

**Information Memorandum on the Acquisition of Assets of Techlead NPN Public Company Limited  
in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd.**

Techlead NPN Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ Extraordinary Meeting No. 1/2026, held on **7 January 2026, at 14:00 hours** has resolved to propose to the Shareholders’ Meeting for approval of the investment in Inventech Systems (Thailand) Co.,Ltd. (“**Inventech**”) by way of the acquisition of all shares in Inventech from A.Prime Vision Co., Ltd. (“**A.Prime**”) and the existing minority shareholders of Inventech (collectively, the “**Inventech Sellers**”), including the approval of the execution of the share purchase agreement for the ordinary shares in Inventech and any agreements and other documents related to the investment in Inventech, as well as the granting of any relevant authorities in connection therewith (the “**Inventech Investment Transaction**”).

In accordance with the Company’s business expansion plan to broaden its operations into the technology sector, the management has assessed that technology-related businesses possess strong potential for revenue growth, high scalability, and relatively low operating costs when compared with other business sectors. In addition, the technology sector is considered to be aligned with key mega trends, particularly digital transformation.

In June 2025, the Company invested in PayGenix Co., Ltd. (“**PayGenix**”) (formerly known as GUPAY Co., Ltd.) and began recognizing PayGenix’s operating results from late June 2025. Following the consolidation of PayGenix’s operating results, the Company recognized revenue of more than THB 19.5 million in the second quarter of 2025 and THB 130.7 million in the third quarter of 2025 in its consolidated financial statements. The profit generated from PayGenix’s payment service business contributed to a significant improvement in the Company’s overall financial performance, resulting in a turnaround from losses to profitability. In this regard, the Company recorded a net profit of THB 57.4 million for the three-month period of the third quarter of 2025.

However, in order to further build upon the Company’s revenue growth potential, the management has studied the feasibility of additional investments in the technology sector. Accordingly, the management proposed to the Board of Directors that the investment in Inventech be submitted to the shareholders’ meeting for consideration and approval.

In connection with the investment in Inventech, the Company plans to acquire all shares in Inventech. In this regard, the Company will acquire a total of 196,078 shares, comprising 100,000 ordinary shares and 96,078 preference shares, representing 100% of the total issued shares of Inventech, with a par value of THB 100 per share, from Inventech Sellers. The investment value in Inventech comprises: (1) the share purchase

price in the amount of THB 360,000,000, and (2) cash and cash equivalents remaining in accordance with Inventech's financial statements as at the investment transaction date in an amount not exceeding THB 60,000,000. In this regard, the management expects that the aggregate investment value will not exceed THB 420,000,000. The Company will settle the entire investment amount in cash, with the payment terms and conditions as set out in Item 6: Total Consideration and Payment Conditions.

Inventech is a leading provider of comprehensive one-stop shareholder meeting services with the highest service standards for listed companies on the Stock Exchange of Thailand (the "SET"). Inventech has developed a shareholder meeting system under the name Inventech Connect, which supports physical meetings, online meetings, and hybrid meetings. The Inventech Connect system has been designed to comply with applicable laws and the regulations of the SET, in order to accommodate the full range of requirements of listed companies. The system offers a wide array of features and functionalities to support both listed companies and shareholders, including real-time online voting (e-Voting) with immediate display of voting results and automatic generation of meeting resolutions; secure and auditable meeting recording systems; comprehensive registration capabilities for shareholders, proxy grantors, and proxy holders; integration with electronic proxy (e-Proxy) data from the Thailand Securities Depository; advanced vote processing systems supporting electronic voting and vote counting under both "one share one vote" and "cumulative voting" methods, in accordance with each company's requirements; as well as multi-platform and multi-language support. In addition, the Inventech Connect system is certified under ISO/IEC 27001 and complies with relevant meeting-related requirements, and has been assessed for regulatory compliance by the Electronic Transactions Development Agency (ETDA).

