

Twenty-Four Con&Supply Public Company Limited

No. 89 AIA Capital Center Building, 9th Floors, Room No. 901, Din Daeng Sub-district,
Din Daeng District, Bangkok

8 November 2024

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 4/2024 regarding the Acquisition of Assets, the Capital Increase, the Allocation of Newly Issued Ordinary Shares through Private Placement, the Issuance of the Warrants, and the determination of the date for Extraordinary General Meeting of Shareholders No.1/2024 (Revised)

Attention: Director and Manager
The Stock Exchange of Thailand

Enclosures:

1. Information Memorandum on Acquisition of Assets related to the Share Purchase Transaction of Technology Intelligence Company Limited
2. Information Memorandum on Acquisition of Assets related to the Share Purchase Transaction of Doctor Jel Company Limited, Organics Innovations Company Limited and Organics Greens Farm Company Limited
3. Capital Increase Report Form (F 53-4)
4. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement
5. Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 ("24CS-W1")
6. Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 ("24CS-W2")

Twenty-Four Con&Supply Public Company Limited (the "Company") hereby informs the resolution of the Board of Directors' Meeting No. 4/2024 held on 8 November 2024, which has passed the significant resolutions as follows:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the acquisition of ordinary shares of (1) Technology Intelligence Company Limited, (2) Doctor Jel Company Limited, (3) Organics Innovations Company Limited and (4) Organics Greens Farm Company Limited. The 4 companies are not related and are not a connected party to the Company as per the following details.
 - 1.1. Approved the acquisition of all ordinary shares of Technology Intelligence Company Limited (“TI”) in the amount of not exceeding 50,000 shares with a par value of THB 100 per share at the purchase price of THB 2,400 per share, at a total purchase price of not exceeding THB 120,000,000, representing 100 percent of the total issued and paid-up shares of TI, from two existing shareholders of TI (collectively referred to as the “**Sellers of TI’s Shares**”) as below.
 - (1) Creative 9 Holding Co., Ltd. (“**C9 Holding**”) by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of C9 Holding which includes all assets, debts, rights, obligations, and liabilities of C9 Holding at present and in the future as of the date of the EBT. C9 Holding does not have any debts and only have the ordinary shares of TI in the amount of 49,999 shares with a par value of THB 100 per share or being equivalent to 99.998 percent of the total issued and paid-up shares of TI. Therefore, at the EBT closing date, the Company will acquire TI’s ordinary shares from C9 Holding in the amount of 49,999 shares at the purchase price of not exceeding THB 119,997,600. After the completion of the EBT, C9 Holding will further proceed with the dissolution and the liquidation process afterward [which is expected to be completed by the year 2025](#).
 - (2) Ms. Pattamavadee Chumsang (“**Ms. Pattamavadee**”), which hold the ordinary share of TI in the amount of 1 share with a par value of THB 100 per share or being equivalent to 0.002 percent of the total issued and paid up shares of TI. The Company will acquire the ordinary share of TI from Ms. Pattamavadee in the amount of 1 share at the purchase price of not exceeding THB 2,400.

This includes the approval of entering into the share purchase agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of TI (“**Transaction to Purchase Ordinary Shares of TI**”). TI operates its main business of providing installation and maintenance services for computer systems, servers, and all kinds of networks, including offering consulting services for various intelligence technology (IT) systems, including the buying and selling of all kinds of intelligence technology (IT) equipment. As of the date on which

the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of TI, TI has registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of TI to the Sellers of TI's Shares in a total amount not exceeding THB 120,000,000 with the Company's newly issued ordinary shares in substitute for cash. The share swap ratio is 1 ordinary share of TI per 600 newly issued ordinary shares of the Company as per the following details:

- (1) The Company will pay consideration for the purchase and transfer of C9 Holding's entire business totaling not exceeding THB 119,997,600, in the amount of 29,999,400 shares, or representing 6.18544 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of TI) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling the amount not exceeding THB 119,997,600.
- (2) The Company will pay consideration for purchasing of TI's ordinary share from Ms. Pattamavadee totaling not exceeding THB 2,400, in the amount of 600 shares, or representing 0.00012 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of TI) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling the amount not exceeding THB 2,400.

Collectively referred to as the **“Transaction to Allocate Shares in Return for Purchasing TI's Shares”**.

- 1.2. Approved the acquisition of ordinary shares of (1) Doctor Jel Company Limited (**“DRJ”**) (2) Organics Innovations Company Limited (**“OIN”**) and (3) Organics Greens Farm Company Limited (**“OGF”**) (collectively referred to as **“DRJ's Group Company”**) at the purchase price of not exceeding THB 100,000 from Organics Holding Corporation Company Limited (**“Organics Holding”**) and Organics Asset Holding Corp Company Limited (**“Organics Asset Holding Corp”**) (collectively referred to as **“Organics”**) by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of Organics which includes all assets, debts, rights, obligations, and liabilities of Organics at present and in the future as of the date of the EBT. Organics does not have any debts and only has (1) the ordinary shares of DRJ in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of DRJ,

(2) the ordinary shares of OIN in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of OIN, and (3) the ordinary shares of OGF in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of OGF. Therefore, at the EBT closing date, the Company will be transferred of DRJ's Group Company's ordinary shares from Organics as follows:

- (1) Ordinary shares of DRJ, in the amount of 50,000 shares, with the total price of not exceeding THB 21,000,000;
- (2) Ordinary shares of OIN, in the amount of 50,000 shares, with the total price of not exceeding THB 10,000,000; and
- (3) Ordinary shares of OGF, in the amount of 50,000 shares, with the total price of not exceeding THB 69,000,000.

After the completion of the EBT, Organics will further proceed with the dissolution and the liquidation process afterward [which is expected to be completed by the year 2025](#).

The details of approval of the acquisition of all ordinary shares of each company of DRJ's Group Company are as follows:

- 1.2.1. Approve the acquisition of all ordinary shares of DRJ in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 420.00 per share, at a total purchase price of not exceeding THB 21,000,000, representing 100.00 percent of the total issued and paid-up shares of DRJ from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of DRJ ("**Transaction to Purchase Ordinary Shares of DRJ**").

DRJ operates its main business of retail and wholesale of cosmetics products, dietary supplements, medical instruments, and medical chemicals, including the manufacturing of cosmetics products. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of DRJ, DRJ had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of DRJ to Organics in a total amount not exceeding THB 21,000,000 with the

Company's newly issued ordinary shares in substitute for cash. The share swap ratio is 1 ordinary share of DRJ per 105 newly issued ordinary shares of the Company.

The Company will pay consideration for the purchase and obtain of Organics's entire business totaling not exceeding THB 21,000,000, in the amount of 5,250,000 shares, or representing 1.08 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of DRJ) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not more than THB 21,000,000 ("**Transaction to Allocate Share in Return for the Purchase of DRJ Shares**").

- 1.2.2. Approve the acquisition of all ordinary shares of OIN in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 200 per share or at a total purchase price of not exceeding THB 10,000,000, representing 100.00 percent of the total issued and paid-up shares of OIN from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of OIN (collectively referred to as the "**Transaction to Purchase Ordinary Shares of OIN**").

In this regard, OIN operates its main business of providing manufacturing of dietary supplements for consumers. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of OIN, OIN had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration for the purchase and obtain the entire business from Organics, totaling not exceeding THB 10,000,000, with the Company's newly issued ordinary shares, in substitute for cash. The share swap ratio is 1 ordinary share of OIN per 50.00 newly issued ordinary shares of the Company.

The Company will pay consideration for the purchase and obtain of Organics's entire business totaling not exceeding THB 10,000,000, in the amount of 2,500,000 shares, or representing 0.52 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of OIN) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not more than THB 10,000,000 ("**Transaction to Allocate Share in Return for the Purchase of OIN Shares**").

- 1.2.3. Approve the acquisition of all ordinary shares of OGF in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 1,380.00 per share, at a total purchase price of not exceeding THB 69,000,000, representing 100.00 percent of the total issued and paid-up shares of OGF from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of OGF (collectively referred to as the “**Transaction to Purchase Ordinary Shares of OGF**”).

In this regard, OGF operates its main business of importing and exporting raw materials for the production of dietary supplements for animals, as well as contract manufacturing animal feed and dietary supplements for animals. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of OGF, OGF had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid-up in full.

The Company will pay consideration for the purchase and obtain the entire business from Organics, totaling not exceeding THB 69,000,000, with the Company’s newly issued ordinary shares, in substitute for cash. The share swap ratio is 1 ordinary share of OGF per 345.00 newly issued ordinary shares of the Company.

The Company will pay consideration for the purchase and obtain of Organics’s entire business totaling not exceeding THB 69,000,000, in the amount of 17,250,000 shares, or representing 3.56 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of OGF) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not more than THB 69,000,000 (“**Transaction to Allocate Share in Return for the Purchase of OGF Shares**”).

Whereas (1) Transaction to Purchase Ordinary Shares of DRJ, (2) Transaction to Purchase Ordinary Shares of OIN, and (3) Transaction to Purchase Ordinary Shares of OGF are collectively referred to as “**Transaction to Purchase Ordinary Shares of DRJ’s Group Company**”, and (1) Transaction to Allocate Share in Return for the Purchase of DRJ Shares, (2) Transaction to Allocate Share in Return for the Purchase of OIN Shares, and (3) Transaction to Allocate Share in Return for the Purchase of OGF Shares are collectively referred to as “**Transaction to Allocate Share in Return for the Purchase of DRJ’s Group Company**”

In this regard, the Transaction to Allocate Share in Return for the Purchase of TI Shares and the Transaction to Allocate Share in Return for the Purchase of DRJ's Group Company above is deemed as the offering of newly issued ordinary shares specifically through Private Placement. The shareholder meeting of the Company will pass a resolution to clearly determine the offering price at THB 4.00 per share, which is not considered to be an offering price lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "**Notification No. TorJor. 28/2565**"). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolve to propose agendas to the Extraordinary General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7939 per share. (Information is retrieved from SETSMART at www.setsmart.com.) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

The purpose of the offering of newly issued ordinary shares is to be used in return for the purchase of (1) TI's ordinary shares, (2) DRJ's ordinary shares, (3) OIN's ordinary shares and (4) OGF's ordinary shares. It is expected that the process of the purchase of TI's shares and DRJ's shares, will be completed during January 2025 or at a mutual agreed-upon time by the parties after the Company receives a resolution to approve entering into such transaction from the shareholder meeting.

The Sellers of TI's Shares and Organics are not considered the connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the "**Notifications on Connected Transaction**").

In addition, the Transaction to Purchase Ordinary Shares above are considered as an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 Re: Rules of Significant Transaction Constituting an Acquisition or Disposal of Assets (and as amended) and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the "**Notifications on Acquisition or Disposal of Assets**"). After considering the totaling

transaction size of the Transaction to Purchase Ordinary Shares, using calculation methods according to various criteria, the maximum size of the Transaction to Purchase Ordinary Shares of TI is 22.34 percent by total value of consideration basis and the maximum size of the Transaction to Purchase Ordinary Shares of DRJ's Group Company is 18.62 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company ended 30 September 2024, totaling transaction size of the Transaction to Purchase Ordinary Shares of TI and the Transaction to Purchase Ordinary Shares of DRJ's Group Company will have the maximum size of the transaction is 40.96 percent. In addition, the Company has not entered into any asset acquisition transactions during the past 6 months. As the transaction size is equal to or higher than 15 percent but lower than 50 percent, the Company has duties to report and disclose the information memorandum related to the transaction to the Stock Exchange of Thailand ("SET") and send the notice to the shareholder within 21 days after reporting to the SET as specified in the Notifications on Acquisition or Disposal of Assets.

The said transaction is also considered to be a purchase or transfer of the business of another company or a private company to the Company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (and as amended) which must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have vested interests.

In this regard, the meeting of the Board of Directors approved the proposal to authorize the Board of Directors, the executive committee, the chief executive officer, and/or the person assigned by the Board of Directors, the executive committee, and/or the chief executive officer to carry out any actions related to or necessary for entering into the Transaction to Purchase Ordinary Shares of TI, the Transaction to Purchase Ordinary Shares of DRJ's Group Company, the Transaction to Allocate Share in Return for the Purchase of TI Shares, and the Transaction to Allocate Share in Return for the Purchase of DRJ's Group Company Shares. This includes but not limited to negotiating, entering, signing, or amending the share purchase agreement or any other agreements, contracts, or documents related to the Transaction to Purchase Ordinary Shares of TI, the Transaction to Purchase Ordinary Shares of DRJ's Group Company, the Transaction to Allocate Shares in Return for Purchasing Shares, including determining criteria, conditions for determining ownership of (1) all of TI's ordinary shares, (2) all of DRJ's ordinary shares, (3) all of OIN's ordinary shares and (4) all of OGF's ordinary shares and other details necessary and relevant to the Transaction to Purchase Ordinary Shares of TI, the Transaction to Purchase Ordinary Shares of DRJ's Group Company, the Transaction to Allocate Shares in Return for Purchasing TI's Shares, and the

Transaction to Allocate Shares in Return for Purchasing DRJ’s Group Company’s Shares, as necessary and appropriate under relevant laws.

Please consider the details in the Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction of Technology Intelligence Company Limited (Enclosure 1) and Information Memorandum on Acquisition of Assets to the Share Purchase Transaction of Doctor Jel Company Limited, Organics Innovations Company Limited. and Organics Greens Farm Company Limited (Enclosure 2).

2. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase of the Company’s registered capital by THB 148,750,000 from the existing registered capital of THB 215,000,000 to be THB 363,750,000 by newly issued ordinary shares in the amount of 297,500,000 shares with a par value of THB 0.5 per share, for offering through the private placement and to accommodate the exercise of the right according to 24CS-W1 and 24CS-W2.

In addition, the Company’s Board of Directors passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the amendment of Clause 4 of the Company’s memorandum of association to be in accordance with the increase of the Company’s registered capital by canceling the existing statements and replacing it with the new statements as follows:

“Clause 4	Registered Capital	THB 363,750,000 (Three hundred sixty-three million seven hundred fifty thousand baht)
	Divided into	727,500,000 shares (Seven hundred twenty-seven million five hundred thousand shares)
	Par Value per Share	THB 0.50 (Zero point five baht)
	Divided into	
	Ordinary Shares	727,500,000 shares (Seven hundred twenty-seven million five hundred thousand shares)
	Preferred Shares -	shares (-) ”

The Board of Directors' meeting agreed that it should be proposed to the shareholders' meeting to consider and approve the authorizing directors or persons authorized by the authorizing directors to act on behalf of the Company with the authority to registration and amend the memorandum of

association at the Department of Business Development, Ministry of Commerce including the power to take various actions necessary to comply with the registrar's orders in order to complete the said registration process. Please consider the details in Capital Increase Report Form (F 53-4) (Enclosure 2).

3. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 297,500,000 shares with a par value of THB 0.50 per share, representing 69.19 percent of the total issued and paid-up shares of the Company, with the details below.

- 3.1. The offering of newly issued ordinary shares by allocating the shares not exceeding 242,500,000 shares with the offering price per share of THB 0.50. To support the exercise of rights under the 24CS-W1, totaling no more than 194,000,000 shares, and 24CS-W2, totaling no more than 48,500,000 shares.

In addition, the Board of Directors' meeting also resolved to approve the proposal to the shareholders' meeting for consideration and approval to assign the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the authority to consider, determine, amend, and change conditions and details related to the allocation of such additional shares. Also has the authority to take various actions necessary and appropriate in connection with the allocation of additional shares, including but not limited to providing information and submitting supporting documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository, the Ministry of Commerce, and/or other relevant agencies, as well as listing additional ordinary shares on the Stock Exchange of Thailand.

The details of the allocation of additional ordinary shares are in Attachment 3. (Capital Increase Report Form (F53-4)) and Attachment 5 (Information Memorandum of 24CS-W1) and Attachment 6 (Information Memorandum 24CS-W2)

- 3.2. Allocate newly issued ordinary shares in the amount of 55,000,000 shares at the purchase price of THB 4.00 per share, totaling not more than THB 220,000,000 for offering them to the private placement of i.e. (a) 2 persons which have the purpose as the compensation for purchasing TI's shares and (b) 2 persons which have the purpose as the compensation for purchasing DRJ's group company shares (collectively "Investors"), calculated based on the

share swap of each company whereby all of Investors are not the connected party to the Company under the Notifications on Connected Transaction, as detailed below.

(1) Sellers of TI's Shares

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Percentage
1	Creative 9 Holding Co., Ltd. ¹	29,999,400	6.18544
2	Ms. Pattamavadee Chumsang	600	0.00012

¹ The date of incorporation is 29 August 2024. As detailed below, the name lists of shareholders as of 4 November 2024.

No.	Name of the Shareholder	Number of Shares	Percentage
1	Ms. Pattamavadee Chumsang	49,000	98.00
2	Ms. Darin Buranaphongwatana	1,000	2.00
	Total	50,000	100.00

After the completion of the dissolution and the liquidation process, the shareholder of C9 Holding will be the direct shareholder of the Company as detailed below.

No.	Name of the Shareholder	Number of Shares of the Company	Percentage
1	Ms. Pattamavadee Chumsang	29,400,000	6.062
2	Ms. Darin Buranaphongwatana	600,000	0.124
	Total	30,000,000	6.186

(2) Organics

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Percentage
1	Organics Holding Corporation Company Limited ²	12,250,000	2.53
2	Organics Asset Holding Corp Company Limited ³	12,750,000	2.63

² The date of incorporation is 28 October 2024. As detailed below, the name lists of shareholders as of 4 November 2024.

No.	Name of the Shareholder	Number of Shares of the Company	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	436,877	72.53
2	Mrs. Nalinthanit Chottechathammanee	135,981	22.58
3	Mr. Kitchokkot Nuchniyom	29,484	4.89
	<u>Total</u>	602,342	100.00

³The date of incorporation is 28 October 2024. As detailed below, the name lists of shareholders as of 4 November 2024.

No.	Name of the Shareholder	Number of Shares of the Company	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	454,709	72.53
2	Mrs. Nalinthanit Chottechathammanee	141,531	22.58
3	Mr. Kitchokkot Nuchniyom	30,687	4.89
	<u>Total</u>	626,927	100.00

After the completion of the dissolution and the liquidation process, the shareholder of Organics Holding and Organics Asset Holding Corp will be the direct shareholder of the Company as detailed below.

No.	Name of the Shareholder	Number of Shares of the Company	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	18,132,442	3.74
2	Mrs. Nalinthanit Chottechathammanee	5,643,842	1.16
3	Mr. Kitchokkot Nuchniyom	1,223,716	0.25
	<u>Total</u>	25,000,000	5.15

In this regard, the Investors who have relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments), namely

1. Creative 9 Holding Company Limited and Ms. Patamavadee Chumsang, since Ms. Patamavadee Chumsang holds shares exceeding 30 percent of the total vote right of Creative 9 Holding Company Limited,
2. Organics Holding Corporation Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Holding Corporation Company Limited,

3. Organics Asset Holding Corp Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Asset Holding Corp Company Limited,
4. Organics Holding Corporation Company Limited and Organics Asset Holding Corp Company Limited, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of such two companies.

However, the shareholding of the 4 investors mentioned above does not create a duty to make a tender offer for all securities of the Company after receiving the allocation of additional ordinary shares of the Company.

In addition, the above investors will invest in the company without having a role in managing the company's operations (Passive Investor), except Ms. Patamavadee Chumsang will continue to perform duties as a director of TI and Ph.D. Dr. Pannawit Chottechathammanee will continue to perform duties as a director of DRJ's Group Company.

In this regard, 5 of the shareholders, i.e. Ms. Patamavadee Chumsang, Ms. Darin Buranaphongwatana, Ph.D. Dr. Pannawit Chottechathammanee, Mrs. Nalinthanit Chottechathammanee, Mr. Kitchokkot Nuchniyom, have not a relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

Furthermore, the shareholders of TI, DRJ's Group Company, C9 Holding, Organics Holding, and Organics Asset Holding Corp have not entered into the shareholder agreement or other agreements of the same nature.

The issuing additional ordinary shares above which is the offering shares, the Board of Directors' Meeting has resolved to clearly determine the offering price to propose to the shareholders' meeting to consider and pass a resolution to determine the offering price at THB 4.00 per share, totaling THB 220,000,000, which is not lower than 90 percent of the market price of the Company's shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. TorJor. 28/2565"). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolve to propose agendas to the Extraordinary General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7939 per share. (Information is retrieved from SETSMART at

www.setsmart.com.) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
1.	7 November 2024	2,388,303	8,443,019
2.	6 November 2024	1,136,011	4,198,098
3.	5 November 2024	472,643	1,755,421
4.	4 November 2024	617,406	2,304,083
5.	1 November 2024	1,472,838	5,573,255
6.	31 October 2024	574,231	2,169,250
7.	30 October 2024	1,537,962	5,866,140
8.	29 October 2024	752,002	2,885,476
9.	28 October 2024	1,282,600	4,918,886
10.	25 October 2024	5,130,309	20,268,591
11.	24 October 2024	3,625,107	13,335,152
12.	22 October 2024	2,955,552	10,800,843
13.	21 October 2024	1,701,932	6,394,116
14.	18 October 2024	2,050,813	7,862,060
15.	17 October 2024	4,305,700	17,055,960
Total		30,003,409	113,830,349
Weighted average market price for 15 business days (THB/share)			3.7939
90 percent of weighted average market price for 15 business days (THB/share)			3.4145

The allocation of the newly issued shares as detailed above in any case must not cause any person under Private Placement to hold the Company's shares in a manner that increases up to or beyond the point at which a tender offer must be made, as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for Acquiring Securities for the Purpose of Business Takeover, dated 13 May 2011 (and as amended) or in a manner that violates the restrictions on foreign shareholding as specified in the Company's articles of association. According to the Company's articles of association, it is stipulated that foreigners may hold shares in the Company not exceeding 49 percent of the total number of the Company's shares sold.

Since the price per share of the offering price of newly issued ordinary shares through Private Placement is not lower than 90 percent of the market price of the Company's ordinary shares, the Company has not a duty to prohibit persons under Private Placement from selling any of such newly issued ordinary shares within the specified period, in accordance with the criteria specified in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Request for Accepting Ordinary Shares or Preferred Shares in the Capital Increase as Registered Securities B.E. 2558 (2015) dated 11 May 2015 (and as amended).

In this regard, the Notification No. TorJor. 28/2565 requires the Company to complete the offering within the time period approved by the shareholder meeting. However, it must not be more than 3 months from the date the shareholder meeting resolved to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date the shareholder meeting resolved to approve the offering. In the case that the shareholders have clearly resolved that after the said 3 period has elapsed, the board of directors or the person assigned by the board of directors will determine the offering price according to the market price during the offering period. Therefore, the board considered it appropriate to propose to the shareholder meeting to consider and approve the assignment to the board or those assigned by the board. The offering price can be set according to the market price during the offering period after 3 months have elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares.

Please consider the details of the issuance, offer for sale, and allocation of the newly issued shares of the Company to the Investors according to the Capital Increase Report Form (F 53-4) (Enclosure 3) and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (Enclosure 4).

In addition, the meeting of the Company's Board of Directors resolved to approve the assignment of the Board of Directors, the Chief Executive Officer, or any other person appointed by the Board of Directors or the Chief Executive Officer, to have authority to consider and take action on matters that are necessary, related, and/or continuous to the capital increase and the allocation of newly issued ordinary shares of the Company to offer through Private Placement, including but not limited to the following matters:

- (1) To consider specifying and/or amending and changing other details that are necessary and related to the allocation of newly issued ordinary shares of the Company as appropriate. This includes but is not limited to determining the duration of the offering and as long as it is not contrary to or inconsistent with relevant announcements, rules, or laws. Also, determining and amending the subscription date and the offering date for newly issued

ordinary shares. Payment of shares may be made by considering the time period for allocation and subscription in one or several occasions. Setting the offering price based on the market price during the offering period. After a period of 3 months has elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares.

- (2) To contact, negotiate, enter into, sign, amend contracts, permission request documents, waiver requests, notices, and evidence necessary and related to the allocation of newly issued ordinary shares of the Company. This includes but is not limited to a share subscription agreement, a relevant registration with the Ministry of Commerce, contacting and submitting permission requests, waiver requests, notices such documents and evidence to the SEC Office and the SET Government, agencies or agencies involved in making corrections, additions or changes to requests or contents in such documents are relevant as well as registering such newly issued ordinary shares as listed securities on the SET.
 - (3) To take any action necessary and relevant to make the allocation of newly issued ordinary shares of the Company successful. This includes appointing and assigning other persons who are appropriate to act as sub-attorneys for the above actions.
4. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving
- 4.1. Issuance of warrants to purchase ordinary shares of Twenty-Four Con & Supply Public Company Limited No.1 (“24CS-W1”) at the amount of not exceeding 194,000,000 units, to existing shareholders on a pro rata basis to their respective (Right Offering) at the ratio of 2.5 shares to 1 unit of 24CS-W1, at no cost, with the exercise price of THB 3.00 per share. If there is a fraction of the 24CS-W1 remaining from the calculation according to the allocation ratio, such fraction shall be discarded in its entirety. The objective is to use it as the working capital for the Company's business operations and to create financial flexibility for the Company's future business expansion. When the right to purchase ordinary shares of the 24CS-W1 is exercised and the list of shareholders entitled to receive the 24CS-W1 is determined (Record Date) on January 20, 2025, the 4 private placement investors will also be allocated 24CS-W1, [as detailed below](#).

