District, Bangkok, with an area of 1 ngan 47 square wah; 2. Title Deed No. 33428, Parcel No. 1081, Survey Page 451, Prawet (Bang Kaew) Subdistrict, Prawet District, Bangkok, with an area of 3 ngan 87 square wah; 3. Title Deed No. 68777, Parcel No. 1085, Survey Page 1266, Prawet (Bang Kaew) Subdistrict, Prawet District, Bangkok, with an area of 3 ngan 78 square wah; 4. Title Deed No. 68778, Parcel No. 1084, Survey Page 1267, Prawet (Bang Kaew) Subdistrict, Prawet District, Bangkok, with an area of 1 rai 3 ngan 17 square wah; and 5. Title Deed No. 68779, Parcel No. 1082, Survey Page 1268, Prawet (Bang Kaew) Subdistrict, Prawet District, Bangkok, with an area of 1 rai 2 ngan 64 square wah. |
| Sale and purchase price | Baht 123,800,000 |

| | |
|---|---|
| Payment terms | The Seller agrees to pay the total purchase price of Baht 123,800,000 to the Purchaser on the date of land ownership transfer registration at the Bangkok Land Office, Prawet Branch. |
| Conditions precedent to ownership transfer | <p>Unless otherwise agreed upon by the two parties, the land payment and land ownership transfer between them shall be contingent upon the complete fulfillment of the following conditions precedent:</p> <ol style="list-style-type: none"> 1. The Purchaser obtains approval from its shareholders' meeting to enter into the Land Purchase Transaction. 2. The Seller agrees to complete the following actions before proceeding with the registration of land ownership transfer: <ol style="list-style-type: none"> 2.1 The Seller must demolish and remove all buildings and structures from the land, and the Seller and all occupants must move out and remove all of their properties, belongings, materials, equipment, garbage, and animals from the land at the Seller's sole expense. 2.2 The Seller must fully pay all water, electricity, and other utility fees and all taxes related to the land to any relevant authorities at the Seller's sole expense. 2.3 The Seller must deregister the address of the Seller and all occupants and register the change of address of any juristic entity, whether existing before, during, or after the date of this agreement, from the land with any relevant authorities at the Seller's sole expense. 2.4 The Seller must prepare any related documents for the Purchaser to register the transfer of land ownership or change the ownership of electricity and water meters. 3. In the event that any of the conditions precedent is not fulfilled within the aforementioned period due to force majeure or any cause that is beyond the control of either party, this agreement shall be deemed terminated immediately. Neither party shall have the right to claim any damages from the other party, except in the case where the failure of such condition precedent arises from the fault or intention or negligence of a party, who shall then be liable to indemnify the other party for any such damages. <p>For avoidance of doubt, the outcome of the land purchase approval by the shareholders' meeting of the Purchaser shall be deemed a condition beyond the Purchaser's control.</p> |
| Registration of land ownership transfer | <p>Upon the complete fulfillment of all conditions precedent, both parties agree to mutually determine the date for registration of land ownership transfer. In this regard, the Seller must register the land ownership transfer with the Bangkok Land Office, Prawet Branch, and deliver the original title deeds to the Purchaser within 60 days of the complete fulfillment of all conditions precedent.</p> <p>Both parties agree that the registration of land ownership transfer is expected to be completed no later than September 30, 2026. Nonetheless, such completion date is subject to change as deemed necessary and appropriate, depending on the period required for the fulfillment of the conditions precedent and the relevant legal and regulatory procedures, with mutual consent from both parties.</p> |
| Expenses related to the registration of land ownership transfer | <ol style="list-style-type: none"> 1. Transfer registration fee shall be borne by the Seller and the Purchaser on a 50:50 basis. 2. Withholding tax and specific business tax or stamp duty shall be borne solely by the Seller. |
| | <ol style="list-style-type: none"> 3. Other expenses related to the registration of land ownership transfer, which |

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|--|--|
| | are mutually agreed upon as deemed appropriate, shall be borne by the Seller and the Purchaser on a 50:50 basis. Any expenses that are not mutually agreed upon by both parties shall be borne by the party who has incurred or is obligated to pay any such expenses. |
| Duties and representations of the Seller | <ol style="list-style-type: none"> 1. The Seller represents that it has the legal authority and capacity to enter into and perform the obligations under this agreement. 2. The Seller represents that, from the date of this agreement and in the future after the date of ownership transfer registration, the Seller shall not perform any act that causes the land specified herein to depreciate or deteriorate, nor to mortgage or create any liens, proprietary rights, eviction claims or encumbrances on the said land. 3. The Seller represents that, as of the date of ownership transfer registration, the land is legitimately under the sole ownership of the Seller. 4. The Seller represents that, as of the date of ownership transfer registration and in the future after the date of ownership transfer registration, the land is free from any mortgage, liens, proprietary rights, eviction claims, disputes, execution orders, and encumbrances arising from or caused by the act of the Seller, whether directly or indirectly. 5. The Seller agrees to register the transfer of land ownership to the Purchaser within the mutually agreed period. 6. The Seller agrees to hand over the land without any structures thereon to the Purchaser as of the date of ownership transfer registration, in a condition free from any mortgage, liens, proprietary rights, eviction claims, legal claims, and encumbrances and free from any other tenants and possessors. 7. The Seller agrees to demolish all structures according to the law and shall be solely responsible for any expenses, damages or liabilities arising from such demolition. |
| Duties and representations of the Purchaser | <ol style="list-style-type: none"> 1. The Purchaser represents that it is a juristic entity established and operating business in accordance with the law and that the person signing this agreement has the authority to sign for and on behalf of the Purchaser. 2. The Purchaser represents that the execution of this agreement has been approved by the Board of Directors of the Purchaser. |
| Breach of agreement, its consequences and termination of agreement | <ol style="list-style-type: none"> 1. In the case where the Purchaser fails to register the land ownership transfer and/or make the payment to the Seller within the specified period, the Purchaser agrees to grant the Seller the option to take any of the following actions: <ol style="list-style-type: none"> 1.1 The Seller may terminate the agreement immediately by notifying the Purchaser in writing, and the Purchaser agrees to pay a penalty of 2% of the land price to the Seller immediately, without prejudice to the Seller's right to claim from the Purchaser any actual damages and expenses incurred; or 1.2 If the Seller does not exercise the right to terminate the agreement and the nature of the obligation permits, the Seller has the right to file a lawsuit with the court to compel the Purchaser to perform its obligations under the agreement, including the registration of land ownership transfer and the payment of the total land price, the penalty of 2% of the land price, and any actual court fee, lawyer fee, damages and expenses incurred to the Seller. If the Purchaser fails to act according to the court's judgment or order, such court's judgment or order shall be deemed to constitute the expression of intent of the Purchaser. <p>Unless a force majeure event takes place, which is not caused by the</p> |

| | |
|--|---|
| | <p>Purchaser's fault, both parties may agree to reschedule the date and time for the registration of land ownership transfer within a reasonable period.</p> <p>2. In the case where the Seller breaches any one or more of the provisions of this agreement or fails to register the land ownership transfer to the Purchaser within the specified period, the Seller agrees to grant the Purchaser the option to take any of the following actions:</p> <p>2.1 The Purchaser may terminate the agreement immediately by notifying the Seller in writing, and the Seller agrees to pay a penalty of 2% of the land price to the Purchaser immediately, without prejudice to the Purchaser's right to claim from the Seller any actual damages and expenses incurred; or</p> <p>2.2 If the Purchaser does not exercise the right to terminate the agreement and the nature of the obligation permits, the Purchaser has the right to file a lawsuit with the court to compel the Seller to perform its obligations under the agreement, including the registration of land ownership transfer together with the delivery of the original land title deeds to and receipt of land payment from the Purchaser, and to perform any related obligations such as the payment of the penalty of 2% of the land price and any actual court fee, lawyer fee, damages and expenses incurred to the Purchaser. If the Seller fails to act according to the court's judgment or order, such court's judgment or order shall be deemed to constitute the expression of intent of the Seller.</p> <p>Unless a force majeure event takes place, which is not caused by the Seller's fault, both parties may agree to reschedule the date and time for the registration of land ownership transfer within a reasonable period.</p> |
|--|---|

1.8.2 Warehouse lease agreement and service agreement

The Company signed the warehouse sublease agreements for five warehouse buildings located on the Land to be Purchased with the Seller's related party, SSC, whose business is leasing of movable and immovable properties and rendering of utilities services. The Seller is related to SSC since she holds 100.00% of SSC's registered and paid-up capital (shareholding information as of April 30, 2025).

Currently, there are five sublease agreements entered into between the Company and SSC for five warehouse buildings with a total leased area of approximately 4,528 square meters. After obtaining approval from the shareholders' meeting for the Land Purchase Transaction, the Company will terminate all of the warehouse sublease agreements, without any penalty, by giving a notice of termination at least 60 days in advance. The Seller agrees to demolish all buildings and structures located on the Land to be Purchased at her sole expense and will hand over the land in a vacant condition to the Company so that the Company could use the land for any development it deems appropriate. The key components of the warehouse sublease agreements are as follows:

| | |
|---------------------|--|
| Contractual parties | Party 1: SS Challenge Co., Ltd. or "Lessor" Party 2: Mc Group Plc. or "Lessee" |
| Name of agreement | Warehouse Lease Agreement and Service Agreement |
| Date of agreement | Agreement No. 1: April 1, 2025 (Warehouse No. 12) Agreement No. 2: April 1, 2025 (Warehouse No. 12/2) Agreement No. 3: April 1, 2025 (Warehouse No. 12/3) Agreement No. 4: November 24, 2025 (Warehouse No. 12/4) Agreement No. 5: May 29, 2025 (Warehouse No. 12/5) |

| Leased area | <ol style="list-style-type: none"> 1. Agreement No. 1: Warehouse located at No. 12 Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok, with a leased area of 920 square meters 2. Agreement No. 2: Warehouse located at No. 12/2 Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok, with a leased area of 840 square meters 3. Agreement No. 3: Warehouse located at No. 12/3 Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok, with a leased area of 920 square meters 4. Agreement No. 4: Warehouse located at No. 12/4 Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok, with a leased area of 840 square meters 5. Agreement No. 5: Warehouse located at No. 12/5 Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok, with a leased area of 1,008 square meters | | | | | | | | | | | | | | | | | | | | | | | | |
|-------------------------|---|--------------------------|--|--------------------------|--|---|-----------|-----------|-----------|---|-----------|-----------|-----------|---|-----------|-----------|-----------|---|-----------|-----------|-----------|---|-----------|-----------|------------|
| Agreement term | <p>Each agreement is valid for three years, as follows:</p> <ol style="list-style-type: none"> 1. Agreement No. 1: March 1, 2025 - February 29, 2028 2. Agreement No. 2: March 1, 2025 - February 29, 2028 3. Agreement No. 3: March 1, 2025 - February 29, 2028 4. Agreement No. 4: January 1, 2026 - December 31, 2028 5. Agreement No. 5: May 1, 2025 - April 30, 2028 <p>The Lessee has the right to renew the warehouse lease for another two 3-year terms by notifying the Lessor in writing at least 30 days before the expiration of the lease term. Both parties agree to increase the rental fee upon each renewal by 5% from the rate specified in the preceding lease agreement. All other terms and conditions shall remain the same as those specified in the original agreement, unless otherwise agreed upon by both parties.</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| Rental and service fees | <p>The Warehouse Lease Agreement and Service Agreement include the following fees:</p> <table border="1" data-bbox="472 1290 1386 1570"> <thead> <tr> <th>Agreement No.</th> <th>Rental fee (Baht/month)</th> <th>Service fee (Baht/month)</th> <th>Total rental and service fees (Baht/month)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>64,400.00</td> <td>27,600.00</td> <td>92,000.00</td> </tr> <tr> <td>2</td> <td>58,800.00</td> <td>25,200.00</td> <td>84,000.00</td> </tr> <tr> <td>3</td> <td>64,400.00</td> <td>27,600.00</td> <td>92,000.00</td> </tr> <tr> <td>4</td> <td>58,800.00</td> <td>25,200.00</td> <td>84,000.00</td> </tr> <tr> <td>5</td> <td>70,560.00</td> <td>30,240.00</td> <td>100,800.00</td> </tr> </tbody> </table> | Agreement No. | Rental fee (Baht/month) | Service fee (Baht/month) | Total rental and service fees (Baht/month) | 1 | 64,400.00 | 27,600.00 | 92,000.00 | 2 | 58,800.00 | 25,200.00 | 84,000.00 | 3 | 64,400.00 | 27,600.00 | 92,000.00 | 4 | 58,800.00 | 25,200.00 | 84,000.00 | 5 | 70,560.00 | 30,240.00 | 100,800.00 |
| Agreement No. | Rental fee (Baht/month) | Service fee (Baht/month) | Total rental and service fees (Baht/month) | | | | | | | | | | | | | | | | | | | | | | |
| 1 | 64,400.00 | 27,600.00 | 92,000.00 | | | | | | | | | | | | | | | | | | | | | | |
| 2 | 58,800.00 | 25,200.00 | 84,000.00 | | | | | | | | | | | | | | | | | | | | | | |
| 3 | 64,400.00 | 27,600.00 | 92,000.00 | | | | | | | | | | | | | | | | | | | | | | |
| 4 | 58,800.00 | 25,200.00 | 84,000.00 | | | | | | | | | | | | | | | | | | | | | | |
| 5 | 70,560.00 | 30,240.00 | 100,800.00 | | | | | | | | | | | | | | | | | | | | | | |
| Key conditions | <ul style="list-style-type: none"> - The Lessee shall absolutely not construct, modify or make an addition to the building or the leased premises without written consent from the Lessor. - All decorations, additions, modifications, or improvements affixed to, installed in, or incorporated into the leased premises by the Lessee, whether with consent from the Lessor or not, shall become the property of the Lessor immediately upon the termination of the lease agreement for any reason whatsoever. In this regard, the Lessor shall have the right to demand the Lessee to demolish or restore, at the Lessee's own expense, the leased premises to the original condition or the condition deemed appropriate by the Lessor. - Throughout the lease period, the Lessee shall maintain all risk insurance for the warehouse, the Lessor's properties, and the Lessee's properties, | | | | | | | | | | | | | | | | | | | | | | | | |

| | |
|--|---|
| | <p>including third-party liability insurance, with a reputable insurer, entirely at the Lessee's own expense.</p> <ul style="list-style-type: none"> - The Lessee agrees not to assign its rights and obligations under the lease agreement to any other party or to sublease the leased premises, whether in whole or in part, to any other party without written consent from the Lessor. - When the Lessee wishes to prematurely terminate the lease agreement, it may notify the Lessor in writing at least 60 days before the desired termination date, whereby the Lessee shall not be deemed as a defaulting party and shall not be liable to pay a penalty due to the premature termination of the agreement. |
|--|---|

2. Company profile

2.1 Background

Mc Group Plc. ("the Company") was founded on May 23, 2012 to operate the retail business of apparel and lifestyle products under brands owned by the Group and other entities, serving as a manufacturer, supplier, and distributor of high-quality, modern products at reasonable prices. The Company's business model focuses on brand management, sales and marketing management, product design, product sourcing, and warehouse and distribution channel management.

The Company started the business in 1975 as an original equipment manufacturer (OEM) of ready-made jeans mainly for supply to overseas distributors. Later, it began manufacturing ready-to-wear jeans under its own brand, "Mc," whose strengths lie in the widely accepted high-quality materials and sewing and the design tailored to fit the Thai body. Under the vision and management of Mr. Pichai Kanchanaporn and Miss Sunee Seripanu, Mc has become a fast-growing brand. The Company has continuously developed new products and introduced new brands to better address diverse customer needs, including brands such as McLady, Bison, Kangaroo, McPink, McMini, and others.

Today, the Company offers a wide range of products covering both apparel and everyday life products, including clothing, accessories, hats, bags, shoes, etc., through two main distribution channels. First, offline channels are operated through storefront branches and distribution points, most of which are located in leading shopping centers and department stores, including mobile vehicles, which can directly reach consumers, and Mc Outlet located in gas stations. The Company primarily focuses on opening its own retail stores. Moreover, it has an overseas retail network through its partners, which are product distributors with expertise in marketing in each country. Second, online channels are operated using technology and online marketing strategies to reach the modern consumer group. The main tools are the Group's website, mcshop.com, and various e-commerce platforms such as Lazada, Shopee, and Tiktok.

On March 18, 2013, the Company was converted to a public limited company, with its shares being listed and commencing trading on the Stock Exchange of Thailand on July 4, 2013.

As of December 31, 2025, the Company had a registered and paid-up capital of Baht 396 million, divided into 792 million ordinary shares with a par value of Baht 0.50 per share.

Headquarters and branch location

| | | |
|-------------------------------|---|--|
| Headquarters | : | 448 - 450 On Nut Road, Prawet Subdistrict, Prawet District, Bangkok 10250 |
| Mc Fulfillment Center (“MFC”) | : | Located on a land area of 9-1-70 rai, Sukhaphiban 2 Road, Soi 11, Yaek 2-3, Prawet Subdistrict, Prawet District, Bangkok |
| Mc Design Center | : | Located on a leased land area of about 3,000 square meters, No. 2 Sukhaphiban 2 Road, Soi 5, Prawet Subdistrict, Prawet District, Bangkok, and No. 9 Sukhaphiban 2 Road, Soi 7, Prawet Subdistrict, Prawet District, Bangkok |

2.2 Information on products

The Company’s products are divided into three main groups, as follows:

1) Denim products

The denim product line has been a key contributor to the brand’s reputation, comprising jeans, jackets, shirts, and denim shorts. The core product of this category is jeans, which are designed to fit all body types and lifestyles. There are various models and styles that customers can mix and match in a style that suits them. For men’s and women’s jeans, there are five main cuts, ranked by width of leg opening from narrow to wide: 1) Skinny, 2) Slim, 3) Straight, 4) Regular or Straight Wide, and 5) Relaxed or Wide Leg. The popular models are as follows:

- 1.1) Mc 3109 The Original Straight is the best-selling and most popular model, featuring a slim straight cut with five color shades. It is meticulously designed and manufactured to ensure signature quality and uniqueness that suit every lifestyle.
- 1.2) Mc Selvedge is a line of jeans made from selvedge fabric. Red selvedge jeans use red selvedge fabric woven by a narrow loom, which requires more meticulous production than regular fabric. Each production run yields only a limited amount of red selvedge fabric, making red selvedge jeans more expensive than typical jeans. Due to the more intricate manufacturing process, selvedge jeans have become a symbol of high-quality denim, representing the uniqueness of premium jeans, durability, and long lifespan. This quality ensures beautiful fade patterns unique to each wearer.
- 1.3) Mc Move is an innovative denim line featuring a blend of Lycra and T400, offering excellent stretch and recovery without sagging. It provides a soft and comfortable touch, ideal for all types of movement. Designed with versatile functionality to suit a variety of lifestyles, it allows for easy, fun, and confident wear all day, ready for any activity.
- 1.4) Mc Me is a line of jeans for women designed to accentuate the figure, making it look slim and firm. These jeans are highly flexible with excellent recovery, thanks to a unique fabric that differs from that used in standard denim production. Mc Me jeans provide great comfort, hold their shape well, and are suitable for any occasion.
- 1.5) Mc Plus is a line of jeans designed to accommodate individuals with a larger body frame, offering a comfortable fit and enhanced mobility for everyday life. It comes in both straight leg for a relaxed fit and slim leg for a more fitted look, allowing customers to wear for every occasion.

2) Non-denim products

The non-denim clothing product group is another key segment of the Company. Popular items in this group include T-shirts, shirts, resort shirts, polo shirts, hoodies, bomber jackets, etc.

3) Accessories products

The main items in this product group are Mc Sneakers & Slip On, which are highly popular sneakers. Additionally, there are other products such as hats, backpacks, crossbody bags, and luggage.