Over the years, Inventech has provided comprehensive one-stop shareholder meeting services to leading listed companies on the Stock Exchange of Thailand<sup>1</sup>. Its high-quality and efficient services delivered through the Inventech Connect system have been widely recognized and trusted by listed companies, including those within the SET50 and SET100 indices. With its expertise and ability to deliver services that comprehensively meet client requirements, Inventech has continued to maintain its position as a market leader in this segment. As at 14 December 2025, there were a total of 868 companies listed on the Stock Exchange of Thailand, with an average of approximately 30 new listings per year<sup>2</sup>, reflecting the continued growth of the listed company universe. Among these, companies within the SET50 and SET100 indices have selected

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<sup>1</sup> the Stock Exchange, including the Stock Exchange of Thailand (SET) and the Market for Alternative Investment (MAI)

<sup>2</sup> The average growth rate is based on statistical data of newly listed companies obtained from the Stock Exchange's database over the past ten (10) years (2016–2025).

Inventech's services at rates of 60.0 percent and 49.0 percent, respectively. This demonstrates the level of trust placed by leading listed companies in Inventech to manage shareholder meetings on significant occasions that require a high degree of professionalism and operational expertise.



As Inventech's primary customer base comprises listed companies that engage its services for the organization of shareholder meetings, applicable legal requirements mandate that listed companies convene their Annual General Meeting of Shareholders within four (4) months from the end of their fiscal year. Accordingly, the period from March to April is considered the high season for shareholder meetings among listed companies on the Stock Exchange.

However, during the remainder of the year, Inventech focuses on the continuous development of its systems and technologies in order to enhance the efficiency and modernity of its services. Such development is not limited to shareholder meeting systems, but also includes the development of new systems and products designed to meet the needs of its core customer groups, such as listed companies, public companies, and private limited companies, with the objective of maximizing operational effectiveness. In addition, Inventech places emphasis on the ongoing introduction of new systems and products to its customer base, which is expected to support recurring service revenue throughout the year and further diversify the Company's sources of income.

The other systems and products of Inventech are categorized as follows:

1) **Other Meeting Systems, with details as follows:**

- Board Meeting Management System, under the name Convene, which is software designed to facilitate collaboration and workflow management for boards of directors and executive management.
- Meeting System for Condominium Juristic Persons and Housing Estates, under the name Smile Connect, which supports all types of meetings through a standardized system with comprehensive meeting functionalities.
- Meeting System for Debenture Holders and Trusts; and
- Seminar and Conference Management System (i-Connect).

2) **Other Products and Services designed to meet the specific needs of both listed companies and private limited companies, with details as follows:**

- Investor Relations Website (IR Website) Services, which provide development and maintenance of investor relations websites, including advisory support on regulatory disclosure requirements for listed companies to ensure accurate and compliant information disclosure. The service features real-time auto-feed of corporate information and a back-end management system that enables fast and efficient content updates.
- Corporate Information and Share Register Management System (Agnes System), a corporate secretarial solution that supports the storage and management of registered capital information, capital increases and reductions, and paid-up capital, as well as the maintenance of records for individuals and legal entities, including directors, executives, and shareholders, and comprehensive share register management.



Based on the management's assessment of the proposed investment in Inventech, including the completion of due diligence covering accounting, tax, and legal aspects, the management has determined that the investment in Inventech constitutes a strategic initiative to expand the Company's technology business in accordance with its business expansion plan.

1. Alignment of the investment in Inventech with the Company's technology investment strategy

Inventech is a technology media service provider that develops various meeting systems for listed companies and provides supporting systems for both listed companies and private limited companies. Accordingly, the investment in Inventech is expected to enhance the Company's stability and long-

term growth. The management is of the view that Inventech has opportunities to expand its market presence and strengthen its competitive capabilities. In addition, the investment in Inventech enables the Company to gain access to technologies and innovations that can be applied across other businesses within the group, including improving internal operational processes and enhancing customer services. Expanding into technology-related media services also creates new opportunities for revenue generation and broadens the Company's customer base, thereby contributing to long-term value creation for the Company.