No.	Investors	Number of allocated 24CS-W1(Unit)	Number of Shares to accommodate 24CS-W1
1	Creative 9 Holding Co., Ltd.	11,999,760	11,999,760
2	Ms. Pattamavadee Chumsang	240	240
3	Organics Holding Corporation Company Limited	4,900,000	4,900,000

4	Organics Asset Holding Corp Company Limited	5,100,000	5,100,000
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- 1.1. Issuance of warrants to purchase ordinary shares of Twenty-Four Con & Supply Public Company Limited No.2 (“24CS-W2”) at the amount of not exceeding 48,500,000 units, to existing shareholders on a pro rata basis to their respective (Right Offering) at the ratio of 10 shares to 1 unit of 24CS-W2, at no cost, with the exercise price of THB 6.00 per share. If there is a fraction of the 24CS-W2 remaining from the calculation according to the allocation ratio, such fraction shall be discarded in its entirety. The objective is to use it as the working capital for the Company's business operations and to create financial flexibility for the Company's future business expansion. When the right to purchase ordinary shares of the 24CS-W2 is exercised and the list of shareholders entitled to receive the 24CS-W2 is determined (Record Date) on January 20, 2025, the 4 private placement investors will also be allocated 24CS-W2, as detailed below.

No.	Investors	Number of allocated 24CS-W2(Unit)	Number of Issued Shares to accommodate 24CS-W2
1	Creative 9 Holding Co., Ltd.	2,999,940	2,999,940
2	Ms. Pattamavadee Chumsang	60	60
3	Organics Holding Corporation Company Limited	1,225,000	1,225,000
4	Organics Asset Holding Corp Company Limited	1,275,000	1,275,000

Terms and conditions of 24CS-W1 are in Attachment 5 and 24CS-W2 are in Attachment 6.

In order for the terms and conditions of the 24CS-W1 and 24CS-W2 warrants to be appropriate to the capital and money market situation, taking into account the benefits of the Company and shareholders, the Board of Directors' meeting would like to propose that the shareholders' meeting consider approving the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the authority to take any action necessary and related to the issuance and allocation of 24CS-W1 and 24CS-W2 to comply with the law, including but not limited to the authority to take the following actions:

- (1) Consider determining and/or amending, changing other details necessary and relevant to the issuance and allocation of 24CS-W1 and 24CS-W2, adjusting or changing the exercise ratio and exercise price in accordance with the rights terms.
- (2) Contact, negotiate, enter, sign, and amend contracts, permission documents, relaxation requests, information disclosure evidence, sales report and other documents that are

necessary and related to the issuance and allocation of 24CS-W1 and 24CS-W2, and the adjustment or change of the exercise rate and exercise price in accordance with the rights terms. This includes contacting, filing, amending, adding, signing applications for permission, requests for waivers, evidence, disclosure of information, sales report and other documents to the Securities and Exchange Commission ("SEC"), the Stock Exchange of Thailand, government agencies or agencies related to the issuance and allocation of 24CS-W1 and 24CS-W2. Including the issuance of warrants and ordinary shares from the exercise of rights under 24CS-W1 and 24CS-W2 to be listed as a security on the Stock Exchange of Thailand.

- (3) Take any action necessary and related to the issuance and allocation of 24CS-W1 and 24CS-W2. Also appointing and assigning other suitable people to act as sub-attorneys to carry out the above actions.
2. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the transfer of legal reserves and surplus from the Company's ordinary shares to offset the accumulated losses of the Company, as the Company has accumulated losses of THB 269,169,976, according to the Company's audited financial statements as of 30 September 2024.

According to Section 119 of the Public Limited Companies Act B.E. 2535 (1992), it is stipulated that:

“Upon approval by the shareholders' meeting, the company may transfer reserves under Section 51, reserves under Section 116, or other reserves to offset the company's accumulated losses.

The offsetting of accumulated losses, as mentioned in the first paragraph, shall first be deducted from other reserves, then from reserves under Section 116, and finally from reserves under Section 51, in that order.”

According to the Company's audited financial statements as of 30 September 2024, the company has legal reserves of THB 2,675,000 and share premium of THB 365,378,656, and the company has accumulated losses of THB 269,169,976. Therefore, in order to allow the company to pay dividends in the future when it has sufficient net profit and cash flow, the company's Board of Directors recommends proposing to the shareholders' meeting to approve the transfer of the company's legal reserves of THB 2,675,000 and share premium of THB 365,378,656, respectively, to offset the company's accumulated losses of THB 269,169,976. After the transfer of the legal reserves and share premium to offset the accumulated losses, the company's remaining accumulated losses will be THB 0.00.

	Separate financial information 30 September 2024 Before offset the accumulated losses	Separate financial information 30 September 2024 After offset the accumulated losses
Authorised share capital	215,000,000	215,000,000
Issued and paid-up share capital	215,000,000	215,000,000
Premium on paid-up capital	365,378,656	98,883,680
Legal reserve	2,675,000	-
Premium on paid-up capital	(269,169,976)	-
Share-based payment	2,730,615	2,730,615
Total equity	316,614,295	316,614,295

The Board of Directors recommends proposing to the shareholders' meeting to approve the transfer of the legal reserves and share premium of the company to offset the company's accumulated losses as detailed above.

3. Approved the date for Extraordinary General Meeting of Shareholder No. 1/2024, which will be held on Thursday, 19 December 2024, at 1 PM via electronic media at the Head Office No. 89, AIA Capital Center Building, 9th Floors, Room No. 901, Din Daeng Sub-district, Din Daeng District, Bangkok with the date to determine the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholder No. 1/2024 (Record Date) is Friday, 22 November 2024, with an agenda as follows:

Agenda 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders

Agenda 2 To consider and approve the acquisition of ordinary shares of the followings which are considered a Connected Transaction

2.1 Purchasing all Ordinary Shares of Technology Intelligence Company Limited

2.2 Purchasing all Ordinary Shares of Doctor Jel Company Limited

- 2.3 Purchasing all Ordinary Shares of Organics Innovations Company Limited
- 2.4 Purchasing all Ordinary Shares of Organics Greens Farm Company Limited
- Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's memorandum of association to be in accordance with the increase of the Company's registered capital
- Agenda 4 To consider and approve the allocation of newly issued ordinary shares of the Company to private placement and the accommodate of the exercise right on the Warrants
- Agenda 5 To consider and approve of the issuance of warrants to purchase newly issued ordinary shares of Twenty-Four Con and Supply Public Company Limited, No. 1 and No. 2 to existing shareholders on a pro-rata basis to their respective shareholdings (Right Offering)
- Agenda 6 To consider and approve the transfer of legal reserves and surplus from the Company's ordinary shares to offset the accumulated losses of the Company
- Agenda 7 To consider other matters (if any)

As Agenda 2 to Agenda 5 are related agendas, if any of such agendas is not approved by the shareholder meeting, other agendas that have been approved will be deemed cancelled and there will be no further consideration of other agendas. It will be considered that all matters as detailed in Agenda 2 to Agenda 5 have not been approved by the shareholder meeting.

In addition, the board of directors' meeting authorized the Chief Executive Officer or the person authorized by the Chief Executive Officer has the authority to consider and approve amendments and/or additions to the agenda for the Extraordinary General Meeting of Shareholder No. 1/2024 in the case of necessity and must be under the conditions specified by law.

Please be informed accordingly.

Sincerely yours,

(Mr. Santi Maneewong)

Director

**Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction
of Technology Intelligence Company Limited**

The meeting of the Board of Directors of Twenty-Four Con & Supply Public Company Limited (the “**Company**”) No. 4/2024 which held on 8 November 2024 has been resolved to approve to the Extraordinary General Meeting of Shareholders No.1/2024 to consider approving the acquisition of all ordinary shares of Technology Intelligence Company Limited (“**TI**”), which is not a connected party, having the details below.

The meeting of the Board of Directors approves the acquisition of all ordinary shares of TI in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 2,400 per share or at a total purchase price of not exceeding THB 120,000,000, representing 100.00 percent of the total issued and paid-up shares of TI from 2 existing shareholders of TI (collectively referred to as the “**Sellers of TI’s Shares**”), as below.

- (1) Creative 9 Holding Co., Ltd (“**C9 Holding**”) by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of C9 Holding which includes all assets, debts, rights, obligations, and liabilities of C9 Holding at present and in the future as of the date of the EBT. C9 Holding does not have any debts and only has the ordinary shares of TI in the amount of 49,999 shares with a par value of THB 100 per share or being equivalent to 99.998 percent of the total issued and paid-up shares of TI. Therefore, at the EBT closing date, the Company will be transferred of TI’s ordinary shares from C9 Holding in the amount of 49,999 shares at the purchase price of not exceeding THB 119,997,600. After the completion of the EBT, C9 Holding will further proceed with the dissolution and the liquidation process.
- (2) Ms. Pattamavadee Chumsang (“**Ms. Pattamavadee**”) holds the ordinary shares in TI in the amount of 1 share at the par value of THB 100 per share or being equivalent to 0.002 percent of the total issued and paid-up shares of TI. Therefore, the Company will purchase TI’s ordinary shares from Ms. Pattamavadee in the amount of 1 share at the purchase price of not exceeding THB 2,400.

This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of TI (“**Transaction to Purchase Ordinary Shares of TI**”). TI operates its main business of providing installation and maintenance services for computer systems, servers, and all kinds of networks, including offering consulting services for various intelligence technology (IT) systems, including the buying and selling of all kinds of intelligence technology (IT) equipment. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of TI, TI had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid-up in full.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of TI to the Seller of TI's Shares in the total amount of not exceeding THB 120,000,000 with the Company's newly issued ordinary shares, in substitute for cash. The share swap ratio is 1 ordinary share of TI per 600 newly issued ordinary shares of the Company as detailed below.

- (1) The Company will pay consideration for the purchase and obtain of C9 Holding's entire business, totaling not exceeding THB 119,997,600, in the amount of not exceeding 29,999,400 shares, representing 6.18544 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of TI) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not exceeding THB 119,997,600.
- (2) The Company will pay consideration for the purchase of TI's ordinary shares from Ms. Pattamavadee, totaling not exceeding THB 2,400, in the amount of not exceeding 600 shares, representing 0.00012 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of TI) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not exceeding THB 2,400.

The above transaction shall be collectively referred to as the **“Transaction to Allocate Shares as in Return for the Purchase of TI Shares”**.

In this regard, the Transaction to Allocate Shares as in Return for the Purchase of TI Shares above is deemed as the offering of newly issued ordinary shares specifically through Private Placement. The shareholder meeting of the Company will pass a resolution to clearly determine the offering price at THB 4.00 per share, which is not considered to be an offering price lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the **“Notification No. Tor.Jor. 28/2565”**). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolves to propose agendas to the Extraordinary General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7645 per share. (Information is retrieved from SETSMART at www.setsmart.com) (The determination of market price is by 4 decimal points whereby if the fifth position exceeds 5, the amount will be rounded up.) The purpose of the offering of newly issued ordinary shares is to be used as in return for the purchase of TI's shares. It is expected that the process of the purchase of TI's Shares will be completed in January 2025 or at a mutually agreed-upon time by the parties after the Company receives a resolution to approve entering into such transaction from the shareholder meeting.

However, regarding C9 Holding, after the completion of the entire business transfer, C9 Holding will proceed with its dissolution and liquidation. Following the completion of the liquidation, the shareholders of C9 Holding will become direct shareholders of the Company. The list of shareholders of C9 Holding as of 4 November 2024, is as follows:

List	Name of the Shareholder	Number of Shares	Percentage
1	Ms. Pattamavadee Chumsang	49,000	98.00
2	Ms. Darin Buranaphongwatana	1,000	2.00
	Total	50,000	100.00

After the liquidation process is completed. C9 Holding's shareholders will become direct shareholders of the Company in the following proportions.

List	Name of the Shareholder	Number of Shares	Percentage
1	Ms. Pattamavadee Chumsang	29,400,000	6.062
2	Ms. Darin Buranaphongwatana	600,000	0.124
	Total	30,000,000	6.186

Please consider the details in the information regarding the issuance and offering of newly issued ordinary shares through private placement, Enclosure 4.

The list of the top 10 shareholders before and after transaction execution (1) the Transaction to Purchase Ordinary Shares of TI, (2) the Transaction to Allocate Shares as in Return for the Purchase of TI Shares, (3) the Transaction to Purchase Ordinary Shares of DRJ Group, and (4) the Transaction to Allocate Shares as in Return for the Purchase of DRJ Group Shares is as follows.

No.	Before the transaction execution (Information as of 14 March 2024)			After the transaction execution		
	Name of Shareholder	Number of Shares	Percentage	Name of Shareholder	Number of Shares	Percentage
1	Mr. Yodsawee Wattanateerakitja	105,500,000	24.53	Mr. Yodsawee Wattanateerakitja	105,500,000	21.75
2	Mr. Santi Maneewong	101,677,800	23.65	Mr. Santi Maneewong	101,677,800	20.96

No.	Before the transaction execution (Information as of 14 March 2024)			After the transaction execution		
	Name of Shareholder	Number of Shares	Percentage	Name of Shareholder	Number of Shares	Percentage
3	Miss Prapai Wongmakes	30,000,000	6.98	Miss Prapai Wongmakes	30,000,000	6.19
4	Mr. Thawatchai Jirawataungkana	30,000,000	6.98	Mr. Thawatchai Jirawataungkana	30,000,000	6.19
5	Mrs. Laddawan Jarusira	22,250,000	5.17	Creative 9 Holding Company Limited	29,999,400	6.19
6	Thai NVDR Company Limited	7,347,948	1.71	Mrs. Laddawan Jarusira	22,250,000	4.59
7	Mr. Krasuang Jarusira	5,000,000	1.16	Organics Asset Holding Corp Company Limited	12,750,000	2.63
8	Mr. Poomsak Tantichatwat	2,900,000	0.67	Organics Holding Corporation Company Limited	12,250,000	2.53
9	Mr. Wichit Chunhachai	2,491,100	0.58	Thai NVDR Company Limited	7,347,948	1.52
10	Miss Vipawalee Watjanapinyo	2,090,000	0.49	Mr. Krasuang Jarusira	5,000,000	1.03

The registered capital of the company before and after transaction execution (1) the Transaction to Purchase Ordinary Shares of TI, (2) the Transaction to Allocate Shares as in Return for the Purchase of TI Shares, (3) the Transaction to Purchase Ordinary Shares of DRJ Group, and (4) the Transaction to Allocate Shares as in Return for the Purchase of DRJ Group Shares (excluding registered capital reserved for the exercise of rights under warrants 24CS-W1 and 24CS-W2) is as follows.

Before the transaction execution (THB)	After the transaction execution (THB) (Excluding registered capital reserved for the exercise of rights under warrants 24CS-W1 and 24CS-W2)
215,000,000	242,500,000

In this regard, the Sellers of TI's Shares is not a connected person of the Company and is not considered the connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the "**Notifications on Connected Transaction**").

In addition, the Transaction to Purchase Ordinary Shares of TI is considered as an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 Re: Rules of Significant Transaction Constituting an Acquisition or Disposal of Assets and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the "**Notifications on Acquisition or Disposal of Assets**"). After considering the total transaction size of the Transaction to Purchase Ordinary Shares of TI using calculation methods according to various criteria, the maximum size of the transaction is 22.35 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company ended 30 September 2024. In addition, the Company has not entered into any asset acquisition transactions during the past 6 months. As the transaction size is equal to or higher than 15 percent but lower than 50 percent, the Company has duties as specified in the Notifications on Acquisition or Disposal of Assets to report and disclose the information memorandum related to the entering into such transaction to the Stock Exchange of Thailand ("**SET**") and send circular notice to the shareholders within 21 days from the date that the Company notifies SET as specified under the Notifications on Acquisition or Disposal of Assets.

The said transaction is also considered to be a purchase or obtain of the business of another company or a private company to the Company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) which must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have vested interests.

In this regard, the Company would like to disclose information regarding entering into the Transaction to Purchase Ordinary Shares of TI, which is an asset acquisition transaction and connected transaction, as follows.

1. Date of the transaction

The Transaction to Purchase Ordinary Shares of TI will occur only under the following conditions: (1) upon receiving a resolution approving the transaction from the Extraordinary General Meeting of Shareholders No. 1/2024, scheduled for 19 December 2024, which includes approval of various necessary and/or related matters, and (2) upon completion of all conditions precedent under the entire business transfer agreement or upon receiving a waiver from the relevant contracting party along with

other necessary actions as specified in the contract. The Company expects to complete the Transaction to Purchase Ordinary Shares of TI in January 2025 or at a mutually agreed-upon time by the parties.

2. Related Parties and Relationship with the Company

Purchaser:	Twenty-Four Con & Supply Public Company Limited (“ Company ”)
Seller:	1. Creative 9 Holding Company Limited (“ C9 Holding ”) 2. Ms. Pattamavadee Chumsang (“ Ms. Pattamavadee ”) (collectively referred to as the “ Sellers of TI’s Shares ”)
Relationship	No Relationship

3. General Characteristics of the Transaction, and Size of the Transaction

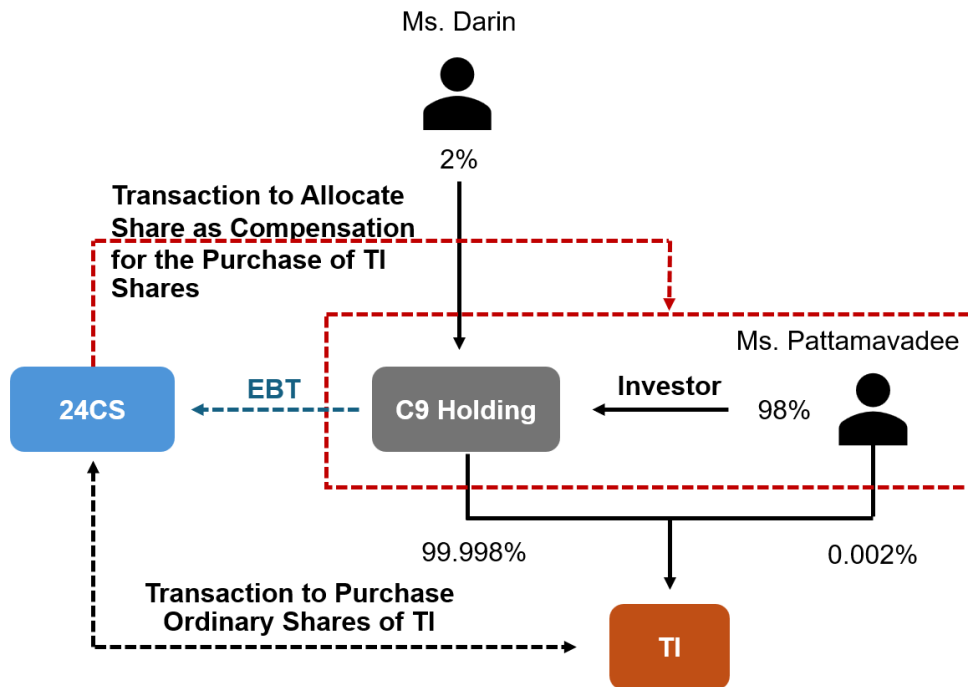
3.1 General Characteristics of the Transaction

The Company will enter into a transaction to purchase ordinary shares of TI in the total amount of not exceeding 50,000 shares, or 100.00 percent of the total issued and paid-up shares of TI as follows.

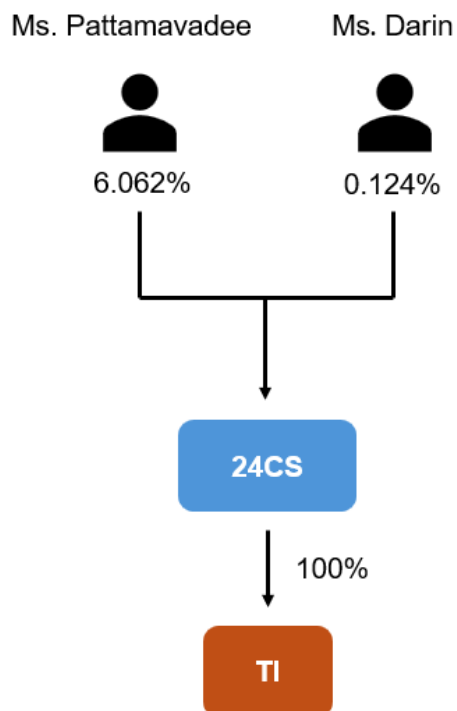
Sale Assets:	50,000 shares of TI, or 100.00 percent of the total issued and paid-up shares.
Total value of consideration:	The Company will pay consideration for the Transaction to Purchase Ordinary Shares of TI to the Sellers of TI’s Shares in a total amount of not exceeding THB 120,000,000.
Material conditions precedent	1) The Board of Directors’ meeting and the shareholders’ meeting of the Company pass a resolution to approve (a) the transaction and (b) the allocation of the newly issued ordinary shares in the amount of not exceeding 30,000,000 shares to offer to the private placement to the Sellers of TI’s Shares and (c) other agendas relating to entering into the transaction. 2) All conditions precedent under the entire business transfer agreement has been completed or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the transaction as specified in the agreement.

In this regard, conditions related to entering into the transaction are as detailed in item 10. which may change as the parties further discuss and agree. However, these conditions will not be material conditions that may affect the shareholders' decision to approve the transaction.

Shareholding structure before entering into the transaction



Shareholding structure after entering into the transaction



3.2 Size of the Transaction

The total consideration that the Company must pay for entering into the transaction will not exceed THB 120,000,000. The size of the transaction is calculated from the audited consolidated financial statements of the Company as of 30 September 2024 and TI as of 31 December 2023, based on the total value of consideration criteria. This criterion calculates the maximum transaction size equal to 22.35 percent.

Financial Information

(Unit: Million Baht)	Company as of 30 September 2024	TI as of 31 December 2023
Total assets	536.85	99.87
<u>Deduct</u> total liabilities	220.66	46.57
Net asset	316.19	53.30
<u>Deduct</u> Intangible assets	0.06	-
<u>Deduct</u> intangible asset	74.23	-
<u>Deduct</u> Non-controlling shareholders	-	-
Tangible assets (NTA)	241.90	53.30
Net Profit (loss)	(242.39)*	23.28

* Profit for the past 12 months

Calculating transaction size

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (Percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of acquired assets} \times \text{Acquired proportion} \times 100}{\text{NTA of the Company}}$	$\frac{53.30 \times 100\% \times 100}{241.90}$	22.03
Net profit criteria from operations	$\frac{\text{Net profit of acquired assets} \times \text{acquired proportion} \times 100}{\text{Net profit of the Company}}$	$\frac{23.28 \times 100\% \times 100\%}{(115.02)}$	N/A
Criteria for the total consideration	$\frac{\text{Total consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{120.00 \times 100}{536.85}$	22.35

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (Percentage)
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets}}{\text{Number of issued and paid-up shares of the Company}} \times 100$	$\frac{30 \times 100}{430}$	6.98

Note: N/A The transaction size cannot be calculated due to the operating results incurring losses.

Calculating the transaction size of TI based on the total value of consideration criteria, which is the criteria that calculates the highest transaction size of 22.35 percent, with the transaction size of DRJ, OIN and OGF as per Enclosure 2, which has the maximum total transaction size based on the total value of consideration criteria of 18.62 percent, the transaction size based on the total value of consideration criteria will be 40.97 percent.

The Company has not engaged in any transactions of the same type in the past 6 months. Due to the transaction size being equal to or higher than 15 percent but lower than 50 percent, the Company is obliged to report and disclose information about the transaction to SET and send circular notice to the shareholders within 21 days from the date that the Company notifies SET.

In this regard, the Sellers of TI's Shares is not a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the "Notifications on Connected Transaction").

Additionally, the transaction is also considered to be a purchase or obtain of transfer of the business of other companies or a private companies by the company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) which must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders present and eligible to vote excluding those with interests.

4. Details of the Acquired Assets

When the transaction to purchase TI shares is completed, the Company will hold TI's shares in a total amount of not exceeding 50,000 shares, representing 100.00 percent of the total issued and paid-up shares of TI. Important information regarding TI can be summarized as follows:

4.1 General Information

Technology Intelligence Company Limited

Name of Company	Technology Intelligence Company Limited
Type of Business	A service provider in providing installation and maintenance services for computer systems, servers, and all kinds of networks, including offering consulting services for various intelligence technology (IT) systems, including the buying and selling of all kinds of intelligence technology (IT) equipment.
Registered Office	No. 9, G Tower Grand Rama 9, Room No.H12, 30 th Floor, Rama 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok
Date of Incorporation	8 August 2013
Registered capital	THB 5,000,000
Paid-up capital	THB 5,000,000
Total number of shares	50,000 shares
Par value (per share)	100 Baht

4.2 List of shareholders

No.	List of shareholders	Before entering into the transaction		After entering into the transaction	
		Number of shares	Percentage	Number of shares	Percentage
Technology Intelligence Company Limited					
1	Creative 9 Holding Company Limited	49,999	99.998	-	-
2	Ms. Pattamavadee Chumsang	1	0.002	-	-
3	Twenty-Four Con & Supply Public Company Limited	-	-	50,000	100.00
	Total	50,000	100.00	50,000	100.00

Remark: 1/ List of shareholders of Creative 9 Holding Company Limited as of 4 November 2024, is as follows, who are not connected person of the Company:

No.	List of shareholders	Number of shares	Percentage
1	Ms. Pattamavadee Chumsang	49,000	98.00
2	Ms. Darin Buranaphongwatana	1,000	2.00

No.	List of shareholders	Number of shares	Percentage
	Total	50,000	100.00

4.3 List of committee members

Currently, TI has 1 director: Ms. Pattamavadee Chumsang.