▪ Revenue structure in 2023-2025 and the six-month period of 2026

| Type of revenue | 2023 | | 2024 | | 2025 | | Jul-Dec 2024 | | Jul-Dec 2025 | |
|--------------------------------|-----------------|--------------|-----------------|--------------|-----------------|--------------|-----------------|--------------|-----------------|--------------|
| | Baht million | % | Baht million | % | Baht million | % | Baht million | % | Baht million | % |
| Revenue from sales | | | | | | | | | | |
| <u>By brand</u> | | | | | | | | | | |
| 1. Mc ^{1/} | 3,598.71 | 97.48 | 4,025.01 | 98.00 | 4,142.72 | 98.38 | 2,172.78 | 97.58 | 2,387.48 | 99.00 |
| 2. Mc Lady | 50.58 | 1.37 | 21.71 | 0.53 | 2.40 | 0.06 | 1.82 | 0.08 | 3.19 | 0.13 |
| 3. McT | 2.34 | 0.06 | 0.21 | 0.01 | 0.01 | 0.00 | - | - | - | - |
| 4. UP | 7.30 | 0.20 | 0.03 | 0.00 | 0.01 | 0.00 | 0.00 | 0.00 | - | - |
| 5. Others | 10.72 | 0.29 | 7.06 | 0.17 | 6.82 | 0.16 | 3.46 | 0.16 | 2.81 | 0.12 |
| Total revenue from | 3,669.65 | 99.40 | 4,054.02 | 98.71 | 4,151.96 | 98.60 | 2,178.06 | 97.81 | 2,393.48 | 99.25 |
| <u>By distribution channel</u> | | | | | | | | | | |
| Offline | | | | | | | | | | |
| 1. Freestanding shops | 2,415.10 | 65.42 | 2,772.34 | 67.50 | 2,666.28 | 63.32 | 1,426.38 | 64.06 | 1,305.65 | 54.14 |
| 2. Department stores | 798.35 | 21.62 | 757.70 | 18.45 | 704.53 | 16.73 | 379.17 | 17.03 | 386.40 | 16.02 |
| 3. Others ^{2/} | 127.45 | 3.45 | 102.31 | 2.49 | 69.15 | 1.64 | 35.29 | 1.58 | 62.72 | 2.60 |
| Total | 3,340.91 | 90.49 | 3,632.35 | 88.44 | 3,439.96 | 81.69 | 1,840.84 | 82.67 | 1,754.77 | 72.56 |
| Online | 328.74 | 8.91 | 421.67 | 10.27 | 712.00 | 16.91 | 337.22 | 15.14 | 638.71 | 26.48 |
| Total revenue from | 3,669.65 | 99.40 | 4,054.02 | 98.71 | 4,151.96 | 98.60 | 2,178.06 | 97.81 | 2,393.48 | 99.25 |
| Revenue from services | 0.12 | 0.00 | 0.12 | 0.00 | - | - | - | - | - | - |
| Dividend income | 1.57 | 0.04 | 2.67 | 0.06 | 2.59 | 0.06 | 0.77 | 0.03 | 0.60 | 0.02 |
| Other income | 20.50 | 0.56 | 50.33 | 1.23 | 56.36 | 1.34 | 47.91 | 2.15 | 17.56 | 0.73 |
| Total revenues | 3,691.84 | 100.0 | 4,107.14 | 100.0 | 4,210.91 | 100.0 | 2,226.74 | 100.0 | 2,411.64 | 100.0 |

Remark: ^{1/} Including sales of accessories to contract manufacturers.

^{2/} Comprising sales through sales agents, exhibition booths and retail/wholesale stores.

2.3 Directors and shareholders

▪ *Board of Directors and shareholders*

- The Company's Board of Directors as per its business registration certificate as of February 2, 2026 is composed of eight members, as follows:

| | Name | Position |
|----|-----------------------------|---|
| 1. | Mrs. Kaisri Nuengsigkapien | Chairman |
| 2. | Miss Sunee Seripanu | Vice Chairman |
| 3. | Mr. Lucksananoi Punkrasamee | Independent Director and Audit Committee Chairman |
| 4. | Mr. Siwat Chawareewong | Independent Director and Audit Committee Member |
| 5. | Mrs. Usara Yongpiyakul | Independent Director and Audit Committee Member |
| 6. | Mr. Niran Pravithana | Independent Director |
| 7. | Mr. Kris Chanthanotok | Independent Director |
| 8. | Mr. Virach Seripanu | Director |

The authorized signatories are Miss Sunee Seripanu and Mr. Virach Seripanu, who are to co-sign with the Company's seal affixed.

▪ *Shareholders*

As of April 22, 2026 (the latest shareholder register book closing date), the Company had a registered capital of Baht 396,000,000 and an issued and paid-up capital of Baht 396,000,000, divided into 792,000,000 ordinary shares with a par value of Baht 0.50 per share. Details of the shareholders are as follows:

| | Name | No. of shares (shares) | As % of total shares (%) |
|-----|-------------------------------------|---------------------------|-----------------------------|
| 1. | Miss Sunee Seripanu | 364,766,520 | 46.06 |
| 2. | Mr. Piranart Chokwatana | 23,475,200 | 2.96 |
| 3. | Thai NVDR Co., Ltd. | 22,669,001 | 2.86 |
| 4. | Mr. Virach Seripanu | 15,000,000 | 1.89 |
| 5. | Bualuang Equity Fund | 10,446,500 | 1.32 |
| 6. | Mrs. Paopilas Hemvachiravarakorn | 10,000,000 | 1.26 |
| 7. | People's garment Plc. | 8,893,400 | 1.12 |
| 8. | Hlanpu Co., Ltd. | 8,662,000 | 1.09 |
| 9. | Thai Life Insurance Plc. | 8,262,400 | 1.04 |
| 10. | Mrs. Niramol Na Songkhla | 8,000,000 | 1.01 |
| | Total of top 10 shareholders | 480,175,021 | 60.63 |
| | Other shareholders | 311,824,979 | 39.37 |
| | Total | 792,000,000 | 100.00 |

2.4 Summary of performance and financial position

- Table summarizing the Company's financial position and performance for fiscal years 2023-2025 and the six-month period of 2026

| Statements of financial position | As of June 30 | | | | | | As of December 31, 2025 | |
|--|-----------------|---------------|-----------------|---------------|-----------------|---------------|-------------------------|---------------|
| | 2023 | | 2024 | | 2025 | | Baht million | % |
| | Baht million | % | Baht million | % | Baht million | % | | |
| Assets | | | | | | | | |
| Current assets | | | | | | | | |
| Cash and cash equivalents | 482.18 | 8.98 | 431.78 | 7.75 | 495.67 | 9.01 | 503.39 | 8.58 |
| Trade and other current receivables | 202.91 | 3.78 | 200.26 | 3.60 | 207.25 | 3.77 | 289.27 | 4.93 |
| Short-term loans to related parties | 1.10 | 0.02 | - | - | - | - | - | - |
| Inventories | 1,294.39 | 24.10 | 1,257.49 | 22.58 | 1,109.07 | 20.17 | 1,164.62 | 19.85 |
| Other current financial assets | 1,244.49 | 23.17 | 1,302.01 | 23.38 | 1,488.27 | 27.06 | 1,650.92 | 28.14 |
| Other current assets | 5.74 | 0.10 | 8.57 | 0.15 | 6.08 | 0.11 | 7.05 | 0.12 |
| Total current assets | 3,230.81 | 60.15 | 3,200.11 | 57.46 | 3,306.34 | 60.12 | 3,615.25 | 61.62 |
| Non-current assets | | | | | | | | |
| Other non-current financial assets | 100.74 | 1.88 | 106.05 | 1.90 | 96.92 | 1.76 | 104.74 | 1.79 |
| Investments in joint ventures | 18.48 | 0.34 | 10.27 | 0.18 | 10.53 | 0.19 | 10.55 | 0.18 |
| Property, plant and equipment | 696.69 | 12.97 | 688.16 | 12.36 | 632.78 | 11.51 | 628.20 | 10.71 |
| Right-of-use assets | 974.20 | 18.14 | 1,212.86 | 21.78 | 1,104.66 | 20.09 | 1,151.16 | 19.62 |
| Intangible assets | 104.26 | 1.94 | 96.63 | 1.74 | 80.47 | 1.46 | 74.06 | 1.26 |
| Deferred tax assets | 138.00 | 2.57 | 142.96 | 2.57 | 157.54 | 2.86 | 173.41 | 2.95 |
| Rental deposits | 103.92 | 1.93 | 107.53 | 1.93 | 106.71 | 1.94 | 107.01 | 1.82 |
| Other non-current assets | 4.29 | 0.08 | 4.44 | 0.08 | 3.64 | 0.07 | 3.10 | 0.05 |
| Total non-current assets | 2,140.58 | 39.85 | 2,368.90 | 42.54 | 2,193.25 | 39.88 | 2,252.23 | 38.38 |
| Total assets | 5,371.39 | 100.00 | 5,569.01 | 100.00 | 5,499.59 | 100.00 | 5,867.48 | 100.00 |
| Liabilities and shareholders' equity | | | | | | | | |
| Current liabilities | | | | | | | | |
| Trade and other current payables | 416.72 | 7.76 | 306.29 | 5.50 | 354.46 | 6.44 | 535.55 | 9.13 |
| Current contract liabilities | 73.04 | 1.36 | 82.75 | 1.48 | 111.97 | 2.03 | 93.70 | 1.60 |
| Current portion of lease liabilities | 277.62 | 5.17 | 305.53 | 5.49 | 302.49 | 5.50 | 309.19 | 5.27 |
| Corporate income tax payable | 53.53 | 0.99 | 76.38 | 1.37 | 62.00 | 1.13 | 114.54 | 1.95 |
| Current provisions for employee benefits | 6.92 | 0.13 | 4.85 | 0.09 | 5.92 | 0.11 | 5.93 | 0.10 |
| Other current liabilities | 26.94 | 0.50 | 35.08 | 0.63 | 0.35 | 0.01 | 0.23 | 0.00 |
| Total current liabilities | 854.77 | 15.91 | 810.88 | 14.56 | 837.19 | 15.22 | 1,059.14 | 18.05 |
| Non-current liabilities | | | | | | | | |
| Lease liabilities | 705.91 | 13.14 | 932.71 | 16.75 | 839.91 | 15.27 | 886.53 | 15.11 |
| Non-current provisions for employee benefits | 40.59 | 0.76 | 37.80 | 0.68 | 57.63 | 1.05 | 61.02 | 1.04 |
| Other non-current liabilities | 48.67 | 0.91 | 46.74 | 0.84 | 47.17 | 0.86 | 48.19 | 0.82 |
| Total non-current liabilities | 795.17 | 14.81 | 1,017.25 | 18.27 | 944.71 | 17.18 | 995.74 | 16.97 |
| Total liabilities | 1,649.94 | 30.72 | 1,828.13 | 32.83 | 1,781.90 | 32.40 | 2,054.88 | 35.02 |
| Shareholders' equity | | | | | | | | |
| Registered capital | 396.00 | | 396.00 | | 396.00 | | 396.00 | |
| Issued and paid-up capital | 396.00 | 7.37 | 396.00 | 7.11 | 396.00 | 7.20 | 396.00 | 6.75 |

| Statements of financial position | As of June 30 | | | | | | As of December 31, 2025 | |
|---|-----------------|---------------|-----------------|---------------|-----------------|---------------|-------------------------|---------------|
| | 2023 | | 2024 | | 2025 | | Baht million | % |
| | Baht million | % | Baht million | % | Baht million | % | | |
| Premium on ordinary shares | 2,824.93 | 52.59 | 2,824.93 | 50.73 | 2,824.93 | 51.37 | 2,824.93 | 48.15 |
| Deficit from the change in the ownership interest in subsidiary | (2.63) | (0.05) | (2.63) | (0.05) | (2.63) | (0.05) | (2.63) | (0.04) |
| Retained earnings | | | | | | | | |
| Appropriated – statutory reserves | 40.00 | 0.75 | 40.00 | 0.72 | 40.00 | 0.73 | 40.00 | 0.68 |
| Unappropriated | 444.67 | 8.28 | 478.31 | 8.59 | 491.51 | 8.94 | 585.76 | 9.98 |
| Other components of shareholders' equity | 16.04 | 0.30 | 3.51 | 0.06 | (32.87) | (0.60) | (32.22) | (0.55) |
| Equity attributable to owners of the Company | 3,719.01 | 69.24 | 3,740.12 | 67.16 | 3,716.94 | 67.59 | 3,811.84 | 64.97 |
| Non-controlling interests of the subsidiaries | 2.44 | 0.04 | 0.76 | 0.01 | 0.75 | 0.01 | 0.76 | 0.01 |
| Total shareholders' equity | 3,721.45 | 69.28 | 3,740.88 | 67.17 | 3,717.69 | 67.60 | 3,812.60 | 64.98 |
| Total liabilities and shareholders' equity | 5,371.39 | 100.00 | 5,569.01 | 100.00 | 5,499.59 | 100.00 | 5,867.48 | 100.00 |

| Statements of income | For the year ended June 30 | | | | | | For the six-month period | | | |
|--|----------------------------|---------------|-----------------|---------------|-----------------|---------------|--------------------------|---------------|-----------------|---------------|
| | 2023 | | 2024 | | 2025 | | Jul-Dec 2024 | | Jul-Dec 2025 | |
| | Baht million | % | Baht million | % | Baht million | % | Baht million | % | Baht million | % |
| Revenues | | | | | | | | | | |
| Revenue from sales | 3,669.65 | 99.40 | 4,054.02 | 98.71 | 4,151.96 | 98.60 | 2,178.06 | 97.81 | 2,393.48 | 99.25 |
| Revenue from services | 0.12 | 0.00 | 0.12 | 0.00 | - | - | - | - | - | - |
| Dividend income | 1.57 | 0.04 | 2.67 | 0.06 | 2.59 | 0.06 | 0.77 | 0.03 | 0.60 | 0.02 |
| Other income | 20.50 | 0.56 | 50.33 | 1.23 | 56.36 | 1.34 | 47.91 | 2.16 | 17.56 | 0.73 |
| Total revenues | 3,691.84 | 100.00 | 4,107.14 | 100.00 | 4,210.91 | 100.00 | 2,226.74 | 100.00 | 2,411.64 | 100.00 |
| Expenses | | | | | | | | | | |
| Cost of sales | 1,290.51 | 34.96 | 1,450.88 | 35.33 | 1,496.83 | 35.55 | 760.35 | 34.15 | 884.15 | 36.66 |
| Distribution costs | 1,148.94 | 31.12 | 1,256.96 | 30.60 | 1,323.92 | 31.44 | 673.31 | 30.24 | 745.83 | 30.93 |
| Administrative expenses | 438.16 | 11.87 | 466.91 | 11.37 | 436.08 | 10.35 | 257.28 | 11.55 | 244.65 | 10.14 |
| Impairment loss on assets | - | - | 7.10 | 0.17 | - | - | - | - | - | - |
| Total expenses | 2,877.61 | 77.95 | 3,181.85 | 77.47 | 3,256.83 | 77.34 | 1,690.94 | 75.94 | 1,874.63 | 77.73 |
| Profit from operating activities | 814.23 | 22.05 | 925.29 | 22.53 | 954.08 | 22.66 | 535.80 | 24.06 | 537.01 | 22.27 |
| Finance income | 4.68 | 0.13 | 8.66 | 0.21 | 11.15 | 0.26 | 6.11 | 0.27 | 4.89 | 0.20 |
| Finance costs | (20.00) | (0.54) | (35.97) | (0.87) | (38.71) | (0.92) | (18.71) | (0.84) | (20.09) | (0.83) |
| Share of gain (loss) of joint ventures accounted for using equity method | (2.35) | (0.06) | (1.11) | (0.03) | 0.26 | 0.01 | 0.24 | 0.01 | 0.02 | 0.00 |
| Profit before income tax expenses | 796.56 | 21.58 | 896.87 | 21.84 | 926.78 | 22.01 | 523.44 | 23.50 | 521.83 | 21.64 |
| Tax expenses | (152.94) | (4.14) | (183.73) | (4.47) | (166.36) | (3.95) | (86.26) | (3.87) | (102.86) | (4.27) |
| Profit for the period | 643.62 | 17.44 | 713.14 | 17.37 | 760.42 | 18.06 | 437.18 | 19.63 | 418.97 | 17.37 |

Statements of cash flow

| Unit: Baht million | 2023 | 2024 | 2025 | Jul-Dec 2025 |
|---|-----------------|----------------|---------------|---------------------|
| Net cash provided by (used in) operating activities | 739.92 | 936.77 | 1,044.23 | 457.12 |
| Net cash provided by (used in) investing activities | (464.19) | (105.18) | (33.18) | (43.18) |
| Net cash provided by (used in) financing activities | (749.47) | (881.99) | (947.16) | (406.22) |
| Net increase (decrease) in cash and cash equivalents | (473.74) | (50.40) | 63.89 | 7.72 |
| Cash and cash equivalents at beginning of period | 955.92 | 482.18 | 431.78 | 495.67 |
| Cash and cash equivalents at end of period | 482.18 | 431.78 | 495.67 | 503.39 |

Remark: The financial statements for 2023-2025 were audited, and the interim financial information for the six-month period ended December 31, 2025 was reviewed, by Mr. Bardin Laprangsirat, CPA Registration No. 10985, of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., the auditor approved by the Office of the Securities and Exchange Commission.

Key financial ratios

| Financial ratios | 2023 | 2024 | 2025 | Jul-Dec 2025 |
|---|-------------|-------------|-------------|----------------------|
| <u>Liquidity ratios</u> | | | | |
| Current ratio (times) | 3.78 | 3.95 | 3.95 | 3.41 |
| Quick ratio (times) | 0.74 | 0.73 | 0.79 | 0.73 |
| Cash flow liquidity ratio (times) | 0.93 | 1.12 | 1.27 | 0.96 ^{1/} |
| Receivables turnover ratio (times) | 18.07 | 20.11 | 20.38 | 14.06 ^{1/} |
| Average days receivable (days) | 20.20 | 18.15 | 17.91 | 25.97 |
| Inventory turnover ratio (times) | 1.03 | 1.14 | 1.26 | 1.33 ^{1/} |
| Average days in inventory (days) | 352.80 | 320.99 | 288.54 | 275.08 |
| Payables turnover ratio (times) | 6.44 | 7.13 | 7.82 | 5.10 ^{1/} |
| Average days payable (days) | 56.63 | 51.19 | 46.69 | 71.54 |
| Cash cycle (days) | 316.37 | 287.94 | 259.77 | 229.50 |
| <u>Profitability ratios</u> | | | | |
| Gross profit margin (%) | 64.83 | 64.21 | 63.95 | 63.06 |
| Operating profit margin (%) | 22.05 | 22.53 | 22.66 | 22.27 |
| Other income to total revenues ratio (%) | 0.60 | 1.29 | 1.40 | 0.75 |
| Cash flow to operating profit ratio (%) | 90.87 | 101.24 | 109.45 | 85.12 |
| Net profit margin (%) | 17.44 | 17.37 | 18.06 | 17.37 |
| Return on equity (%) | 17.43 | 19.12 | 20.39 | 19.35 ^{1/} |
| <u>Efficiency ratios</u> | | | | |
| Return on assets (%) | 15.65 | 17.05 | 17.45 | 16.59 ^{1/} |
| Return on fixed assets (%) | 160.86 | 141.83 | 156.26 | 176.64 ^{1/} |
| Asset turnover ratio (times) | 0.71 | 0.75 | 0.76 | 0.76 ^{1/} |
| <u>Financial policy ratios</u> | | | | |
| Debt to equity ratio (times) | 0.44 | 0.49 | 0.48 | 0.54 |
| Interest coverage ratio (times) | 60.16 | 37.37 | 35.53 | 37.25 |
| Interest-bearing debt to EBITDA ratio (times) | 0.82 | 0.92 | 0.83 | 0.80 ^{1/} |
| Debt service coverage ratio (times) | 4.33 | 4.40 | 4.55 | 4.84 ^{1/} |

| Financial ratios | 2023 | 2024 | 2025 | Jul-Dec 2025 |
|--|-------------|-------------|-------------|---------------------|
| Dividend payout ratio (%) | 99.67 | 99.95 | 99.99 | 98.30 |
| <u>Financial data per share</u> | | | | |
| Earnings per share | 0.81 | 0.90 | 0.96 | 0.53 |
| Book value per share | 4.70 | 4.72 | 4.69 | 4.81 |

Remark: ^{1/} Being annualized for comparison purpose.

- *Analysis of operating results and financial position*

Operating results in 2023-2025

Total revenues

The Company recorded total revenues of Baht 3,691.84 million, Baht 4,107.14 million, and Baht 4,210.91 million in 2023-2025 respectively. Total revenues almost totally came from revenue from sales, which amounted to Baht 3,669.65 million, Baht 4,054.02 million, and Baht 4,151.96 million or 99.40%, 98.71%, and 98.60% of total revenues in 2023-2025 respectively.

Revenue from sales

Revenue from sales, classified by brand, primarily came from sales of Mc products, which constituted 97.48%, 98.00%, and 98.38% in 2023-2025 respectively. In 2024, revenue from sales through freestanding shops, department stores, and online channels made up 67.50%, 18.45%, and 10.27% of total revenues respectively. In such year, revenue from sales totaled Baht 4,054.02 million, growing by Baht 384.37 million or 10.47% from Baht 3,669.65 million in 2023 due to an increase in revenue from freestanding shops and online channels of Baht 357.24 million and Baht 92.93 million or 14.79% and 28.27% respectively, which was driven by continuous branch expansion and growth in online sales. Meanwhile, revenue from department stores dropped by Baht 40.66 million or 5.09% from 2023.

In 2025, revenue from freestanding shops, online channels, and department stores accounted for 63.32%, 16.91%, and 16.73% of total revenues respectively. Total revenue from sales rose by Baht 97.94 million or 2.42% from Baht 4,054.02 million in 2024 to Baht 4,151.96 million, stemming from a surge in online sales of Baht 290.33 million or 68.85% from 2024 thanks to ongoing growth in sales via online platforms as driven by a shift in modern consumer behavior to the digital era and consumers' preference for convenient shopping anywhere, anytime, without the need to visit a physical store. On the contrary, sales through freestanding shops and department stores decreased by Baht 106.06 million and Baht 53.17 million or 3.83% and 7.02% respectively from 2024.