2. Diversification of business risks and enhancement of the Company's revenue base through the investment

The investment in Inventech helps diversify the Company's risk arising from reliance on revenue generated from PayGenix's payment service business and enhances the diversification of the Company's overall business operations, particularly within the technology sector, which is a key focus of the Company's business expansion strategy to broaden its market presence and strengthen its competitive capabilities. The investment in Inventech not only contributes to the addition of new and diversified revenue streams, but also supports the enhancement of the Company's long-term financial stability. Having revenue sources from businesses with sustainable growth potential helps mitigate risks associated with dependence on a single source of income, thereby enabling the Company to better adapt to changes in market and economic conditions and to pursue sustainable growth opportunities in the future. This, in turn, is expected to support long-term value creation for the Company's shareholders.

3. Access to an experienced management team and personnel with expertise in shareholder meeting systems

Following the investment in Inventech, the existing management team will continue to serve in their management roles for a period of not less than five (5) years pursuant to the Management Agreement. This arrangement is intended to ensure continuity in management and the smooth operation of the business. The existing management team possesses in-depth knowledge of Inventech's business and operating strategies, which constitutes a key advantage in maintaining stability and further developing effective management practices. The continued involvement of the existing management team will also enable the Company's personnel and newly appointed management to benefit from their proven experience and established management strategies. Such long-term collaboration is expected to enhance organizational stability and strengthen the Company's capability to achieve sustainable business expansion in the future.

4. Access to additional resources to enhance business strength and support sustainable long-term growth

As Inventech experiences a high season during the period from March to April, when demand for its services is at its peak, the Company will be able to utilize Inventech's existing resources, including its system development team and sales team, during the remainder of the year to further develop and strengthen the businesses within the group. The availability of such additional resources will enable the Company to expand the scope of its operations and enhance the efficiency and speed of system and product development, as well as to support long-term growth and increase revenue from a broader range of services over time.

The Inventech Investment Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (collectively, the "Notifications on Acquisition and Disposition of Assets"). Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction is equal to 66.6 percent according to the total value of consideration paid or received, calculated based on the reviewed financial statements of the Company ended 30 September 2025, and when including the size of the asset acquisition transaction during the previous 6 months will result in the maximum total transaction size equal to 84.6 percent according to the total value of consideration paid or received. Therefore, such transaction is classified as a "Class 1 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose an information memorandum which must at least contain information as required in Schedule (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders' Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the "SEC Office").

Furthermore, the Inventech Investment Transaction is regarded as purchasing or taking a transfer of the undertaking of a private company to be owned by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) which is required to be approved by the Shareholders'

Meeting of the Company with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting entitled to vote.

The Inventech Sellers have no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. Therefore, the Inventech Investment Transaction is not connected transactions according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) dated 19 November 2003 (as amended) (the “**Connected Transaction Notifications**”).

Therefore, the Company would like to disclose the information memorandum regarding the acquisition of assets pursuant to the Notifications on Acquisition or Disposition of Assets to the Stock Exchange of Thailand (the “**SET**”), with the details as follows:

**1. Date of the Transaction**

In respect of the investment in Inventech, the Company and the Inventech Sellers and/or other relevant contracting parties will jointly execute the share purchase agreement within February 2026. The Company expects that the Inventech Investment Transaction will be completed within the first quarter of 2026 or on such other date as the contracting parties may mutually agree in writing.

In connection with the investment in the shares of Inventech, the parties have agreed on the terms and conditions for the share acquisition, including certain key terms and conditions under the share purchase agreement and the related agreements. The Inventech Investment Transaction will be consummated only upon (a) the Company’s shareholders’ meeting having passed resolutions approving the Inventech Investment Transaction, together with any matters necessary and/or related thereto; and (b) the satisfaction or waiver of the conditions precedent as stipulated therein by the relevant parties, including but not limited to the following conditions precedent:

- (1) The Company is satisfied with the results of the due diligence review of Inventech in various aspects, including its business operations, accounting, financial, legal, and tax matters.
- (2) There has been no event or circumstance that has occurred or is reasonably expected to occur which may have a material adverse effect on Inventech or prevent the completion of the transaction.