4.4 Financial Information

Statement of Financial Position

Statement of Financial Position (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Assets			
Current Assets			
Cash and Cash Equivalents	718.13	17,470.17	18,086.83
Trade Receivables and Other Receivables	245.88	56,788.98	51,490.44
Inventories	10,413.42	145.19	145.19
Other Current Assets	424.36	9.60	615.09
Total Current Assets	11,801.78	74,413.93	70,337.55
Non-current Assets			
Other Long-term Investment	3,005.94	3,910.40	9,628.87
Loans to related parties	4,000.00	4,000.00	18,000.00
Land Building and Net Equipment	787.34	689.49	647.84
Other Non-current Assets	2,695.04	2,695.04	1,255.89
Total Non-current Assets	10,488.32	11,294.93	29,532.59
Total Assets	22,290.11	85,708.87	99,870.15
Liabilities and Shareholder Equity			
Current Liabilities			
Trade Payables	34.50	54,867.74	46,427.52
Income Tax Payables	30.78	133.58	141.27
Other Current Liabilities	2.11	433.48	1.34
Total Current Liabilities	67.39	55,434.80	46,570.12
Non-current Liabilities			
Long-term Loans to related parties	250.00	250.00	0.00

Statement of Financial Position (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Total Non-current Liabilities	250.00	250.00	0.00
Total Liabilities	317.39	55,684.80	46,570.12
Shareholder Equity			
Capital			
Registered Capital	5,000.00	5,000.00	5,000.00
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Sold and Paid-up Capital	5,000.00	5,000.00	5,000.00
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Retained Earnings (Deficits)	16,972.72	25,024.07	48,300.02
Total Shareholder Equity	21,972.72	30,024.07	53,300.02
Total Liabilities and Shareholder Equity	22,290.11	85,708.87	99,870.15

Income Statement

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Income			
Sales and Service Income	64,032.50	156,873.66	348,576.62
Other Income	10.88	36.67	192.74
Total Income	64,043.38	156,910.33	348,769.36
Expenses			
Cost of Sales and Cost of Service	56,836.63	144,076.84	316,257.69
Selling Expenses	678.77	804.54	688.12
Administrative Expenses	2,071.17	1,954.04	2,701.11
Total Expenses	59,586.56	146,835.41	319,646.93
Profits before Financial Cost and Income Tax	4,456.81	10,074.91	29,122.43
Financial Cost	-	-	-
Profits before Income Tax	4,456.81	10,074.91	29,122.43

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
(Expenses) Income Tax	931.46	2,023.56	5,846.48
Profits for the Year	3,525.35	8,051.35	23,275.95

The income in 2023 has grown significantly due to the increase in expansion of marketing jobs to provide services to customers in the government sector, such as purchasing equipment to improve the customer database system, purchasing equipment to support the creation of ICT Solution Platform to provide services to project customers, purchasing backup equipment for threat alerts, supporting project customers, etc.

5. Total Value of Consideration and Payment Conditions

The total value of the consideration for entering into the transaction will not exceed THB 120,000,000. The Company will pay in return for the share purchase transaction to the Seller of TI's Shares by issuing newly issued ordinary shares of the Company in the form of a specific offering to a limited number of persons (Private Placement) after all conditions precedent under the entire business transfer agreement has been completed or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the transaction as specified in the agreement, with conditions precedent and important requirements as specified in item 10.

6. Value of Acquired Assets

The value of the assets that the Company will acquire from entering into the transaction will be equal to the total value of the consideration according to item 5.

7. Basis of Determining the Value of Consideration

The total value of all compensations from the Company's investment in TI's 50,000 common shares, with a par value of 100 baht per share, or representing 100.00 percent of all issued and paid-up shares of TI, is not more than 120,000,000 baht, which the Company will pay to the Seller by issuing additional common shares of the Company not exceeding 30,000,000 shares.

In addition, the determination of the value of compensations is negotiated between the buyer and the seller, referring to the assessment using the method of finding fair value based on Discounted Cash Flow Approach (DCF), which takes the potential and ability to make a profit of the business in the future into account, resulting in the fair value of TI from the assessment of approximately 187.88 - 205.34 million baht (for 100 percent equity) or a share price of 3,757.60 - 4,106.90 baht per share, with the following important assumptions:

- Estimated period of 5 years (2024 - 2028) by DCF method as of June 30, 2024, with the assumption that after the 5th year, TI will grow at a rate of 1.00 percent from the terminal value, which is based on the conservative basis.
- The revenue estimate in the first year is based on all contracts of TI and is based on the average growth rate of System Integrator services in Thailand between 2024 - 2030.
- TI's cost estimate is based on the average actual ratios for the past 2 years and the first 6 months of 2024. Also, the gross profit margin is adjusted down from the historical average by 2-3 percent, which is based on a conservative basis.
- Estimated average revenue in 2024 - 2028 is approximately 468 million baht per year and has an average net profit of approximately 23 million baht per year (Base case).
- Account receivables and other current receivables are set to have an average debt repayment period according to the TI's policy of approximately 30 days.
- Other long-term investments are determined to have a variable ratio based on income because the main item is bank deposits guaranteed with financial institutions, based on historical averages and general agreements with business partners.
- Loans to related parties are determined to be fully repaid within 2024 according to the management's loan repayment plan.
- The discount rate is 11.37 percent per annum.

8. Expected benefits to the Company

The Company expects that entering into the Transaction to Purchase Ordinary Shares of TI will bring benefits as follows:

- (1) Expansion of the Company's existing business into other businesses that can contribute to the growth and stable income of the group of companies;
- (2) Increasing opportunities to generate returns. The growth rate of assets, profits, and cash flow for the Company and its shareholders continuously in the long term; and
- (3) Maintaining the Company's financial liquidity and reducing the Company's debt burden.

9. Source of Funds used to Purchase Assets

The source of funds used to enter into the Transaction to Purchase Ordinary Shares of TI will come from the offering of the Company's newly issued ordinary shares, in the amount not exceeding 30,000,000 shares, to a private placement which is Seller of TI's Shares. This offering will be used to pay for TI's shares as a substitute for cash, with a total value not exceeding THB 120,000,000.

In this regard, the details are outlined in the information regarding the issuance and offering of newly issued ordinary shares to a limited number of persons (Private Placement) in Enclosure 4.

10. Conditions for entering into the transaction.

In entering into the Transaction to Purchase Ordinary Shares of TI, the Company will enter into (a) the entire business transfer agreement with C9 Holding and (b) the share purchase agreement with Ms. Pattamavadee. The key terms and conditions of all agreements can be summarized below.

A. Preliminary Terms of the Entire Business Transfer Agreement with C9 Holding	
1. Entire Business Transfer Agreement	<p>1.1 Seller: C9 Holding / Purchaser: The Company</p> <p>1.2 Entire business to be transferred: Shares in TI of 49,999 shares, equivalent to 99.998%</p> <p>1.3 Purchase Price: THB 119,997,600</p> <p>1.4 Consideration payment method: paid by newly issued ordinary shares of the Company, in substitute for cash.</p> <p>1.5 Completion undertaking</p> <p>(a) The parties execute the share transfer instrument;</p> <p>(b) Record the transfer of shares in its share register book and issue a new share certificate to the Company; and</p> <p>(c) Convene the shareholders' meeting to approve the appointment of 2 new directors, who is nominated by the Company (after the completion of the transaction, TI will have a total of 3 directors) and amend the directors' authority power and amend of the Company's article of association including registration with the Department of Business Development, Ministry of Commerce.</p>
2. Conditions Precedent	<p>2.1 There is no event or any change that adversely affects TI.</p> <p>2.2 The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction for acquisition of TI and (b) the allocation of the newly issued ordinary shares to the Seller through private placement and (c) other agendas relating to entering into the transaction.</p> <p>2.3 Representation and warranty of the seller are true and accurate and do not mislead in any aspect.</p> <p>2.4 The seller does not breach any condition in the agreement.</p>

A. Preliminary Terms of the Entire Business Transfer Agreement with C9 Holding	
	<p>2.5 TI registers the amend of the Company's articles of association and TI's objectives with the Department of Business Development, Ministry of Commerce.</p>
3. Pre-completion Undertaking	<p>Terms of pre-completion undertakings are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature, such as,</p> <p>TI will not pass a resolution to approve significant transactions.</p> <p>The seller will immediately notify the Company of any information that has or will cause material consequences.</p> <p>The seller will not act contrary to the contractual terms or obstruct an entering into any transactions according to the contract or result in the seller's warranty to be false, inaccurate or misleading in material respects.</p> <p>TI will conduct its business as usual.</p> <p>TI shall not declare its dividend.</p>
4. Representation and Indemnification from the Seller	<p>4.1 Terms of representations of the Seller are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) Power to enter into the agreement; (b) Status of TI and the sale shares; and (c) Legal compliance of TI. (d) The filing of tax returns and the payment of all taxes are legal. <p>4.2 Terms of claim requiring the seller to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.</p>
5. Representation and Indemnification from the Company	<p>5.1 Terms of representations of the Company are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) power to enter into the agreement (b) status of the Company and the newly issued ordinary shares (c) legal compliance of the Company

A. Preliminary Terms of the Entire Business Transfer Agreement with C9 Holding	
	<p>(d) The filing of tax returns and the payment of all taxes are legal.</p> <p>5.2 Terms of claim requiring the Company to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.</p>
6. Purchase of Newly Issued Ordinary Shares of the Company	The seller agrees to subscribe for the newly issued ordinary shares of the Company to the private placement in the part which has the purpose for issuing to be paid as a consideration for the sale shares in substitute of cash. The amount of shares having total value equivalent to the purchase price of the sale shares of the seller.
7. Other terms	Other terms, such as conditions precedent and subsequent, completion of transfer, termination, and confidentiality, are in accordance with standard general terms for similar transactions.
B. Preliminary Terms of the Share Purchase Agreement with Ms. Pattamavadee	
1. Share Purchase Agreement	<p>1.1 Seller: Ms. Pattamavadee / Purchaser: The Company or designated person by the Company</p> <p>1.2 Sale Share: Shares in TI of 1 share, equivalent to 0.002%</p> <p>1.3 Purchase Price: THB 2,400</p> <p>1.4 Consideration payment method: paid by newly issued ordinary shares of the Company, in substitute for cash.</p> <p>1.5 Completion undertaking</p> <p>(a) The parties execute the share transfer instrument.</p> <p>(b) Record the transfer of shares in its share register book and issue a new share certificate to the Company or the designated person by the Company.</p>
2. Purchase of Newly Issued Ordinary Shares of the Company	The seller agrees to subscribe for the newly issued ordinary shares of the Company to the private placement in the part which has the purpose for issuing to be paid as a consideration for the sale shares in substitute of cash. The amount of shares having total value equivalent to the purchase price of the sale shares of the seller.

On the same date that the parties enter into the entire business transfer agreement and the share purchase agreement, Ms. Pattamavadee Chumsang, as the principal executive of TI, shall issue an undertaking letter to the Company, having the key terms as follows:

<p>1. A person who undertake</p>	<p>Ms. Pattamavadee Chumsang (as the principal executive of TI)</p>
<p>2. Undertaking</p>	<p>2.1 Ms. Pattamavadee Chumsang agree to undertake to guarantee the Company that EBITDA of TI for the year 2025 and year 2026 (totaling 2 years) will have the total amount of not <u>less than THB 80 million</u>.</p> <p>2.2 For a period of 1 year from the date that C9 Holding receives the Company's shares, there will be no sale, disposal, or transfer of the shares received to any person.</p> <p>2.3 Ms. Pattamavadee Chumsang will serve as a director of TI for a period of 5 years from the date that C9 Holding receives the Company's shares.</p>

Both TI and the DRJ Group have no issues related to conflicts of interest.

In this regard, conditions related to entering into such transaction above may change as the parties will further discuss and agree. However, these conditions will not be material conditions that may affect the shareholders' decision to approve the transaction.

11. Opinion of the Board of Directors

The Board of Directors unanimously approved the transaction and resolved to propose it to the shareholders' meeting for further approval. After careful consideration, the Board views the acquisition of ordinary shares in TI as reasonable and aligned with the Company's business policy. In particular, acquiring shares in TI will enhance the Company's business potential and create long-term growth opportunities, ultimately benefiting the Company and its shareholders. The due diligence review from financial and legal perspectives indicates that the terms of this transaction are no less favorable than those applied to third-party transactions. The criteria used to determine the value of the consideration, as detailed in item 7, are appropriate, consistent with the established guidelines, and advantageous to the Company and shareholders in the long term, as outlined in item 8 above.

The Board has considered various related factors, such as the fair value of the acquired assets, financial valuation assessments, impacts on the Company's financial structure, and overall operational impact. The transaction will not significantly affect the Company's working capital.

12. Opinion of the Audit Committee

The Audit Committee has the same opinions as the Board of Directors as stated in item 11 above.

The Company hereby certifies that the information in this report is accurate and complete in all respects.

Please be informed accordingly.

Best regards

(Mr. Santi Maneewong)

Director

Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction of Doctor Jel Company Limited, Organics Innovations Company Limited, and Organic Greens Farm Company Limited

The meeting of the Board of Directors of Twenty-Four Con & Supply Public Company Limited (the “**Company**”) No. 4/2024 which held on 8 November 2024 has been resolved to approve to the Extraordinary General Meeting of Shareholders No.1/2024 to consider approving the acquisition of all ordinary shares of Doctor Jel Company Limited (“**DRJ**”), Organics Innovations Company Limited (“**OIN**”), and Organics Greens Farm Company Limited (“**OGF**”) which are not a connected party, having the details below.

The meeting of the Board of Directors approves the acquisition of all ordinary shares of DRJ, OIN, and OGF (collectively referred to as “**DRJ’s Group Company**”) in the total price of not exceeding THB 100,000,000 from Organics Holding Corporation Company Limited (“**Organic Holding**”) and Organics Asset Holding Corp Company Limited (“**Organics Asset Holding Corp**”) (hereinafter collectively referred to as “**Organics**”) by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of Organics which includes all assets, debts, rights, obligations, and liabilities of Organics at present and in the future as of the date of the EBT. Organics does not have any debts and only have (1) the ordinary shares of DRJ in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of DRJ, (2) the ordinary shares of OIN in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of OIN, and (3) the ordinary shares of OGF in the amount of 50,000 shares with a par value of THB 100 per share or being equivalent to 100.00 percent of the total issued and paid-up shares of OGF.

Therefore, at the EBT closing date, the Company will be transferred of DRJ’s Group Company’s ordinary shares from Organics as follows:

- (1) Ordinary shares representing 100.00 percent of the total issued and paid-up shares of DRJ, in the amount of 50,000 shares, with the total price of not exceeding THB 21,000,000;
- (2) Ordinary shares representing 100.00 percent of the total issued and paid-up shares of OIN, in the amount of 50,000 shares, with the total price of not exceeding THB 10,000,000;
- (3) Ordinary shares representing 100.00 percent of the total issued and paid-up shares of OGF, in the amount of 50,000 shares, with the total price of not exceeding THB 69,000,000.

After the completion of the EBT, Organics will further proceed with the dissolution and the liquidation process afterward.

The details of approval for the acquisition of all ordinary shares of each company in DRJ's Group Company are as follows:

1. Approve the acquisition of all ordinary shares of DRJ in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 420.00 per share or at a total purchase price of not exceeding THB 21,000,000, representing 100.00 percent of the total issued and paid-up shares of DRJ from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of DRJ (**"Transaction to Purchase Ordinary Shares of DRJ"**).

In this regard, DRJ operates its main business of retail and wholesale of cosmetics products, dietary supplements, medical instruments, and medical chemicals, including the manufacturing of cosmetics products. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of DRJ, DRJ had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration as in return for the purchase and obtain the entire business from Organics, totaling not exceeding THB 21,000,000, with the Company's newly issued ordinary shares, in the amount of not exceeding 5,250,000 shares, representing 1.08 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of DRJ) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not exceeding THB 21,000,000, in substitute for cash. The share swap ratio is 1 ordinary share of DRJ per 105.00 newly issued ordinary shares of the Company (**"Transaction to Allocate Share as In Return for the Purchase of DRJ Shares"**).

2. Approve the acquisition of all ordinary shares of OIN in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 200 per share or at a total purchase price of not exceeding THB 10,000,000, representing 100.00 percent of the total issued and paid-up shares of OIN from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of OIN (**"Transaction to Purchase Ordinary Shares of OIN"**).

In this regard, OIN operates its main business of manufacturing dietary supplements for consumers. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of OIN, OIN had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration as in return for the purchase and obtain the entire business from Organics, totaling not exceeding THB 10,000,000, with the Company's newly issued ordinary shares, in the amount of not exceeding 2,500,000 shares, representing 0.52 percent of the total

issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of OIN) with a par value of THB 0.50 at the purchase price of THB 4.00 per share, totaling not exceeding THB 10,000,000, in substitute for cash. The share swap ratio is 1 ordinary share of OIN per 50.00 newly issued ordinary shares of the Company (“**Transaction to Allocate Share as In Return for the Purchase of OIN Shares**”).

3. Approve the acquisition of all ordinary shares of OGF in the total amount of not exceeding 50,000 shares, with a par value of THB 100 share, at the purchase price of THB 1,380.00 per share or at a total purchase price of not exceeding THB 69,000,000, representing 100.00 percent of the total issued and paid-up shares of OGF from Organics. This includes approval for entering into the entire business transfer agreement or any other agreements, contracts, or documents related to the transaction to purchase all ordinary shares of OGF (collectively referred to as the “**Transaction to Purchase Ordinary Shares of OGF**”).

In this regard, OGF operates its main business of importing and exporting raw materials for manufacturing dietary supplements for animals, including contract manufacturing animal feed and dietary supplements for animals. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of OGF, OGF had registered capital of THB 5,000,000, divided into 50,000 ordinary shares with a par value of THB 100 per share, which have been paid up in full.

The Company will pay consideration as in return for the purchase and obtain the entire business from Organics, totaling not exceeding THB 69,000,000, with the Company’s newly issued ordinary shares, in the amount of not exceeding 17,250,000 shares, representing 3.56 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after entering into the Transaction to Purchase Ordinary Shares of OGF) with a par value of THB 0.50 at the purchase price of THB 4 per share, totaling not exceeding THB 69,000,000, in substitute for cash. The share swap ratio is 1 ordinary share of OGF per 345.00 newly issued ordinary shares of the Company (“**Transaction to Allocate Share as In Return for the Purchase of OGF Shares**”).

Whereas (1) Transaction to Purchase Ordinary Shares of DRJ, (2) Transaction to Purchase Ordinary Shares of OIN, and (3) Transaction to Purchase Ordinary Shares of OGF are collectively referred to as “**Transaction to Purchase Ordinary Shares of DRJ’s Group Company**”; and (1) Transaction to Allocate Share as In Return for the Purchase of DRJ Shares, (2) Transaction to Allocate Share as In Return for the Purchase of OIN Shares, and (3) Transaction to Allocate Share as In Return for the Purchase of OGF Shares are collectively referred to as “**Transaction to Allocate Share as In Return for the Purchase of DRJ’s Group Company**”

In this regard, the Transaction to Purchase Ordinary Shares of DRJ’s Group Company above is deemed as the offering of newly issued ordinary shares specifically through Private Placement. The shareholder meeting of the Company will pass a resolution to clearly determine the offering price at THB 4 per share, which is

not considered to be an offering price lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. Tor.Jor. 28/2565"). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolves to propose agendas to the Extraordinary General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7645 per share. (Information is retrieved from SETSMART at www.setsmart.com) (The determination of market price is by 4 decimal points whereby if the fifth position exceeds 5, the amount will be rounded up.) The purpose of the offering of newly issued ordinary shares is to be used as in return for the purchase of DRJ's shares, OIN's shares, and OGF's shares. It is expected that the process of the purchase will be completed during [January 2025] or at a mutually agreed-upon time by the parties after the Company receives a resolution to approve entering into such transaction from the shareholder meeting.

However, regarding Organics Holding, after the completion of the entire business transfer, Organics Holding will proceed with its dissolution and liquidation. Following the completion of the liquidation, the shareholders of Organics Holding will become direct shareholders of the Company. The list of shareholders of Organics Holding as of 4 November 2024, is as follows:

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	436,877	72.53
2	Mrs. Nalinthanit Chottechathammanee	135,981	22.58
3	Mr. Kitchokkot Nuchniyom	29,484	4.89
	Total	<u>602,342</u>	<u>100.00</u>

After the liquidation process is completed. Organics Holding's shareholders will become direct shareholders of the Company (Only for the portion transferred from Organics Holding) in the following proportions.

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	8,884,891	1.83
2	Mrs. Nalinthanit Chottechathammanee	2,765,484	0.57
3	Mr. Kitchokkot Nuchniyom	599,625	0.12
	Total	<u>12,250,000</u>	<u>2.53</u>

As for Organics Asset Holding Corp, after the completion of the entire business transfer, Organics Asset Holding Corp will proceed with the dissolution and enter into the liquidation process. And after the liquidation process is completed, Organics Asset Holding Corp's shareholder will become direct shareholders of the Company. The list of shareholders of Organics Asset Holding Corp as of 4 November 2024, is as follows:

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	454,709	72.53
2	Mrs. Nalinthanit Chottechathammanee	141,531	22.58
3	Mr. Kitchokkot Nuchniyom	30,687	4.89
	Total	<u>626,927</u>	<u>100.00</u>

After the liquidation process is completed. Organics Asset Holding Corp's shareholders will become direct shareholders of the Company (Only for the portion transferred from Organics Asset Holding Corp) in the following proportions

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	9,247,551	1.91
2	Mrs. Nalinthanit Chottechathammanee	2,878,358	0.59
3	Mr. Kitchokkot Nuchniyom	624,091	0.13
	Total	<u>12,750,000</u>	<u>2.63</u>

In summary, after the completion of the liquidation process, the shareholders of Organics Holding and Organics Asset Holding Corp will become direct shareholders of the company in the following proportions.

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	18,132,442	3.74
2	Mrs. Nalinthanit Chottechathammanee	5,643,842	1.16
3	Mr. Kitchokkot Nuchniyom	1,223,716	0.25
	Total	<u>25,000,000</u>	<u>5.15</u>

The list of the top 10 shareholders before and after transaction execution (1) the Transaction to Purchase Ordinary Shares of TI, (2) the Transaction to Allocate Shares as in Return for the Purchase of TI Shares, (3) the Transaction to Purchase Ordinary Shares of DRJ Group, and (4) the Transaction to Allocate Shares as in Return for the Purchase of DRJ Group Shares is as follows.

No.	Before the transaction execution (Information as of 14 March 2024)			After the transaction execution		
	Name of Shareholder	Number of Shares	Percentage	Name of Shareholder	Number of Shares	Percentage
1	Mr. Yodsawee Wattanateerakitja	105,500,000	24.53	Mr. Yodsawee Wattanateerakitja	105,500,000	21.75
2	Mr. Santi Maneewong	101,677,800	23.65	Mr. Santi Maneewong	101,677,800	20.96
3	Miss Prapai Wongmakes	30,000,000	6.98	Miss Prapai Wongmakes	30,000,000	6.19
4	Mr. Thawatchai Jirawataungkana	30,000,000	6.98	Mr. Thawatchai Jirawataungkana	30,000,000	6.19
5	Mrs. Laddawan Jarusira	22,250,000	5.17	Creative 9 Holding Company Limited	29,999,400	6.19
6	Thai NVDR Company Limited	7,347,948	1.71	Mrs. Laddawan Jarusira	22,250,000	4.59
7	Mr. Krasuang Jarusira	5,000,000	1.16	Organics Asset Holding Corp Company Limited	12,750,000	2.63
8	Mr. Poomsak Tantichatwat	2,900,000	0.67	Organics Holding Corporation Company Limited	12,250,000	2.53
9	Mr. Wichit Chunhachai	2,491,100	0.58	Thai NVDR Company Limited	7,347,948	1.52
10	Miss Vipawalee Watjanapinyo	2,090,000	0.49	Mr. Krasuang Jarusira	5,000,000	1.03

The registered capital of the company before and after transaction execution (1) the Transaction to Purchase Ordinary Shares of TI, (2) the Transaction to Allocate Shares as in Return for the Purchase of TI Shares, (3) the Transaction to Purchase Ordinary Shares of DRJ Group, and (4) the Transaction to Allocate Shares as in Return for the Purchase of DRJ Group Shares (excluding registered capital reserved for the exercise of rights under warrants 24CS-W1 and 24CS-W2) is as follows.