Cost of sales

Cost of sales in 2023-2025 was Baht 1,290.51 million, Baht 1,450.88 million, and Baht 1,496.83 million, representing 34.96%, 35.33%, and 35.55% of total revenues respectively. Cost of sales rose by Baht 160.37 million or 12.43 % in 2024 and Baht 45.95 million and 3.17 % in 2025, which was in line with growth in revenue from sales in such years.

Gross profit and gross profit margin

The Company reported a gross profit of Baht 2,379.14 million, Baht 2,603.14 million, and Baht 2,655.13 million in 2023-2025 respectively, with a gross profit margin of 64.83%, 64.21%, and 63.95%. In 2024, the gross profit grew by Baht 224.00 million or 9.42 % from 2023, mainly attributable to an increase in sales. However, the gross profit margin fell by 0.62%, due to additional sales promotion to stimulate sales. For 2025, the gross profit rose by Baht 51.99 million or 2.00%

from 2024, resulting from an increase in sales. Meanwhile, the gross profit margin dropped by 0.26% from 2024, stemming from continuous sales promotion to stimulate sales amid the slow economic recovery.

Selling and administrative expenses

The Company recorded selling and administrative expenses of Baht 1,587.10 million, Baht 1,730.97 million, and Baht 1,760.00 million in 2023-2025 respectively, representing 42.99%, 42.14%, and 41.79% of total revenues. In 2024, selling and administrative expenses went up by Baht 143.87 million or 9.06% from 2023, due to continuous expansion of sales channels and the impact of impairment loss on assets during the year in an amount of Baht 7.10 million. In such year, however, the Company could partially reduce selling and administrative expenses, following the installation of solar roof at its new Mc Fulfillment Center to promote the use of clean energy and save electricity cost in addition to the earlier solar roof project launched at its head office. In 2025, selling and administrative expenses increased by Baht 29.03 million or 1.68% from 2024, which aligned with sales growth. The Company continues to maintain disciplined and continuous cost control.

Net profit

The Company posted a net profit of Baht 643.62 million, Baht 713.14 million, and Baht 760.42 million in 2023-2025 respectively, with a net profit margin of 17.44%, 17.37%, and 18.06%. The net profit grew by Baht 69.53 million or 10.80% in 2024 and Baht 47.28 million or 6.63% in 2025, primarily ascribed to sales growth and consistent cost of sales management and spending control.

Operating results in the six-month period ended December 31, 2025

The Company recorded total revenues of Baht 2,411.64 million in the first six-month period of fiscal 2026, rising by Baht 184.90 million or 8.30% from Baht 2,226.74 million in the same period of 2025. Revenue from sales amounted to Baht 2,393.48 million, an increase of Baht 215.42 million or 9.89% from Baht 2,178.06 million in the same period of 2025 thanks to growth in online sales while maintaining the offline customer base amid the economic instability and the border tension, despite sales being boosted by the Half-Half Plus Co-Payment scheme.

The Company posted a gross profit of Baht 1,509.33 million in the first six-month period of fiscal 2026 and a gross profit margin of 63.06%. The gross profit rose by Baht 91.62 million or 6.46% from Baht 1,417.71 million in the same period of 2025 with a gross profit margin of 65.09%, attributed to growth in revenue from online sales. However, the gross profit margin went down from the previous year, mainly due to sales channel management and continuous sales promotion to stimulate sales amid the slow economic recovery.

Selling and administrative expenses were Baht 990.48 million in the first half of fiscal 2026, going up by Baht 59.89 million or 6.44% from Baht 930.59 million in the same period of 2025, chiefly springing from an increase in selling expenses of Baht 72.52 million or 10.77% from the previous year in line with growth in sales revenue. At the same time, administrative expenses fell by Baht 12.63 million or 4.91% from Baht 257.28 million in the same period of 2025.

The Company reported a net profit of Baht 418.97 million and a net profit margin of 17.37% in the first six months of fiscal 2026, a drop of Baht 18.21 million or 4.17% from a net profit of Baht 437.18 million with a net profit margin of 19.63% in the same period of 2025. Such decrease resulted from a rise in cost of sales and selling expenses due to higher production cost and continuous stimulation of sales amid the slow economic recovery.

Financial position as of June 30, 2023-2025

The Company had total assets of Baht 5,371.39 million, Baht 5,569.01 million, and Baht 5,499.59 million as of the end of fiscal 2023-2025 respectively. The major items were inventories, other current financial assets, property, plant and equipment, and right-of-use assets, altogether making up 78.38%, 80.10%, and 78.83% of total assets as of year-end 2023-2025 respectively. The growth in total assets as of the end of 2024 from end-2023 was ascribed to an increase in right-of-use assets of Baht 238.66 million as a result of the opening of new freestanding shops and the renewal of lease agreements for the existing shops. Meanwhile, the decrease in total assets as of the end of 2025 from 2024 stemmed from a decline in inventories of Baht 148.42 million and in right-of-use assets of Baht 108.20 million, whereas cash and cash equivalents and other current financial assets went up by Baht 63.89 million and Baht 186.26 million respectively.

Total liabilities amounted to Baht 1,649.94 million, Baht 1,828.13 million, and Baht 1,781.90 million as of the end of 2023-2025 respectively. The key items included trade and other current payables and lease liabilities, combinedly constituting 84.87%, 84.49%, and 84.00% of total liabilities as of the end of such years respectively. The increase in total liabilities as of the end of 2024 from 2023 was attributable to a rise in lease liabilities of Baht 254.71 million following the opening of new freestanding shops and the renewal of lease agreements for the existing shops. Total liabilities as of the end of 2025 dropped from 2024 due to a decrease in lease liabilities of Baht 95.84 million, while trade and other current payables rose by Baht 48.17 million.

Shareholders' equity stood at Baht 3,721.45 million, Baht 3,740.88 million, and Baht 3,717.69 million as of the end of 2023-2025 respectively, which increased/(decreased) in line with the net profit and dividend payment in each period. The Company recorded total comprehensive income of Baht 632.24 million, Baht 702.22 million, and Baht 729.23 million in 2023-2025 respectively, and made dividend payment of Baht 578.16 million, Baht 681.12 million, and Baht 752.40 million during fiscal 2023-2025 respectively.

Financial position as of December 31, 2025

As of December 31, 2025, the Company had total assets of Baht 5,867.48 million, growing by Baht 367.89 million or 6.69% from Baht 5,499.59 million as of the end of 2024. Such asset growth was driven by an increase in other current financial assets of Baht 162.65 million due to a rise in investment units held for trading and investment in equity securities, an increase in trade and other current receivables of Baht 82.02 million owing to seasonal sales growth, an increase in inventories of Baht 55.55 million due to the preparation for next-quarter sales, and an increase in right-of-use assets of Baht 46.50 million, following the opening of new freestanding shops and the renewal of lease agreements for the existing shops.

Total liabilities went up by Baht 272.98 million or 15.32% from Baht 1,781.90 million as of the end of fiscal 2024 to Baht 2,054.88 million as of December 31, 2025, caused by an increase in trade and other current payables of Baht 181.09 million and an increase in lease liabilities of Baht 53.32 million.

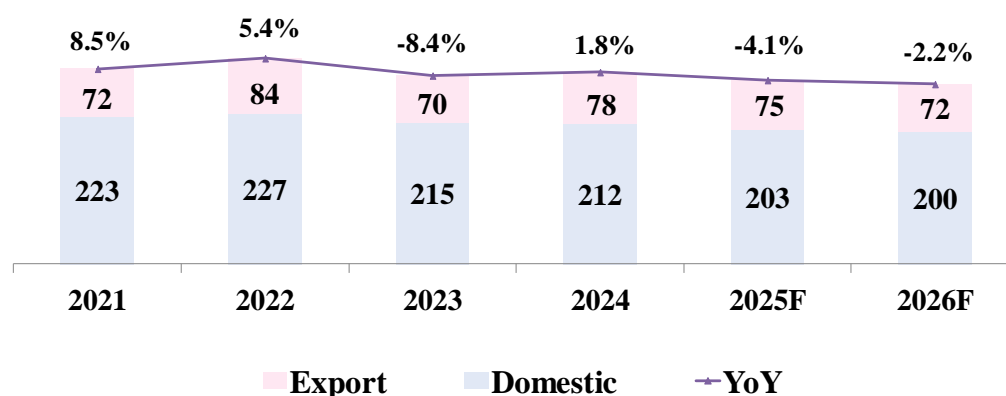
The Company had shareholders' equity of Baht 3,812.60 million as of December 31, 2025, growing by Baht 94.91 million from Baht 3,717.69 million as of the end of fiscal 2024 thanks to an increase in total comprehensive income of Baht 419.62 million, with interim dividend payment of Baht 324.72 million for fiscal 2026.

2.5 Industry situation related to the Company's business

Overview of Thai garment industry

Thailand's garment and fashion market in 2025 and outlook for 2026 have still been threatened by the country's economy that signals a slowdown, combined with persistently intense competition from a growing number of players at home and abroad. Krungthai COMPASS forecasts the total Thai garment market value in 2025-2026 to be around Baht 278 billion – Baht 272 billion, shrinking by 4.1% and 2.2% respectively. Revenues from the domestic garment industry account for 75% of the total market value.

Garment Market Value in Thailand (Billion)



Source: Krungthai COMPASS's Garment Industry Report dated May 14, 2025

The domestic garment market value is projected at Baht 203 billion and Baht 200 billion for 2025 and 2026, contracting by 4.2% and 1.5% respectively due to sluggish consumer demand amid a high cost of living and consumer purchasing power that has not yet fully recovered. This aligns with the forecast of retail market growth in a range of 3.0%-3.4% for 2025 (according to Kasikorn Research Center's report on retail industry trend), which is considered a somewhat low level in years. As such, consumers need to plan their spending carefully and postpone their purchases of luxury products such as fashion clothing. However, some product categories and digital transformation still can continue to grow; for instance, local sportswear sales are likely to expand alongside consumers' rising health awareness. Moreover, garment export value is estimated at Baht 75 billion and Baht 72 billion, a drop of 3.8% and 4.0% respectively stemming partly from economic slowdown of Thailand's major trade partner, the US, which contributes to as high as 38% of the total garment export value, and partly from pressure from a stronger baht.

The Thai garment industry is facing an array of challenging risk factors, comprising 1) fierce competition from imports of cheap ready-made clothing from China, particularly via e-commerce platforms and direct marketing by Chinese manufacturers, as reflected by the CAGR of garment imports from China of as high as 16.5% in 2022-2024 (based on Krungthai COMPASS's garment industry analysis), along with the likelihood of increased influx of Chinese garment into the Thai market amid the intensified trade wars; 2) consumers' weaker purchasing power due to the Thai economic downturn, which leads to lower-than-projected local sales of garment; 3) a high level of production costs, such as electricity and transport costs, and a rise in labor costs in line with the government's minimum wage hike, which may impact the profit margin of labor-intensive operators; and 4) risk of the increased US import tariffs hurting Thailand's garment export to the US, which constitutes as much as 38% of the total garment export value, thereby dampening the profitability of Thai exporters who are unable to pass the tax cost on to consumers.

3. Opinion of the Independent Financial Advisor on reasonableness of the transaction

3.1 Objective and necessity of the transaction

The Company desires to acquire land from its connected person and construct a packing center by purchasing five plots of vacant land with a total area of 5-2-93 rai, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok, from the Seller, Miss Sunee Seripanu, who is its authorized director and major shareholder. The Land to be Purchased is contiguous with both the Company's Mc Fulfillment Center ("MFC"), which is its main product and purchase order management venue, and its own existing vacant land of 5-2-67 rai,⁴ thus allowing it to consolidate these land lots into one single parcel for the development of a fully integrated operation hub. The Company intends to assemble the Land to be Purchased and the said existing vacant land into a single plot covering a total area of 11-1-60 rai, which is a suitable size for the development and construction of a new packing center with an approximate area of 9,800 square meters at an initially estimated cost of Baht 243.30 million, to gear up for its business expansion plan and enhance its capability in product management and distribution to various channels such as retail, wholesale, and e-commerce outlets.

The main objective of the packing center development is to expand storage capacity and enhance the Company's capability to prepare and pack customer orders, in order to support future business growth. Currently, MFC serves as the Company's warehouse used for the entire inventory management to be ready for sale, covering the process of receiving, storing, stock handling, picking and packing, delivery, and returned goods management, and also used for product replenishment to ensure inventory availability for all sales channels. MFC's capacity utilization has been at a high level, staying at around 89% in fiscal year 2025 (ended June 30, 2025), and is expected by the Company to reach 93% in fiscal year 2026 (ended June 30, 2026), which is approaching its operational limit and may be unable to support future workload. Moreover, the limited number of packing stations at MFC creates a bottleneck during the period of huge order volumes such as sales promotion activities or Double Day and Pay Day campaigns. If no expansion of operational center is undertaken, this may lead to future shortages of work space and adverse effects on operational efficiency and customer service or pending orders, resulting in breaches of service contracts. As a result, the Company plans to develop a new building primarily for packing activities, along with storage capacity expansion, and transform MFC into a receiving and storage hub, while the new packing center will focus on order preparation and packing. The operations of both facilities will be designed to function together as a single integrated system (Integrated Warehouse) to maximize efficiency. The allocation of space and operational design of each facility may be adjusted as appropriate. However, such plan is still under study and the Company intends to engage an external expert to undertake the designing of a suitable and optimized operational flow. The designation "Packing Center" is used for clarity during the project development phase and may be revised in the future to better align with its operational role.

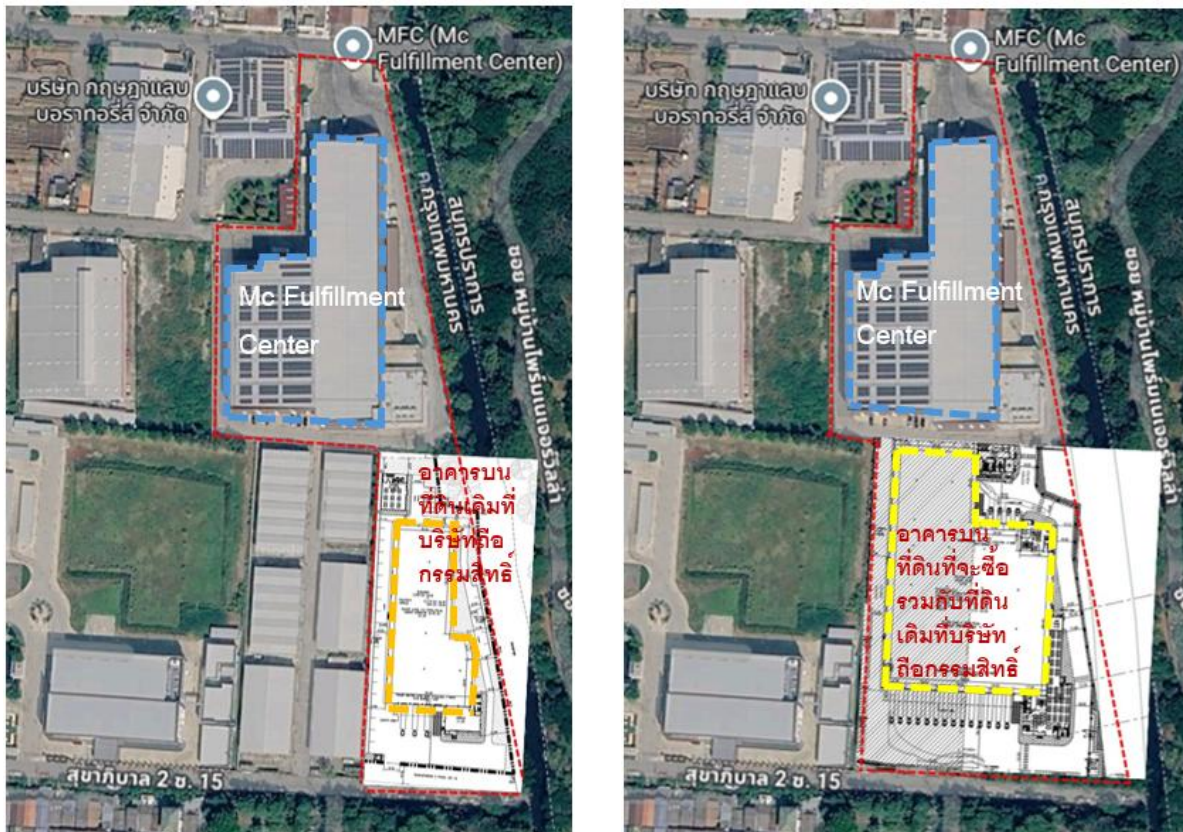
To alleviate the space constraints at MFC in the short term, the Company is in the process of installing a mezzanine floor within the facility to increase usable space. The mezzanine floor will increase the shelving space by approximately 1,700 square meters and accommodate an additional inventory capacity of around 300,000 units. However, even with such additional space, under a conservative sales growth assumption, the Company expects that it will be able to support operations without affecting its core business for only another 2–3 years, which would merely cover the construction period of the new packing center. Such operational center expansion can support long-term business growth.

⁴ The land was acquired by the Company in 2023 from an unrelated third party to support its future warehouse expansion.

Nonetheless, the construction of a new packing center on the Company’s own existing land only may cause a missed opportunity to optimize the land development. This is because such land is trapezoidal in shape (the shortest side is adjacent to MFC) and is diagonally opposite MFC, thus creating a constraint on the new building design for operational integration with the existing building in terms of the entry-exist layout, product transfer, and internal workflow and failing to facilitate a continuous and efficient logistic operation. Moreover, with legal requirements regarding traffic planning, internal roads, and building setbacks, the building can be constructed with an area of only 3,274 square meters, which is much less spatial compared with MFC’s area of around 7,000 square meters, and it nearly reaches the full capacity utilization within three years from the start of operation in 2023, reflecting that the building development on such single plot of land might be inadequate in both size and efficiency to support business growth in the long term.

Furthermore, if the Company opts to develop only its existing land and not to purchase the land in this transaction and if it needs to acquire additional land in the future, the Company may face the risk of such land being already sold to other party and must acquire other plot that might not be adjacent to its existing land, leading to increased operating expenses such as labor cost and transportation cost between sites. The Company may be able to purchase such land afterwards but at a higher price and must construct another separate building and face the same legal requirements regarding traffic planning, internal roads, and building setbacks, hence a failure to optimize the land use. On the contrary, the land purchase and assembly with the contiguous plot from the outset will enable the Company to obtain a suitable land shape and design and construct a single building to support efficient operations and maximize the operational layout and area utilization, as well as better support the long-term business growth.

Pictures comparing the development of the existing land only and the consolidation of the two plots



When the construction is completed with commercial operation commencing around March 2028, the new packing center will be able to accommodate the expected future growth in business and order volumes and help to relieve overcrowding at MFC, whose current occupancy rate in 2025 (July

2024 - June 2025) stands at about 89% and is projected to increase to 93% in 2026 (July 2025 – June 2026) in line with the Company’s sales growth. The packing center project is part of the Company’s key infrastructure investment plan, aiming to boost efficiency in its logistics and supply chain management system, which will enhance its competitiveness and support its long-term business growth.

The Board of Directors views that the Land to be Purchased is in a suitable location that will enable the Company to consolidate all plots for the development of a fully integrated logistic operation hub. This packing center project can enhance the Company’s operational efficiency and flexibility in the long term and support the increasing business volume.

Currently, there are six warehouse buildings located on the Land to be Purchased. The Company has subleased five of those warehouses from a connected person, who is the Seller’s related party, for storing returned goods, packaging materials, and shop decoration items. However, the Company has no intention to further use those warehouses in the future since it plans to construct a new building on such land to meet the specific operational requirements of the new packing center. Therefore, the Company plans to reorganize and gradually remove the returned goods, packaging materials, and shop decoration items from those rented warehouses to its other facilities before the start of construction. The returned goods and packaging materials will be relocated from three warehouses to MFC’s mezzanine. The shop decoration items that are still in use will be relocated from the remaining two warehouses to the Company’s factory building. The disused items will be disposed of or written off. Such relocation will be carried out internally by the Company, using its own forklifts and trucks, and is not expected to incur any significant additional costs.

Moreover, to avoid the potential accounting impact arising from the recognition of existing building value and the subsequent amortization of such value, if the shareholders’ meeting approves the land purchase and packing center construction transaction, the Company will terminate the warehouse sublease agreement, without any penalty, by giving a notice of termination at least 60 days in advance. The Seller agrees to demolish all buildings and structures located on the Land to be Purchased at her sole expense and will hand over the land in a vacant condition ready for project development to the Company.