- (3) The Inventech Sellers have obtained the approval to enter into the Inventech Investment Transaction from its board of directors and/or shareholders, as well as from any other relevant authorities as required by law, as the case may be.
- (4) The Inventech Sellers shall duly undertake and complete all internal corporate actions in connection with the preparation, execution, and delivery of all documents as stipulated under the share purchase agreement.
- (5) The Inventech Sellers shall procure that all directors fully repay any and all outstanding loan amounts owed to Inventech and shall provide the Company with documentary evidence of such repayments for the Company's review and verification.
- (6) The Inventech Sellers shall procure that Inventech duly records any impairment and/or write-off of assets and/or liabilities in its statement of financial position as at 31 December 2025, in accordance with the terms mutually agreed in writing by the parties.
- (7) The Inventech Sellers shall procure that the meeting of the board of directors and/or the shareholders' meeting of Inventech duly passes resolutions approving the following matters: (a) the appointment of three (3) new directors, comprising two (2) directors nominated by the Company and one (1) director nominated by the Inventech Sellers; (b) the amendment of the Company's authorized signatory powers in accordance with the Company's determination; and (c) the amendment of the signing conditions in respect of Inventech's bank accounts.

## 2. Parties Involved and their Relationship with the Company

### 2.1 Inventech Sellers

- (1) A.Prime Vision Co., Ltd.

<b>Company</b>	A.Prime Vision Co., Ltd.
<b>Objectives</b>	Engaged in commercial trading and procurement businesses, and the provision of consulting services, including environmental consulting services, as well as management and marketing advisory services.
<b>Registered Capital and the Shareholding Structure</b>	A.Prime Vision Co., Ltd. has a registered capital of THB 1,000,000, divided into 10,000 ordinary shares with a par value of THB 100 per share. The shareholding structure is as follows:

	Shareholders	Number of Shares (shares)	Shareholding Ratio (percentage)
	Ms. Warat Agatwipat	6,000	60.00
	Mr. Nattawat Prasop-araya	4,000	40.00
	<b>Total</b>	<b>10,000</b>	<b>100</b>
Board of Directors	A.Prime Vision Co., Ltd. has one director namely Mr. Thitii Kiatsiri		
Relationship with the Company	As of the date of disclosure of this information memorandum, the Inventech Sellers are independent third parties from the Company and are not connected persons of the Company according to the Connected Transaction Notifications.		

(2) Mr. Thitii Kiatsiri

Name	Mr. Thitii Kiatsiri
Relationship with the Company	As of the date of disclosure of this information memorandum, the Inventech Sellers are independent third parties from the Company and are not connected persons of the Company according to the Connected Transaction Notifications.

Inventech Sellers have no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. Therefore, the Inventech Investment Transaction is not connected transactions according to the Connected Transaction Notifications.

### 3. General Transaction Details

The Company plans to invest in Inventech, which is an operator and specialist in the provision of comprehensive meeting systems and related services, including shareholders' meeting services; investor relations website services serving as a communication channel for listed companies to disseminate information to investors; corporate data and share register management systems; board meeting management systems; and meeting systems for juristic persons of condominiums and housing estates that support all forms of meetings in compliance with applicable rules and regulations, as well as other related services. All such services are provided through standardized technology in compliance with the requirements and guidelines of the relevant regulatory authorities. In connection with the investment in Inventech, the Company plans to acquire

a total of 196,078 shares, representing 100% of the total issued shares of Inventech, from the Inventech shareholders, subject to the terms and conditions of the share purchase agreement and other related agreements. The Company, the Inventech Sellers, and/or other relevant contracting parties are expected to jointly execute the share purchase agreement within February 2026.

#### 4. Details of Acquired Assets

Shares of Inventech in the number of 100,000 ordinary shares and preferred shares of Inventech in the number of 96,078 shares, totaling 196,078 shares (representing 100 percent of the total issued and outstanding shares of Inventech). The acquired assets have an aggregate investment value of THB 360,000,000, plus cash and cash equivalents remaining in accordance with Inventech's financial statements as at the investment transaction date in an amount not exceeding THB 60,000,000. In this regard, the management expects that the aggregate investment value will not exceed THB 420,000,000. The Company will settle the entire investment amount in cash, with the payment terms and conditions as set out in Item 6: Total Consideration and Payment Conditions.