Before the transaction execution (THB)	After the transaction execution (THB) (Excluding registered capital reserved for the exercise of rights under warrants 24CS-W1 and 24CS-W2)
215,000,000	242,500,000

Please consider the details in the information regarding the issuance and offering of newly issued ordinary shares through private placement, Enclosure 4.

In this regard, Organics is not connected persons of the Company and is not considered the connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the “**Notifications on Connected Transaction**”).

In addition, the Transaction to Purchase Ordinary Shares of DRJ’s Group Company above is considered as an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 Re: Rules of Significant Transaction Constituting an Acquisition or Disposal of Assets (and as amended) and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the “**Notifications on Acquisition or Disposal of Assets**”). After considering the total transaction size of the Transaction to Purchase Ordinary Shares of DRJ’s Group Company using calculation methods according to various criteria, the maximum size of the transaction is 18.62 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company ended 30 September 2024 and when combined with the size of the TI acquisition transaction according to the Enclosure 1, which has the maximum total transaction size based on the total value of consideration criteria equal to 22.35 percent, the transaction size based on the total value of consideration criteria equal to 40.97 percent. In addition, the Company has not entered into any asset acquisition transactions during the past 6 months. As the transaction size is equal to or higher than 15 percent but lower than 50 percent, the Company has duties as specified in the Notifications on Acquisition or Disposal of Assets to report and disclose the information memorandum related to the entering into such transaction to the Stock Exchange of Thailand (“**SET**”) and send circular notice to the shareholders within 21 days from the date that the Company notifies SET as specified under the Notifications on Acquisition or Disposal of Assets.

The said transaction is also considered to be a purchase or transfer of the business of another company or a private company to the Company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) which must be approved by the shareholder meeting with a vote of not less

than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have vested interests.

In this regard, the Company would like to disclose information regarding entering into the Transaction to Purchase Ordinary Shares of DRJ’s Group Company, which is an asset acquisition transaction, as follows.

1. Date of the transaction

The transaction to purchase shares of DRJ’s Group Company will occur only under the following conditions: (1) upon receiving a resolution approving the transaction from the Extraordinary General Meeting of Shareholders No. 1/2024, scheduled for 19 December 2024, which includes approval of various necessary and/or related matters, and (2) upon completion of all conditions precedent under the Entire Business Transfer Agreement or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the Transaction to Purchase Ordinary Shares of DRJ’s Group Company as specified in the contract. The Company expects to complete the Transaction to Purchase Ordinary Shares of DRJ’s Group Company in [January 2025] or at a mutually agreed-upon time by the parties.

2. Related Parties and Relationship with the Company

Purchaser:	Twenty-Four Con & Supply Public Company Limited (“ Company ”)
Seller:	Organics Holding Corporation Company Limited (“ Organics Holding ”) Organics Asset Holding Corp Company Limited (“ Organics Asset Holding Corp ”)
Relationship	No Relationship

3. General Characteristics of the Transaction, and Size of the Transaction

3.1 General Characteristics of the Transaction

(1) The Company will enter into a transaction to purchase ordinary share of DRJ in the total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued and paid-up shares of DRJ as follows.

Sale Assets: 50,000 shares of DRJ, or representing 100.00 percent of the total issued and paid-up shares.

Total value of consideration: The Company will pay consideration as in return for the Transaction to Purchase Ordinary Shares of DRJ to Organics Holding in a total amount of not exceeding THB 21,000,000.

Material conditions precedent 1) The Board of Directors’ meeting and the shareholders’ meeting of the Company pass a resolution to approve (a) the transaction and (b) the allocation of the newly issued ordinary shares in the amount

of not exceeding 5,250,000 shares to offer to the private placement as Organics (c) other agendas relating to entering into the transaction.

- 2) All conditions precedent under the entire business transfer agreement have been completed or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the transaction as specified in the agreement.

- (2) The Company will enter into a transaction to purchase ordinary shares of OIN in the total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued, and paid-up shares of OIN as follows.

Sale Assets: 50,000 shares of OIN, or representing 100.00 percent of the total issued and paid-up shares.

Total value of consideration: The Company will pay consideration as in return for the Transaction to Purchase Ordinary Shares of OIN to Organics in a total amount of not exceeding THB 10,000,000.

Material conditions precedent

- 1) The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction and (b) the allocation of the newly issued ordinary shares in the amount of not exceeding 2,500,000 shares to offer to the private placement as Organics and (c) other agendas relating to entering into the transaction.
- 2) All conditions precedent under the entire business transfer agreement have been completed or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the transaction as specified in the agreement.

- (3) The Company will enter into a transaction to purchase ordinary shares of OGF in the total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued, and paid-up shares of OGF as follows.

Sale Assets: 50,000 shares of OGF, or representing 100.00 percent of the total issued and paid-up shares.

Total value of consideration: The Company will pay consideration as in return for the Transaction to Purchase Ordinary Shares of OGF to Organics Holding in a total amount of not exceeding THB 69,000,000.

Material conditions precedent

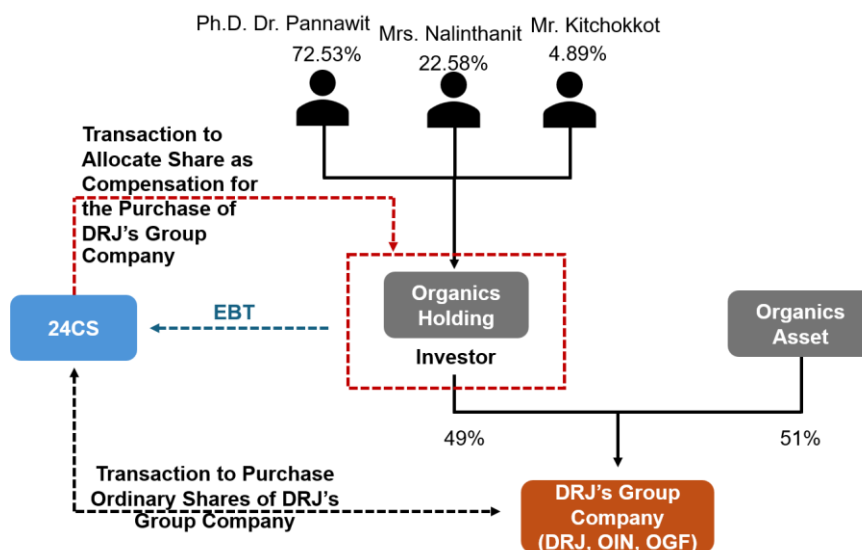
- 1) The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction and

(b) the allocation of the newly issued ordinary shares in the amount of not exceeding 17,250,000 shares to offer to the private placement as Organics and (c) other agendas relating to entering into the transaction.

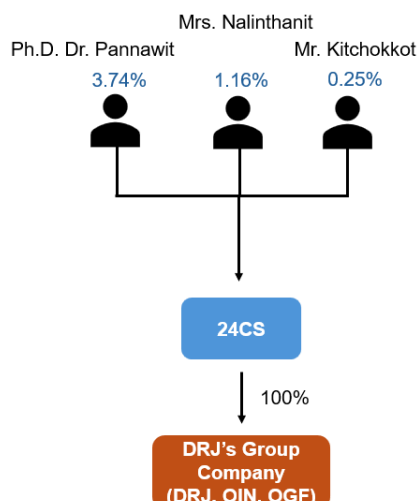
- 2) All conditions precedent under the entire business transfer agreement have been completed or upon receiving a waiver from the relevant contracting party along with other necessary actions to complete the transaction as specified in the agreement.

In this regard, conditions related to entering into the transaction are as detailed in item 10. which may change as the parties further discuss and agree. However, these conditions will not be material conditions that may affect the shareholders' decision to approve the transaction.

Shareholding structure before entering into the transaction



Shareholding structure after entering into the transaction



3.2 Size of the Transaction

The total consideration that the company must pay for entering into the transaction will not exceed THB 100,000,000. The size of the transaction is calculated from the audited consolidated financial statements of the Company, DRJ, OIN, and OGF as of 31 December 2023, based on the total value of consideration criteria. This criterion calculates the maximum transaction size equal to 20.29 percent.

Financial Information

(Unit: Million Baht)	Company as of 30 September 2024	DRJ as of 31 December 2023	OIN as of 31 December 2023	OGF as of 31 December 2023
Total assets	536.85	<u>13.24</u>	<u>35.38</u>	<u>40.54</u>
<u>Deduct</u> total liabilities	220.66	<u>10.95</u>	<u>29.26</u>	<u>26.88</u>
Net asset	316.19	<u>2.29</u>	<u>6.12</u>	<u>13.66</u>
<u>Deduct</u> Intangible assets	0.06	=	=	=
<u>Deduct</u> Deferred Tax Assets	74.23	=	=	=
<u>Deduct</u> Non-controlling shareholders	-	=	=	=

(Unit: Million Baht)	Company as of 30 September 2024	DRJ as of 31 December 2023	OIN as of 31 December 2023	OGF as of 31 December 2023
Tangible assets (NTA)	241.90	<u>2.29</u>	<u>6.12</u>	<u>13.66</u>
Net Profit (loss)	(242.39)*	<u>(4.04)</u>	<u>(3.45)</u>	<u>6.27</u>

* Profit for the past 12 months

Calculating transaction size

Acquisition of DRJ

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (percentage)
Asset value criteria Net tangible assets (NTA)	$\frac{\text{NTA of acquired assets} \times \text{Acquired proportion}}{\text{NTA of the Company}} \times 100$	$\frac{13.24 \times 100\% \times 100}{241.90}$	<u>5.46</u>
Net profit criteria from operations	$\frac{\text{Net profit of acquired assets} \times \text{acquired proportion}}{\text{Net profit of the Company}} \times 100$	$\frac{(4.04) \times 100\% \times 100}{(115.02)}$	N/A
Criteria for the total consideration	$\frac{\text{Total consideration}}{\text{Total assets of the Company}} \times 100$	$\frac{21.00 \times 100}{536.85}$	<u>3.91</u>
Capital stock value criteria issued to pay for assets	$\frac{\text{Number of shares issued to pay for assets}}{\text{Number of issued and paid-up shares of the Company}} \times 100$	$\frac{5.25 \times 100}{430}$	<u>1.22</u>

Note: N/A The transaction size cannot be calculated due to the operating results incurring losses.

Acquisition of OIN

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (percentage)
Asset value criteria Net tangible assets (NTA)	NTA of acquired assets x Acquired proportion x 100 NTA of the Company	<u>6.12 x 100% x 100</u> 241.90	2.53
Net profit criteria from operations	Net profit of acquired assets x acquired proportion x 100 Net profit of the Company	<u>(3.45) x 100% x 100</u> (115.02)	N/A
Criteria for the total consideration	Total consideration x 100 Total assets of the Company	<u>10.00 x 100</u> 536.85	1.86
Capital stock value criteria issued to pay for assets	Number of shares issued to pay for assets x 100 Number of issued and paid-up shares of the Company	<u>2.50 x 100</u> 430	0.58

Note: N/A The transaction size cannot be calculated due to the operating results incurring losses.

Acquisition of OGE

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (percentage)
Asset value criteria Net tangible assets (NTA)	NTA of acquired assets x Acquired proportion x 100 NTA of the Company	<u>13.66 x 100% x 100</u> 241.90	5.63
Net profit criteria from operations	Net profit of acquired assets x acquired proportion x 100 Net profit of the Company	<u>6.27 x 100% x 100</u> (115.02)	N/A
Criteria for the total consideration	Total consideration x 100 Total assets of the Company	<u>69.00 x 100</u> 536.85	12.85

Criteria	Formulas	Calculations (Million Baht)	Size of the transaction (percentage)
Capital stock value criteria issued to pay for assets	Number of shares issued to pay for assets x 100 Number of issued and paid-up shares of the Company	$\frac{17.25 \times 100}{430}$	4.01

Note: N/A The transaction size cannot be calculated due to the operating results incurring losses.

Calculating the transaction size of DRJ , OIN and OGF based on the total value of consideration criteria, which is the criteria that calculates the highest transaction size of 18.62 percent, with the transaction size of TI as per Enclosure 2, which has the maximum total transaction size based on the total value of consideration criteria of 22.35 percent, the transaction size based on the total value of consideration criteria will be 40.97 percent.

The Company has not engaged in any transactions of the same type in the past 6 months. Due to the transaction size being equal to or higher than 15 percent but lower than 50 percent, the Company is obliged to report and disclose information about the transaction to SET and send circular notice to the shareholders within 21 days from the date that the Company notifies SET.

In this regard, Organics is not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the “**Notifications on Connected Transaction**”).

Additionally, the transaction is also considered to be a purchase or acceptance of transfer of the business of other companies or a private companies by the company according to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) which must be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders present and eligible to vote excluding those with interests.

4. Details of the Acquired Assets

When the transaction to purchase shares of DRJ’s Group Company is completed, the Company will hold shares of DRJ’s Group Company as follows:

(a) DRJ’s shares in a total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued and paid-up shares of DRJ;

(b) OIN’s shares in a total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued and paid-up shares of OIN; and

(c) OGF's shares in a total amount of not exceeding 50,000 shares, or representing 100.00 percent of the total issued and paid-up shares of OGF.

In this regard, an important information regarding DRJ's Group Company can be summarized as follows:

4.1 General Information

(1) Doctor Jel Company Limited

Name of Company	Doctor Jel Company Limited
Type of Business	Retail and wholesale of cosmetics products, dietary supplements, medical instruments, and medical chemicals, including the manufacturing of cosmetics products.
Registered Office	No. 87, Moo 2, Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	24 July 2020
Registered capital	THB 5,000,000
Paid-up capital	THB 5,000,000
Total number of shares	50,000 shares
Par value (per share)	THB 100

(2) Organics Innovations Company Limited

Name of Company	Organics Innovations Company Limited
Type of Business	Manufacturing dietary supplements for consumers.
Registered Office	No. 78/9, Moo 3, Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	4 November 2019
Registered capital	THB 5,000,000
Paid-up capital	THB 5,000,000
Total number of shares	50,000 shares
Par value (per share)	THB 100

(3) Organics Greens Farm Company Limited

Name of Company	Organics Greens Farm Company Limited
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Type of Business	Importing and exporting raw materials for the manufacturing of dietary supplements for animals, as well as contract manufacturing animal feed and dietary supplements for animals
Registered Office	No. 78/9, Moo 3, Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom Province
Date of Incorporation	27 February 2020
Registered capital	THB 5,000,000
Paid-up capital	THB 5,000,000
Total number of shares	50,000 shares
Par value (per share)	THB 100

4.2 List of shareholders

No.	List of shareholders	Before entering into the transaction ¹		After entering into the transaction ²	
		Number of shares	Percentage	Number of shares	Percentage
Doctor Jel Company Limited					
1	Organics Holding Corporation Company Limited ¹	24,500	49.00	-	-
2	Organics Assets Holding Corp Company Limited ²	25,500	51.00	-	-
3	Twenty-Four Con & Supply Public Company Limited	-	-	50,000	100.00
	Total	50,000	100.00	50,000	100.00
Organics Innovations Company Limited					
1	Organics Holding Corporation Company Limited ¹	24,500	49.00	-	-
2	Organics Assets Holding Corp Company Limited ²	25,500	51.00	-	-
3	Twenty-Four Con & Supply Public Company Limited	-	-	50,000	100.00
	Total	50,000	100.00	50,000	100.00

No.	List of shareholders	Before entering into the transaction ¹		After entering into the transaction ²	
		Number of shares	Percentage	Number of shares	Percentage
Organics Greens Farm Company Limited					
1	Organics Holding Corporation Company Limited ¹	24,500	49.00	-	-
2	Organics Assets Holding Corp Company Limited	25,500	51.00	-	-
3	Twenty-Four Con & Supply Public Company Limited	-	-	50,000	100.00
	Total	50,000	100.00	50,000	100.00

Remark: 1/ List of shareholders of Organics Holding Corporation Company Limited as of 4 November 2024, is as follows, who are not connected person of the Company:

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	436,877	72.53
2	Mrs. Nalinthanit Chottechathammanee	135,981	22.58
3	Mr. Kitchokkot Nuchniyom	29,484	4.89
	Total	602,342	100.00

2/ List of shareholders of Organics Asset Holding Corp Company Limited as of 4 November 2024, is as follows, who are not connected person of the Company:

List	Name of the Shareholder	Number of Shares	Percentage
1	Ph.D. Dr. Pannawit Chottechathammanee	454,709	72.53
2	Mrs. Nalinthanit Chottechathammanee	141,531	22.58
3	Mr. Kitchokkot Nuchniyom	30,687	4.89
	Total	626,927	100.00

4.3 List of committee members

Currently, the list of committee members for DRJ's Group Company is as follows:

(a) DRJ has 3 directors: 1) Mr. Pannawit Chottechathammanee 2) Mrs. Nalinthanit Chottechathammanee and 3) Ms. Pimamita Chottechathammanee;

(b) OIN has 2 directors: 1) Mr. Pannawit Chottechathammanee and 2) Mrs. Nalinthanit Chottechathammanee; and

(c) OGF has 2 directors: 1) Mr. Pannawit Chottechathammanee and 2) Mrs. Nalinthanit Chottechathammanee.

4.4 Financial Information

(1) Doctor Jel Company Limited

Statement of Financial Position

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Assets			
Current Assets			
Cash and Cash Equivalents	860.44	184.04	349.14
Trade Receivables	42.53	850.34	9,373.09
Short-term Loans	4,000.00	3,200.00	-
Inventories	925.44	2,786.49	1,348.98
Loan for related person or business	-	-	-
Total Current Assets	5,828.40	7,020.88	11,071.21
Non-current Assets			
Land Building and Net Equipment	494.51	763.76	2,062.98
Other Non-current Assets	-	-	108.45
Total Non-current Assets	494.51	763.76	2,171.43
Total Assets	6,322.91	7,784.64	13,242.64
Liabilities and Shareholder Equity			
Current Liabilities			
Bank Overdraft	-	-	778.21
Trade Payable and Other Payable	493.32	1,336.43	10,064.46
Lease Payable Liabilities due within one year	-	28.56	28.56
Income Tax Payables	5.464	9.25	31.64
Total Current Liabilities	498.79	1,374.24	10,902.88

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Non-current Liabilities	-	73.76	47.07
Total Non-current Liabilities	-	73.76	47.07
Total Liabilities	498.79	1,447.99	10,949.95
Shareholder Equity			
Capital			
Registered Capital	5,000.00	5,000.00	5,000.00
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Sold and Paid-up Capital			
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Retained Earnings (Deficits)	824.13	1,336.64	(2,707.30)
Total Shareholder Equity	5,824.13	6,336.64	2,292.70
Total Liabilities and Shareholder Equity	6,322.91	7,784.64	13,242.64

Income Statement

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Income			
Sales Income	10,566.78	16,110.47	56,046.99
Other Income	32.15	19.68	7.03
Total Income	10,598.93	16,130.15	56,054.02
Expenses			
Cost of Sales	3,703.18	7,858.64	23,781.95
Administrative Expenses	6,369.89	7,719.74	36,066.03
Total Expenses	10,073.07	15,578.39	59,847.98
Profits before Financial Cost and Income Tax	525.86	551.77	(3,793.96)
Financial Cost	-	-	49.34

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Profits before Income Tax	525.86	551.77	(3,843.30)
(Expenses) Income Tax	35.46	39.25	200.64
Profits for the Year	490.39	512.52	(4,043.95)

DRJ's revenue has been increasing continuously since 2021 from the continuous expansion of distribution channels, both online in all channels and through distributors, including DRJ's development of new products according to current popularity to the market regularly. However, due to the advertising and public relations of products through various media, such as television and online media, to make products under the DRJ brand widely known, resulting in higher marketing expenses in 2023.

(2) Organics Innovations Company Limited

Statement of Financial Position

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Assets			
Current Assets			
Cash and Cash Equivalents	4,172.70	278.14	1,172.19
Trade Receivables and Other Receivables	2,996.47	3,955.87	3,831.32
Short-term loans to related parties	600.00	-	-
Inventories	4,563.13	638.79	501.22
Other Current Assets	-	-	-
Total Current Assets	12,332.30	4,872.79	5,504.73
Non-current Assets			
Land Building and Net Equipment	10,040.01	18,432.96	29,866.42
Other Non-current Assets	350.65	290.83	11.87
Total Non-current Assets	10,390.66	18,723.79	29,878.28
Total Assets	22,722.96	23,596.58	35,383.02
Liabilities and Shareholder Equity			
Current Liabilities			
Bank Overdraft	-	465.09	4,545.88

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Trade Payable and Other Payables	11,020.45	2,774.61	15,527.93
Short-term Loans	-	5,250.00	5,050.00
Long-term Liabilities due within one year	1,285.22	1,453.68	1,453.68
Income Tax Payables	237.14	374.35	251.15
Total Current Liabilities	12,542.81	10,317.73	26,828.64
Net Long-term Liabilities from Long-term Liabilities due within one year	2,920.18	3,707.46	2,435.75
Total Non-current Liabilities	2,920.18	3,707.46	2,435.75
Total Liabilities	15,462.99	14,025.19	29,264.39
Shareholder Equity			
Capital			
Registered Capital			
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Sold and Paid-up Capital	5,000.00	5,000.00	5,000.00
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Retained Earnings (Deficits)	2,259.97	4,571.39	1,118.62
Total Shareholder Equity	7,259.97	9,571.39	6,118.62
Total Liabilities and Shareholder Equity	22,722.96	23,596.58	35,383.02

Income Statement

Statement of Comprehensive Income (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Income			

Statement of Comprehensive Income (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Sales Income	32,019.93	92,586.83	70,935.74
Service Income			
Other Income	211.49	700.33	153.95
Total Income	32,231.42	93,287.16	71,089.69
Expenses			
Cost of Sales	23,429.24	74,834.03	51,566.14
Administrative Expenses	6,686.79	15,412.63	22,025.29
Total Expenses	30,116.03	90,246.66	73,591.43
Profits before Financial Cost and Income Tax	2,115.40	3,040.50	(2,501.74)
Financial Cost	86.194	104.73	452.49
Profits before Income Tax	2,029.20	2,935.77	(2,954.22)
(Expenses) Income Tax	479.69	624.35	498.54
Profits for the Year	1,549.51	2,311.42	(3,452.77)

OIN started to have its main income from contract manufacturing for dietary supplement products in 2021 and became well-known in 2022. Most of OIN's customers in the beginning were small business groups who did not repeat production order much, resulting in a slight decrease in revenue in 2023. However, OIN has improved its production capability and has expanded its customer base to large wholesalers to have consistent orders. In 2023, OIN expanded its investment, constructed buildings, purchased additional machinery, and increased the number of employees, which caused the cost of sales and administrative expenses in 2023 to increase significantly.

(3) Organics Greens Farm Company Limited

Statement of Financial Position

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Assets			
Current Assets			
Cash and Cash Equivalents	274.06	1,457.01	4,139.43
Trade Receivables and Other Receivables	10,596.08	4,806.02	12,586.16
Inventories	11,895.28	15,322.87	15,712.03
Total Current Assets	22765.42	21,585.90	32,437.62

Statement of Financial Position (Unit : Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Non-current Assets			
Land Building and Net Equipment	317.45	2,874.51	6,128.72
Intangible Assets - Net	-	-	1,961.65
Other Non-current Assets	9.00	9.00	9.00
Total Non-current Assets	326.45	2,883.51	8,099.37
Total Assets	23,091.87	24,469.41	40,536.99
Liabilities and Shareholder Equity			
Current Liabilities			
Bank Overdraft	-	-	-
Trade Payable and Other Payable	5,631.75	7,406.65	9,813.38
Current portion of long-term liabilities	-	-	-
Short-term Loans	11,000.00	9,500.00	15,700.00
Income Tax Payables	103.00	171.11	1,365.12
Total Current Liabilities	16,734.75	17,077.76	26,878.51
Total Liabilities	16,734.75	17,077.76	26,878.51
Shareholder Equity			
Capital			
Registered Capital			
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Sold and Paid-up Capital			
50,000 ordinary shares with a par value of THB 100 per share	5,000.00	5,000.00	5,000.00
Retained Earnings (Deficits)	1,357.12	2,319.65	8,658.49
Total Shareholder Equity	6,357.12	7,391.65	13,658.49
Total Liabilities and Shareholder Equity	23,091.87	24,469.41	40,536.99

Income Statement

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2021 31 Dec 21	Year 2022 31 Dec 22	Year 2023 31 Dec 23
Income			
Sales and Service Income	25,082.52	80,853.49	94,356.13
Other Income	0.18	36.27	104.99
Total Revenue	25,082.70	80,889.76	94,461.12
Expenses			
Cost of Sales	22,976.45	76,270.79	79,859.06
Sales and Administrative Expenses	923.83	3,154.33	6,767.85
Total Expenses	23,900.28	79,425.12	86,626.91
Profits before Financial Cost and Income Tax	1,182.42	1,464.65	7,834.21
Financial Cost	0.09	-	-
Profits before Income Tax	1,182.33	1,464.65	7,834.21
(Expenses) Income Tax	133.00	430.12	1,567.37
Profits for the Year	1,049.34	1,034.53	6,266.83

OGF's revenue has been increasing continuously since 2021 because the supplement and cosmetic business under Thai brands is becoming popular and has a continuous growth rate. As a result, the purchase orders for raw materials to produce OGF's supplement and cosmetic products have continued to grow in the same direction. In addition, OGF does not need to invest in advertising, because it is a direct sale to the manufacturing plant, and OGF can control administrative expenses to be relatively stable, resulting in OGF having a continuous net profit.