Map of land location



Source: Google map provided by the IFA

Map showing the land location consists of the following land lots:

| No. | Item | Land area | Use of land |
|-----|---|--------------------|---|
| 1. | Land to be Purchased | 5-2-93 rai | Currently, there are six warehouse buildings located on the Land to be Purchased. The Company has subleased five of those warehouses from the Seller's related party, for storing its products. If the shareholders' meeting approves the transaction, the Company will terminate the warehouse sublease agreement, and the Seller will demolish all buildings and structures located on the Land to be Purchased and hand over the vacant land to the Company. |
| 2. | Existing vacant land owned by the Company | 5-2-67 rai | The Company intends to consolidate the Land to be Purchased with its own existing vacant land for further development and construction of a new packing center. |
| | Total | 11-1-60 rai | For construction of a new packing center |
| 3. | Mc Fulfillment Center | 9-1-70 rai | This is the Company's main product and purchase order management venue. |

Picture showing the front of the Land to be Purchased adjacent to Sukhaphiban 2 Road, Soi 15



Source: Property appraisal report by Brent Joe Cosens Consulting Co., Ltd.

Picture showing the rear of the Land to be Purchased adjacent to Mc Fulfillment Center



Source: Property appraisal report by Brent Joe Cosens Consulting Co., Ltd.

The Land Purchase Transaction is part of the Company's plan to establish a new modernized packing center to enhance its logistics efficiency and increase the capacity to manage future order volume. The Company will sign the land sale and purchase agreement with the Seller by April 30, 2026. The registration of land ownership transfer will be carried out after the fulfillment of all conditions precedent specified in such agreement, which includes the approval from the Company's shareholders' meeting, to be held on June 9, 2026, and the completion of building demolition by the Seller. The Company expects that the registration of land ownership transfer will be completed by September 30, 2026. However, such completion date is subject to change as deemed necessary and appropriate, depending on the period required for the fulfillment of the conditions precedent and the relevant legal and regulatory procedures, with mutual consent from both parties. After that, the Company will carry out all processes required for construction of the new packing center, including the application for all relevant permits.

The Company initially estimates an outlay on the new packing center project as follows:

(1) Land cost of Baht 234.02 million, comprising a purchase price for the Land to be Purchased of 5-2-93 rai of Baht 124.02 million (including the transfer fee to be borne by the Company) and the existing land of 5-2-67 rai acquired by the Company in 2023 of Baht 110.00 million; and

(2) Construction cost of the new packing center of Baht 243.30 million, which is only an initial estimation by the Company as at present and, therefore, is subject to change according to the project's construction plan, detailed design, and construction cost, which will be determined through the process of contractor and supplier selection from among the non-connected third parties.

The Company expects to complete the new packing center construction and all system installation by March 2028 as scheduled (see the details in Item 4.1 (b) Assessment of investment worthiness of the new packing center construction and external warehouse leasing). The estimated timeline for the transaction and the project is as follows:

Tentative timeline for the Land Purchase Transaction and the new packing center construction

| Particulars | Expected date |
|--|--|
| <u>Land Purchase Transaction</u> | |
| 1. Resolution passed by the Board of Directors' Special Meeting No. 1/2026 to propose to the shareholders' meeting for approval of the Land Purchase Transaction with a connected person | April 8, 2026 |
| 2. Signing of the land sale and purchase agreement | No later than April 30, 2026 |
| 3. Approval granted by the EGM No. 1/2026 for the Land Purchase Transaction | June 9, 2026 |
| 4. Payment of the land purchase price and registration of land ownership transfer | After fulfillment of all conditions precedent specified in the land sale and purchase agreement,* with the Company expecting to complete the registration of land ownership transfer by September 30, 2026 |
| <u>Construction of the new packing center (after completion of the Land Purchase Transaction)</u> | |
| 5. Budgeting, construction designing, application for construction permit, and contractor and supervisor | Tentative timeline** June - August 2026 |

| Particulars | Expected date |
|---|-------------------------------|
| selection | |
| 6. Construction of the new packing center | October 2026 - September 2027 |
| 7. Machinery installation and test-run | October 2027 - February 2028 |
| 8. Commercial operation date | March 2028 |

Remark: * The key conditions precedent include 1) approval being obtained from the Company's shareholders' meeting for the Land Purchase Transaction; and (2) the Seller completing the demolition of all structures on the Land to be Purchased and handing over the land as a vacant plot to the Company.

** This is only a tentative timeline and is subject to change as deemed appropriate and depending on the relevant factors.

3.2 Advantages and disadvantages of the transaction

1) Advantages/benefits of the transaction

1.1) The Company will have land available for construction of a new packing center to support its strategic growth and reduce its reliance on warehouse leasing in the future.

By entering into the transaction, the Company will have land available for the development and construction of a new packing center to support future growth under its strategic plan. The Company foresees that the ongoing sales growth through its various channels, notably the e-commerce outlets, will lead to insufficient space for product storage, management, and distribution in the future. The development of a new modernized, fully-equipped packing center will provide a crucial business infrastructure that can efficiently accommodate the increased business volume and support business expansion in the long term.

In addition, the establishment of its own packing center will not only relieve overcrowding at the Company's Mc Fulfillment Center, which is its existing product management and logistics hub, but also reduce its reliance on, cost of, and risk associated with the leasing of large warehouses from external parties in the future. The Company can also decrease its related party transactions arising from the subleasing of warehouses (the five warehouses located on the Land to be Purchased) from its connected person, as well as mitigate risk of lease non-renewal (the warehouse sublease agreement will expire in 2028 and the Company has the right to renew the agreement for another two 3-year terms). Moreover, the said land purchase for construction of a new packing center will increase the Company's fixed operating assets, thus demonstrating its operational stability and building trust among its shareholders and investors in the long term.

1.2) The location of the land, which adjoins the Company's main operation center, will create strategic advantages, enhance operational efficiency, and reduce the duplication of resources and manpower.

The Land to be Purchased is contiguous with both Mc Fulfillment Center, which is the main product and order management hub, and another existing vacant land owned by the Company, thus allowing the Company to assemble all these lots into one single parcel for the development of a fully integrated operation center and not to store its products in separate leased warehouses. This will result in an uninterrupted, more efficient operation process, ranging from receiving, storage, packing to distribution of products, as well as reduce bottlenecks in between-site coordination, facilitate management, minimize processing time, and improve quality control and shipping accuracy.

Furthermore, the Company can maximize efficiency from such centralization of resources, infrastructure, and personnel, compared with the operation at multiple locations, thus helping to limit the increase in manpower through sharing of staff in some positions, improve convenience and speed, and save time for and costs of between-site product transport, travel and communication. As a result,

the Company will be able to significantly decrease its operating expenses and achieve closer and more efficient personnel management, quality control, and operational supervision.

1.3) The Company will benefit from the adjoining location of the land being acquired and its existing land.

Since the Land to be Purchased of 5-2-93 rai adjoins the Company's existing vacant plot of 5-2-67 rai, it will capitalize on the suitable shape, size, and location of the land by consolidating the two plots into a large parcel of 11-1-60 rai. The Company can then appropriately and efficiently design the layout and operational system of the new packing center on such land and develop the project that meets its requirements and is sufficient to support its future growth and business expansion plan.

1.4) The Company can align the project construction design with its requirements.

The development of a new packing center project on its own land enables the Company to design the construction, building layout, and all systems that meet its requirements, which is more efficient than leasing ready-for-use warehouses from a third party. The project will accommodate all systems that suit its operation and support future growth in order volume. Moreover, the roof structure can be designed for efficient solar rooftop installation in order to save electricity costs and reduce operating expenses. It is expected that the new packing center project development can help enhance the Company's operational efficiency and competitiveness in the long run.

1.5) The land acquisition and establishment of its own packing center is more cost-effective than long-term warehouse leasing.

The investment in land acquisition and construction of a new packing center on the Company's own land of 11-1-60 rai at an estimated cost of Baht 477.32 million (total cost of the land being acquired and the Company's existing land + construction) is more cost-efficient than the long-term warehouse leasing to support its future business growth. We have analyzed the investment worthiness by identifying the benefits expected by the Company from such investment to replace the comparable external warehouse leasing, including saving of rental and service fees, reduction in personnel and operating expenses from the centralization of operations and the investment in energy saving, future hikes in land prices, and others. We have also compared value of investment in land and construction of the new packing center project as well as opportunity costs and other expenses such as opportunity cost of investment in financial market, land tax, repairment cost, etc.

From the said analysis, the project's net present value (NPV) is equal to Baht 402.82 million, with internal rate of return (IRR) of 11.69% per year, which is higher than the cost of equity of 6.03%, and a payback period of 10.22 years. In the sensitivity analysis case with the assumption for cost savings and discount rate, NPV is in a range of Baht 312.75 million - Baht 502.63 million and IRR of 11.27% - 12.11% per year and payback period of 9.78 - 10.73 years. Accordingly, the investment in the packing center project is more worthwhile than the long-term warehouse leasing in the future.

Moreover, we have performed another sensitivity analysis apart from the above case, taking into account the uncertainties in oil price hikes, which may crucially impact future economic condition. With the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate, NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years. (See the details in Item 4.1 (b) Assessment of investment worthiness of the new packing center construction and external warehouse leasing.)

1.6) The Company is likely to benefit from future hikes in land prices.

By entering into the Land Purchase Transaction, the Company will acquire the ownership of land that is located in a high-potential area and will likely benefit from rising land value in the future,

which will further increase its asset value and strengthen its financial position. This is because the land being acquired is located in the town plan's purple zone suitable for industrial activities and is a rarely-found plot in Bangkok. The area is conveniently accessible and complete with public utilities. Thus, there is high potential for future appreciation in land prices.

1.7) The land purchase price is considered a fair price as appraised by the independent valuers.

In this transaction, the Company will purchase five plots of vacant land under Title Deeds No. 26967, 33428, 68777, 68778 and 68779 with a total area of 5-2-93 rai or equivalent to 2,293 square wah at a purchase price of Baht 123,800,000 in total or an average of Baht 53,990 per square wah. The purchase price is consistent with the fair value appraised by the two independent valuers, BJC and UTM, using the market approach at Baht 54,000 per square wah or Baht 123,822,000 in total and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value.

1.8) There will be no accounting and operational impacts from the existing buildings on the land.

Currently, there are six warehouse buildings located on the Land to be Purchased. The Company has subleased five of those warehouses from a connected person, who is the Seller's related party, for storing its products. However, the Company plans to establish a new packing center on such land and intends not to further use those warehouses. If the shareholders' meeting approves the Land Purchase Transaction, the Company will terminate the warehouse sublease agreement, without any penalty, by giving a notice of termination at least 60 days in advance. The Seller agrees to demolish all buildings and structures located on the Land to be Purchased at her sole expense and will hand over the land in a vacant condition ready for project development to the Company. In this regard, the Company will recognize the accounting entry only for the transfer of land, without the transfer of any buildings on the land, and can avoid the potential accounting loss arising from amortization of such building value in its financial statements if the Company has to carry out the demolition by itself. Therefore, there will be no accounting effects and impacts on its performance and financial position from the existing buildings on the Land to be Purchased. The Company can then properly recognize the value of such asset investment in accordance with the land utilization purpose.

2) Disadvantages/risks of the transaction

2.1) Risk from reduced liquidity

The Land Purchase Transaction of Baht 124.02 million (land purchase price and transfer fee to be borne by the Company) will be totally financed by the Company's internal working capital. The Company will make the land payment in full amount on the transfer registration date after all conditions precedent specified in the land sale and purchase agreement have been fulfilled, the shareholders' meeting of the Company has approved the transaction, and the Seller has completed the demolition of all buildings on the Land to be Purchased. The Company expects to register the land ownership transfer by September 30, 2026. As of December 31, 2025, it had cash and cash equivalents of Baht 503.39 million and other current financial assets, including fixed deposits with financial institutions of Baht 313.07 million, investment units held for trading of Baht 1,332.62 million, and investment in equity securities of Baht 5.23 million. Entering into this transaction may cause a reduction in its liquidity during such fund requirement period and may impact its overall financial position and liquidity.

For the development and construction of the new packing center, which will follow the Land Purchase Transaction, the Company initially expects to fund the project wholly by its internal working capital in the amount of approximately Baht 243.30 million. When combined with the funding for the land payment, the total working capital required will reach Baht 367.32 million approximately. However, the Company will gradually use funds for the new packing center development and

construction according to the construction payment schedule during Q3/2026 – Q2/2028. Its current internal funds are adequate for such investment. Moreover, it will obtain additional cash flow from future operation to finance the investment in the next 1-2 years. During such financing period, its liquidity may be tightened. Nonetheless, from our analysis of its internal source of funds as of December 31, 2025, we view that the Company will not be affected by the use of its internal capital and its overall financial position and liquidity will not be significantly impacted.

2.2) Risk of the new packing center development and construction deviating from the established plan

The Land Purchase Transaction is aimed at developing and constructing a new packing center in order for the Company to efficiently handle the increased business volume. The Company plans to develop this project on the Land to be Purchased. The construction and all system trial run are scheduled for completion by Q1/2028. Thus, the Company may face risk of the new packing center construction deviating from the established plan as follows:

- *Risk of construction delay* Given that the new packing center construction fails to be completed on schedule and Mc Fulfillment Center is unable to handle the increased business and order volumes, this could affect the Company's efficiency, service quality, and operation, which will relatively impact its revenues and performance, as well as customer and investor trust. However, the Company is confident that the timing of the decision to enter into the Land Purchase Transaction is appropriate, providing sufficient time for all construction procedures to be completed as planned.

- *Risk of cost overrun* Since the new packing center construction on the Land to be Purchased is still in the process of concept designing, cost of construction is therefore only an initial estimate. Moreover, the detailed study is still underway and the Company has not yet selected and engaged any contractors to undertake the detailed designing and construction works. Thus, the actual construction cost may be higher than the initial estimate. During construction, there may also be changes to the construction plan or a spike in labor wages and building material prices. These could lead to a cost overrun, the need for additional fundraising, or failure to proceed with the construction as planned, or failure to achieve the expected return or investment worthiness. However, this is a common risk potentially faced by construction projects.

Furthermore, the severe retaliatory attacks between the US and Iran since late February 2026 and the closure of the Strait of Hormuz in the Middle East, which is the world's largest oil maritime route and is close to the conflict area, have led to a surge in global crude oil prices due to supply shortage concerns. The situation remains unresolved and, if the conflict still persists during the project's scheduled construction period, it will inevitably drive up the construction cost from the Company's estimate and relatively lead to a change in the return or investment worthiness from the projection. (See the details in Item 4.1 (b) Assessment of investment worthiness of the new packing center construction and external warehouse leasing.)

2.3) Risk of the shareholders' meeting disapproving the transaction

The Company will seek approval for the land purchase from the connected person and the packing center construction from the shareholders' meeting according to the rules prescribed in the Connected Transaction Notifications and the Acquisition or Disposal Transaction Notifications, with required affirmative votes of at least three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, excluding votes of the shareholders who have a vested interest and are not entitled to vote. (*Details of the shareholders having a vested interest and not entitled to vote are provided in Item 1.6.*)

The Company may face risk of the shareholders' meeting disapproving the transaction. Given that the shareholders' meeting rejects the transaction, the Company will fail to enter into the transaction and will have incurred wasteful preparation expenses for the transaction, such as

independent valuers' fees, independent financial advisor's fee, expenses relating to preparation of reports and documents for the shareholders' meeting, expenses on arrangement of the shareholders' meeting and all procedures according to the regulations, as well as the time spent by its staff on a detailed study of information relating to the transaction.

3.3 Advantages and disadvantages of entering into the transaction with the connected person compared with the transaction with a third party, necessity of entering into the transaction with the connected person, and reasons for not entering into the transaction with a third party

Advantages and necessity of entering into the transaction with the connected person compared with the transaction with a third party

- 1) *The Company will acquire land of a suitable size for its new packing center development and construction that allows for consolidation of all operations into a fully integrated operation hub in a single location.*

By entering into the transaction with the connected person, the Company will acquire land that is suitable for its new packing center development and construction. The land adjoins both Mc Fulfillment Center and another existing vacant land owned by the Company, thus allowing the Company to assemble all these lots into one single parcel for the development of a fully integrated operation center. This will result in an uninterrupted operation process, ranging from receiving to storage, packing and distribution of products, which is more efficient than the operation at separate locations. Furthermore, the Company can maximize efficiency from such centralization of resources, infrastructure, and personnel, thus enabling it to cut down on operating expenses and achieve closer and more efficient personnel management, quality control, and operational supervision. The suitable size of the Land to be Purchased combined with the Company's own existing land for the new packing center construction will provide sufficient area to accommodate its future growth. When compared with the transaction with a non-connected person, it is apparently difficult to acquire land that is owned by such third party or is publicly put up for sale and is located in the same or nearby area in the purple zone, which is designated for industrial development and suits the Company's objective and requirement to construct a new packing center on the land. Besides, the Company has not been approached by any other landowners so that it would acquire land in the desired location with the features or size similar to the land in this transaction.

- 2) *Negotiations for the transaction terms are more flexible.*

The Company will enter into the transaction with its connected person, i.e. the Seller, who is its authorized director and major shareholder, thus leading to convenience, rapidity and flexibility in all relevant procedures such as negotiation and preparation of documents and agreement, as well as efficient coordination under the terms and conditions of the related agreement. On the contrary, entering into the transaction with a non-connected person not only is more time-consuming but also requires inspection of the assets being acquired.

The total value of the connected transaction in purchase of land of 5-2-93 rai or 2,293 square wah from the Seller at Baht 123,800,000 in total or Baht 53,990 per square wah is considered a fair and reasonable price since it is based on the fair value appraised by the two independent valuers at Baht 54,000 per square wah or a total of Baht 123,822,000. The purchase price is lower than the appraised value by Baht 22,000 or 0.02% of the appraised value.

Disadvantages and risks of entering into the transaction with the connected person compared with the transaction with a third party*1) There could be doubts regarding independence and conflict of interest.*

Entering into the transaction with the connected person could lead to doubts about the Company's independence in negotiations for favorable price and terms of the transaction in the best interests of the Company and its shareholders. However, before entering into the transaction, the Company has conducted a profound study and analysis of relevant information and hired two independent valuers, both being the capital market appraisal companies approved by the SEC, to perform a market value appraisal of the Land to be Purchased. The land purchase price has been agreed upon between the Company and the Seller based on the appraised value of the two valuers.

Since the land purchase from the connected person and the packing center construction constitutes a connected transaction, the decision at the Board of Directors' Special Meeting No. 1/2026 on April 8, 2026 to consider proposing the transaction to the shareholders' meeting for approval rested with the non-interested directors while the director who has a vested interest was not entitled to vote on such transaction. The process of entering into the connected transaction complies with the rules under the related notifications and is one of the approaches to protecting the Company's interests. *(Name of the interested director who was not entitled to vote on the Land Purchase Transaction at the Board of Directors' Special Meeting No. 1/2026 is provided in Item 1.6.)*

The Board of Directors resolved to approve the transaction, viewing that the transaction aligns with the Company's business plan and growth direction. The Land to be Purchased is in a strategic location since it is contiguous with Mc Fulfillment Center and another existing plot of land owned by the Company, thus allowing the Company to consolidate these land lots into a single parcel for efficient development of a fully integrated logistic operation hub. As for the packing center project, the Board of Directors has assessed the investment suitability based on the business growth prospect and current operation format, including relevant financial factors such as the project's NPV, IRR and payback period, and viewed that the project will help enhance the Company's operational efficiency and flexibility in the long term and support the increasing business volume. However, the project's success still hinges on relevant factors such as economic situation, construction cost, and demand for products in the future.

Based on the fair value appraisal by the independent valuers, the Board of Directors considered that the land purchase price is appropriate and reasonable. In view of this, coupled with the land location and strategic benefits to the Company, and when compared with the alternatives for land acquisition from other sources, the Land to be Purchased is deemed suitable for the Company's business operation.

From its thorough consideration, the Board of Directors viewed that the conditions for the transaction are appropriate and fair to the Company and do not put the Company at a disadvantage, compared with the transaction entered into with a third party under similar circumstances. With the Seller agreeing to demolish all existing buildings at her own cost and hand over the land in a vacant condition, the Company will be able to instantly use the land for its project development as well as to reduce the accounting impact from transfer and amortization of such building value, which would otherwise be a buyer's burden in a third-party transaction.

At the Board of Directors' meeting to consider and approve the transaction, Miss Sunee Seripanu, the interested director, did not participate in the meeting and was not entitled to cast votes on this agenda item to ensure transparency and compliance with the corporate governance principles. In conclusion, the Board of Directors (excluding the interested director) was of the opinion that the transaction is appropriate, reasonable, and in the best interests of the Company and its shareholders as a whole and deemed it appropriate to submit the transaction to the shareholders' meeting for further consideration and approval.

2) *The Company will have to bear the obligations and expenses arising from the transaction with the connected person.*

Since the value of the connected transaction in land purchase from the Seller is greater than Baht 20 million and exceeds 3% of the Company's net tangible assets, the Company is required to fulfill the following obligations under the Connected Transaction Notifications, thereby resulting in extra expenses incurred when compared with the transaction with a non-connected person:

(1) To hold the Board of Directors' meeting to consider and approve the connected transaction and the asset acquisition transaction;

(2) To disclose an information memorandum on the connected transaction and the asset acquisition transaction to the SET;

(3) To appoint an independent financial advisor to provide opinion on the connected transaction and the asset acquisition transaction; and

(4) To convene a shareholders' meeting to consider and approve the connected transaction and the asset acquisition transaction, with required affirmative votes of at least three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, excluding votes of the shareholders having a vested interest.

Therefore, to comply with such regulations, the Company will have to bear the obligations and extra expenses, compared with the transaction with a third party.

3.4 Adequacy of financing sources

The total consideration for the Land Purchase Transaction is Baht 124.02 million, comprising land purchase price of Baht 123.80 million and transfer fee to be borne by the Company of Baht 0.22 million. However, such land acquisition is part of the Company's packing center project, which requires further investment in construction with an initially estimated budget of Baht 243.30 million, thus resulting in a total cost of investment in this project of approximately Baht 367.32 million. This will be financed entirely by the Company's internal working capital.

The adequacy of financing sources for the land purchase and the construction project, based on the Company's financial statements for the fiscal years ended June 30, 2024-2025 and the six-month period ended December 31, 2025, is as shown below:

| Statement of cash flow (Baht million) | 2024 | 2025 | Jul-Dec 2025 |
|---|---------------------|---------------------|---------------------|
| Net cash provided by (used in) operating activities | 936.77 | 1,044.23 | 457.12 |
| Net cash provided by (used in) investing activities | (105.18) | (33.18) | (43.18) |
| Net cash provided by (used in) financing activities | (881.99) | (947.16) | (406.22) |
| Net increase (decrease) in cash and cash equivalents | (50.40) | 63.89 | 7.72 |
| Cash and cash equivalents at beginning of period | 482.18 | 431.78 | 495.67 |
| Cash and cash equivalents at end of period | 431.78 | 495.67 | 503.39 |
| Balance sheet (Baht million) | Jun 30, 2024 | Jun 30, 2025 | Dec 31, 2025 |
| Cash and cash equivalents at end of period | 431.78 | 495.67 | 503.39 |
| Other current financial assets | | | |
| Fixed deposits with financial institutions | 404.65 | 310.79 | 313.07 |
| Investment units held for trading (fixed income fund) | 888.05 | 1,172.76 | 1,332.62 |
| Total liquid assets | 1,724.48 | 1,979.22 | 2,149.08 |

It is evident from the above table that the Company consistently generates high cash flow from operation every year. Despite the dividend payout at almost 100% of its annual net profit, the Company can constantly maintain cash and cash equivalents at around Baht 500 million as of the end of period. Taking into account its cash and cash equivalents combined with other current financial assets such as fixed deposits with financial institutions and investment units held for trading (fixed income fund) as of June 30, 2026, the Company has liquid assets that can be used for investment in a total amount of Baht 2,149 million. Compared with the investment in this transaction of Baht 367.32 million (land purchase price of Baht 123.80 million + transfer fee to be borne by the Company of Baht 0.22 million + investment in new packing center construction of Baht 243.30 million), the Company apparently has sufficient financing sources for this transaction.

Therefore, we are of the opinion that the Company has sufficient financing sources for both the Land Purchase Transaction and the packing center project.

3.5 Opinion of the IFA on reasonableness of the transaction

Based on the reasons, necessity, and comparison of the advantages and disadvantages of entering into the transaction with the connected person and the asset acquisition transaction, we view that the Land Purchase Transaction with the connected person and the packing center construction are necessary for the Company's business operation due to the fact that its current warehousing capacity nearly reaches the operational limit, together with the risk of space shortages during the period of high order volumes, which could impact its operational efficiency and customer service. Moreover, the transaction is intended to gear up for business expansion and increasing order volumes under the Company's strategic plan, particularly for online distribution which is likely to experience robust growth in line with the e-commerce market trend, as bolstered by the Company's successful online sales expansion with a growth rate of 28%, 69%, and 89% in fiscal 2024-2025 and the first half of fiscal 2026 respectively. The acquisition of the Land to be Purchased for development and construction of a new packing center will be beneficial to business operation and enhance management efficiency in the long term. The Company will be able to significantly decrease its operating expenses compared with the leasing of external warehouses and the operation at separate locations. Moreover, it will likely benefit from future land price hikes, which will further add value to its assets. The land purchase price is considered fair and reasonable since it has been mutually agreed upon by the Company and the Seller based on the fair value appraisal by the two independent valuers. The Land to be Purchased is not subject to government expropriation or any land restrictions such as high-voltage power lines and access for other plots either by registered servitude or actual usage, according to the Independent Valuers' appraisal reports.

Nonetheless, as the land purchase and the construction project will be totally financed by the Company's internal working capital, this could cause a reduction in its liquidity. The Company may also face risk of the packing center project, which is related to the land purchase, deviating from the established plan, leading to failure to achieve the expected return on investment, and risk of the shareholders' meeting disapproving the transaction, thus resulting in a waste of expenses incurred on all preparations for the transaction. Regarding financing sources, we view that the Company has adequate funds to enter into this transaction.

In our opinion, the land purchase and packing center construction, which constitutes a connected transaction and an asset acquisition transaction, will be substantially beneficial to the Company and its shareholders. **The transaction in land purchase and packing center construction is therefore considered reasonable.**

4. Opinion of the Independent Financial Advisor on fairness of price and conditions for the transaction

4.1 Fairness of land purchase price

(a) Analysis of purchase price versus appraised value

The Company will purchase five plots of vacant land with a total area of 5-2-93 rai or equal to 2,293 square wah, located on Soi Sukhaphiban 2, Yaek15, off Sukhaphiban 2 Road, Prawet Subdistrict, Prawet District, Bangkok, at a price of Baht 123,800,000 with a transfer fee of Baht 215,542 to be borne by the Company. The total transfer fee will be borne by the Company and the Seller on a 50:50 basis, while other expenses relating to the land ownership transfer such as withholding tax, specific business tax, or stamp duty will be solely borne by the Seller.

We have determined the appropriateness of the land purchase price by comparison with the appraised value obtained from independent valuers. In this regard, the Company hired two independent valuers, namely Brent Joe Cosens Consulting Co., Ltd. (Independent Valuer) (“**BJC**”) and Ultima Appraisal Co., Ltd. (“**UTM**”), both being the capital market appraisal companies approved by the SEC, to appraise the Land to be Purchased. Both BJC and UTM appraised the land at Baht 54,000 per square wah or a total value of Baht 123,822,000, as follows:

| Independent Valuer | Appraisal approach | Appraised value (Baht) | Purchase price (Baht) | Purchase price lower than appraised value (Baht) |
|--------------------|--------------------|------------------------|-----------------------|--|
| 1. BJC | Market approach | 123,822,000 | 123,800,000 | 22,000 |
| 2. UTM | Market approach | 123,822,000 | | (0.02%) |

In our opinion, the market price or fair value derived from the land appraisal by the two independent valuers, using the market approach, is suitable for use as a benchmark to determine the land purchase price in this transaction and could well reflect the true value of the appraised property. By comparing with the land value appraised by BJC and UTM at Baht 123,822,000 and Baht 123,822,000 respectively, the price at which the Company will purchase the land of Baht 123,800,000 is consistent with the said appraised value of both valuers and, thus, **is considered appropriate**.

Details of land appraisal

The property appraised by the two independent valuers, using the market approach, includes five plots of vacant land under Title Deeds No. 29578, 33428, 68777, 68778, and 68779 with a total area of 5-2-93 rai or equal to 2,293 square wah, located on Soi Sukhaphiban 2, Yaek15, off Sukhaphiban 2 Road, Prawet Subdistrict, Prawet District, Bangkok.

Details of the property appraisal performed by the two independent valuers for public purposes according to the appraisal report dated February 11, 2026 of BJC and the appraisal report dated February 23, 2026 of UTM can be summarized in the table below:

| Appraisal approach | Details of property | Owner | Appraised value | |
|--------------------|---|------------|--|--|
| | | | BJC | UTM |
| Market approach | - Five plots of vacant land with a total area of 5-2-93 rai or 2,293 square wah, owned by the Seller, as follows: | The Seller | Baht 123,822,000 (Baht 54,000/sqw.) | Baht 123,822,000 (Baht 54,000/sqw.) |

| Appraisal approach | Details of property | | | | Owner | Appraised value | |
|--------------------|---|-----------------------|-----------------|-----------------------------------|-------|-----------------|-----|
| | | | | | | BJC | UTM |
| | | Title Deed No. | Area | Government appraisal price | | | |
| | 1. | 26967 | 0-1-47.0 | Unsurvey | | | |
| | 2. | 33428 | 0-3-87.0 | 9,400 | | | |
| | 3. | 68777 | 0-3-78.0 | 9,400 | | | |
| | 4. | 68778 | 1-3-17.0 | 9,400 | | | |
| | 5. | 68779 | 1-2-64.0 | 9,400 | | | |
| | | Total | 5-2-93.0 | | | | |
| | <ul style="list-style-type: none"> - The land is located on Soi Sukhaphiban 2, Yaek15, off Sukhaphiban 2 Road, Prawet Subdistrict, Prawet District, Bangkok. - The land is not subject to government expropriation or any land restrictions such as high-voltage power lines and access for other plots either by registered servitude or actual usage. | | | | | | |

Property appraisal by BJC

BJC employed the **market comparison approach** to appraise the property, which is vacant land, together with the weighted quality scores (WQS) technique. The property was appraised through WQS comparison with the market data based on factors that affect the property value such as location, transportation and accessibility, physical characteristics, development potential, environment, public utilities, etc., to analyze the property value by assigning different factors and weights to each property according to the level of importance. The total score of each factor is equal to 100%, using the weighted scoring criteria by factor on a scale of 0-10 (very poor-excellent). The data were then analyzed and adjusted by assigning similarity scores as appropriate. Total weight of all factors is equal to 100%.

In the appraisal, BJC conducted a market survey on the offering prices of land in the area that is close to the appraised property, which is located on a Soi off Sukhaphiban 2 Road, and has the general physical characteristics most similar to the appraised property. The surveyed properties are five land lots with an area of 483.0 - 2,331.3 square wah and offering price between Baht 45,000 and Baht 75,000 per square wah, depending the land's features, area, and location. Details of the market data used in the property appraisal are as follows:

| Particulars | Appraised property | Market data | | | | |
|-------------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|------------------------------|
| | | Data 1 | Data 2 | Data 3 | Data 4 | Data 5 |
| Type of property | Land with buildings | Vacant land | Vacant land | Vacant land | Vacant land | Vacant land |
| Land use | Warehousing | Unused | Unused | Unused | Unused | Unused |
| Location (road or soi) | Sukhaphiban 2 Road | Sukhaphiban 2 Road | Sukhaphiban 2 Road | Sukhaphiban 2 Road | Sukhaphiban 2 Road | Kanchanaphisek Frontage Road |
| Access to land (meter/m.) | Sukhaphiban 2 Soi 15 ~ 500 m. | Sukhaphiban 2 Soi 15 ~ 560 m. | Sukhaphiban 2 Soi 11 ~ 650 m. | Sukhaphiban 2 Soi 31 ~ 650 m. | Sukhaphiban 2 Soi 5 ~ 160 m. | Unnamed Soi ~ 40 m. |
| Distance between appraised property | - | Adjacent to appraised | ~1,500 m. | ~3,100 m. | ~1,900 m. | ~3,400 m. |

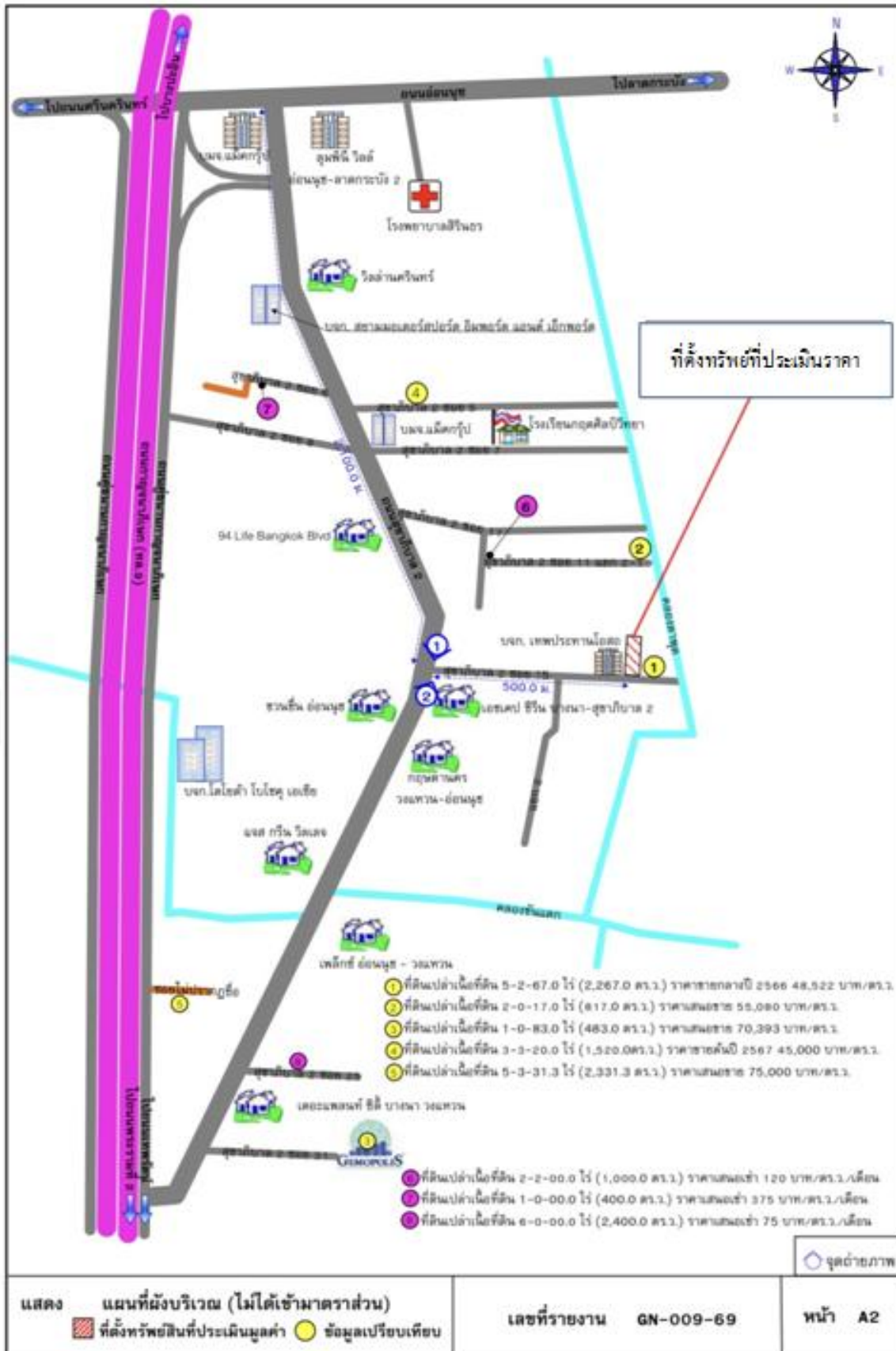
| Particulars | Appraised property | Market data | | | | |
|---|---|---|---|---|---|---------------------------------------|
| | | Data 1 | Data 2 | Data 3 | Data 4 | Data 5 |
| and market data (meter/m.) | | property | | | | |
| Land area (rai-ngan-sqw.) | 5-2-93.0 rai or 2,293.0 sqw. | 5-2-67.0 rai or 2,267.0 sqw. | 2-0-17.0 rai or 817.0 sqw. | 1-0-83.0 rai or 483.0 sqw. | 3-3-20.0 rai or 1,520.0 sqw. | 5-3-31.3 rai or 2,331.3 sqw. |
| Land shape | Almost rectangular | Polygonal | Almost rectangular | Rectangular | Rectangular | Polygonal |
| Width (meter) | 60.0 m. | 75.0 m. | 48.0 m. | 37.0 m. | 155.0 m. | 65.0 m. |
| Approx. land level (meter) | Filled, about 0.20 m. above road level | Unfilled, about 0.20 m. below road level | Filled to road level | Filled, about 0.50 m. above road level | Filled to road level | Filled to road level |
| Type of road in front/right of way (m.) | Reinforced concrete, 8/9 | Reinforced concrete, 8/9 | Reinforced concrete, 6/8 | Reinforced concrete, 12/16 | Reinforced concrete, 5/6 | Asphalt, 6/8 |
| Public utilities | Electricity, water supply, telephone & streetlights | Electricity, water supply, telephone & streetlights | Electricity, water supply, telephone & streetlights | Electricity, water supply, telephone & streetlights | Electricity, water supply, telephone & streetlights | Electricity, water supply & telephone |
| Town plan (zone) | Industrial zone (Purple) | Industrial zone (Purple) | Industrial zone (Purple) | Industrial zone (Purple) | Low-density residential zone (Yellow) | Low-density residential zone (Yellow) |
| Offering price ^{1/} (Baht/sqw.) | | - | Baht 55,080 | Baht 70,393 | - | Baht 75,000 |
| Bargained price ^{2/} (Baht/sqw.) | | - | Baht 50,000 | Baht 65,000 | - | Baht 70,000 |
| Sale/purchase ^{3/} price (Baht/sqw.) | | Baht 48,522 | | | Baht 45,000 | |

Remark: ^{1/} Offering price is a price set by the land owner or the broker.

^{2/} Bargained price is a price expected by the valuer to be negotiable with the seller based on the offering price, selling period, and other factors in the comparison. If the offering price is within a normal market range, it is negotiable by 5%-10%.

^{3/} Sale/purchase price is the actual transaction price of that plot of land.

Picture showing location of the appraised property and the market data by BJC



BJC considered all market data and compared them with the appraised property, using the weighted quality scores (WQS) table to determine the property value, as follows:

| Factors considered | Weighting | Market data | | | | | Appraised property |
|---|------------|-------------|------------|------------|------------|------------|--------------------|
| | (%) | 1 | 2 | 3 | 4 | 5 | |
| 1. Location | 20 | 6 | 6 | 7 | 6 | 8 | 6 |
| 2. Transportation & accessibility | 15 | 7 | 7 | 7 | 8 | 9 | 7 |
| 3. Land area | 10 | 7 | 6 | 5 | 6 | 7 | 7 |
| 4. Land width | 10 | 6 | 6 | 5 | 7 | 6 | 6 |
| 5. Land level | 10 | 5 | 6 | 7 | 6 | 6 | 7 |
| 6. Development potential | 15 | 8 | 8 | 9 | 6 | 7 | 8 |
| 7. Environment | 10 | 7 | 8 | 8 | 5 | 8 | 7 |
| 8. Public utilities | 10 | 6 | 6 | 7 | 5 | 5 | 6 |
| Total scores | 100 | 655 | 665 | 700 | 620 | 720 | 675 |
| Land area | Sqw. | 2,267.0 | 817.0 | 483.0 | 1,520.0 | 2,331.3 | 2,293.0 |
| Offering/sale-purchase price | Baht/sqw. | 48,522 | 55,080 | 70,393 | 45,000 | 75,000 | |
| Offering/sale-purchase price after adjustment | Baht/sqw. | 48,522 | 50,000 | 65,000 | 45,000 | 70,000 | |
| Adjustment rate* | | 1.03 | 1.02 | 0.96 | 1.09 | 0.94 | 1.00 |
| Value after adjustment** | | 50,004 | 50,752 | 62,679 | 48,992 | 65,625 | |
| Weight assigned*** | | 0.217 | 0.434 | 0.174 | 0.079 | 0.096 | 1.00 |
| Value derived from comparison | | 10,851 | 22,027 | 10,882 | 3,866 | 6,329 | 53,956 |
| Adjusted price per unit (Baht) | | | | | | | 54,000 |
| Land size (sqw.) | | | | | | | 2,293.0 |
| Total land value (Baht) | | | | | | | 123,822,000 |

Remark:

- * Adjustment rate is used to calculate the proportion of price adjustment difference by taking the total score of the appraised property, divided by the total score of the market data. For instance, the adjustment rate of Data 1 of 1.03 is calculated from the total score of the appraised property divided by the total score of Data 1 or equal to 675/655.
- ** Value after adjustment is calculated from the offering/sale-purchase price after adjustment, multiplied by adjustment rate. For instance, the value of Data 1 of 50,004 is obtained from the offering/sale-purchase price after adjustment of Data 1 multiplied by the adjustment rate of Data 1 or equal to 48,522 * 1.03.
- *** Weight assigned is derived from the inverse of score difference between the market data and the appraised property in order to scale up a small difference to a large one. For a small difference, which refers to the market data that has a minor score difference and a condition similar to the appraised property, a high weight is assigned to identify the appraised property's market price. If it is a large difference, which refers to the market data that has a high score difference and a condition dissimilar to the appraised property, a small weight is assigned to identify the appraised property's market price. For instance,
 - Data 2 has the smallest score difference of 10 (665-675) with the proportion of difference equal to 0.0645 (10/155 (the sum of score differences)). After inversion, it becomes 15.50 (1/0.0645). The weight assigned is calculated at 0.434 (15.50/35.71 (the sum of score differences after inversion)).
 - Data 4 has the largest score difference of 55 (620-675) with the proportion of difference equal to 0.3548 (55/155 (the sum of score differences)). After inversion, it becomes 2.8182 (1/0.3548). The weight assigned is calculated at 0.079 (2.8182/35.71 (the sum of score differences after inversion)).