5. Total Value of Consideration and Payment Conditions

The total value of the consideration for entering into the transaction will not exceed THB 100,000,000. The company will pay in return for the share purchase transaction to Organics by issuing newly issued ordinary shares of the Company in the form of a specific offering to a limited number of persons (Private Placement) after all conditions precedent under the entire business transfer agreement is completed or received a waiver from the relevant contracting party. and other actions have been taken to complete the transaction as specified in the entire business agreement, with conditions precedent and important requirements as specified in item 10.

6. Value of Acquired Assets

The value of the assets that the company will acquire from entering into the transaction will be equal to the total value of the consideration according to item 5.

7. Basis of Determining the Value of Consideration

The Company's management has assessed and determined the value of the compensation for the investment in the ordinary shares of the DRJ Group of companies as follows:

DRJ Company

The total value of all compensations that the Company has invested in DRJ's 50,000 common shares, with a par value of 100 baht per share, or 100.00 percent of all issued and paid-up shares of DRJ, is not more than 21,000,000 baht, which the Company will pay to the Seller by issuing additional common shares of the Company not exceeding 5,250,000 shares.

In addition, the determination of the value of compensations is a negotiation between the Buyer and the Seller, referring to the assessment using the method of finding fair value based on Discounted Cash Flow Approach, which takes the potential and ability to make a profit in the future of the business into account, resulting in the fair value of DRJ from the assessment of approximately 102.10 - 121.70 million baht (for 100 percent shareholders' equity) or a share price of 2,042 - 2,434 baht per share, with the following important assumptions:

- Estimated period of 5 years (2024 - 2028) by DCF method as of June 30, 2024, with the assumption that after the 5th year, DRJ will grow at a rate of 3.00 percent from the terminal value, which is assessed from the long-term growth of the cosmetic industry.
- DRJ's first-year revenue estimate is based on actual revenue in the first 6 months and new product launch plans, which are expected to grow by 10.00 percent in 2025 and are expected to grow by 5.00 percent during 2026 - 2028.
- DRJ's cost estimate is based on the average actual ratios for the past 2 years and the first 6 months of 2024.
- Estimated average revenue in 2024 - 2028 is approximately 111 million baht per year and has an average net profit of approximately 11 million baht per year (Base case).
- Estimated selling and administrative expenses of DRJ are based on the average actual ratios of the past 2 years and the first 6 months of 2024, considering both fixed and variable costs separately.
- The discount rate is equal to 8.58 percent per annum.

OIN Company

The total value of all compensations from the Company's investment in OIN's 50,000 common shares, with a par value of 100 baht per share, or representing 100.00 percent of all issued and paid-up shares of OIN, is not more than 10,000,000 baht, which the Company will pay to the Seller by issuing additional common shares of the Company not exceeding 2,500,000 shares.

In addition, the determination of the value of compensations is a negotiation between the Buyer and the Seller, referring to the assessment using the method of finding fair value based on Discounted Cash Flow Approach, which takes the potential and ability to make a profit in the future of the business into account, resulting in the fair value of OIN from the assessment of approximately 88.10 – 99.50 million baht (for 100 percent shareholders' equity) or a share price of 1,762 – 1,990 baht per share, with the following important assumptions:

- Estimated period of 5 years (2024 - 2028) by DCF method as of June 30, 2024, with the assumption that after the 5th year, OIN will grow at a rate of 1.00 percent from the terminal value, which is assessed from the long-term growth of the dietary supplement industry.
- OIN's first-year revenue estimate is based on actual revenue in the first 6 months and new product launch plans, which are expected to grow by 10.00 percent in 2025 and are expected to grow by 5.00 percent during 2026 - 2028.
- DRJ's cost estimate is based on the average actual ratios for the past 2 years and the first 6 months of 2024.
- Estimated average revenue in 2024 - 2028 is approximately 97 million baht per year and has an average net profit of approximately 7 million baht per year (Base case).
- Estimated selling and administrative expenses of OIN are based on the average actual ratios of the past 2 years and the first 6 months of 2024, considering both fixed and variable costs separately.
- The discount rate is equal to 8.58 percent per annum.

OGF Company

The total value of all compensations from the Company's investment in OGF's 50,000 common shares, with a par value of 100 baht per share, or representing 100.00 percent of all issued and paid-up shares of OGF, is not more than 69,000,000 baht, which the Company will pay to the Seller by issuing additional common shares of the Company not exceeding 17,250,000 shares.

In addition, the determination of the value of compensations is a negotiation between the Buyer and the Seller, referring to the assessment using the method of finding fair value based on Discounted Cash Flow Approach, which takes the potential and ability to make a profit in the future of the business into account, resulting in the fair value of OIN from the assessment of approximately 110.85 – 160.85 million baht (for 100 percent shareholders' equity) or a share price of 2,217 – 3,217 baht per share, with the following important assumptions:

- Estimated period of 5 years (2024 - 2028) by DCF method as of June 30, 2024, with the assumption that after the 5th year, OGF will grow at a rate of 3.00 percent from the terminal value, which is assessed from the long-term growth of the cosmeceutical industry.
- OGF's first-year revenue estimate is based on actual revenue in the first 6 months and new product launch plans, which are expected to grow by 10.00 percent in 2025 and are expected to grow by 5.00 percent during 2026 - 2028.
- DRJ's cost estimate is based on the average actual ratios for the past 2 years and the first 6 months of 2024.
- Estimated average revenue in 2024 - 2028 is approximately 84 million baht per year and has an average net profit of approximately 5 million baht per year (Base case).
- Estimated selling and administrative expenses of OGF are based on the average actual ratios of the past 2 years and the first 6 months of 2024, considering both fixed and variable costs separately.
- The discount rate is equal to 6.88 percent per annum.

8. Expected benefits to the Company

The Company expects that entering into the Transaction to Purchase Ordinary Shares of DRJ's Group Company will bring benefits as follows:

- (1) Expansion of the Company's existing business into other businesses that can contribute to the growth and stable income of the group of companies;
- (2) Increasing opportunities to generate returns. The growth rate of assets, profits, and cash flow for the Company and its shareholders continuously in the long term; and
- (3) Maintaining the Company's financial liquidity and reducing the Company's debt burden.

9. Source of Funds used to Purchase Assets

The source of funds used to enter into the Transaction to Purchase Ordinary Shares of DRJ's Group Company will come from the offering of the Company's newly issued ordinary shares, in the amount not exceeding 20,000,000 shares, to a private placement which is Organics. This offering will be used to pay for shares of DRJ's Group Company, with the total value will not exceeding THB 100,000,000

In this regard, the details are outlined in the information regarding the issuance and offering of newly issued ordinary shares to a limited number of persons (Private Placement) in Enclosure 4.

10. Conditions for entering into the transaction.

In entering into the Transaction to Purchase Ordinary Shares of DRJ's Group Company, the Company will enter into one entire business transfer agreement with Organics Holding and one entire business transfer agreement with Organics Asset Holding Corp. The key terms and conditions of all agreements can be summarized below.

A. Preliminary Terms of the Entire Business Transfer Agreement with Organics Holding	
1. Entire Business Transfer Agreement	<p>1.1 Seller: Organics Holding / Purchaser: The Company</p> <p>1.2 Entire business to be transferred:</p> <p>(1) Shares in DRJ of 24,500 shares, or representing 49.00 percent of the total issued and paid-up shares of DRJ;</p> <p>(2) Shares in OIN of 24,500 shares, or representing 49.00 percent of the total issued and paid-up shares of OIN; and</p> <p>(3) Shares in OGF of 24,500 shares, or representing 49.00 percent of the total issued and paid-up shares of OGF.</p> <p>1.3 Purchase Price: THB 49,000,000</p> <p>1.4 Consideration return payment method: paid by newly issued ordinary shares of the Company in substitute for cash</p> <p>1.5 Completion undertaking</p> <p>(a) The parties execute the share transfer instrument;</p> <p>(b) Record the transfer of shares in its share register book and issue a new share certificate to the Company;</p> <p>(c) The Company receives the resignation letter for each director of each company in DRJ's Group Company, as follows:</p> <ul style="list-style-type: none"> - DRJ: Mrs. Nalinthanit Chottechathammanee and Ms. Pimamita Chottechathammanee; - OIN: Mrs. Nalinthanit Chottechathammanee; and - OGF: Mrs. Nalinthanit Chottechathammanee. <p>(d) Convene the shareholders' meeting to approve the appointment of 2 new director, who is nominated by the Company (after the completion of the transaction, DRJ will have a total of 3 directors, OIN will have a total of 3 directors, OGF will have a total of [3] directors) amend the directors' authority and amend of the Company's article of association, including registration with the Department of Business Development, Ministry of Commerce.</p>
2. Conditions Precedent	<p>2.1 There is no event or any change that adversely affects DRJ, OIN, and OGF (as the case may be).</p> <p>2.2 The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction for the acquisition of</p>

A. Preliminary Terms of the Entire Business Transfer Agreement with Organics Holding	
	<p>DRJ's shares, OIN's shares, and OGF's shares and (b) the allocation of the newly issued ordinary shares to the seller through private placement and (c) other agendas relating to entering into the transaction.</p> <p>2.3 Representation and warranty of the seller are true and accurate and do not mislead in any aspect.</p> <p>2.4 The seller does not breach any condition in the agreement.</p> <p>2.5 DRJ OIN and OGF registers the amend of the Company's articles of association and objectives with the Department of Business Development, Ministry of Commerce.</p>
3. Pre-completion Undertaking	<p>Terms of pre-completion undertakings are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature, such as,</p> <p>DRJ, OIN, and OGF will not pass a resolution to approve significant transactions;</p> <p>The seller will immediately notify the Company of any information that has or will cause material consequences;</p> <p>The seller will not act contrary to the contractual terms or obstruct an entering into any transactions according to the contract or result in the seller's warranty to be false, inaccurate or misleading in material respects;</p> <p>DRJ, OIN, and OGF will conduct its business as usual; and</p> <p>DRJ, OIN, and OGF shall not declare its dividend.</p>
4. Representation and Indemnification from the Seller	<p>4.1 Terms of representations of the seller are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) Power to enter into the agreement; (b) Status of DRJ, OIN, and OGF and the sale shares; and (c) Legal compliance of the DRJ, OIN, and OGF. (d) The filing of tax returns and the payment of all taxes are legal. <p>5.2 Terms of claim requiring the seller to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.</p>

A. Preliminary Terms of the Entire Business Transfer Agreement with Organics Holding	
<p>5. Representation and Indemnification from the Company</p>	<p>5.1 Terms of representations of the Company are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) Power to enter into the agreement; (b) Status of the Company and the newly issued shares sale shares ; and (c) Legal compliance of the Company (d) The filing of tax returns and the payment of all taxes are legal. <p>5.2 Terms of claim requiring the Company to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.</p>
<p>6. Purchase of newly issued ordinary shares of the Company</p>	<p>The seller agrees to subscribe for the newly issued ordinary shares of the Company to the private placement in the part which has the purpose for issuing to be paid as a consideration for the sale shares in substitute of cash. The amount of shares having total value equivalent to the purchase price of the sale shares of each seller.</p>
<p>7. Other terms</p>	<p>Other terms, such as conditions precedent and subsequent, completion of transfer, termination, and confidentiality, are in accordance with standard general terms for similar transactions.</p>

B. Preliminary Terms of the Entire Business Transfer Agreement with Organics Asset Holding Corp	
<p>1. Entire Business Transfer Agreement</p>	<p>1.1 Seller: Organics Asset Holding Corp / Purchaser: The Company</p> <p>1.2 Entire business to be transferred:</p> <ul style="list-style-type: none"> (1) Shares in DRJ of 25,500 shares, or representing 51.00 percent of the total issued and paid-up shares of DRJ; (2) Shares in OIN of 25,500 shares, or representing 51.00 percent of the total issued and paid-up shares of OIN; and (3) Shares in OGF of 25,500 shares, or representing 51.00 percent of the total issued and paid-up shares of OGF. <p>1.3 Purchase Price: THB 51,000,000</p>

B. Preliminary Terms of the Entire Business Transfer Agreement with Organics Asset Holding Corp	
	<p>1.4 Consideration return payment method: paid by newly issued ordinary shares of the Company in substitute for cash</p> <p>1.5 Completion undertaking</p> <p>(a) The parties execute the share transfer instrument;</p> <p>(b) Record the transfer of shares in its share register book and issue a new share certificate to the Company;</p> <p>(c) The Company receives the resignation letter for each director of each company in DRJ’s Group Company, as follows:</p> <ul style="list-style-type: none"> - DRJ: Mrs. Nalinthanit Chottechathammanee and Ms. Pimamita Chottechathammanee; - OIN: Mrs. Nalinthanit Chottechathammanee; and - OGF: Mrs. Nalinthanit Chottechathammanee. <p>(d) Convene the shareholders’ meeting to approve the appointment of 2 new director, who is nominated by the Company (after the completion of the transaction, DRJ will have a total of 3 directors, OIN will have a total of 3 directors, OGF will have a total of [3] directors) amend the directors’ authority and amend of the Company’s article of association, including registration with the Department of Business Development, Ministry of Commerce.</p>
<p>2. Conditions Precedent</p>	<p>2.1 There is no event or any change that adversely affects DRJ, OIN, and OGF (as the case may be).</p> <p>2.2 The Board of Directors’ meeting and the shareholders’ meeting of the Company pass a resolution to approve (a) the transaction for the acquisition of DRJ’s shares, OIN’s shares, and OGF’s shares and (b) the allocation of the newly issued ordinary shares to the seller through private placement and (c) other agendas relating to entering into the transaction.</p> <p>2.3 Representation and warranty of the seller are true and accurate and do not mislead in any aspect.</p> <p>2.4 The seller does not breach any condition in the agreement.</p> <p>2.5 DRJ OIN and OGF registers the amend of the Company's articles of association and objectives with the Department of Business Development, Ministry of Commerce.</p>

B. Preliminary Terms of the Entire Business Transfer Agreement with Organics Asset Holding Corp	
3. Pre-completion Undertaking	<p>Terms of pre-completion undertakings are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature, such as,</p> <p>DRJ, OIN, and OGF will not pass a resolution to approve significant transactions;</p> <p>The seller will immediately notify the Company of any information that has or will cause material consequences;</p> <p>The seller will not act contrary to the contractual terms or obstruct an entering into any transactions according to the contract or result in the seller's warranty to be false, inaccurate or misleading in material respects;</p> <p>DRJ, OIN, and OGF will conduct its business as usual; and</p> <p>DRJ, OIN, and OGF shall not declare its dividend.</p>
4. Representation and Indemnification from the Seller	<p>4.1 Terms of representations of the seller are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) Power to enter into the agreement; (b) Status of DRJ, OIN, and OGF and the sale shares; and (c) Legal compliance of the DRJ, OIN, and OGF. (d) The filing of tax returns and the payment of all taxes are legal. <p>5.2 Terms of claim requiring the seller to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.</p>
5. Representation and Indemnification from the Company	<p>5.1 Terms of representations of the Company are in accordance with the standard clause relating to the sale and purchase of shares with similar transaction nature, such as,</p> <ul style="list-style-type: none"> (a) Power to enter into the agreement; (b) Status of the Company and the newly issued shares sale shares ; and (c) Legal compliance of the Company (d) The filing of tax returns and the payment of all taxes are legal.

B. Preliminary Terms of the Entire Business Transfer Agreement with Organics Asset Holding Corp	
	5.2 Terms of claim requiring the Company to indemnify in case of breach of representation are in accordance with the standard clause relating to the sale and purchase of shares with a similar transaction nature.
6. Purchase of newly issued ordinary shares of the Company	The seller agrees to subscribe for the newly issued ordinary shares of the Company to the private placement in the part which has the purpose for issuing to be paid as a consideration for the sale shares in substitute of cash. The amount of shares having total value equivalent to the purchase price of the sale shares of each seller.
7. Other terms	Other terms, such as conditions precedent and subsequent, completion of transfer, termination, and confidentiality, are in accordance with standard general terms for similar transactions.

On the same date that the parties enter into the entire business transfer agreement and the share purchase agreement, Mr. Pannawit Chottechathammanee, as the principal executive of DRJ, shall issue an undertaking letter to the Company, having the key terms as follows:

1. A person who undertake	Mr. Pannawit Chottechathammanee (as the principal executive of DRJ)
2. Undertaking	<p>2.1 Mr. Pannawit Chottechathammanee agree to undertake to guarantee the Company that EBITDA of TI for the year 2025 and year 2026 (totaling 2 years) will have the total amount of not <u>less than THB 70 million</u>.</p> <p>2.2 For a period of 1 year from the date that Organics receives the Company's shares, there will be no sale, disposal, or transfer of the shares received to any person.</p> <p>2.3 Dr. Panwitt Chotithetthamanee will serve as a director of the DRJ Group for a period of 5 years from the date that Organics receives the Company's shares.</p>

Both TI and the DRJ Group have no issues related to conflicts of interest.

On the completion date, the Company will enter into a shareholders agreement with Organic Assets Holding Corp Company Limited, the existing shareholder who still holds shares in DRJ, OIN, and OGF, in accordance with the standard clauses generally applicable to similar transactions nature.

In this regard, conditions related to entering into the transaction above may change as the parties further discuss and agree. However, these conditions will not be material conditions that may affect the shareholders' decision to approve the transaction.

11. Opinion of the Board of Directors

The Board of Directors unanimously approved the transaction and resolved to present the matter to the shareholders' meeting for further approval. After careful consideration, the Board concluded that the acquisition of ordinary shares in the DRJ Group is reasonable and aligned with the Company's business policy. In particular, acquiring shares in the DRJ Group will enhance the Company's business potential and create long-term growth opportunities, ultimately benefiting the Company and its shareholders. Additionally, the due diligence review from both financial and legal perspectives indicates that the terms of the transaction are no less favorable than those applied to third-party transactions. The criteria used to determine the value of the consideration, as detailed in item 7, are appropriate, consistent with the established guidelines, and beneficial to the Company and shareholders in the long term, as outlined in item 8 above.

The Board considered various factors, such as the fair value of the acquired assets, financial valuation assessments, impacts on the Company's financial structure, and overall operational impact. The transaction will not significantly affect the Company's working capital.

12. Opinion of the Audit Committee

The Audit Committee has the same opinions as the Board of Directors as stated in item 11 above.

The Company hereby certifies that the information in this report is accurate and complete in all respects.

Please be informed accordingly.

Best regards

(Mr. Santi Maneewong)

Director

(F53-4)

Capital Increase Report Form

Twenty-Four Con&Supply Public Company Limited

We, Twenty-Four Con&Supply Public Company Limited (the “**Company**”), hereby report the resolution of the Board of Directors’ Meeting No. 4/2024 held on 8 November 2024, relating to the increase of capital and the allocation of newly issued ordinary shares as follows:

1. Increase of Capital

The Board of Directors’ Meeting has passed the resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase of the Company’s registered capital as follows:

1.1 Increase of Capital

The Board of Directors’ Meeting has passed the resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase of the Company’s registered capital by THB 148,750,000 from the existing registered capital of THB 215,000,000 to be the newly registered capital of THB 363,750,000 by issuing the newly issued ordinary shares in the amount of 297,500,000 shares with the par value of THB 0.50 per share to accommodate (1) the offering of newly issued ordinary shares through Private Placement in the amount of not exceeding 55,000,000 shares, (2) the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 (“**24CS-W1**”) by issuing not exceeding 194,000,000 share and (3) the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 (“**24CS-W2**”) by issuing not exceeding 48,500,000 shares. In addition, the Board of Directors’ Meeting has passed the resolution to propose to the shareholders’ meeting of the Company to consider and approve the amendment of Clause 4 of the Company’s memorandum of association to be in accordance with the increase of the Company’s registered capital, with the details below.

Capital Increase	Types of Shares	Number of Shares	Par Value (THB/ Share)	Total (THB)
ป Specifying the purpose of utilizing proceeds	Ordinary Shares Preferred shares	297,500,000	0.50	148,750,000
£ General Mandate	Ordinary Shares Preferred shares			

2. Allocation of Capital Increase

2.1 Specifying the Purpose of Utilizing Proceeds

Allotted to	Number of Shares (Shares)	Ratio (Existing: New)	Sale Price (THB per Share)	Date and Time of subscription and payment of shares	Remark
1. For Private Placement as follows: <ul style="list-style-type: none"> - Creative 9 Holding Co., Ltd. - Ms. Pattamavadee Chumsang - Organics Holding Corporation Company Limited - Organics Asset Holding Corp Company Limited 	Not exceeding 55,000,000	-	4.00		Please see remark below.
2. To reserve for the exercise of 24CS-W1	Not exceeding 194,000,000	2.5:1	3.00	The exercise of right to purchase newly issued ordinary shares of the Company according to the 24CS-W1 will be accordance with the terms and conditions specified in the	Please see remark below.

Allotted to	Number of Shares (Shares)	Ratio (Existing: New)	Sale Price (THB per Share)	Date and Time of subscription and payment of shares	Remark
				terms and conditions governing the right and obligations of the Warrant to Purchase newly issued ordinary share of Twenty-Four Con & Supply Public Company Limited, No.1 (24CS-W1).	
3. To reserve for the exercise of 24CS-W2	Not exceeding 48,500,000	10:1	6.00	The exercise of right to purchase newly issued ordinary shares of the Company according to the 24CS-W2 will be in accordance with the terms and conditions specified in the terms and conditions governing the right and obligations of the Warrant to Purchase newly issued ordinary share of Twenty-Four Con & Supply Public Company	Please see remark below.

Allotted to	Number of Shares (Shares)	Ratio (Existing: New)	Sale Price (THB per Share)	Date and Time of subscription and payment of shares	Remark
				Limited, No.2 (24CS-W2).	
Total	297,500,000				

Remark:

The Board of Directors' Meeting has passed the resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase of the Company's registered capital by THB 148,750,000 from the existing registered capital of THB 215,000,000.00 to be THB 363,750,000 by issuing the newly issued ordinary shares in the amount of 297,500,000 shares with the par value of THB 0.50 per share to accommodate the allocation of newly issued ordinary shares through Private Placement and and to reserve for the exercise of 24CS-W1 and 24CS-W2 and the details are as follows:

1. Allocation of the newly issued ordinary shares to the Private Placement

1.1 Allocating the newly issued shares in the amount of not exceeding 55,000,000 shares with the par value of THB 0.50 per share to offer for sale to the private placement which is 4 persons (collectively the "Investors") whereby there is not the connected party to the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions dated 31 August B.E. 2551 (and as amended) and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) dated 19 November B.E. 2546 (and as amended) (collectively referred to as the "Notifications on Connected Transaction"), as detailed below.

No.	Persons being allocated the newly issued shares	Number of Allocated shares (Shares)
1	Creative 9 Holding Co., Ltd.	29,999,400
2	Ms. Pattamavadee Chumsang	600
3	Organics Holding Corporation Company Limited	12,250,000
4	Organics Asset Holding Corp Company Limited	12,750,000

1.2 There are Investors who have any relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535 (including additional amendments),

- 1.2.1 Creative 9 Holding Company Limited and Ms. Patamavadee Chumsang, since Ms. Patamavadee Chumsang holds shares exceeding 30 percent of the total vote right of Creative 9 Holding Company Limited,
- 1.2.2 Organics Holding Corporation Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Holding Corporation Company Limited,
- 1.2.3 Organics Asset Holding Corp Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Asset Holding Corp Company Limited,
- 1.2.4 Organics Holding Corporation Company Limited and Organics Asset Holding Corp Company Limited, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of such two companies.

However, the shareholding of the 4 investors mentioned above does not create a duty to make a tender offer for all securities of the Company after receiving the allocation of additional ordinary shares of the Company. In addition, the above investors will invest in the Company without having a role in managing the company's operations (Passive Investors), *except Ms. Patamavadee Chumsang will continue to perform duties as a director of TI and Ph.D. Dr. Pannawit Chottechathammanee will continue to perform duties as a director of DRJ's Group Company.*

In this regard, 5 of the shareholders, i.e. Ms. Patamavadee Chumsang, Ms. Darin Buranaphongwatana, Ph.D. Dr. Pannawit Chottechathammanee, Mrs. Nalinthanit Chottechathammanee, Mr. Kitchokkot Nuchniyom, have not a relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

Furthermore, the shareholders of TI, DRJ's Group Company, C9 Holding, Organics Holding, and Organics Asset Holding Corp have not entered into the shareholder agreement or other agreements of the same nature.