Market data compared with the appraised property:

- Data 1 Location: similar; Physical characteristics: inferior; Environment: similar; The selling price in mid-2023 being based on the land sale agreement (ThorDor.13) dated June 29, 2023
- Data 2 Location, physical characteristics & environment: similar
- Data 3 Location: in Gemopolis Industrial Estate; Physical characteristics & environment: superior

- Data 4 Location & physical characteristics: similar; Environment: inferior
- Data 5 Location & environment: superior; Physical characteristics: similar

BJC defined the analyzed factors that have effects on property valuation with WQS technique by assigning scores to each factor as follows:

- *Location factor* was considered from the property's location, e.g., main road frontage, location on a Soi, and access distance. Data 5 is close to Kanchanaphisek Frontage Road, located about 40 meters into a Soi, thus obtaining a higher score for its location than other data. Data 3 is situated in Gemopolis Industrial Estate, which is a good location and was accordingly given a higher score than the appraised property and Data 1, 2 and 4.

- *Transportation & accessibility factor* was determined from convenient transportation and access to the land or easy access to main roads. Data 5 obtained a higher score than all other data because it is located close to Kanchanaphisek Frontage Road, about 40 meters into a Soi. Data 4 was scored the second highest after Data 5 since it is about 160 meters from Sukhaphiban 2 Road, Soi 5, whereas the appraised property and Data 1, 2 and 3 are around 500 - 650 meters from Sukhaphiban 2 Road.

- *Land size factor* was identified from the land's area and suitability for use. The appraised property, Data 1 and Data 5 have a size larger than 5 rai, which is suitable for industrial factory development, and were given a high score accordingly. Data 2, 3 and 4 are smaller than 3 rai, which is not suitable for use as an industrial plant, and were therefore assigned a lower score.

- *Frontage factor* was determined from the land's width that allows easy access. Data 4 was scored the highest since it has a frontage of about 155 meters. The appraised property and Data 1, 2 and 5 obtained the same score as their frontages are similar. Data 3 ranked the lowest due to its narrowest frontage of only about 37 meters.

- *Land level factor* was considered from land filling and readiness for use. Since the appraised property and data 3 are about 0.20 - 0.50 meters above the road level, they are more ready for use than Data 2, 4 and 5, which are at the same level as the road, thus giving the appraised property and data 3 a higher score. Data 1 was scored the lowest as it is about 0.20 meters below the road level.

- *Development potential factor* was determined from the town plan and optimal land use under legal restrictions. Situated in Gemopolis Industrial Estate and in the town plan's Purple Zone, Data 3 has high development potential and accordingly received the highest score. It was followed by the appraised property, Data 1, and Data 2, which are located in the town plan's Purple Zone suitable for industrial factory development. Data 4 and 5 are in the town plan's Yellow Zone, classified as a low-density residential area, and have the least development potential, thus obtaining the lowest score.

- *Environment factor* was determined from the use of land in the area where the property is situated. The appraised property and Data 1, 2, 3 and 5 are in a more developed environment than Data 4, which is located on a Soi and surrounded mostly by undeveloped vacant land and accordingly obtained a lower score than all other data.

- *Infrastructure factor* was considered from public utilities such as electricity, water supply, telephone, the Internet, and streetlights. Data 3 is located in an industrial estate with complete infrastructure, thus receiving a higher score than all others. The appraised property, Data 1 and Data 2 have similar public utilities and therefore obtained the same score. Data 4 and Data 5 have no streetlights and was scored lower than the appraised property accordingly.

From the adjustment to factors and quality scores, the five plots of land with a total area of 2,293 square wah (5-2-93 rai) were appraised at **Baht 54,000 per square wah or a total value of Baht 123,822,000.**

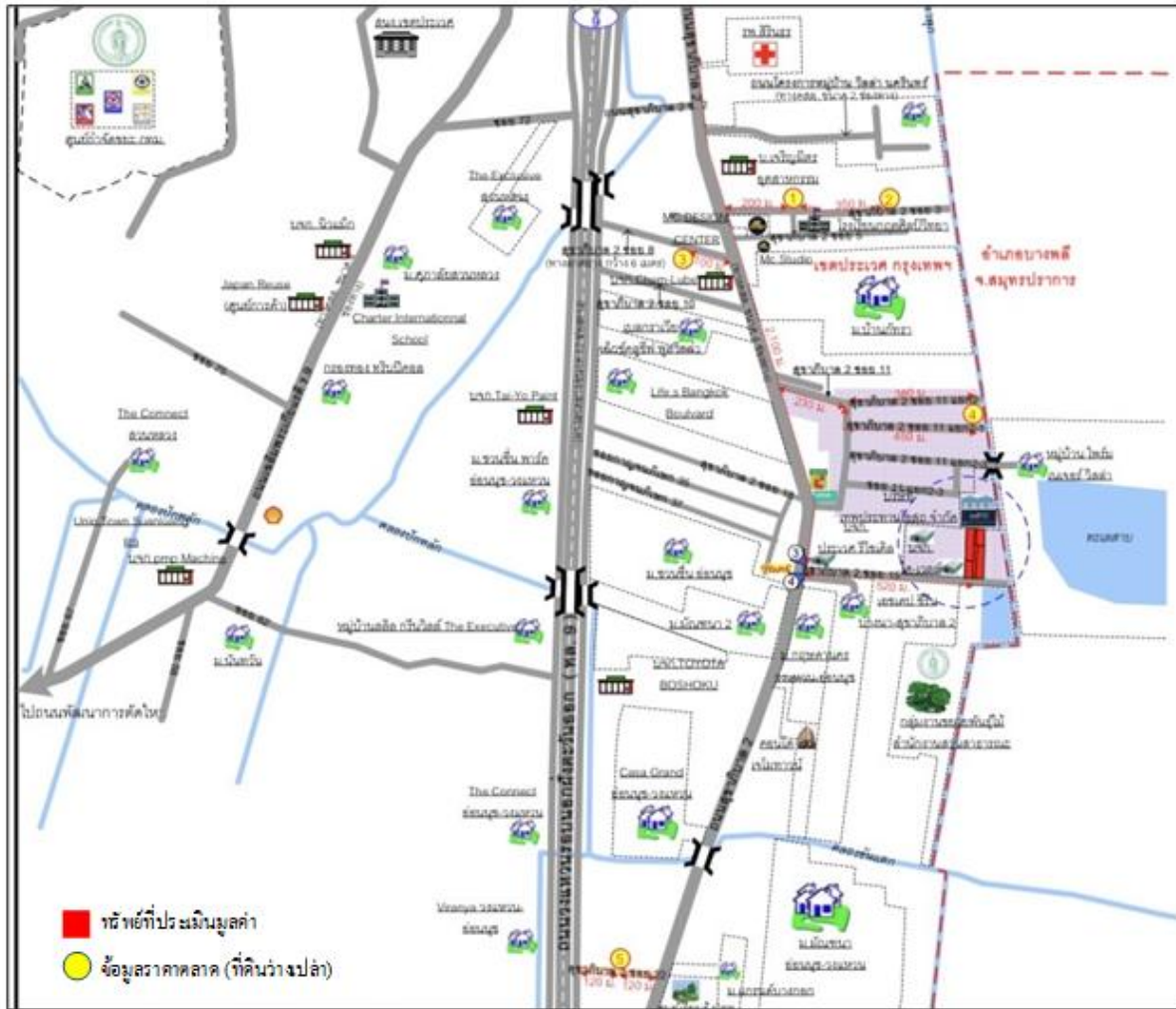
Property appraisal by UTM

UTM appraised the property, which is vacant land, using the **market approach** together with a sales adjustment grid by comparing the appraised property with similar market data obtained from surveys and adjusting for market data differences based on factors such as location, environment and development, convenient transportation, road condition, land size, shape and width, public utilities, legal restrictions, and development trend. Except for its larger size, the appraised property is similar to the market data. Therefore, the only market data difference adjusted by UTM was the land size factor.

In the appraisal, UTM surveyed five market data that are nearby land lots and have the general physical characteristics similar to the appraised property, with an area of 400.0 - 1,483.1 square wah and an offering price range of Baht 55,000 - Baht 70,000 per square wah. Details of the market data used in the property appraisal are as follows:

| Particulars | Appraised property | Market data | | | | |
|--------------------------------------|---|---|---|---|---|---|
| | | Data 1 | Data 2 | Data 3 | Data 4 | data 5 |
| Type of property | Land with buildings | Vacant land | Vacant land | Vacant land | Vacant land | Vacant land |
| Land area (rai-ngan-sqw.) | 5-2-93 rai or 2,293.0 sqw. | 3-2-83.1 rai or 1,483.1 sqw. | 1-0-0.0 rai or 400.0 sqw. | 1-0-26.0 rai or 426.0 sqw. | 2-0-17.0 rai or 817.0 sqw. | 1-3-29.0 rai or 729.0 sqw. |
| Location | Sukhaphiban 2 Soi 15, Sukhaphiban 2 Road | Sukhaphiban 2 Soi 3, Sukhaphiban 2 Road | Sukhaphiban 2 Soi 3, Sukhaphiban 2 Road | Sukhaphiban 2 Soi 8, Sukhaphiban 2 Road | Sukhaphiban 2 Soi 11, Yaek 2-1, Sukhaphiban 2 Road | Sukhaphiban 2 Soi 22, Sukhaphiban 2 Road |
| Land shape | Rectangular | Rectangular | Rectangular | Almost rectangular | Almost rectangular | Almost rectangular |
| Approx. area | Width: 60.0 m. Depth: 155.0 m. | Width: 147.0 m. Depth: 54.0 m. | Width: 30.0 m. Depth: 54.0 m. | Width: 70.0 m. Depth: 27.0 m. | Width: 110.0 m. Depth: 75.0 m. | Width: 50.0 m. Depth: 50.0 m. |
| Land level | About 0.20 m. above road level | Same as road level | Same as road level | Same as road level | Same as road level | Same as road level |
| Public utilities | Electricity, water supply, telephone, drainage & streetlights | Electricity, water supply, telephone, drainage & streetlights | Electricity, water supply, telephone, drainage & streetlights | Electricity, water supply, telephone, drainage & streetlights | Electricity, water supply, telephone, drainage & streetlights | Electricity, water supply, telephone, drainage & streetlights |
| Transportation/type of road in front | Reinforced concrete; 8.00 m. wide | Reinforced concrete; 6.00 m. wide | Reinforced concrete; 6.00 m. wide | Reinforced concrete; 6 lanes | Reinforced concrete; 6.00 m. wide | Dirt road; 4.00 m. wide |
| Road frontage | 1 side | 1 side | 1 side | 1 side | 1 side | 1 side |
| Town plan | Purple: Industrial and warehousing area | Yellow: Low-density residential area | Yellow: Low-density residential area | Yellow: Low-density residential area | Purple: Industrial and warehousing area | Yellow: Low-density residential area |
| Optimal use | Industrial | Residential | Residential | Residential | Industrial | Residential |
| Offering price (per sqw.) | - | - | Baht 55,000 | Baht 70,000 | Baht 55,000 | Baht 64,883 |
| Sale/purchase price (per sqw.) | - | Baht 55,000 Sold in July 2023 | - | - | - | - |

Picture showing location of the appraised property and the market data by UTM



UTM singled out three datasets: Data 2, 3 and 4, which are most similar to the appraised property in terms of characteristics and location, for a comparative analysis. Data 1 and Data 5 were excluded because Data 1 was already sold in 2023, resulting in outdated information, and Data 5 is in a different environment from the appraised property. UTM analyzed the market data and compared them with the appraised property using the sales adjustment grid, the details of which are as follows:

| Details of appraisal | Data 2 | Data 3 | Data 4 | Appraised property |
|---|---------------------------|----------------------------|----------------------------|----------------------------|
| 1. Type of property | Vacant land | Vacant land | Vacant land | Land with buildings |
| 2. Land area (rai-ngan-sqw.) | 1-0-0.0 rai or 400.0 sqw. | 1-0-26.0 rai or 426.0 sqw. | 2-0-17.0 rai or 817.0 sqw. | 5-2-93 rai or 2,293.0 sqw. |
| 3. Selling price/offering price (Baht/sqw.) | 55,000 | 70,000 | 55,000 | - |
| 4. Expected selling price (Baht/sqw.) | 53,000 | 67,000 | 53,000 | - |
| 5. Adjusted for filling cost difference (Baht) (filling cost of Baht 1,00/unit) | 200 | 200 | 200 | - |
| 6. Initial adjustment price | 53,200 | 67,200 | 53,200 | - |

| Details of appraisal | Data 2 | | Data 3 | | Data 4 | | Appraised property |
|---|--------|---------------|--------|---------------|--------|---------------|--------------------|
| Factors considered | | | | | | | |
| 1. Location | 0% | - | 0% | - | 0% | | |
| 2. Environment & development | 0% | - | 0% | - | 0% | | |
| 3. Convenient transportation/road condition | 0% | - | 0% | - | 0% | | |
| 4. Public utilities | 0% | - | 0% | - | 0% | | |
| 5. Land size | -5% | -2,660 | -5% | -3,360 | -5% | -2,660 | |
| 6. Land shape/width | 0% | - | 0% | - | 0% | | |
| 7. Land use & suitability | 0% | - | 0% | - | 0% | | |
| 8. Legal restrictions | 0% | - | 0% | - | 0% | | |
| 9. Development trend | 0% | - | 0% | - | 0% | | |
| Total | | -2,660 | | -3,360 | | -2,660 | |
| Price after adjustment (Baht) | | 50,540 | | 63,840 | | 50,540 | |
| Total absolute | | 2,660 | | 3,360 | | 2,660 | 8,680 |
| Proportion | | 0.31 | | 0.39 | | 0.31 | 1.00 |
| Inverse | | 3.26 | | 2.58 | | 3.26 | 9.11 |
| WQS | | 35.82% | | 28.36% | | 35.82% | 100.00% |
| Total amount per unit (Baht) | | 18,104 | | 18,104 | | 18,104 | 54,312 |
| Property value (rounded) (Baht/sqw.) | | | | | | | 54,000 |
| Property value (Baht) | | | | | | | 123,822,000 |

From the adjustment to factors and quality scores, the five plots of land with a total area of 2,293 square wah (5-2-93 rai) were appraised at **Baht 54,000 per square wah or a total value of Baht 123,822,000.**

Opinion of the IFA on the property appraisal by the independent valuers (BJC and UTM)

In our opinion, the land appraisal by the two independent valuers using the market approach is suitable and appropriate for the valuation of a property that can be compared with the properties which are actually sold/purchased or offered for sale, such as residential property and vacant land. The appraised property was analyzed and compared with other nearby vacant land lots which were offered for sale during the said land appraisal period. As such, it could most accurately reflect the current value of the appraised property.

Nonetheless, the land valuation by the two independent valuers delivered a different appraised value, depending on the assumptions used for the appraisal, the selection of comparable market data, the degree of weighting assigned to various quality factors, and the scoring of the appraised property and the comparable market data, all of which vary according to the valuers' individual viewpoint and consideration under their professional practices.

(b) Assessment of investment worthiness of the new packing center construction and external warehouse leasing

MC Fulfillment Center ("MFC") currently serves as the Company's product and order management hub as well as packing center. MFC has an approximate area of 7,000 square meters and can accommodate a maximum turnover of around 2.40 million items. The capacity utilization stood at 89% in 2025 (July 2024 - June 2025) and is projected to reach 93% in 2026 (July 2025 - June 2026) in line with the Company's sales growth. MFC is wholly operated by the Company to ensure inventory availability for sale. The warehouse management covers receiving, storing, stock handling, picking

and packing, delivery, and returned goods management. It aims to make certain that inventory is available for sale and also to support replenishment for all distribution channels, including freestanding shops, selling points in leading shopping centers and department stores which have nationwide branch networks, and various e-commerce platforms with increased sales, as well as other sales channels such as selling agents, exhibition booths, and retail/wholesale stores. In addition to MFC, the Company has leased five warehouses, out of the total six warehouses located on the Land to be Purchased, with a total leased area of approximately 4,528 square meters from a connected person, who is the Seller's related party, for categorizing, sorting, and storing returned goods, packaging materials, and shop decoration items. However, in entering into the Land Purchase Transaction, the Company has no intention to further use all those warehouses located on the Land to be Purchased since they do not respond to the utilization purposes under its packing center development plan. The Company will instead develop a project to construct a new building on the Land to be Purchased assembled with the adjacent land already owned by the Company to meet the specific operational requirements of the new packing center. The Seller agrees to demolish all buildings and structures located on the Land to be Purchased before handing over the land in a vacant condition ready for project development to the Company.

The Land Purchase Transaction for development and construction of a new packing center will support the Company's business expansion plan and lead to sufficient warehousing area for its future operation, considering that MFC is currently almost reaching its maximum capacity utilization. The Company plans to assemble the Land to be Purchased with its adjoining existing parcel for development and construction of a new modernized packing center, with an approximate area of 9,800 square meters and a capacity to accommodate a maximum turnover of around 3 million items.

The Company initially estimates an outlay on the new packing center project at Baht 477.32 million, as follows:

(1) Land cost is estimated at Baht 234.02 million, comprising a purchase price for the Land to be Purchased of 5-2-93 rai of Baht 124.02 million (purchase price of Baht 123.80 million + transfer fee to be borne by the Company of Baht 0.22 million) and cost of the existing land of 5-2-67 rai acquired by the Company in 2023 of Baht 110.00 million.

(2) Construction cost of the new packing center is estimated at Baht 243.30 million, based on the construction cost per square meter of MFC (constructed in 2022-2023), which is the average construction cost of the fulfillment section and the office (70% and 30%). The construction cost of the office is higher than that of the fulfillment section. The new packing center will consist entirely of warehouse space, with no office area. Such initially estimated construction cost reflects the construction cost per square meter that was already revised up compared with the construction of MFC. The construction cost is only an initial estimation by the Company as at present and, therefore, is subject to change according to the project's construction plan, detailed design, and construction cost, which will be determined through the process of contractor and supplier selection from among the non-connected third parties.

The Company expects that the new packing center will commence commercial operation by March 2028.

However, before proceeding with the Land Purchase Transaction with the connected person, the Company carefully considered other options to acquire additional land nearby, but could not find any land lot or warehouse that is practically usable for its commercial and operational purposes. There are certain constraints of the land and warehouses explored. For example, size is not suitable; most of them are not in the town plan zone that allows warehouse/factory construction (purple zone); and they are not conducive to connection with the existing warehouse and logistic system at MFC. Under such constraints, lease option is considered viable, by leasing a warehouse in distant area and of a suitable size to support the Company's operation and growth. Despite the distance drawback, the Company will not have to invest in land purchase and factory construction. This was compared with the build

option by negotiating for land purchase from its connected person, which requires a huge amount of investment funds.

The packing center project serves as a supporting unit for the Company's normal business operation. As a non-revenue generating unit, it can support production, distribution, and logistic activities to attain the Company's targets. The new packing center, which can be connected with MFC, will facilitate a continuous and more efficient warehouse operation and management process, ranging from receiving, storing, packing to logistics.

Therefore, to provide additional information to the shareholders. We have assessed the investment worthiness of the new packing center construction versus the comparable external warehouse leasing by identifying the benefits expected by the Company from operating cost savings in the case of external warehouse leasing compared with the establishment of its own warehouse through investment in land acquisition for construction of a new packing center ("the Project") over a 20-year cash flow projection period. We have performed a project feasibility analysis based on the net present value (NPV) calculation, discounted by cost of equity, which here is equal to the required rate of return on equity or K_e due to the use of internal cash flow for such project financing, along with the calculation of the Project's internal rate of return (IRR) and payback period. Nonetheless, we have not evaluated the investment worthiness of the new packing center construction versus the leasing of the existing five warehouses on the Land to be Purchased because those warehouses, which are separate buildings, cannot be compared with the new packing center in terms of physical characteristics, size, utility, and operational efficiency. The Company will change from leasing (the five warehouses) to acquiring the property (purchasing only the land where the six warehouses are located), and the nature of the property to be invested in by the Company (packing center building) is not similar to such leased property.

The packing center project is a back-office unit supporting the Company's normal business operation and focusing on management efficiency enhancement, and is a non-revenue generating project. Therefore, financial viability is assessed based on cost savings, which is in line with the capital budgeting principles, for making investment decision on a project aimed at cost reduction and long-term stability. The method measures a return from incremental cash flow derived from cost savings through comparison between the build option and the comparable lease option to evaluate net cash flow against initial investment. On the contrary, a revenue-generating project evaluates net cash inflow generated directly from the project such as revenues from sales or services to identify whether the increased revenues make the initial investment worthwhile.⁵

The cash flow projection for operating expenses in case of external warehouse leasing versus project investment has been prepared by the Company based on its project operation plan and historical operating records. We have reviewed such projection and made adjustment to some assumptions to align with the current relevant circumstances and the transaction to be entered into by the Company, along with the interview with and request for additional information from the Company's management. In our opinion, the assumptions are reasonable. However, such assumptions have been established under the present economic condition. If the economic situation and other external factors that have impacts on the Project's operation and construction cost alter significantly from the assumptions, the Project's NPV, IRR and payback period calculated herein will change accordingly.

⁵ This is a valuation principle by Aswath Damodaran, an NYU financial professor recognized as "the Dean of Valuation." The investment valuation principle is based on the text "Corporate Finance: Theory and Practice" authored by Aswath Damodaran.

The key assumptions for the projection are as follows:

1. Operating expenses for external warehouse leasing

1.1 Rental fee

The Company will lease a warehouse from a third party given that it does not invest in the Project. Since the warehouse is not in the same location as MFC, inventory has to be stored and managed at separate facilities. The leased external warehouse covers a total area of around 9,800 square meters with a rental and service fee of Baht 220/square meter/month, based on the rental and service fee (60:40) under the former lease agreement made by the Company with a third party, subject to the conditions and lease term of 10 years (March 15, 2015 – March 14, 2025), before terminating such agreement on July 31, 2023 to use the current MFC warehouse. With adjustment to the rental rate under such agreement to align with the Project's operation commencement year, the rental fee is estimated at Baht 25.87 million for the first year and assumed to increase by 10% every three years according to the increase rate under the former lease agreement, which is in line with the average warehouse rental fee increase in general. We view that the rental rate of Baht 220/square meter estimated for the first year based on the historical rental fees, adjusted up by the increase rate in general, is viable. Such rate is higher than the standard, ready-built warehouse rental rate since a warehouse, if being leased as the new packing center, will be a built-to-suit warehouse designed to meet the Company's specific requirements and align the functional needs, such as clear height and floor loading, with its racking layout, stock handling, and logistic systems.

1.2 Salary and wage

Salary and wage for a total workforce of 332 persons working at the leased warehouse are projected at Baht 74.17 million for the first year of the projection and are assumed to increase by 3% per year throughout the projection period, based on the average pay increase rate in warehouse department. The external warehouse leasing requires more personnel than the Project due to inefficiency in staff rotation or sharing between MFC and the leased warehouse and the need for sufficient staff to support each sales outlet, notably online sales which require a quick handling of huge order volumes.

The warehouse workforce is projected based on the experience in current MFC warehouse management. The total number of employees and executives required is calculated from inventory turnover at each main process, including inbound of around 31,000 pieces/day, return of 900 pieces/day, put-away of 31,900 pieces/day, offline and online order management, outbound of 58,000 pieces/day, together with 80 packing stations to support on-time delivery and staff's station working time statistics. Such inventory turnover is consistent with the growth prospect under the Company's strategic plan, particularly the e-commerce channel with ongoing growth potential. We deem that such plan is feasible and aligns with the Company's consistently growing online sales channel.

| Functional group | Responsibility | Headcount (person) |
|----------------------|---|--------------------|
| 1. Executives | | 2 |
| -Principal executive | Strategic planning according to the Company's strategy, operational efficiency improvement, and cost control | 1 |
| -Secondary executive | Policy implementation for warehouse operation improvement, operational efficiency improvement, and cost control | 1 |
| 2. Inbound | Goods receiving and capacity management | 24 |

| Functional group | Responsibility | Headcount (person) |
|---|---|--------------------|
| 3. Warehouse management | Accurate put-away in bins and categorized inventory control | 27 |
| 4. Transportation and distribution management | Product distribution to physical stores for offline channel and coordination with online channel in product delivery | 21 |
| 5. System monitoring | Repair, maintenance, and monitoring of electricity, water, and machinery systems | 2 |
| 6. Order fulfillment | Receipt of incoming orders and planning for priority-based picking | 85 |
| 7. Delivery and return | Receipt of products from picking teams and sequential transfer to packing stations | 158 |
| - Offline | Offline product packing | 35 |
| - Online | Online product packing | 113 |
| - Return | Returned product packing and CN issuance | 9 |
| 8. Materials handling | Receiving, issuing, and organizing 1) storefront supplies (hangers, paper, and printer ink), 2) assets (store sewing machines and printer ink), and 3) warehouse supplies | 5 |
| 9. Back office and general administration | Supervision of employees and cleaning staff | 8 |
| Total | | 332 |

1.3 Land and building tax

Land and building tax on the warehouse rental fee is assumed at a fixed rate of 12.50% per year.

1.4 Electricity and water charges

Electricity and water charges are estimated at Baht 3.83 million, based on two times the actual expenses incurred to MFC of roughly Baht 159,500 a month. Having no solar roof, the warehouse bears a higher expense than MFC, which is equipped with a solar roof to save its electricity cost. Electricity and water charges are expected to increase by 3% every three years.

1.5 Warehouse management expenses

Warehouse management expenses, comprising repair and maintenance cost, security fee, office supplies and equipment expenses, insurance premium, etc., are projected at Baht 10.56 million a year, based on the average actual expenses incurred to MFC in 2025 and a 10% increase rate (equivalent to Baht 879,957 a month, an increase of Baht 88,000/month from the average actual expenses incurred to MFC in 2025, comprising monthly security fee of Baht 76,000 for five security guards, equal to the number of guards at MFC, and monthly rental fee of Baht 12,000 for one photocopier provided for the warehouse).

Cost of finished goods transfer from MFC to the leased warehouse is estimated from outsourced transportation service for 26 working days at Baht 3,000/day, and staff shuttle service cost is estimated from two shuttle buses at Baht 80,000/bus/month, resulting in a total cost of Baht 238,000 per month or Baht 2.86 million a year. In case of external warehouse leasing, the Company must provide staff shuttle services as a benefit and to facilitate their

operation, with designated routes and pick-up/drop-off points. Such service fee rate is based on the actual fee paid by the Company.

Rental fees for vehicles used in the warehouse and for product delivery, consisting of reach truck, forklift, pickup truck, 6-wheel truck, and others, are projected at Baht 210,000 per month or Baht 2.52 million per year, based on number of vehicles required and monthly rental rate. Such expenses are assumed to increase by 3% per year throughout the projection period, which is in line with the average service fee increase in general. The external warehouse requires more vehicles than the new packing center because, at the warehouse, vehicles must be adequately available for specific spot rotation. On the contrary, the new packing center can share vehicles with MFC (with eight vehicles), resulting in a lower investment in additional vehicles (procurement of four vehicles can save rental fees by Baht 90,000/month) and cost efficiency through such shared assets.

| Vehicles for external warehouse | Quantity (units) | Monthly rental fee (Baht) |
|--|-------------------------|----------------------------------|
| Reach Truck | 2 | 60,000 |
| Forklift | 1 | 30,000 |
| Pickup truck | 2 | 50,000 |
| Six-wheel truck | 2 | 70,000 |
| Total | 7 | 210,000 |

1.6 Interest income

In case of the external warehouse leasing, the Company needs not to use its internal cash flow for project financing and can continue to generate benefits from such funds in the form of deposit interest and/or returns on investment in mutual funds. Based on the Company's current average deposit rate of 1.5% per year and the Project's investment cost of Baht 477.32 million, such benefits are projected to amount to Baht 7.16 million a year. According to its consolidated financial statements for the six-month period ended December 31, 2025, the Company has cash and cash equivalents of Baht 503.39 million, fixed deposits with financial institutions of Baht 313.07 million, investment units held for trading of Baht 1,332.62 million, and investment in equity securities of Baht 5.23 million, which are considered sufficient for investment in the Project with no need to rely on external financing.

1.7 Tax savings

The Company will benefit from tax savings on operating expenses (calculated from the net expense projection in Items 1.1 - 1.6) and the corporate income tax of 20% throughout the projection period.

2. Operating expenses for the Project (land purchase and new packing center construction)

The investment in the Project, which adjoins MFC and thus allows for the assembling of all land lots into a single parcel for development of a fully integrated operation center with no need for product storage at separate locations as in the case of external warehouse leasing, will create strategic advantages, enhance operational efficiency, reduce the duplication of resources and manpower, limit the increase in manpower through staff sharing in some positions, and save costs of between-site product transport, travel and communication. As a result, the Company will be able to significantly decrease its operating expenses compared with the external warehouse leasing. Details of the operating expense projection are as follows:

2.1 Salary and wage

Salary and wage for a total workforce of 232 persons working in the Project are estimated at Baht 51.32 million for the first year of the projection and are assumed to increase by 3% per year throughout the projection period, based on the average pay increase rate in warehouse department. The Project requires a smaller number of workforce than the external warehouse leasing due to staff sharing in some positions between the Project and MFC, which are in the same location.

The new packing center's workforce is projected based on the experience in current MFC warehouse management. The total number of employees and executives is calculated from inventory turnover at each main process, including inbound of around 31,000 pieces/day, return of 900 pieces/day, put-away of 31,900 pieces/day, offline and online order management, outbound of 58,000 pieces/day, together with 80 packing stations to support on-time delivery and staff's station working time statistics. Such inventory turnover is consistent with the growth prospect under the Company's strategic plan, particularly the e-commerce channel with ongoing growth potential. We deem that such plan is feasible and aligns with the Company's consistently growing online sales channel. The savings obtained are estimated from the centralization of operations that leads to flexibility in manpower management and operating staff sharing and rotation according to inventory management in each period. This is similar to capacity expansion at the existing warehouse, which is more cost savings than the separation into two warehouses or the external warehouse leasing. The operational staff at the MFC, who are expected to be rotated to support the new packaging center, are both sufficient in number and adequately skilled. Through multi-skill training and role rotation, the Company can manage personnel during regular sales periods without necessitating increased working hours or overtime payments.

| Functional group | Headcount (person) | Decrease* (person) | Factors driving headcount reduction vs. warehouse leasing |
|---|--------------------|--------------------|---|
| 1. Executives | 1 | 1 | |
| - Principal executive | 1 | - | |
| - Secondary executive | - | 1 | Secondary executive adopts policy from principal executive and coordinates with department managers, with one executive assigned to each location. |
| 2. Inbound | 18 | 6 | During low inbound vendor volumes, staff can be redeployed to put-away and return stations. |
| 3. Warehouse management | 21 | 6 | When volume of put-away in bins is low, staff can be redeployed to inbound, return, and picking stations before packing. |
| 4. Transportation and distribution management | 14 | 7 | When delivery volume is lower than usual, staff can be redeployed to other stations such as packing. |
| 5. System monitoring | - | 2 | Repair, maintenance, and monitoring of electricity, water, and machinery systems are handled by the same team as MFC; therefore, no position for this task is needed at the new packing center. |
| 6. Order fulfillment | 60 | 25 | When picking volume is low, staff can be redeployed to storing, put-away, and packing stations. |
| 7. Delivery and return | 111 | 47 | |
| - Offline packing | 25 | 10 | Staff can be redeployed to online packing |

| Functional group | Headcount (person) | Decrease* (person) | Factors driving headcount reduction vs. warehouse leasing |
|---|--------------------|--------------------|---|
| <i>station</i> | | | station when online order volume is higher than usual and also to picking station while waiting for orders. |
| - Online packing station | 79 | 34 | Staff can be redeployed to offline packing station when offline order volume is higher than usual and also to return station. |
| - Return station | 7 | 2 | Packing staff can be redeployed to return station. |
| 8. Materials handling | 3 | 2 | In case of urgency, staff from other departments can be redeployed to assist in receiving and issuing storefront supplies and warehouse supplies. |
| 9. Back office and general administration | 4 | 4 | Human resource and warehouse & cleaning staff supervision are handled by the same team as MFC. |
| Total | 232 | 100 | |

* Number of employees that can be reduced compared with the external warehouse leasing.

Based on the Company's warehouse management experience, including engagement of an external entity to undertake its warehouse management, leasing of external warehouses for operation by itself, and establishment and management of MFC warehouse by itself, the Company therefore has information on personnel management to control and maintain an appropriate level of management cost to revenue. We believe that the personnel savings in the Project, compared with the external warehouse leasing, as estimated by the Company above are reasonable.

2.2 Land and building tax

Land and building tax is set to be 0.5% per year of the value of land and building, or amounting to approximately Baht 1.84 million, and assumed to increase by 3% every three years.

2.3 Electricity and water charges

Electricity and water charges are estimated at Baht 1.91 million, based on the actual expenses incurred to MFC of roughly Baht 159,500 a month, and assumed to increase by 3% every three years.

2.4 Warehouse management expenses

Warehouse management expenses, comprising repair and maintenance cost, security fee, office supplies and equipment expenses, insurance premium, etc., are projected at Baht 9.50 million a year, based on the average actual expenses incurred to MFC in 2025 and a 10% discount, compared with the monthly expenses in case of external warehouse leasing, for some shared expenses (equivalent to Baht 791,961 a month, decreasing from Baht 879,957/month in case of external warehouse leasing due to a drop in monthly security fee of Baht 76,000, with two security guards hired at the packing center, and no monthly photocopier rental fee of Baht 12,000 by using MFC's photocopier).

Rental fees for vehicles used in the warehouse and for product delivery, consisting of reach truck, pickup truck, 6-wheel truck, and others, are estimated at Baht 120,000 per month or Baht 1.44 million per year, based on the number of vehicles required and the monthly

rental rate. Such expenses are assumed to increase by 3% per year throughout the projection period, which is in line with the average service fee increase in general. The new packing center requires fewer vehicles than the external warehouse due to vehicle sharing with MFC (with eight vehicles), resulting in a lower investment in additional vehicles and cost efficiency through such shared assets. Besides, there is no cost of finished goods transfer from MFC to the new packing center since the two facilities are contiguous, nor cost of staff shuttle service as this service is already provided by MFC and most employees travel by their own vehicles. The current shuttle service utilization is only 40% and, therefore, it is projected that the remaining capacity can accommodate the new packing center's employees.

| Vehicles for the new packing center | Quantity (units) | Monthly rental fee (Baht) |
|--|-------------------------|----------------------------------|
| Reach truck | 1 | 30,000 |
| Forklift | 1 | 30,000 |
| Pickup truck | 1 | 25,000 |
| Six-wheel truck | 1 | 35,000 |
| Total | 4 | 120,000 |

The projection of reduced warehouse management expenses is based on the Company's warehouse management experience, including engagement of an external entity to undertake its warehouse management, leasing of external warehouses for operation by itself, and establishment and management of MFC warehouse by itself. Therefore, the Company has information on management of its warehouse management expenses. We believe that the savings of warehouse management expenses, as estimated by the Company above, are reasonable.

2.5 Maintenance capital expenditure

Maintenance capital expenditure is assumed at 3% of construction cost required every five years, or amounting to Baht 7.30 million.

2.6 Depreciation

The building construction and solar roof installation project involves a total investment cost of about Baht 243.30 million, with a maintenance cost of 3% of the construction value required every five years. Using a straight-line depreciation method with the assets' expected useful life of 20 years, the Project's depreciation cost is estimated at Baht 12.17 million in Years 1 - 5, Baht 12.53 million in Years 6 - 10, Baht 12.90 million in Years 11 - 15, and Baht 13.26 million in Years 16 - 20. However, depreciation is an accounting expense not impacting cash outflow and is added back in net cash flow calculation, while providing a tax shield for the Company.

2.7 Tax savings

The Company will benefit from tax savings on operating expenses (calculated from the expense projection in Items 2.1 - 2.4 and 2.6) and the corporate income tax of 20% throughout the projection period.

2.8 Residual value of land and building

The land's market value and building's remaining value as at the end of the projection period in Year 20 are estimated at a total of Baht 917.81 million, as follows:

- (1) From the land cost of Baht 233.80 million, multiplied by land price increase rate of 6.05% per year (based on the compound annual growth rate (CAGR) of the Price Index of Vacant Land before Development in Bangkok and Surrounding Areas prepared by the Government Housing Bank's Real Estate Information Center (REIC), which rose from 333.4 in Q4/2020 to 447.2 in Q3/2025), the land's market value as at the end of Year 20 is projected at Baht 756.81 million. We have adopted the historical five-year CAGR data in our projection since this period could reflect the potential of the new town planning and the peak operational launch of electric train networks in Bangkok and its vicinities, including Green Line Extension, Gold Line, Pink Line, and Yellow Line. The period also reflects a severe recession during the COVID-19 crisis, demonstrating that the index still could grow amid the economic crisis with negative factors. As such, the historical five-year CAGR data are considered more reliable when compared with longer-term data (e.g. historical 20-year data), which might include the period when infrastructure was not yet in place.
- (2) The building's remaining value as at the end of Year 20 is estimated to be 70% of building construction cost, or amounting to around Baht 161.00 million. The building value projection at 70% of the construction cost is in line with the depreciation rate table for buildings and structures prepared by the Valuers Association of Thailand, which determines the percentage of depreciation according to age of each building type, based on depreciation rate for a warehouse aged 20 years less maximum accumulated depreciation of 30%.

3. Discount rate

We use cost of equity, which is equal to K_e , as the discount rate for calculating present value of the Project's net cash flow since the investment in land acquisition and packing center construction will be self-financed from the Company's internal cash flow. The calculated K_e is 6.03%.

Formula for K_e calculation:

$$K_e = R_f + \beta(R_m - R_f)$$

| | | |
|--------|--------------------------|--|
| Where: | Risk free rate (R_f) | This is based on bid yield on government bond with remaining maturity of 20 years as of February 26, 2026, equal to 2.61% (source: www.thaibma.or.th). Such long-term bond period could reflect a return on investment in risk-free assets when held indefinitely. |
| | Beta (β) | This is a variance of SET returns compared with historical closing prices of the Company's shares in 2025, equal to 0.54 (source: SETSMART as of February 26, 2026). |
| | R_m | This is the average rate of return on the SET over the past 20 years, which is a period that could reflect investment condition in different time horizons better than shorter-term data (source: SET statistics in 2006 - 2025) and aligns with the cash flow projection period, equal to 8.94%. |