- 1.3 The 4 Investors are not the connected party to the Company under the Notifications on Connected Transaction.
- 1.4 The issuance of such newly issued ordinary shares is the offer for sale of shares which the Board of Directors' Meeting has passed a resolution to proposed to the shareholders' meeting to determine the offering price at THB 4.00 per share, totaling not exceeding THB 55,000,000, which is not lower

than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the “**Notification No. TorJor. 28/2565**”). The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolves to propose agendas to the Extraordinary General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to Investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7645 per share. (Information is retrieved from SETSMART at www.setsmart.com.) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

- 1.5 The issuance and offering of newly issued ordinary shares are not considered to be a significant offering of newly issued shares through a private placement according to Notification No. TorJor. 28/2565 because the price of the offering of shares is clearly stated to be not lower than the market price.
- 1.6 The allocation of the newly issued shares as detailed above, in any case, must not cause any Investors under Private Placement to hold the Company's shares in a manner that increases up to or beyond the point at which a tender offer must be made, as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for Acquiring Securities for the Purpose of Business Takeover (and as amended) or in a manner that violates the restrictions on foreign shareholding as specified in the Company's articles of association. According to the Company's articles of association, foreigners may hold shares in the Company not exceeding 49 percent of the total number of the Company's shares sold.
- 1.7 In this regard, the Board of Directors' Meeting resolved to clearly determine the offering price to propose to the shareholders' meeting to consider the offering price of THB 4.00 per share. The offering price of newly issued ordinary shares through Private Placement is not lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under Notification No. TorJor. 28/2565. The "market price" is calculated from the weighted average price of the Company's ordinary shares on the SET for the past 15 consecutive business days prior to the date the Board resolved to propose an agenda to the Extraordinary General Meeting of Shareholders to request approval for the Company to offer additional ordinary shares to Investors, between 17 October 2024 to 7 November 2024, at a price of THB 3.7645 per share. (Information is retrieved from SETSMART at www.setsmart.com.) (By setting the market price to 4 decimal places, values greater than 5 in the 5th position, will be rounded up).
- 1.8 In this regard, Notification No. TorJor. 28/2565 requires the Company to complete the offering within the time period approved by the shareholder meeting. However, it must not be more than 3 months from the date of the shareholder meeting resolved to approve the offering of newly issued shares, or

the Company must complete the offering of shares within 12 months from the date of the shareholder meeting resolved to approve the offering. In the case that the shareholders have clearly resolved that after the said 3 months have elapsed, the board of directors or the person assigned by the board of directors will determine the offering price according to the market price during the offering period. Therefore, the board of directors considered proposing to the shareholder meeting to consider and approve the assignment to the board of directors or those assigned by the board of directors to determine the offering price according to the market price during the offering period after 3 months have elapsed from the date of the shareholder meeting resolved to approve the offering of newly issued shares.

2 The exercise of the right according to Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 (“24CS-W1”)

The allocation of shares does not exceed 194,000,000 shares with the par value of THB 0.50 to reserve for the exercise of 24CS-W1 which are allocated to the existing shareholders in the proportion to their shareholding (Right Offering) at the offering ratio of 2.5 shares to 1 unit of 24CS-W1 which 1 holding 1 unit of 24CS-W1 has a right to purchase 1 common share of the Company with the exercise price of THB 3.00. The details and summary will be appeared in the Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 (“24CS-W1”)

3 Exercise of rights according to the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 (“24CS-W2”)

The allocation of shares does not exceed 43,500,000 shares with the par value of THB 0.50 to reserve for the exercise of 24CS-W1 which are allocated to the existing shareholders in the proportion to their shareholding (Right Offering) at the offering ratio of 10 shares to 1 unit of 24CS-W1 which 1 holding 1 unit of 24CS-W1 has a right to purchase 1 common share of the Company with the exercise price of THB 6.00. The details and summary will be appeared in the Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 (“24CS-W2”).

4 The Board of Directors approved to propose to the shareholders’ meeting to consider approving the assignment of the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, and/or any person appointed by the Board of Directors and/or Executive Committee and/or the Chief Executive Officer, to have authority to issuing, offering, allocating and subscribing of such newly issued ordinary shares of the Company, including but not limited to the following matters:

- (1) to consider specifying and/or amending and changing other details that are necessary and related to the allocation of newly issued ordinary shares of the Company as appropriate. This includes but is not limited to determining the duration of the offering and as long as it is not

contrary to or inconsistent with relevant announcements, rules, or laws. Also, determining and amending the subscription date and the offering date for newly issued ordinary shares, payment of shares which may be made by considering the time period for allocation and subscription in one or several occasions and setting the offering price based on the market price during the offering period. After a period of 3 months has elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares; and

- (2) To contact, negotiate, enter into, sign, amend contracts, permission request documents, waiver requests, notices, and evidence necessary and related to the allocation of newly issued ordinary shares of the Company. This includes but is not limited to a share subscription agreement, a relevant registration with the Ministry of Commerce, contacting and submitting permission requests, waiver requests, notices such documents and evidence to the SEC Office and the SET, government, agencies or agencies involved in making corrections, additions or changes to requests or contents in such documents are relevant as well as registering such newly issued ordinary shares as listed securities on the SET; and
- (3) To take any action necessary and relevant to make the allocation of newly issued ordinary shares of the Company successful. This includes appointing and assigning other persons who are appropriate to act as sub-attorneys for the above actions.

2.2 The Company's action in the case that there are fractions of shares remaining

- (1) The newly issued ordinary shares offered to the private placement are an offering of the entire number of shares, therefore, there will be no case of having fractions of shares.
- (2) If there is a fraction of common shares from the calculation based on the allocation ratio of 24CS-W1 for each shareholder, the remaining fractional shares shall be discarded.
- (3) If there is a fraction of common shares from the calculation based on the allocation ratio of 24CS-W2 for each shareholder, the remaining fractional shares shall be discarded.

3. Determination of the Extraordinary General Meeting to consider approving the increase of the registered capital and allocation of the newly issued ordinary shares

The schedule for the Extraordinary General Meeting of Shareholders No. 1/2024 on Thursday, 19 December 2024, at 1.00 p.m. via electronic means (E-EGM) only, which will be broadcast live from the Company's meeting room located at No. 89 AIA Capital Center, 9th Floor, Unit 901, Din Daeng, Din Daeng, Bangkok

- R determining the names of shareholders who are entitled to attend the Meeting of Shareholders on 22 November 2024 (Record Date)

£ determining the book-closing date to share transfers in order to determine the rights to attend this meeting from (date)..... until the meeting has been duly convened

4. Obtaining approval of the capital increase/allocation of newly issued ordinary shares from related government agencies, and approval conditions (if any)

4.1 This increase of capital shall be approved by the shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and being eligible to vote, excluding shareholders who have vested interests.

4.2 The Company shall comply with the criteria regarding the offering of the newly issued ordinary shares through Private Placement as specified under Notification No. TorJor. 28/2565 before offering and allocating the newly issued ordinary shares to the Investors.

At present, the Notification No. TorJor. 28/2565 has canceled the submission of permission request documents to the SEC Office, which shall not request approval from the SEC Office in all cases.

The Company shall register its increase of capital and amendment of the paid-up capital and amendment of the memorandum of association with the Department of Business Development, Ministry of Commerce.

4.3 The Company shall proceed with the request to the SET to register the newly issued ordinary shares which are offered to the Private Placement as listed securities on the SET.

5. Objectives of the capital increase and plans for utilizing the increased capital

- The Company can raise its capital in the total amount of not exceeding THB 220,000,000 from the increase of capital to Private Placement. The objectives of the capital increase and plans for utilizing the increased capital are as follows:

Objectives and Utilization Plans	Amount	Period of Utilization
Funds from Capital Increase to the Private Placement		
1. To pay as a consideration for acquiring the ordinary shares in Technology Intelligence Company Limited (“TI”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of TI. <u>Business Nature</u>	Not exceeding THB 120,000,000	Within January 2025

Objectives and Utilization Plans	Amount	Period of Utilization
<p>Operating for providing installation and maintenance services for computer systems, servers, and all kinds of networks, including offering consulting services for various intelligence technology (IT) systems, including the buying and selling of all kinds of intelligence technology (IT) equipment.</p> <p><u>Opportunity to generate income for the Company</u></p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company's group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. TI's current business has been profitable. Therefore, the Company has the opportunity to receive dividends from TI. <p><u>Expected impact on the Company in case the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. The loss of generating return, asset growth rate, profits, and cash flow for the Company and its shareholders in the long term. 		

Objectives and Utilization Plans	Amount	Period of Utilization
<p><u>Risk of operating the Project</u></p> <p>1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations.</p>		
<p>2. To pay as consideration for acquiring the ordinary shares in Doctor Jel Company Limited (“DRJ”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of DRJ.</p> <p><u>Business Nature</u></p> <p>Operating the business retail and wholesale of cosmetics products, dietary supplements, medical instruments, and medical chemicals, including the manufacturing of cosmetics products.</p> <p><u>Opportunity to generate income for the Company</u></p> <p>1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company’s group.</p> <p>2. Expanding the Company's markets and customers base, including reaching new customer groups.</p> <p>3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services.</p> <p>4. Although DRJ's business is currently experiencing losses, the company sees business opportunities to</p>	<p>Not exceeding THB 21,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p>transform DRJ and return it to profitability within a reasonable timeframe.</p> <p><u>Expected impact on the Company in case that the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. The loss of generating return, asset growth rate, profits, and cash flow for the Company and its shareholders in the long term. <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 		
<ol style="list-style-type: none"> 3. To pay as consideration for acquiring the ordinary shares in Organics Innovations Co., Ltd. (“OIN”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of OIN. <p><u>Business Nature</u></p> <p>Contract manufacturing dietary supplements for consumers.</p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company’s group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 	<p>Not exceeding THB 10,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p>3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services.</p> <p>4. Although OIN's business is currently experiencing losses, the company sees business opportunities to transform OIN and return it to profitability within a reasonable timeframe.</p> <p><u>Expected impact on the Company in case the Project is not successful</u></p> <p>1. Causing a burden of expenses and losses to the group of the Company.</p> <p>2. Lost the opportunity to generate returns, growth rates of assets, profits and cash flow for the Company and shareholders in the long term]</p> <p><u>Risk of operating the Project</u></p> <p>1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations.</p>		
<p>4. To pay as consideration for acquiring the ordinary shares in Organics Greens Farm Co., Ltd. (“OGF”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of OGF.</p> <p><u>Business Nature</u></p> <p>Importing and exporting raw materials for the production of dietary supplements for humans and animals, as well as contract</p>	<p>Not exceeding THB 69,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p>manufacturing animal feed and dietary supplements for animals.</p> <p><u>Opportunity to generate income for the Company</u></p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company's group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. OGF's current business has been profitable. Therefore, the Company has the opportunity to receive dividends from TI. <p><u>Expected impact on the Company in case the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. Lost the opportunity to generate returns, growth rates of assets, profits and cash flow for the Company and shareholders in the long term. <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause 		

Objectives and Utilization Plans	Amount	Period of Utilization
revenues or profits to not meet expectations.		

- Additional capital, received when 24CS-W1 and 24CS-W2 is exercised, will be used as working capital for the Company's operations and to create financial flexibility for future expansion of the Company's existing business, which the Company expects will generate income, returns and result in improved performance of the Company, which will be of utmost benefit to the Company and its shareholders.

Remark:

1. The utilization plan may be changed subject to the conditions precedent under the entire business transfer agreement in relation to TI and DRJ's group company or such conditions have been waived or released by the relevant parties, including any actions to complete the transaction to purchase ordinary shares of TI and the transaction to purchase ordinary shares of DRJ's group company as detailed under the agreement. This includes cash and asset liquidity which the Company currently holds, operation results, cash flow, business operation plans, investment plans, other necessities, and appropriateness as the board deems appropriate and taking into account the benefits of the Company and shareholders.
2. In case the Company wishes to change the objectives of the utilization plan, the Company shall comply with Clause 19(4) of Notification No. TorJor. 28/2565.
3. Further consideration on the details of the objectives in issuing new ordinary shares and utilization plan of funds appeared in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (Enclosure 4), Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 ("24CS-W1") (Enclosure 5), and Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 ("24CS-W2") (Enclosure 6).
6. **Benefits that the Company will receive from the capital increase/allocation of newly issued ordinary shares**
 - 6.1. The Company has the capability to [issue the securities for paying on compensation in return for Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company in substitute for cash](#) and raise funds in a short period to support the specified objectives and utilization plan, which will enhance the operational outcomes of the Company. In this regard, the existing shareholders will benefit from the fund that the Company receives, enabling the Company to invest in new business and

expand its existing business operation of the Company's group. The Company is able to offer for sale of the shares to private placement promptly after receiving approval from the Extraordinary General Meeting of Shareholders No. 1/2024.

- 6.2. This increase of capital will result in the Company having additional sources of [incomes and funds](#), which will strengthen its capital structure and financial position. It will also enhance the operational efficiency of the Company's existing business, as well as expand investments into businesses that can expand the Company's existing businesses flexibly, thereby improving the Company's future business performance.
- 6.3. The Company can immediately provide the funds received from this capital increase to invest in new businesses with potential, which will impact the Company's operations and is expected to lead to a positive result. This is to support the growth of the Company's revenue and business performance in both the short and long term.
- 6.4. The Company's receipt of acceptance from Investors with stable financial status and credibility to invest in the Company through the subscription for newly issued ordinary shares to private placement reflects the confidence that these Investors have in the Company which will create confidence to the existing shareholders regarding the success of the capital increase and the positive result of the Company.
- 6.5. When compared to a capital increase through Public Offering, which requires a lengthy preparation time and approval from relevant authorities, which the Company cannot control the exact timing. In this regard, issuance and offer for sale of the newly issued ordinary shares to Rights Offering has limitations regarding the uncertainty of the amount of capital to be raised. Therefore, the Board of Directors considers that issuance and offer for sale of the newly issued ordinary shares to the Private Placement with potential financial capabilities, financial stability, and readiness to make additional capital contributions is a suitable and aligned fundraising approach for this capital increase. This approach will enable the Company to raise the desired amount of capital in a short period and reduce the risk associated with fundraising in the current volatile economic situation.

7. Benefits that the shareholders will receive from the capital increase/allocation of newly issued ordinary shares

- 7.1. The issuance of newly issued ordinary shares will provide the Company [to acquire the ordinary shares under Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company](#) with capital to use for its objectives and utilization plan in business operations and expand the Company's investments. This will result in the Company having increased financial liquidity and a stronger financial position,

as well as the ability to generate more income in the future. The utilization plan to use the funds will help create a stable income stream for the Company, which will reduce the impact of the current business fluctuation of the Company. Additionally, it will enhance the Company's financial liquidity and potential for more business growth, thereby strengthening the revenue and profits for the Company in the future. In this regard, if the Company has good operational performance, the shareholders will receive dividends from the Company according to its dividend policy.

7.2. Dividend Payment Policy of the Company

The Company has a dividend policy to pay no less than 40 percent of its net profit after deducting corporate income tax, for the company's separate financial statements, and after deducting various reserves as required by law and determined by the company (with additional conditions).

7.3. After the private placement has been already allocated additional ordinary shares from this capital increase and registered as shareholders of the Company, they will have the right to receive dividends when the Company declares dividend payments, which is the same as the existing shareholders of the Company.

8. Other details necessary for shareholders' decision-making in the approval of the capital increase/allocation of newly issued ordinary shares

Please consider other details relating to this capital increase according to the necessary details as follows:

8.1. Information Memorandum on Acquisition of Assets related to the Share Purchase Transaction of Technology Intelligence Company Limited (Enclosure 1)

8.2. Information Memorandum on Acquisition of Assets related to the Share Purchase Transaction of Doctor Jel Co., Ltd., Organics Innovations Co., Ltd., and Organics Greens Farm Co., Ltd. (Enclosure 2)

8.3. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (Enclosure 4)

8.4. Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 ("24CS-W1") (Enclosure 5)

8.5. Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 (“24CS-W2”) (Enclosure 6)

9. **Schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/allocation of newly issued ordinary shares**

No	Procedure	Date/ Month/ Year
1	The Board of Directors’ Meeting No. 4/2024	8 November 2024
2	Determination of the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date)	22 November 2024
3	The Extraordinary General Meeting of Shareholders No. 1/2024	19 December 2024
4	Registration of the capital increase and amendment to the memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date, the shareholders’ meeting passed the resolution
5	The Company offers the newly issued ordinary shares through the Private Placement	Within 3 months from the date of the shareholder meeting resolved to approve the offering of newly issued shares, or within 12 months from the date of the shareholder meeting resolved to approve the offering. In the case that the shareholders have clearly resolved that after the said 3 months have elapsed, the board of directors or the person assigned by the board of directors will determine the offering price according to the market price during the offering period. Therefore, the board considered it appropriate to propose to the shareholder meeting to

No	Procedure	Date/ Month/ Year
		consider and approve the assignment to the board or those assigned by the board to determine the offering price according to the market price during the offering period after 3 months have elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares.
6	Registration of paid-up capital for offering the newly issued ordinary shares through the Private Placement with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Company receives the payment of newly issued ordinary shares
7	File an application for registering the newly issued ordinary shares issued and offered to the Private Placement as listed securities on the SET	Within 30 days from the last day when the offering ends
8	Specify the list of shareholders who are entitled to receive the allocation of 24CS-W1 in proportion to their shareholding. (Right Offering) (Record Date)	20 January 2025
9	Specify the list of shareholders who are entitled to receive the allocation of 24CS-W2 in proportion to their shareholding. (Right Offering) (Record Date)	20 January 2025

The Company hereby certifies that the information contained herein is true and complete in all respects.

Sincerely yours,

(Mr. Santi Maneewong)

Director

**Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares
through Private Placement**

As the Board of Directors’ Meeting of Twenty-Four Con and Supply Public Company Limited (the “**Company**”) No. 4/2024 held on 8 November 2024 resolved to approve the issuance and allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 55,000,000 shares, with a par value of THB 0.50 per share, to offer to the private placement whereby the Board of Directors’ Meeting has resolved to clearly determine the offering price to propose to the shareholders’ meeting to consider and pass a resolution to clearly determine the offering price at THB 4.00 per share, which is not considered to be an offering price lower than 90 percent of the market price of the Company’s ordinary shares according to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the “**Notification No. TorJor. 28/2565**”). In this regard, the Company must receive approval from the shareholder meeting. The details appear in the Capital Increase Report Form (F 53-4) (Enclosure 3).

In this regard, the Company has prepared the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement having the details which are crucial for shareholders' decision-making as follows:

1. Details of the offer for sale of the newly issued shares to the Private Placement, Determination of the offer for sale, and Market price

1.1 General Characteristics of the Transaction

Information of the transaction	The Company will offer and allocate the newly issued shares in the amount of not exceeding 55,000,000 shares with the par value of THB 0.50 per share to offer for sale to the private placement to 4 persons (collectively the “ Investors ”) by determining the offering price of shares clearly at the purchase price of THB 4.00 per share, totaling not more than THB 220,000,000 which is <u>not</u> considered an offering price lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification No. TorJor. 28/2565.
Date, month and year of the transaction	The Company expects that the subscription process of this capital increase will be completed in January 2025.
Issuer of the share	Twenty-Four Con and Supply Public Company Limited

Persons being allocated the newly issued ordinary shares (Private Placement)	No	Persons being allocated the newly issued shares	Number of Allocated shares (Shares)
	1	Creative 9 Holding Company Limited	29,999,400
	2	Organics Holding Corporation Company Limited	12,250,000
	3	Organics Asset Holding Corp Company Limited	12,750,000
	4	Ms. Pattamavadee Chumsang	600

In this regard, the Investors have any relationship with each other in the form of persons acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535 (including additional amendments) as follows:

1. Creative 9 Holding Company Limited and Ms. Patamavadee Chumsang, since Ms. Patamavadee Chumsang holds shares exceeding 30 percent of the total vote right of Creative 9 Holding Company Limited,
2. Organics Holding Corp Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Holding Corporation Company Limited,
3. Organics Asset Holding Corporation Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Asset Holding Corp Company Limited,
4. Organics Holding Corporation Company Limited and Organics Asset Holding Corp Company Limited, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of such two companies.

However, the shareholding of the investors mentioned above does not create a duty to make a tender offer for all securities of the Company after receiving the allocation of newly issued ordinary shares of the Company. In addition, the above investors will invest in the Company without having a role in managing the company's operations (Passive Investor), except Ms. Patamavadee Chumsang will continue to perform duties as a director of TI and Ph.D. Dr. Pannawit Chottechathammanee will continue to perform duties as a director of DRJ's Group Company.

In this regard, 5 of the shareholders, i.e. Ms. Patamavadee Chumsang, Ms. Darin Buranaphongwatana, Ph.D. Dr. Pannawit Chottechathammanee, Mrs. Nalinthanit Chottechathammanee, Mr. Kitchokkot Nuchniyom, have not a relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

Furthermore, the shareholders of TI, DRJ's Group Company, C9 Holding, Organics Holding, and Organics Asset Holding Corp have not entered into the shareholder agreement or other agreements of the same nature.

In addition, these 4 investors are not considered the connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules of Entering into Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning a Connected Transaction B.E. 2546 (2003) (and as amended) (collectively referred to as the "Notifications on Connected Transaction")

1.2 Determination of the offering price and total consideration and criteria for determining the total consideration of the transaction

The Company will issue and offer for sales of the newly issued ordinary shares of the Company in the amount of not exceeding 55,000,000 shares, with a par value of THB 0.50 per share, to the Private Placement. The Board of Directors' Meeting has passed a resolution to propose to the shareholders' meeting to determine the offering price at THB 4.00 per share, which is not lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification No. TorJor. 28/2565. The "market price" is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date on which the Board of Directors resolve to propose agendas to the Annual General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to Investors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7939 per share. (Information is retrieved from SETSMART at www.setsmart.com.) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

Given that the offering price results from negotiation between the Investors and the Company, the Board of Directors' Meeting considered it appropriate to determine the offering price at THB 4.00. The details of the weighted average price calculation are as follows:

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
1	7 November 2024	2,388,303	8,443,019

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
2	6 November 2024	1,136,011	4,198,098
3	5 November 2024	472,643	1,755,421
4	4 November 2024	617,406	2,304,083
5	1 November 2024	1,472,838	5,573,255
6	31 October 2024	574,231	2,169,250
7	30 October 2024	1,537,962	5,866,140
8	29 October 2024	752,002	2,885,476
9	28 October 2024	1,282,600	4,918,886
10	25 October 2024	5,130,309	20,268,591
11	24 October 2024	3,625,107	13,335,152
12	22 October 2024	2,955,552	10,800,843
13	21 October 2024	1,701,932	6,394,116
14	18 October 2024	2,050,813	7,862,060
15	17 October 2024	4,305,700	17,055,960
Total		30,003,409	113,830,349
Weighted average market price for 15 business days (THB/share)			3.7939
90 percent of weighted average market price for 15 business days (THB/share)			3.4145

In this regard, the Board of Directors' Meeting resolved to explicitly determine the offering price to propose to the shareholders' meeting to consider the offering price of THB 4.00 per share. The offering price through Private Placement is not lower than 90 percent of the market price of the Company's ordinary shares according to the criteria under the Notification No. TorJor. 28/2565. The "market price" is calculated from the weighted average price of the Company's ordinary shares on the SET for the past 15 consecutive business days prior to the Board resolved to propose an agenda to the shareholders' meeting to request approval for the Company to offer additional ordinary shares to investors, between 17 October 2024 to 7 November 2024, at a price of THB 3.7939 per share. (Information is retrieved from SETSMART at www.setsmart.com.) (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

The Notification No. TorJor. 28/2565 requires the Company to complete the offering within the time period approved by the shareholder meeting. However, it must not be more than 3 months from the date the shareholder meeting resolved to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date the shareholder meeting resolved to approve the offering. In the case that the shareholders have clearly resolved that after the said 3 months has elapsed, the board of directors or the person assigned by the board of directors will determine the offering price according to the market price during the offering period. Therefore, the board considered it appropriate to propose to the shareholder meeting to consider and approve the assignment to the board or those assigned by the board to determine the offering price according to the market price during the offering period after 3 months have elapsed from the date the shareholder meeting resolved to approve the offering of newly issued shares.

The issuance and the offer for sale of these newly issued ordinary shares is not considered to be a significant offering of newly issued shares through a private placement according to Notification No. TorJor. 28/2565.

2. Allocation of the newly issued ordinary shares to the Private Placement and name of the Private Placement

The Company will allocate the newly issued ordinary shares in the amount of not exceeding 55,000,000 shares, with a par value of THB 0.50 to offer for sale to the private placement to 4 persons (collectively the “Investors”) whereby are not the connected party to the Company. The details are as follows:

- (1) To allocate the newly issued ordinary shares amount not exceeding 30,000,000 shares with the par value of THB 0.50 per share, representing 6.19 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after the offering of the newly issued shares through Private Placement) at the purchase price of THB 4.00 per share, totaling not more than THB 120,000,000 to two investors as consideration to pay in return for the purchase of TI’s shares(the “Newly Issued Shares for Purchase of TI’s Shares”).

The list of persons being allocated the newly issued shares is as follows:

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Relationship with the Company
1	Creative 9 Holding Company Limited (“C9 Holding”)	29,999,400	Does not have any kind of relationship with the Company and is not the connected party to the Company.