Table 1: Expected cash flow savings between external warehouse leasing and investment in land purchase for new packing center construction

| Particulars (Unit: Baht Million) | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 | Year 7 | Year 8 | Year 9 | Year 10 | Year 11 | Year 12 | Year 13 | Year 14 | Year 15 | Year 16 | Year 17 | Year 18 | Year 19 | Year 20 |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| 1. Operating expenses - external warehouse leasing | | | | | | | | | | | | | | | | | | | | |
| 1.1 Salary & wage | (74.17) | (76.40) | (78.69) | (81.05) | (83.48) | (85.99) | (88.57) | (91.22) | (93.96) | (96.78) | (99.68) | (102.67) | (105.75) | (108.93) | (112.19) | (115.56) | (119.03) | (122.60) | (126.27) | (130.06) |
| 1.2 Rental fee | (25.87) | (25.87) | (25.87) | (28.46) | (28.46) | (28.46) | (31.31) | (31.31) | (31.31) | (34.44) | (34.44) | (34.44) | (37.88) | (37.88) | (37.88) | (41.67) | (41.67) | (41.67) | (45.83) | (45.83) |
| 1.3 Land & building tax | (1.94) | (1.94) | (1.94) | (2.13) | (2.13) | (2.13) | (2.35) | (2.35) | (2.35) | (2.58) | (2.58) | (2.58) | (2.84) | (2.84) | (2.84) | (3.13) | (3.13) | (3.13) | (3.44) | (3.44) |
| 1.4 Electricity & water charges | (3.83) | (3.83) | (3.83) | (3.94) | (3.94) | (3.94) | (4.06) | (4.06) | (4.06) | (4.18) | (4.18) | (4.18) | (4.31) | (4.31) | (4.31) | (4.44) | (4.44) | (4.44) | (4.57) | (4.57) |
| 1.5 Warehouse management expenses | (15.94) | (16.41) | (16.91) | (17.41) | (17.94) | (18.47) | (19.03) | (19.60) | (20.19) | (20.79) | (21.42) | (22.06) | (22.72) | (23.40) | (24.10) | (24.83) | (25.57) | (26.34) | (27.13) | (27.94) |
| 1.6 Interest income | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 | 7.16 |
| <i>Total</i> | <i>(114.59)</i> | <i>(117.29)</i> | <i>(120.08)</i> | <i>(125.84)</i> | <i>(128.79)</i> | <i>(131.84)</i> | <i>(138.15)</i> | <i>(141.38)</i> | <i>(144.70)</i> | <i>(151.61)</i> | <i>(155.14)</i> | <i>(158.77)</i> | <i>(166.34)</i> | <i>(170.20)</i> | <i>(174.17)</i> | <i>(182.46)</i> | <i>(186.67)</i> | <i>(191.01)</i> | <i>(200.09)</i> | <i>(204.69)</i> |
| 1.7 Tax Savings | 22.92 | 23.46 | 24.02 | 25.17 | 25.76 | 26.37 | 27.63 | 28.28 | 28.94 | 30.32 | 31.03 | 31.75 | 33.27 | 34.04 | 34.83 | 36.49 | 37.33 | 38.20 | 40.02 | 40.94 |
| Total - net | (91.67) | (93.83) | (96.06) | (100.67) | (103.04) | (105.47) | (110.52) | (113.10) | (115.76) | (121.29) | (124.11) | (127.02) | (133.07) | (136.16) | (139.33) | (145.96) | (149.33) | (152.80) | (160.07) | (163.75) |
| 2. Operating expenses - land purchase and new packing center construction | | | | | | | | | | | | | | | | | | | | |
| 2.1 Salary & wage | (51.32) | (52.86) | (54.44) | (56.08) | (57.76) | (59.49) | (61.28) | (63.12) | (65.01) | (66.96) | (68.97) | (71.04) | (73.17) | (75.36) | (77.62) | (79.95) | (82.35) | (84.82) | (87.37) | (89.99) |
| 2.2 Land & building tax | (1.84) | (1.84) | (1.84) | (1.89) | (1.89) | (1.89) | (1.95) | (1.95) | (1.95) | (2.01) | (2.01) | (2.01) | (2.07) | (2.07) | (2.07) | (2.13) | (2.13) | (2.13) | (2.19) | (2.19) |
| 2.3 Electricity & water charges | (1.91) | (1.91) | (1.91) | (1.97) | (1.97) | (1.97) | (2.03) | (2.03) | (2.03) | (2.09) | (2.09) | (2.09) | (2.15) | (2.15) | (2.15) | (2.22) | (2.22) | (2.22) | (2.29) | (2.29) |
| 2.4 Warehouse management expenses | (10.94) | (11.27) | (11.61) | (11.96) | (12.32) | (12.69) | (13.07) | (13.46) | (13.86) | (14.28) | (14.71) | (15.15) | (15.60) | (16.07) | (16.55) | (17.05) | (17.56) | (18.09) | (18.63) | (19.19) |
| 2.5 Depreciation | (12.17) | (12.17) | (12.17) | (12.17) | (12.17) | (12.53) | (12.53) | (12.53) | (12.53) | (12.53) | (12.90) | (12.90) | (12.90) | (12.90) | (12.90) | (13.26) | (13.26) | (13.26) | (13.26) | (13.26) |
| <i>Total</i> | <i>(78.18)</i> | <i>(80.05)</i> | <i>(81.97)</i> | <i>(84.06)</i> | <i>(86.10)</i> | <i>(88.57)</i> | <i>(90.85)</i> | <i>(93.08)</i> | <i>(95.38)</i> | <i>(97.87)</i> | <i>(100.67)</i> | <i>(103.18)</i> | <i>(105.89)</i> | <i>(108.55)</i> | <i>(111.29)</i> | <i>(114.61)</i> | <i>(117.52)</i> | <i>(120.52)</i> | <i>(123.74)</i> | <i>(126.92)</i> |
| 2.6 Tax Savings | 15.64 | 16.01 | 16.39 | 16.81 | 17.22 | 17.71 | 18.17 | 18.62 | 19.08 | 19.57 | 20.13 | 20.64 | 21.18 | 21.71 | 22.26 | 22.92 | 23.50 | 24.10 | 24.75 | 25.38 |
| Add Depreciaton | 12.17 | 12.17 | 12.17 | 12.17 | 12.17 | 12.53 | 12.53 | 12.53 | 12.53 | 12.53 | 12.90 | 12.90 | 12.90 | 12.90 | 12.90 | 13.26 | 13.26 | 13.26 | 13.26 | 13.26 |
| 2.7 Maintenance capital expenditure | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (7.30) | 0.00 | 0.00 | 0.00 | 0.00 | (7.30) | 0.00 | 0.00 | 0.00 | 0.00 | (7.30) | 0.00 | 0.00 | 0.00 | 0.00 |
| Total - net | (50.38) | (51.87) | (53.41) | (55.09) | (56.72) | (65.63) | (60.15) | (61.94) | (63.77) | (65.76) | (74.94) | (69.65) | (71.81) | (73.95) | (76.14) | (85.73) | (80.76) | (83.15) | (85.73) | (88.27) |
| 2.8 Residual Value of land and building | | | | | | | | | | | | | | | | | | | | 917.81 |
| Expense saving - land purchase and new packing center cons | 41.29 | 41.96 | 42.65 | 45.59 | 46.32 | 39.84 | 50.37 | 51.16 | 51.99 | 55.53 | 49.17 | 57.37 | 61.26 | 62.21 | 63.19 | 60.24 | 68.58 | 69.65 | 74.34 | 993.29 |
| Present value of expense saving | 38.95 | 37.33 | 35.78 | 36.07 | 34.56 | 28.04 | 33.43 | 32.03 | 30.70 | 30.92 | 25.83 | 28.42 | 28.62 | 27.41 | 26.26 | 23.61 | 25.35 | 24.28 | 24.45 | 308.07 |
| Total present value of expense saving | 880.13 | | | | | | | | | | | | | | | | | | | |
| Project investment cost | (477.32) | | | | | | | | | | | | | | | | | | | |
| The Project's NPV | 402.82 | | | | | | | | | | | | | | | | | | | |
| IRR (% per year) | 11.69% | | | | | | | | | | | | | | | | | | | |
| Payback period (year) | 10.22 | | | | | | | | | | | | | | | | | | | |

Using the calculated cost of equity of 6.03%, which is equal to K_e , as the discount rate, the Project's NPV is estimated at Baht 402.82 million with IRR of about 11.69% per year, which is higher than the cost of equity of 6.03% and is considered satisfactory. The payback period is about 10.22 years.

However, we have performed a sensitivity analysis with changes to some assumptions that may impact the Project's financial forecast, as follows:

- 1) Increase/decrease in cash flow of cost savings by 5%; and
- 2) Increase/decrease in the required rate of return on equity (K_e) by 10% from base case.

From the sensitivity analysis with the said changes to some assumptions, the Project's NPV is in a range of Baht 312.75 million - Baht 502.63 million, with IRR of 11.27% - 12.11% per year and a payback period of 9.78 - 10.73 years, as illustrated below:

Table 2: The Project's NPV (Baht million) / IRR (%) / payback period (year)

| Required rate of return on equity (K_e) | Changes in cash inflow | | |
|---|---|---|--|
| | -5.00% | Base case | +5.00% |
| 6.63% | Baht 312.75 million / 11.27% / 10.73 years | Baht 340.96 million / 11.69% / 10.22 years | Baht 369.16 million / 12.11% / 9.78 years |
| 6.03% (base case) | Baht 373.04 million / 11.27% / 10.73 years | Baht 402.82 million / 11.69% / 10.22 years | Baht 432.59 million / 12.11% / 9.78 years |
| 5.43% | Baht 439.69 million / 11.27% / 10.73 years | Baht 471.16 million / 11.69% / 10.22 years | Baht 502.63 million / 12.11% / 9.78 years |

Furthermore, the severe retaliatory attacks between the US and Iran since late February 2026 and the closure of the Strait of Hormuz in the Middle East, which is the world's largest oil maritime route and is close to the conflict area, have led to a surge in global crude oil prices due to supply shortage concerns. If the conflict still persists during the Project's scheduled construction period, it may significantly drive up the construction cost from the Company's estimate and relatively lead to a change in the return or investment worthiness from the projection. The Company cannot confirm the future potential impact from such incident. However, we have performed another sensitivity analysis apart from the above case in Table 2, *with the assumption of a 20% increase in the projected construction cost*, considering that such an unusual and uncertain incident tends to affect supply chain and cause high volatility in prices of main building materials such as steel, cement or fuel, triggered by global market mechanisms or war situations. Therefore, a more aggressive price hike beyond normal conditions should be taken into account. We view that the 20% increase in the projected construction cost adopted in the sensitivity analysis is reasonable under a limited war situation without destruction of main transportation infrastructure, economic blockade, severe inflation, and major raw material shortages. Furthermore, historical data from construction material price indices particularly steel which is a key component shows that prices have previously surged by more than 30% during economic crises and wartime such as during 2021-2022. Therefore, assuming a 20% rise in construction costs appropriately reflects the potential risks associated with conflict conditions. We have also assumed a *1% per year decrease in the land price increase rate from the original assumption* (i.e., from 6.05% per year to 5.05% per year), given a future economic slowdown. Such 1% change rate is an international standard for sensitivity analysis. For instance, banks apply 100 basis points (1.0%) as a basic value for stress testing to identify how a full 1-unit change in a variable will impact the project value.

Table 3: The Project's NPV (Baht million) / IRR (%) / payback period (year)

20% increase in construction cost and 1% decrease in land price increase rate

| Required rate of return on equity (Ke) | Changes in cash inflow, 20% increase in construction cost and 1% decrease in land price increase rate | | |
|--|---|--|--|
| | -5.00% | Base case | +5.00% |
| 6.63% | Baht 224.95 million / 9.90% / 11.73 years | Baht 253.00 million / 10.30% / 11.24 years | Baht 281.05 million / 10.70% / 10.77 years |
| 6.03% (base case) | Baht 280.74 million / 9.90% / 11.73 years | Baht 310.35 million / 10.30% / 11.24 years | Baht 339.96 million / 10.70% / 10.77 years |
| 5.43% | Baht 342.32 million / 9.90% / 11.73 years | Baht 373.62 million / 10.30% / 11.24 years | Baht 404.91 million / 10.70% / 10.77 years |

From the sensitivity analysis with the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate from the original assumption, the Project's NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years.

4.2 Appropriateness of conditions for the transaction

We have determined the reasonableness of the conditions for the transaction from the draft land sale and purchase agreement as summarized below:

| Key conditions | Details | IFA's opinion |
|-----------------------------------|---|---|
| 1. Price and payment terms | <p>The Purchaser (the Company) and the Seller agree to purchase and sell five plots of land without building thereon with a total area of 5-2-93 rai at a total price of Baht 123,800,000.</p> <p>The Purchaser agrees to pay the total purchase price of Baht 123,800,000 to the Seller on the date of land ownership transfer registration at the Bangkok Land Office, Prawet Branch. The registration of land ownership transfer shall be contingent upon the fulfillment of all conditions precedent (as specified Item 2).</p> | <p><u>The price and payment terms are appropriate.</u> The land purchase price has been mutually agreed upon by both parties based on the value appraised by the two SEC-approved independent valuers. The purchase price is lower than the appraised value by Baht 22,000 or 0.02% of the appraised value.</p> <p>The payment terms, requiring a full payment for the land purchase price upon the registration of ownership transfer, can eliminate the deposit or advance payment burden on the Company. Payment for the full land price or the remaining balance (in case of deposit requirement) is a general condition for land sale and purchase transactions.</p> |
| 2. Conditions precedent | <p>(1) The Company obtains approval from its shareholders' meeting to enter into the Land Purchase Transaction.</p> <p>(2) The Seller must demolish and remove all buildings and structures from the land at the Seller's sole expense.</p> <p>(3) The Seller must pay all utility fees</p> | <p><u>The conditions precedent are appropriate.</u> They are general terms for land purchase transactions. Moreover, the condition requiring the Seller to demolish and remove all buildings from the land before delivering it in a vacant condition to the Company enables the Company to purchase only the land without any building transfer. Thus, the Company can avoid the potential accounting loss</p> |

| Key conditions | Details | IFA's opinion |
|---|---|---|
| | <p>and related taxes in full.</p> <p>(4) The Seller must deregister the address of the Seller and all occupants and register the change of address of any juristic entity from the land.</p> <p>(5) The Seller must prepare any related documents for the Company to register the transfer of land ownership or change the ownership of electricity and water meters.</p> | <p>arising from amortization of building value if it has to carry out the demolition by itself.</p> |
| 3. Expenses on ownership transfer registration | <p>The two parties agree to be responsible for the expenses on registration of land ownership transfer as follows:</p> <p>(1) Transfer registration fee shall be borne by the Seller and the Purchaser on a 50:50 basis.</p> <p>(2) Withholding tax and specific business tax or stamp duty shall be borne solely by the Seller.</p> <p>(3) Other expenses shall be mutually agreed upon by both parties as deemed appropriate. Any expenses that are not mutually agreed upon by both parties shall be borne by the party who has incurred or is obligated to pay any such expenses.</p> | <p>The conditions on <u>responsibility for expenses on ownership transfer registration</u> are appropriate. It is not specified by law as to whether the purchaser or the seller is to be responsible for the expenses on land ownership transfer, but it is subject to mutual agreement between them. However, the 50/50 sharing of transfer fee between the Company and the Seller (the amount to be borne by the Company is approximately Baht 215,542) with the Seller to be responsible for withholding tax and specific business tax or stamp duty is a common practice for land sale and purchase transactions and does not cause the Company to lose any benefit.</p> |

4.3 Summary of the IFA's opinion on fairness of price and conditions for the transaction

Appropriateness of land purchase price

We are of the opinion that the total land purchase price of Baht 123,800,000 is consistent with the land value appraised by the two independent valuers at Baht 123,822,000 and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value. Therefore, the land purchase price is **considered appropriate**.

Return on investment

We have assessed the investment worthiness of the packing center project versus the external warehouse leasing by comparing the expected benefits to the Company from operating cost savings between the leasing of external warehouses and the establishment of its own warehouse on the Land to be Purchased. From our projection in the base case, the Project's NPV is equal to Baht 402.82 million, with IRR of 11.69% per year, which is higher than the cost of equity of 6.03%. Thus, the Project will deliver a favorable return, with a payback period of around 10.22 years.

However, we have performed a sensitivity analysis with changes to some assumptions that may impact the Project's financial forecast, as follows:

- 1) Increase/decrease in cash flow of cost savings by 5%; and
- 2) Increase/decrease in the required rate of return on equity (Ke) by 10% from base case.

From the sensitivity analysis with the said changes to some assumptions, the Project's NPV is in a range of Baht 312.75 million - Baht 502.63 million, with IRR of 11.27% - 12.11% per year and a payback period of 9.78 - 10.73 years. Thus, the investment in the packing center project will still deliver a favorable return and is more worthwhile than the long-term warehouse leasing in the future.

In addition, we have performed another sensitivity analysis apart from the aforementioned case, taking into account the uncertainties in oil price hikes, which may crucially impact future economic condition. With the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate, the Project's NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years.

Appropriateness of conditions for the transaction

We view that the conditions for the transaction are fair, reasonable and in the best interests of the Company. The conditions have been determined from negotiations between the Company, as the Purchaser, and the Seller who is the connected person of the Company. They constitute trade terms in the same manner as an ordinary person would execute with general counterparties under the same circumstances, with bargaining power that is free from any influence. The price and conditions are fair and do not cause any loss of benefits to the Company. Most of the conditions are the general terms and practices for execution of land sale and purchase agreements.

5. Summary of the Independent Financial Advisor's opinion

From the comparison of advantages and disadvantages of the transaction in land purchase from the connected person and packing center construction, which constitutes a connected transaction and an asset acquisition transaction, we are of the opinion that such transaction is necessary for the Company's business operation due to the fact that its current warehousing capacity nearly reaches the operational limit, together with the risk of space shortages during the period of high order volumes, which could impact its operational efficiency and customer service. Moreover, the transaction is intended to gear up for business expansion and increasing order volumes under the Company's strategic plan, particularly for online distribution which is likely to experience robust growth in line with the e-commerce market trend, as bolstered by the Company's successful online sales expansion with a growth rate of 28%, 69%, and 89% in fiscal 2024-2025 and the first half of fiscal 2026 respectively. The acquisition of the Land to be Purchased, which adjoins both Mc Fulfillment Center, which is the main product and purchase order management venue, and another existing plot of land owned by the Company, will enable the Company to consolidate these land lots into a single parcel for the development of a fully integrated operation hub. The Company can construct a new packing center thereon to accommodate its strategic growth and reduce its reliance on warehouse leasing in the future. Moreover, this will create strategic advantages, enhance operational efficiency, and reduce the duplication of resources and manpower. The Company will leverage on the suitable shape, size, and location of the land, enabling it to increase efficiency in designing the building layout on such land and develop the project that meets its requirements and is sufficient to support its future growth and business expansion plan.

However, before proceeding with the Land Purchase Transaction with the connected person, the Company carefully considered other options to acquire additional land nearby, but could not find any land lot or warehouse that is practically usable for its commercial and operational purposes. There are certain constraints of the land and warehouses explored. For example, size is not suitable; most of them are not in the town plan zone that allows warehouse/factory construction (purple zone); and they are not conducive to connection with the existing warehouse and logistic system at MFC. Under such constraints, lease option is considered viable, by leasing a warehouse in distant area and of a suitable size to support the Company's operation and growth. Despite the distance drawback, the Company will not have to invest in land purchase and factory construction. This was compared with the build

option by negotiating for land purchase from its connected person, which requires a huge amount of investment funds

The packing center project serves as a supporting unit for the Company's normal business operation. As a non-revenue generating unit, it can support production, distribution, and logistic activities to attain the Company's targets. The new packing center, which can be connected with MFC, will facilitate a continuous and more efficient warehouse operation and management process, ranging from receiving, storing, packing to logistics.

The land acquisition and establishment of its own packing center is more cost-effective than long-term warehouse leasing. The Company will likely benefit from future land price appreciation. The land purchase price is consistent with the fair value appraised by the independent valuers. In addition, there will be no accounting effects nor impacts on the Company's performance from the existing buildings on the Land to be Purchased since the Seller agrees to demolish all buildings on the land at her sole expense. The Land to be Purchased is not subject to government expropriation or any land restrictions such as high-voltage power lines and access for other plots either by registered servitude or actual usage, according to the Independent Valuers' appraisal reports.

However, the financing of the land purchase and packing center construction wholly from the Company's internal working capital could reduce its liquidity. The Company may face risk of the shareholders' meeting disapproving the transaction, which will result in a waste of expenses incurred on all preparations for the transaction. Besides, in the construction of the new packing center after completion of the Land Purchase Transaction, there could be risk concerned with the construction deviating from the established plan, probably caused by construction delay and cost overrun.

In view of the adequacy of financing sources based on the Company's financial statements as of December 31, 2025, we deem that the Company has adequate funds to enter into the transaction.

The land purchase price of Baht 123,800,000 is consistent with the value appraised by the two independent valuers, using the market approach, at Baht 123,822,000 and is lower than such appraised value by Baht 22,000 or 0.02% of the appraised value. Therefore, the land purchase price **is deemed appropriate**. In addition, from our assessment of investment worthiness of the packing center project in the base case, the project's NPV is equal to Baht 402.82 million, with IRR of 11.69% per year, which is higher than the cost of equity of 6.03%. In the sensitivity analysis case, the NPV is in a range of Baht 312.75 million - Baht 502.63 million, with IRR of 11.27% - 12.11% per year and payback period of 9.78 - 10.73 years. Thus, the investment in the packing center project will deliver a favorable return and is more worthwhile than the long-term warehouse leasing in the future. Moreover, we have performed another sensitivity analysis apart from the aforementioned case, taking into account the uncertainties in oil price hikes, which may crucially impact future economic condition. With the assumption of a 20% increase in the projected construction cost and a 1% per year decrease in the land price increase rate, the project's NPV will range from Baht 224.95 million to Baht 404.91 million, with IRR of 9.90% - 10.70% per year, and a payback period of 10.77 - 11.73 years.

As regards the conditions for the transaction, we view that all terms specified in the draft land sale and purchase agreement are appropriate, fair, and on an arm's-length basis. They have been determined through negotiations between the Company and the Seller based on the appropriateness and benefit to the Company and do not cause any loss of benefits to the Company.

In our opinion, the transaction in land purchase from the connected person and packing center construction, which constitutes a connected transaction and an asset acquisition transaction, is beneficial to the Company and its shareholders. The Company will leverage on the use of such land for development and construction of a new packing center to accommodate its business expansion plan and enhance its capability in product management and distribution and will obtain a favorable return from such investment. **The transaction is considered reasonable with fair price and**

conditions. Therefore, we recommend that the shareholders should vote in favor of the connected transaction and the asset acquisition transaction.

We have provided the above opinion solely for the shareholders to use as a basis for making a decision on the aforementioned transaction. The shareholders are recommended to study all relevant information in the documents enclosed with the notice of the shareholders' meeting to be a basis for making a voting decision. The final decision whether to approve or reject the transaction depends primarily on the shareholders' individual judgment. Our opinion is by no means a guarantee of the success in the transaction, including any potential impact. We shall not be held liable for any impact that may arise from the transaction.

We hereby certify that we have expressed the opinion thoroughly with due care according to professional standards and in the interests of the shareholders.

Yours sincerely,
Advisory Plus Company Limited

- *Nisaporn Rerkaram* -
(Mrs. Nisaporn Rerkaram)
Managing Director

- *Sumalee Tantayaporn* -
(Miss Sumalee Tantayaporn)
Supervisor