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Relationship with the Company
			<p>Its director and major shareholder is Ms. Pattamavadee Chumsang who holds 98 percent of the total issued and paid-up shares of C9 Holding, Ms. Pattamavadee Chumsang holds shares directly and indirectly being equivalent to 98 of the total issued and paid-up shares of TI (as of 4 November 2024).</p> <p>C9 Holding will hold 6.18544 percent of the total issued and paid-up shares of the Company after the offering of newly issued shares through the private placement on this occasion.</p>
2	Ms. Pattamavadee Chumsang (“Ms. Pattamavadee”)	600	<p>Does not have any kind of relationship with the Company and is not the connected party to the Company.</p> <p>Ms. Patthamavadee will hold 0.00012 percent of the total issued and paid-up shares of the Company after the offering of newly issued shares through the private placement.</p>

- (2) To allocate the newly issued ordinary shares in the amount of not exceeding 25,000,000 shares with the par value of THB 0.50 per share, representing 5.15 percent of the total issued and paid-up shares of the Company (calculated from the total issued and paid-up shares after the offering of the newly issued shares through Private Placement) at the purchase price of THB 4.00 per share, totaling not more than THB 100,000,000 to 2 investor with the purpose to pay in return for purchasing the group’s companies of DRJ shares (“Newly Issued Shares for

purchasing DRJ shares ”). The list of persons being allocated the newly issued shares is as follows:

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Relationship with the Company
1	Organics Holding Corporation Company Limited (“ Organics Holding ”)	12,250,000	<p>Does not have any kind of relationship with the Company and is not the connected party to the Company.</p> <p>Its director and major shareholder is Ph.D. Dr.Pannawit Chottechathammanee who holds 72.53 percent of the total issued and sold shares of Organics Holding, Ph.D. Dr.Pannawit holds shares directly and indirectly being equivalent to 72.53 of the total issued and paid-up shares of DRJ (as of 4 November 2024).</p> <p>Organics Holding will hold shares in the Company representing 2.53 percent of the Company's total issued and paid-up shares after the offering of newly issued shares through the private placement.</p>
2	Organics Asset Holding Corp Company Limited (“ Organics Asset Holding Corp ”)	12,750,000	<p>Does not have any kind of relationship with the Company and is not the connected party to the Company.</p> <p>Its director and major shareholder is Ph.D. Dr.Pannawit Chottechathammanee who holds 72.53 percent of the total issued</p>

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Relationship with the Company
			<p>and sold shares of Organics Asset Holding Corp, Ph.D. Dr.Pannawit holds shares directly and indirectly being equivalent to 72.53 of the total issued and paid-up shares of DRJ (as of 4 November 2024).</p> <p>Organics Asset Holding Corp will hold shares in the Company representing 2.63 percent of the Company's total issued and paid-up shares after the offering of newly issued shares through the private placement.</p>

3. Names and information of the private placement to be offered and allocated newly issued ordinary shares

3.1 Newly Issued Shares for Purchase of TI's Shares

The details are as follows:

Persons being allocated the newly issued shares	Number of Allocated shares	Sale Price (THB per Share)	Total Value (THB)	Shareholding ratio compared to the issued and paid-up shares of the Company	
				At present	After allocation
Creative 9 Holding Company Limited	29,999,400	4.00	119,979,600	-	6.062
Ms. Pattamavadee Chumsang	600	4.00	2,400	-	0.124

3.2 Newly Issued Shares for purchasing DRJ's shares

The details are as follows:

Persons being allocated the newly issued shares	Number of Allocated shares	Sale Price (THB per Share)	Total Value (THB)	Shareholding ratio compared to the issued and paid-up shares of the Company	
				At present	After allocation
Organics Holding Corporation Company Limited	12,250,000	4.00	49,000,000	-	2.53
Organics Asset Holding Corp Company Limited	12,750,000	4.00	51,000,000	-	2.63

3.3 List of top 10 shareholders of the Company before and after the capital increase to the private placement

No.	Before the capital increase to the private placement (as of 14 March 2024)			After the capital increase to the private placement		
	Name	Number of Shares	Percentage (%)	Name	Number of Shares	Percentage (%)
1	Mr. Yodsawee Wattanateerakitja	105,500,000	24.53	Mr. Yodsawee Wattanateerakitja	105,500,000	21.75
2	Mr. Santi Maneewong	101,677,800	23.65	Mr. Santi Maneewong	101,677,800	20.96
3	Mrs. Prapai Wongmakat	30,000,000	6.98	Mrs. Prapai Wongmakat	30,000,000	6.19
4	Mr. Thawatchai Chirawattanangkana	30,000,000	6.98	Mr. Thawatchai Chirawattanangkana	30,000,000	6.19
5	Mrs. Laddawan Jarusira	22,250,000	5.17	Creative 9 Holding Company Limited	29,999,400	6.19
6	Thai NVDR Company Limited	7,347,948	1.71	Mrs. Laddawan Jarusira	22,250,000	4.59
7	Mr. Krasuang Jarusira	5,000,000	1.16	Organics Asset Holding Corp Company Limited	12,750,000	2.63
8	Mr. Poomsak Tantichatwat	2,900,000	0.67	Organics Holding Corporation Company Limited	12,250,000	2.53
9	Mr. Wichit Chunhachai	2,491,100	0.58	Thai NVDR Company Limited	7,347,948	1.52

10	Miss Vipawalee Watjanapinyo	2,090,000	0.49	Mr. Krasuang Jarusira	5,000,000	1.03
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4. Policies for Representation and Management

4.1 Representation Policy

- (1) Currently, the Board of Directors of TI consists of 1 member is Ms. Pattamavadee Chumsang, which after the transaction is completed, the company will propose 2 representatives to fill the positions of directors in TI. This will result in the Board of Directors of TI having a total of 3 members.
- (2) Currently, the Board of Directors of DRJ consists of 3 members is Ph.D. Dr. Pannawit Chottechathammanee, Ms. Nalinthanit Chottechathammanee and Ms. Pimamita Chottechathammanee. After the transaction is completed, Ms. Nalinthanit Chottechathammanee and Ms. Pimamita Chottechathammanee will resign from their positions as Directors of DRJ and the Company will nominate 2 of its representatives to assume the positions of Directors of DRJ, resulting in a total of 3 Directors of DRJ.
- (3) Currently, the Board of Directors of OIN consists of 2 members is Ph.D. Dr. Pannawit Chottechathammanee and Ms. Nalinthanit Chottechathammanee. After the transaction is completed, Ms. Nalinthanit Chottechathammanee will resign from their positions as Directors of OIN and the Company will nominate 2 of its representatives to assume the positions of Directors of OIN, resulting in a total of 3 Directors of OIN.
- (4) Currently, the Board of Directors of OGF consists of 2 members is Ph.D. Dr. Pannawit and Ms. Nalinthanit Chottechathammanee. After the transaction is completed, Ms. Nalinthanit Chottechathammanee will resign from their positions as Directors of OGF and the Company will nominate 2 of its representatives to assume the positions of Directors of OGF, resulting in a total of 3 Directors of OGF.

4.2 Management Policy

The entering into this transaction does not affect the Company's management policy as almost all members of the Board of Directors remain unchanged, with Mr. Yodsawee Wattanateerakitja continuing in his current position as the Chief Executive Officer of the Company. Moreover, the existing C-Level executives also retain their respective positions.

5. Type of Investor being offered and relationship with the Investors

5.1 Newly Issued Shares for Purchase of TI's Shares

1) Creative 9 Holding Company Limited (“C9 Holding”)

Type of Business	Investment in other companies
Address	No.9, G Tower Grande Rama 9 Building, Room No. H12, 30 th Floors, Rama 9 Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok
List of shareholders as of 30 August 2024	1. Ms. Pattamavadee Chumsang (holding 98% of shares) 2. Ms. Darin Buranapongwattana (holding 2% of shares)
List of directors	1. Ms. Pattamavadee Chumsang
Relationship with the Company	Its director and major shareholder is Ms. Pattamavadee Chumsang who holds 98 percent of the total issued and paid-up shares of C9 Holding. Ms. Pattamavadee Chumsang holds shares directly and indirectly being equivalent to 98 of the total issued and paid-up shares of TI (as of 4 November 2024). C9 Holding will hold 6.24988 percent of the total issued and paid-up shares of the Company after the offering of newly issued shares through the private placement on this occasion.
Relationship with other Investors	There is 1 investor, Ms. Pattamavadee Chumsang, a director and major shareholder.
Biography of the Director that the Company will nominate the position as director of the Company	Ms. Pattamavadee Chumsang Director: Technology Intelligence Company Limited 2020 - Present

In this regard, the shareholders of C9 Holding will become the direct shareholders of the Company. Information of C9 Holding’s shareholders as of 4 November 2024 is as below.

1.1 Ms. Pattamavadee Chumsang

Address	Rama 3 Road, Bang Phong Phang Sub-district, Yan Nawa District, Bangkok
Occupation	Businessman
Experience	Director: Technology Intelligence Company Limited 2020 - Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.

Relationship with other Investors	She is a director and major shareholder of C9 Holding.
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

1.2 Ms. Darin Buranapongwattana

Address	Rama 4 Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok
Occupation	Personal business
Experience	Director: JYE Corporation Limited Partnership 2019- Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	There is no relationship with other investors.
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

2) Ms. Pattamavadee Chumsang

Address	Rama 3 Road, Bang Phong Phang Sub-district, Yan Nawa District, Bangkok
Occupation	Businessman
Experience	Director: Technology Intelligence Company Limited 2020 - Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	She is a director and major shareholder of C9 Holding.

Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.
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5.2 Newly Issued Shares for Purchasing of DRJ Group's Shares

1) Organics Holding Corporation Company Limited (“Organics Holding”)

Type of Business	Investment in other companies
Address	78/9 M.3 Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
List of shareholders as of 28 October 2024	<ol style="list-style-type: none"> 1. Ph.D. Dr.Pannawit Chottechathammanee (holding 72.53% of shares) 2. Mrs. Nalinthanit Chottechathammanee (holding 22.58% of shares) 3. Mr. Kitchokkot Nuchniyom (holding 4.89% of shares)
List of directors	<ol style="list-style-type: none"> 1. Ph.D. Dr.Pannawit Chottechathammanee 2. Mrs. Nalinthanit Chottechathammanee
Relationship with the Company	<p>Its director and major shareholder is Ph.D. Dr.Pannawit Chottechathammanee who holds 72.53 percent of the total issued and paid-up shares of Organics Holding. Ph.D. Dr.Pannawit Chottechathammanee holds shares directly and indirectly being equivalent to 72.53 of the total issued and paid-up shares of group of companies of DRJ (as of 4 November 2024).</p> <p>Organics Holding will hold 2.53 percent of the total issued and paid-up shares of the Company after the offering of newly issued shares through the private placement on this occasion.</p>
Relationship with other Investors	There is no relationship with other investors.
Biography of the Director that the Company will nominate the position as director of the Company	<p>Ph.D. Dr.Pannawit Chottechathammanee</p> <p>Chairman :</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present

	<ul style="list-style-type: none"> - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present
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In this regard, the shareholders of Organics Holding will become the direct shareholders of the Company. Information of Organics Holding's shareholders as of 28 October 2024 is as below.

1.1 Ph.D. Dr.Pannawit Chottechathammanee

Address	Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
Occupation	Businessman
Experience	Chairman: <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present
Relationship with the Company	He is a director and major shareholder of Organics Holding.
Relationship with other Investors	He has a blood relationship with Mrs. Nalinthanit Chottechathammanee
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

1.2 Mrs. Nalinthanit Chottechathammanee

Address	Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
Occupation	Businessman

Experience	<p>Director:</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	She has a blood relationship with Dr. Pannawit Chottechathammanee
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

1.3 Mr. Kitchokkot Nuchniyom

Address	Soi Trok Wat Ampawa, Ban Chang Lhor, Bangkok Noi, Bangkok
Occupation	Businessman
Experience	<p>Director:</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	There is no relationship with other investors.
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

2) Organics Asset Holding Corp Company Limited (“Organics Asset Holding Corp”)

Type of Business	Investment in other companies
Address	78/9 M.3 Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
List of shareholders as of 28 October 2024	<ol style="list-style-type: none"> 1. Ph.D. Dr.Pannawit Chottechathammanee (holding 72.53% of shares) 2. Mrs. Nalinthanit Chottechathammanee (holding 22.58% of shares) 3. Mr. Kitchokkot Nuchniyom (holding 4.89% of shares)
List of directors	<ol style="list-style-type: none"> 1. Ph.D. Dr.Pannawit Chottechathammanee 2. Mrs. Nalinthanit Chottechathammanee
Relationship with the Company	<p>Its director and major shareholder is Ph.D. Dr.Pannawit Chottechathammanee who holds 72.53 percent of the total issued and paid-up shares of Organics Holding. Ph.D. Dr.Pannawit Chottechathammanee holds shares directly and indirectly being equivalent to 72.53 of the total issued and paid-up shares of group of companies of DRJ (as of 4 November 2024).</p> <p>Organics Holding will hold 2.63 percent of the total issued and paid-up shares of the Company after the offering of newly issued shares through the private placement on this occasion.</p>
Relationship with other Investors	There is no relationship with other investors.
Biography of the Director that the Company will nominate the position as director of the Company	<p>Ph.D. Dr.Pannawit Chottechathammanee</p> <p>Chairman:</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present

In this regard, the shareholders of Organics Asset Holding Corp will become the direct shareholders of the Company. Information of Organics Holding’s shareholders as of 28 October 2024 is as below.

1.1 Ph.D. Dr.Pannawit Chottechathammanee

Address	Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
Occupation	Businessman
Experience	<p>Chairman</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present
Relationship with the Company	He is a director and major shareholder of Organics Asset Holding Corp.
Relationship with other Investors	He has a blood relationship with Mrs. Nalinthanit Chottechathammanee
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

1.2 Mrs. Nalinthanit Chottechathammanee

Address	Bo Phlap Sub-district, Mueang Nakhon Pathom District, Nakhon Pathom 73000
Occupation	Businessman
Experience	<p>Director</p> <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present - Organics Innovations Co., Ltd. 2019-Present - Organics Greens Farm Co., Ltd. 2020-Present - Doctor Jel Co., Ltd. 2020-Present - Organics Cosme Korea Co., Ltd., South Korea 2024-Present

Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	She has a blood relationship with Dr. Pannawit Chottechathammanee
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

1.3 Mr. Kitchokkot Nuchniyom

Address	Soi Trok Wat Ampawa, Ban Chang Lhor, Bangkok Noi, Bangkok
Occupation	Businessman
Experience	Director <ul style="list-style-type: none"> - Organics Legendary Group Public Company Limited: 2022-Present - Organics Cosme Co., Ltd. 2015-Present
Relationship with the Company	There is no relationship with the Company and not a connected person with the Company.
Relationship with other Investors	There is no relationship with other investors.
Benefits that the Company will receive from the allocation of additional ordinary shares	The Company will obtain financial liquidity, enabling expansion of the Company's current operation. This opportunity will allow the Company to generate income and profits, facilitating future growth.

In this regard, the shares held by each Investors in the Company does not cause the increases up to or beyond the point at which a tender offer must be made, as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for Acquiring Securities for the Purpose of Business Takeover (and as amended) or in a manner that violates the restrictions on foreign shareholding as specified in the Company's articles of association. According to the Company's articles of association, it is stipulated that foreigners may hold shares in the Company not exceeding 49 percent of the total number of the Company's shares sold.

In this regard, the Investors have any relationship with each other in the form of persons acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535 (including additional amendments) as follows:

1. Creative 9 Holding Company Limited and Ms. Patamavadee Chumsang, since Ms. Patamavadee Chumsang holds shares exceeding 30 percent of the total vote right of Creative 9 Holding Company Limited,
2. Organics Holding Corp Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Holding Corporation Company Limited,
3. Organics Asset Holding Corporation Company Limited and Ph.D. Dr. Pannawit Chottechathammanee, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of Organics Asset Holding Corp Company Limited,
4. Organics Holding Corporation Company Limited and Organics Asset Holding Corp Company Limited, since Ph.D. Dr. Pannawit Chottechathammanee holds shares exceeding 30 percent of the total vote right of such two companies.

However, the shareholding of the investors mentioned above does not create a duty to make a tender offer for all securities of the Company after receiving the allocation of newly issued ordinary shares of the Company. In addition, the above investors will invest in the Company without having a role in managing the company's operations (Passive Investor), except Ms. Patamavadee Chumsang will continue to perform duties as a director of TI and Ph.D. Dr. Pannawit Chottechathammanee will continue to perform duties as a director of DRJ's Group Company.

In this regard, 5 of the shareholders, i.e. Ms. Patamavadee Chumsang, Ms. Darin Buranaphongwatana, Ph.D. Dr. Pannawit Chottechathammanee, Mrs. Nalinthanit Chottechathammanee, Mr. Kitchokkot Nuchniyom, have not a relationship with each other that is considered to be a person acting together (Concert Party) under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

Furthermore, the shareholders of TI, DRJ's Group Company, C9 Holding, Organics Holding, and Organics Asset Holding Corp have not entered into the shareholder agreement or other agreements of the same nature.

In addition, the above investors will invest in the Company without having a role in managing the company's operations (Passive Investor).

6. Objectives of the capital increase and plans for utilizing the increased capital

The Company will issue and allocate the newly issued ordinary shares to offer to the Investors, in the total amount of not exceeding THB 220,000,000. The objectives of the capital increase and plans for utilizing the increased capital are as follows:

Objectives and Utilization Plans	Amount	Period of Utilization
<p>1. To pay as a consideration for acquiring the ordinary shares in Technology Intelligence Company Limited (“TI”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of TI.</p> <p><u>Business Nature</u></p> <p>Operating for providing installation and maintenance services for computer systems, servers, and all kinds of networks, including offering consulting services for various intelligence technology (IT) systems, including the buying and selling of all kinds of intelligence technology (IT) equipment.</p> <p><u>Opportunity to generate income for the Company</u></p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company’s group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. TI's current business has been profitable. Therefore, the Company 	<p>Not exceeding THB 120,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p>has the opportunity to receive dividends from TI.</p> <p><u>Expected impact on the Company in case the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. The loss of generating return, asset growth rate, profits, and cash flow for the Company and its shareholders in the long term. <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 		
<ol style="list-style-type: none"> 2. To pay as consideration for acquiring the ordinary shares in Doctor Jel Company Limited (“DRJ”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of DRJ. <p><u>Business Nature</u></p> <p>Operating the business retail and wholesale of cosmetics products, dietary supplements, medical instruments, and medical chemicals, including the manufacturing of cosmetics products.</p> <p><u>Opportunity to generate income for the Company</u></p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, 	<p>Not exceeding THB 21,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p>reducing reliance on any one business of the Company's group.</p> <ol style="list-style-type: none"> 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. Although DRJ's business is currently experiencing losses, the company sees business opportunities to transform DRJ and return it to profitability within a reasonable timeframe. <p><u>Expected impact on the Company in case that the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. The loss of generating return, asset growth rate, profits, and cash flow for the Company and its shareholders in the long term. <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 		
<ol style="list-style-type: none"> 3. To pay as consideration for acquiring the ordinary shares in Organics Innovations Co., Ltd. ("OIN") in substitute for cash, representing 100 percent of the total issued and paid-up shares of OIN. 	<p>Not exceeding THB 10,000,000</p>	<p>Within January 2025</p>

Objectives and Utilization Plans	Amount	Period of Utilization
<p><u>Business Nature</u></p> <p>Contract manufacturing dietary supplements for consumers.</p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company's group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. Although OIN's business is currently experiencing losses, the company sees business opportunities to transform OIN and return it to profitability within a reasonable timeframe. <p><u>Expected impact on the Company in case the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. Lost the opportunity to generate returns, growth rates of assets, profits and cash flow for the Company and shareholders in the long term] <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause 		

Objectives and Utilization Plans	Amount	Period of Utilization
revenues or profits to not meet expectations.		
<p>4. To pay as consideration for acquiring the ordinary shares in Organics Greens Farm Co., Ltd. (“OGF”) in substitute for cash, representing 100 percent of the total issued and paid-up shares of OGF.</p> <p><u>Business Nature</u></p> <p>Importing and exporting raw materials for the production of dietary supplements for humans and animals, as well as contract manufacturing animal feed and dietary supplements for animals.</p> <p><u>Opportunity to generate income for the Company</u></p> <ol style="list-style-type: none"> 1. Diversifying business types to other areas makes the business types of the group of Company more varied, reducing reliance on any one business of the Company’s group. 2. Expanding the Company's markets and customers base, including reaching new customer groups. 3. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. 4. OGF's current business has been profitable. Therefore, the Company has the opportunity to receive dividends from TI. 	Not exceeding THB 69,000,000	Within January 2025

Objectives and Utilization Plans	Amount	Period of Utilization
<p><u>Expected impact on the Company in case the Project is not successful</u></p> <ol style="list-style-type: none"> 1. Causing a burden of expenses and losses to the group of the Company. 2. Lost the opportunity to generate returns, growth rates of assets, profits and cash flow for the Company and shareholders in the long term. <p><u>Risk of operating the Project</u></p> <ol style="list-style-type: none"> 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 		

The utilization plan may be changed subject to the conditions precedent under the entire business transfer agreement and share purchase agreement in relation to TI and DRJ shares or such conditions have been waived or released by the relevant parties, including any actions to complete the Transaction to Purchase Ordinary Shares of TI and the Transaction to Purchase Ordinary Shares of DRJ's Group Company as detailed under the agreement. This includes cash and asset liquidity which the Company currently holds, operation results, cash flow, business operation plans, investment plans, other necessities and appropriateness as the board deems appropriate and taking into account the benefits of the Company and shareholders.

7. Effect on the existing shareholders from the offering of newly issued ordinary shares to the private placement

7.1 Control Dilution

After the issuance and offer for sale of the new ordinary shares to the Private Placement, there will impact on the voting rights of existing shareholders, which will be reduced by 11.34 %, which be calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Number of voting rights of the new shareholders}}{\text{Number of Paid-up Shares + Number of voting rights of the new shareholders}} \\
 &= \frac{55,000,000}{430,000,000 + 55,000,000} \\
 &= 11.34 \%
 \end{aligned}$$

7.2 Price Dilution

After the issuance and offer for sale of the new ordinary shares to the Private Placement, there will not be impact on the share price of the Company, which be calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Market Price before the Offering} - \text{Market Price after the Offering}}{\text{Market Price before the Offering}} \\
 &= \frac{3.7939 - 3.7912}{3.7939} \\
 &= -0.61 \% \text{ There will not be impact on the share price of the Company}
 \end{aligned}$$

Market Price Before the Offering:

Weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date of the Board of Directors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7939 per share. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.)

Market Price after the Offering:

$$\begin{aligned}
 &= \frac{(\text{Market Price before the Offering} \times \text{Number of Paid-up Shares}) + (\text{Offering Price} \times \text{Number of Shares Offered})}{\text{Number of Paid-up Shares} + \text{Number of Shares Offered}} \\
 &= \frac{(3.7939 \times 430,000,000) + (4.00 \times 55,000,000)}{430,000,000 + 55,000,000} \\
 &= \text{THB } 3.8173 \text{ per share}
 \end{aligned}$$

7.3 Impact on earnings per share (EPS Dilution)

As the Company has posted a net loss in the last 12 months, the EPS Dilution cannot be calculated.

8. Comparison between the Benefits to Shareholders and the Effects on Shareholders' Voting Rights

When comparing the benefits to the shareholders from the offering of newly issued ordinary shares to the private placement, the Board of Directors considered that the sale of the newly issued ordinary shares may affect shareholders in term of a reduction in shareholders' voting rights (Control Dilution) equal to 11.34 percent. As a reduction on earnings per share (EPS Dilution) is not clearly since the Company has posted a net loss in the last 12 months. However, the Board of Directors considered that the offering of newly issued ordinary shares will have benefits to the shareholders than the impact of shareholders in a reduction of voting rights, following the completion of the Company's payment for the Transaction to Purchase Ordinary Shares of TI and the Transaction to Purchase Ordinary Shares of DRJ's Group Company, will enable the Company to increase its sources of revenue from the sale of goods and services to its clients.

9. Opinions of the Board of Directors

9.1 Reason, Necessity and Rationale for Increasing Registered Capital

The Board of Directors considered that the issuance and offering of new ordinary shares to the Investors is necessary according to the objectives and utilization plan as detailed item 6. as this issuance and offering of the new ordinary shares will help the Company from having to have debt burden from obtaining loan from financial institutions or procuring for sources of fund through other means, which incur costs and expenses. This will be allowing it to engage in new businesses that can improve the Company's operation, increase the opportunity for making revenue, return, asset growth, profit, and cash flow to the Company and its shareholders continuously in the long term.

However, if the Company does not obtain the fund from this capital increase, it will result in the Company having no source of fund to create the opportunity to generate income from the Company's business expansion in the future. Due to such reason, the Board of Directors is of the opinion that it is necessary for the Company to increase its capital to use the fund according to the specified purpose.

9.2 Reason and Necessity for Issuing and Allocating of the New Ordinary Shares to the Private Placement

The Board of Directors is of the opinion that the issuance and offering of new ordinary shares to Investors is the [issuance of the securities for paying on compensation in return for Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company in substitute for cash](#) which is an efficient and rational way and suitable to the current situation of the Company. This will result in the maximum benefits for the Company, reduce the burden on existing shareholders in the capital increase, and [acquire the ordinary shares under Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company](#) as required.

In this regard, the increase of capital to the private placement is a way that satisfy the Company's needs to [issuance of the securities for paying on compensation in return for Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company](#) with certainty and in a timely manner. When compared to the capital increase through a public offering, including acquiring the source of fund from financial institutions, and capital increase by other methods, which may result in a delayed and inadequate capital raising [for paying on compensation in return for Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company](#), which will affect the operation plan and financial position of the Company. The Board of Directors has considered other methods of raising capital and has the following opinions:

- (1) The Board of Directors is of the opinion that increase of the capital by Public Offering requires a longer time than increasing of the capital by issuing and offering of new ordinary shares to the existing shareholders proportionate to their respective shareholding and to private placement. Moreover, the Company may not be able offer to sale the shares according to its plan as it requires a lengthy preparation time and approval from relevant authorities, which the Company cannot control the exact timing.
- (2) The Board of Directors has considered the issuance of debt securities or acquiring loan and deemed that it is unsuitable at this time. This is because in considering acquiring loan from a financial institution would require a considerable amount of time for consideration and approval, which may not meet with the Company's needs of the use of capital of the Company. Therefore, issuing debt securities or acquiring loan has low possibility and not in line with the Company's current capital requirements at this time.
- (3) For the issuance and offering of new ordinary shares to the shareholders proportionate to their respective shareholding (Rights Offering), the Board of Directors is of the opinion that such method of raising the fund has limitations regarding the uncertainty of the amount of capital to be raised due to the fluctuation of the SET and uncertainty of the overall economic environment and political conditions, both domestically and internationally, resulting in the significant balance in the share price of the Company. This could result in the funds that the Company would receive from the capital increase not aligning with its capital-raising objectives.

Due to the above reasons, the Board of Directors is of the opinion that the Company has the necessity to increase its capital by offering the shares to the private placement in order to use such fund for the objectives and utilization plan as specifies in item 6.

9.3 Possibility of Additional Capital Utilization Plan and Adequacy of Funding Sources

The Board of Directors considered that the Company's utilization plan for using the increased capital is clear, reasonable, and will be beneficial to the Company and its shareholders in the future. This capital increase will enable the Company to [issuance of the securities for paying on compensation in return for Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company in substitute for cash](#) within a short period and reduce the investment burden on existing shareholders in the capital increase. In this regard, the existing shareholders will benefit from the capital that the Company receives from [acquiring the ordinary shares under Transaction to Purchase Ordinary Shares of TI and Transaction to Purchase Ordinary Shares of DRJ's Group Company which will be the investment](#) in new businesses and expand the existing businesses of the Company's group. The Board of Directors expects to proceed with the

issuance and offering of additional shares to Investors and has already received the fund from the offering and sale of such additional capital within the specified time under the Notification No. Tor.Jor. 28/2565 and has received an approval from the shareholders' meeting. The Board of Directors has carefully considered and certified that [the plan for issuance of the securities for paying on compensation in return for](#) the Transaction to Purchase Ordinary Shares of TI and the Transaction to Purchase Ordinary Shares of DRJ's Group Company is possible and sufficient to complete the transaction.

9.4 Reasonableness of the capital increase, plan for using the proceeds from the shares offering and the projects to be implemented, including the adequacy of the funding source in the case of the proceeds from the shares offering, does not cover the entire budget required to carry out the plan or investment.

The Board of Directors has carefully considered and is confident that this capital increase is reasonable because all investors are interested in investing in the Company's newly issued ordinary shares and ready to support the Company to grow further in the future as well as having the potential and readiness of funds that will help make the success of this capital increase a clear possibility.

9.5 Potential Impact on the Company's Business Operations, Financial Position, and Overall Performance Arising from the Capital Increase

The Board of Directors has considered that entering in such transaction will increase the opportunity of the Company to generate revenue, enhance the flexibility, and support its current business operations and also enable the expansion of the Company's business in the future. Additionally, it will strengthen the Company's financial structure and the debt-to-equity ratio in the long term. Therefore, the increase of capital will not cause negative impact on the business operations, financial position, or performance of the Company.

9.6 Appropriateness of the Offer Price to Investors and Basis for Determining the Offer Price

The Company determines the offering price results which is a negotiation among the Investors and the Company, where the Company has compared the market price of the Company's ordinary shares which is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand 15 consecutive business days before the date of the Board of Directors, which is a period between 17 October 2024 to 7 November 2024, at THB 3.7939 per share. (The market price is set to 4 decimal places. If the 5th position is greater than 5, it will be rounded up.) The offering price of the newly issued ordinary shares is considered to be an offering price not lower than 90 percent of the market price under Notification No. Tor.Jor. 28/2565. When considering the reason, necessity and benefit that the Company would receive

from the issuance and allocation of the shares to the Investors above, the Board of Directors passed a resolution to approve the issuance and allocation of shares to the private placement with the opinion that the conditions on allocation, offering price of new ordinary shares to the private placement is appropriate and are for the best interest of the shareholders. This will enable the Company to raise the necessary capital within a limited time to achieve its specified objectives.

10. Representation of the Board of Directors regarding the Capital Increase

In case any director of the Company does not perform its duties in accordance with the rules, objectives and the articles of association of the Company, including the resolution of the shareholders' meeting with honesty and care in protecting the interests of the Company in matters related to the capital increase. Any actions or omissions that constitute failure to perform the aforementioned duties and result in damage to the Company, the shareholders may claim for compensation against the directors on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended). Furthermore, if any actions or omissions of the directors constitute a breach of duty under the rules, objectives and the articles of association of the Company, as well as the resolution of the shareholders' meeting with honesty, integrity, and due care in protecting the interests of the Company in matters related to the capital increase, leading to unjust enrichment of the directors, executives, or any related persons, a shareholder or multiple shareholders holding shares in the Company which collectively representing not less than 5% of the total voting rights of the Company, can exercise the right to claim recovery of benefits from those directors on behalf of the company, according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (and as amended).

The Company's Board of Directors hereby represents that the Board of Director has considered and examined the information of the Investors with caution, provided that those Investors must not do anything that does not comply with or violate the rules, regulations, and regulations of the Company, Stock Exchange and the Securities and Exchange Commission. Also, they must have experience in investing, have good knowledge and understanding of the Company's business operations, and have the potential and financial readiness to enable the Company to increase capital this time according to its objectives. After careful consideration and selection of all Investors, the Board of Directors is of the opinion that it is appropriate to allot the newly issued shares to the Investors.

11. Opinion of the Audit Committee and/or Directors of the Company which is different from the Opinion of the Company's Board of Directors

The audit comment has an opinion which is in line with the Board of Directors of the Company.

The Company hereby certifies that the information contained herein is true and complete in all respects.

Sincerely yours,

(Mr. Santi Maneewong)

Director

Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.1 (“24CS-W1”)

- Category of the Warrants : Warrant to purchase ordinary shares of Twenty-Four Con & Supply Public Company Limited (“the Company”) No. 1 (“the Warrants” or “24CS-W1”)
- Type of the Warrants : In named certificate and transferable
- Number of the Warrants Issued : No exceed 194,000,000 units
- Offering Price : THB 0.00 (Zero) per unit
- Exercise Ratio** : 1 unit of 24CS-W1 is entitled to purchase 1 ordinary share (subject to adjustment conditions)
- Exercise Price** : THB 3.00 per share at par value of THB 0.50 (subject to adjustment conditions)
- Term of the Warrants : 2 years from the issuance date of the Warrants
- Number of the Ordinary Shares Reserved for Exercise of the Warrants : Not exceed 194,000,000 shares at par value of THB 0.50 per shares

However, when combined with the number of ordinary shares reserved for exercise of the warrants to purchase ordinary shares No. 2 that is allocated to existing shareholders proportionally (2 4 CS-W2) , it will be calculated as 50.00 percent of the number of paid-up shares. The calculation is as follows

$$\begin{aligned} &= \frac{\text{Reserved for Exercise 24CS-W1 + 24CS-W2}}{\text{The number of paid-up shares}^*} \\ &= \frac{194,000,000 + 48,500,000}{485,000,000^*} \\ &= 50.00 \text{ percent} \end{aligned}$$

* The number of paid-up shares is calculated from the total number of paid-up shares of the Company as of November 8, 2024, amounting to 430,000,000 shares combined with the number of additional common shares offered for specific sale to private placement at the same time, amounting to 55,000,000 shares.

- Allocation Method : Allocate 24CS-W1 to existing shareholders of the Company in accordance with their shareholding at the ratio of 2.5 existing ordinary shares for 1 unit of 24CS-W1 (2.5 : 1).

In case there is a fraction of the Warrants from the calculation of the Warrants allocation, such fraction shall be discarded.

- Record Date : January 20, 2025
- Issuance Date : Chief Executive Officer or his authorized are authorized to specify the issuance date of the Warrants after receiving approval from the shareholder meeting.
- Exercise Period and Exercise Date : Warrant holders can be exercised only once on the date that the warrants have reached the maturity of 2 years from the date of issuance of the warrants.
If the exercise date is not the SET business day, such exercise date shall be a business day prior to the exercise date.
- Period for intention to exercise rights : Warrant holders can inform intention to exercise the rights no less than 15 days prior to the exercise date, which can only be exercised once upon maturity.
- Offering period : Offering must be completed within 1 year from the date that the shareholders' meeting approves the issuance and offering of the said warrants, by authorizing the Executive Committee of the Company or the Chief Executive Officer and/or the person assigned by the Board of Directors or the Executive Committee of the Company to have the authority to consider the allocation, determine the conditions and details.
- Conditions in case there are residual Warrants : The Company will cancel all remaining warrants.
- The reason for issuing new shares to accommodate changes in the exercise of rights : The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions for adjusting rights that will be specified in the terms and conditions. This has been specified in Section 11(4)(b) in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 34/2008 regarding requesting and granting permission to offer for sale warrants to purchase newly issued shares and newly issued shares to support the warrants, dated December 15, 2008, with additional amendments.
- The secondary Market of the warrants** : mai

The secondary Market of the Ordinary : mai

Shares from the Exercise of the warrants

Registrar : Thailand Securities Depository Company Limited or the appointed representative acting as the registrar for the warrants.

The purpose of warrant issuance and the benefits that the Company will receive from this allocation of additional shares. : The Company will reserve funds received when warrant holders exercise their rights as working capital for its business operations and create financial flexibility to expand the Company's business in the future, which the Company expects to generate revenue, increase returns, and improve the Company's operating performance, which is of most benefit to the Company and its shareholders.

Dilution Effect : Dilution effect due to the issuance and allocation of warrants to existing shareholders is as follows

Control Dilution

24CS-W1 is allocated to the Company's existing shareholders. As a result, shareholders will be unaffected.

However, in the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted. The calculation details are as follows.

Q_0 = The number of issued and paid-up shares of the Company after offering new ordinary shares to private placement amounts to 485,000,000 shares

QW^1 = The number of ordinary shares issued to reserve for the exercise of 24CS-W1 amounts to 194,000,000 shares

QW^2 = The number of ordinary shares issued to reserve for the exercise of 24CS-W2 amounts to 48,500,000 shares

In the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, excluding the number of ordinary shares

-translation-

Enclosure 5

reserved for 24CS-W2 that will be issued and offered for sale at the same time, the allocation will affect the shareholding proportion of existing shareholders as follows

Control Dilution = $Qw^1 / (Qo + Qw^1)$ = not exceeding 28.57 percent

In the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, including the number of ordinary shares reserved for 24CS-W2 that will be issued and offered for sale at the same time, the allocation will affect the shareholding proportion of existing shareholders as follows

Control Dilution = $Qw^1 / (Qo + Qw^1 + Qw^2)$ = not exceeding 26.67 percent

Price Dilution

In the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, the price will be diluted. The calculation details are as follows.

P0 = Pre-transaction market price calculated from volume-weighted average prices of the shares traded in the Stock Exchange of Thailand during the period of 15 consecutive business days prior to the date the Board of Directors resolved to approve issuance of the Warrants (from October 17, 2024, to November 7, 2024). The prices used for calculation is average trading price of each day, which is THB 3.79 per share.

X1 = Exercise price of 24CS-W1, which is equal to THB 3.00

X2 = Exercise price of 24CS-W2, which is equal to THB 6.00

-translation-

Enclosure 5

- P1 = Post transaction market price of 24CS-W1, excluding the offering of 24CS-W2 that will be issued and offered for sale at the same time, which is calculated from formula $[(P0 \times Qo) + (X1 \times Qw^1)] / (Qo + Qw^1) = \text{THB } 3.56$ per share
- P2 = Post transaction market price of 24CS-W1, including the offering of 24CS-W2 that will be issued and offered for sale at the same time, which is calculated from formula $[(P0 \times Qo) + (X1 \times Qw^1) + (X2 \times Qw^2)] / (Qo + Qw^1 + Qw^2) = \text{THB } 3.73$ per share
- Qo = The number of issued and paid-up shares of the Company after offering new ordinary shares to private placement, which is 485,000,000 shares
- Qw¹ = The number of ordinary shares issued to reserve for exercise of 24CS-W1, which is 194,000,000 shares
- Qw² = The number of ordinary shares issued to reserve for exercise of 24CS-W2, which is 48,500,000 shares

In the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, excluding the number of ordinary shares reserved for 24CS-W2 that will be issued and offered for sale at the same time, the allocation will affect the price as follows

$$\text{Price Dilution} = (P0 - P1) / P0 = \text{not exceeding } 5.96 \text{ percent}$$

In the case where 24CS-W1 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, including the number of ordinary shares reserved for 24CS-W2 that will be issued and offered for sale at the same time, the allocation will affect the price as follows

Price Dilution = $(P0 - P2) / P0$ = not exceeding 1.67 percent

Adjustment of warrants

: The Company will adjust the exercise price and exercise ratio when one of the following events occurs. The objective is to protect the benefits of the warrant holders not to be inferior.

1. When there is a change in the par value of the Company's shares as a result of share merger or split.
2. When the Company offers to sell any newly issued shares at a price lower than 90.00 per cent of the share price calculated using the market price method at the time the offer is made or the market price before the offering and is the calculation method as specified in the rights specification.
3. When the Company offers for sale of convertible bonds or warrants newly issued by fixing the price or calculating the price of newly issued shares to support such convertible bonds or warrants below 90.00 per cent of the share price calculated in accordance with the method using the market price at the time of offering of convertible bonds or warrants or the market price before the offering of convertible bonds or warrants and is the method of calculation as specified in the terms and conditions.
4. When the company pays newly issued share dividend in whole or in part to shareholders.
5. When the company pays dividends in cash exceeding 90.00 per cent of the net profit according to the Company financial statements after deduction of income tax for operations in any accounting period.
6. When there are any other cases in the same manner as items 1. to 5. that result in any lower compensation which the warrant holders will receive when exercise.

In this regard, the Executive Committee of the Company or the Chief Executive Officer and/or the person assigned

by the Board of Directors or the Company's Executive Committee is assigned to have authority to determine the conditions and other details related to the change in the exercise rate and price.

Benefits that shareholders will receive from rising funds : Shareholders will benefit from the Company's strong financial structure, sufficient liquidity, and increased financial flexibility, which will generate chances to boost the Company's long-term earnings.

The ordinary shares issued following the exercise of the warrants will have the same rights and status as the Company's previously issued ordinary shares in all respects.

Other Conditions : The Executive Committee of the Company or the person assigned by the Board of Directors shall have the authority to (1) Determine the conditions and other details that are necessary and reasonable in connection with the issuance of the warrants, such as the date of issuance of the warrants, details of the offering, methods of allocation of the warrants, the exercise period, the expiration date of the exercise right (2) Sign various permit application documents and evidence necessary and relevant to the issuance of warrants, including contacting and filing a waiver request with the relevant authorities (3) Take any necessary and appropriate actions in connection with the warrants and the issuance and offering of the this warrants

In this regard, the Company will not extend the term of the warrants or change the price and exercise ratio unless it is an adjustment in accordance with the conditions for the right adjustment.

Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of Twenty-Four Con & Supply Public Company Limited No.2 (“24CS-W2”)

- Category of the Warrants : Warrant to purchase ordinary shares of Twenty-Four Con & Supply Public Company Limited (“the Company”) No. 2 (“the Warrants” or “24CS-W2”)
- Type of the Warrants : In named certificate and transferable
- Number of the Warrants Issued : No exceed 48,500,000 units
- Offering Price : THB 0.00 (Zero) per unit
- Exercise Ratio** : 1 unit of 24CS-W2 is entitled to purchase 1 ordinary share (subject to adjustment conditions)
- Exercise Price** : THB 6.00 per share at par value of THB 0.50 (subject to adjustment conditions)
- Term of the Warrants : 3 years from the issuance date of the Warrants
- Number of the Ordinary Shares Reserved for Exercise of the Warrants : Not exceed 48,500,000 shares at par value of THB 0.50 per shares

However, when combined with the number of ordinary shares reserved for exercise of the warrants to purchase ordinary shares No. 1 that is allocated to existing shareholders proportionally (2 4 CS-W1) , it will be calculated as 50.00 percent of the number of paid-up shares. The calculation is as follows

$$\begin{aligned} &= \frac{\text{Reserved for Exercise 24CS-W2 + 24CS-W1}}{\text{The number of paid-up shares}^*} \\ &= \frac{48,500,000 + 194,000,000}{485,000,000^*} \\ &= 50.00 \text{ percent} \end{aligned}$$

* The number of paid-up shares is calculated from the total number of paid-up shares of the Company as of November 8, 2024, amounting to 430,000,000 shares combined with the number of additional common shares offered for specific sale to private placement at the same time, amounting to 55,000,000 shares.

- Allocation Method : Allocate 24CS-W2 to existing shareholders of the Company in accordance with their shareholding at the ratio of 10 existing ordinary shares for 1 unit of 24CS-W2 (10 : 1).

In case there is a fraction of the Warrants from the calculation of the Warrants allocation, such fraction shall be discarded.

- Record Date : January 20, 2025
- Issuance Date : Chief Executive Officer or his authorized are authorized to specify the issuance date of the Warrants after receiving approval from the shareholder meeting.
- Exercise Period and Exercise Date : Warrant holders can exercise their rights every 6 months from the warrant issuance date (“Exercise Date”) and the last exercise date is on the date that the warrants have reached the maturity of 3 years from the date of issuance of the warrants.
- If the exercise date is not the SET business day, such exercise date shall be a business day prior to the exercise date.
- Period for intention to exercise rights : In 5 working days, period before the exercise date, except the last exercise date will be not less than 15 days.
- Offering period : Offering must be completed within 1 year from the date that the shareholders' meeting approves the issuance and offering of the said warrants, by authorizing the Executive Committee of the Company or the Chief Executive Officer and/or the person assigned by the Board of Directors or the Executive Committee of the Company to have the authority to consider the allocation, determine the conditions and details.
- Conditions in case there are residual Warrants : The Company will cancel all remaining warrants.
- The reason for issuing new shares to accommodate changes in the exercise of rights : The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions for adjusting rights that will be specified in the terms and conditions. This has been specified in Section 11(4)(b) in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 34/2008 regarding requesting and granting permission to offer for sale warrants to purchase newly issued shares and newly issued shares to support the warrants, dated December 15, 2008, with additional amendments.
- The secondary Market of the warrants : mai

The secondary Market of the Ordinary : mai

Shares from the Exercise of the warrants

Registrar : Thailand Securities Depository Company Limited or the appointed representative acting as the registrar for the warrants.

The purpose of warrant issuance and the benefits that the Company will receive from this allocation of additional shares. : The Company will reserve funds received when warrant holders exercise their rights as working capital for its business operations and create financial flexibility to expand the Company's business in the future, which the Company expects to generate revenue, increase returns, and improve the Company's operating performance, which is of most benefit to the Company and its shareholders.

Dilution Effect : Dilution effect due to the issuance and allocation of warrants to existing shareholders is as follows

Control Dilution

24CS-W2 is allocated to the Company's existing shareholders. As a result, shareholders will be unaffected.

However, in the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted. The calculation details are as follows.

Q_0 = The number of issued and paid-up shares of the Company after offering new ordinary shares to private placement amounts to 485,000,000 shares

QW^1 = The number of ordinary shares issued to reserve for the exercise of 24CS-W1 amounts to 194,000,000 shares

QW^2 = The number of ordinary shares issued to reserve for the exercise of 24CS-W2 amounts to 48,500,000 shares

In the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, excluding the number of ordinary shares

-translation-

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reserved for 24CS-W1 that will be issued and offered for sale at the same time, the allocation will affect the shareholding proportion of existing shareholders as follows

Control Dilution = $Qw^2 / (Qo + Qw^2)$ = not exceeding 9.09 percent

In the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, including the number of ordinary shares reserved for 24CS-W1 that will be issued and offered for sale at the same time, the allocation will affect the shareholding proportion of existing shareholders as follows

Control Dilution = $Qw^2 / (Qo + Qw^1 + Qw^2)$ = not exceeding 6.67 percent

Price Dilution

In the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, the price will be diluted. The calculation details are as follows.

P0 = Pre-transaction market price calculated from volume-weighted average prices of the shares traded in the Stock Exchange of Thailand during the period of 15 consecutive business days prior to the date the Board of Directors resolved to approve issuance of the Warrants (from October 17, 2024, to November 7, 2024). The prices used for calculation is average trading price of each day, which is THB 3.79 per share.

X1 = Exercise price of 24CS-W1, which is equal to THB 3.00

X2 = Exercise price of 24CS-W2, which is equal to THB 6.00

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- P1 = Post transaction market price of 24CS-W2, excluding the offering of 24CS-W1 that will be issued and offered for sale at the same time, which is calculated from formula สูตร $[(P0 \times Qo) + (X2 \times Qw^2)] / (Qo + Qw^2) = \text{THB } 3.99$ per share
- P2 = Post transaction market price of 24CS-W2, including the offering of 24CS-W1 that will be issued and offered for sale at the same time, which is calculated from formula $[(P0 \times Qo) + (X1 \times Qw^1) + (X2 \times Qw^2)] / (Qo + Qw^1 + Qw^2) = \text{THB } 3.73$ per share
- Qo = The number of issued and paid-up shares of the Company after offering new ordinary shares to private placement, which is 485,000,000 shares
- Qw¹ = The number of ordinary shares issued to reserve for exercise of 24CS-W1, which is 194,000,000 shares
- Qw² = The number of ordinary shares issued to reserve for exercise of 24CS-W2, which is 48,500,000 shares

In the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, excluding the number of ordinary shares reserved for 24CS-W1 that will be issued and offered for sale at the same time, the price will not be diluted.

In the case where 24CS-W2 is fully exercised and all the warrants' holders are not the existing shareholders of the Company, including the number of ordinary shares reserved for 24CS-W1 that will be issued and offered for sale at the same time, the allocation will affect the price as follows

Price Dilution = $(P0 - P2) / P0 = \text{not exceeding } 1.67$ percent

Adjustment of warrants

: The Company will adjust the exercise price and exercise ratio when one of the following events occurs. The

objective is to protect the benefits of the warrant holders not to be inferior.

1. When there is a change in the par value of the Company's shares as a result of share merger or split.
2. When the Company offers to sell any newly issued shares at a price lower than 90.00 per cent of the share price calculated using the market price method at the time the offer is made or the market price before the offering and is the calculation method as specified in the rights specification.
3. When the Company offers for sale of convertible bonds or warrants newly issued by fixing the price or calculating the price of newly issued shares to support such convertible bonds or warrants below 90.00 per cent of the share price calculated in accordance with the method using the market price at the time of offering of convertible bonds or warrants or the market price before the offering of convertible bonds or warrants and is the method of calculation as specified in the terms and conditions.
4. When the company pays newly issued share dividend in whole or in part to shareholders.
5. When the company pays dividends in cash exceeding 90.00 per cent of the net profit according to the Company financial statements after deduction of income tax for operations in any accounting period.
6. When there are any other cases in the same manner as items 1. to 5. that result in any lower compensation which the warrant holders will receive when exercise.

In this regard, the Executive Committee of the Company or the Chief Executive Officer and/or the person assigned by the Board of Directors or the Company's Executive Committee is assigned to have authority to determine the conditions and other details related to the change in the exercise rate and price.

Benefits that shareholders will receive : Shareholders will benefit from the Company's strong
from rising funds

financial structure, sufficient liquidity, and increased financial flexibility, which will generate chances to boost the Company's long-term earnings.

The ordinary shares issued following the exercise of the warrants will have the same rights and status as the Company's previously issued ordinary shares in all respects.

Other Conditions

: The Executive Committee of the Company or the person assigned by the Board of Directors shall have the authority to (1) Determine the conditions and other details that are necessary and reasonable in connection with the issuance of the warrants, such as the date of issuance of the warrants, details of the offering, methods of allocation of the warrants, the exercise period, the expiration date of the exercise right (2) Sign various permit application documents and evidence necessary and relevant to the issuance of warrants, including contacting and filing a waiver request with the relevant authorities (3) Take any necessary and appropriate actions in connection with the warrants and the issuance and offering of the this warrants

In this regard, the Company will not extend the term of the warrants or change the price and exercise ratio unless it is an adjustment in accordance with the conditions for the right adjustment.