##### 4.1 Details of Inventech

<b>Company</b>	Inventech Systems (Thailand) Co.,Ltd.		
<b>Registered Address</b>	88/60-61 Soi. Ramkhamhaeng 53 (Chansri Chawala) Phlapphla, Wang Thonglang, Bangkok 10310		
<b>Company Registration Number</b>	0105537069783		
<b>Date of Establishment</b>	16 June 1994		
<b>Registered Capital</b>	THB 19,607,800		
<b>Shareholding Structure</b>	At present		
	<b>Shareholders</b>	<b>Number of Shares (shares)</b>	<b>Shareholding Ratio (percentage)</b>
	A.Prime Vision Co., Ltd.	196,077	99.9998
	Mr. Thitii Kiatsiri	1	0.0001
	<b>Total</b>	<b>196,078</b>	<b>100</b>

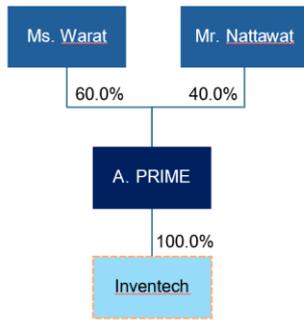
	<p>Inventech and the Inventech Sellers have no relationship with the Company and is not considered as a related party of the Company according to the Connected Transaction Notifications.</p> <p><u>After the investment</u></p> <table border="1" data-bbox="550 454 1434 804"> <thead> <tr> <th data-bbox="550 454 1043 624">Shareholders</th> <th data-bbox="1043 454 1217 624">Number of Shares (shares)</th> <th data-bbox="1217 454 1434 624">Shareholding Ratio (percentage)</th> </tr> </thead> <tbody> <tr> <td data-bbox="550 624 1043 687">The Company</td> <td data-bbox="1043 624 1217 687">196,077</td> <td data-bbox="1217 624 1434 687">99.9998</td> </tr> <tr> <td data-bbox="550 687 1043 750">Mr. Wongwivat Hema</td> <td data-bbox="1043 687 1217 750">1</td> <td data-bbox="1217 687 1434 750">0.0001</td> </tr> <tr> <td data-bbox="550 750 1043 804" style="text-align: center;"><b>Total</b></td> <td data-bbox="1043 750 1217 804"><b>196,078</b></td> <td data-bbox="1217 750 1434 804"><b>100</b></td> </tr> </tbody> </table> <p><u>Remarks</u> Upon completion of the Inventech Investment Transaction, the Company will hold 100% of the total issued and paid-up shares of Inventech, as a result of which Inventech will become a subsidiary of the Company. In this regard, the sellers shall procure that the minority shareholder sells the remaining one share of Inventech to Mr.Wongwivat Hema.</p>	Shareholders	Number of Shares (shares)	Shareholding Ratio (percentage)	The Company	196,077	99.9998	Mr. Wongwivat Hema	1	0.0001	<b>Total</b>	<b>196,078</b>	<b>100</b>
Shareholders	Number of Shares (shares)	Shareholding Ratio (percentage)											
The Company	196,077	99.9998											
Mr. Wongwivat Hema	1	0.0001											
<b>Total</b>	<b>196,078</b>	<b>100</b>											
<p><b>Structure of the Board of Directors</b></p>	<p>Following the completion of the Inventech Investment Transaction, the Company will appoint two (2) representatives of the Company to serve as directors of Inventech, together with one (1) director representing the Inventech Sellers, resulting in a total of three (3) directors. The board of directors shall comprise the following:</p> <p>(1) Mr. Wongwivat Hema  (2) Mr. Thiti Siriphairoj  (3) Ms. Warat Agatwipat</p> <p>In this regard, the authorized directors, who are required to jointly sign, shall be two (2) persons, namely Mr. Wongwivat Hema or Mr. Thiti Siriphairoj, together with Ms. Ms. Warat Agatwipat.</p>												
<p><b>Business</b></p>	<p>Engage in the development of computer software programs tailored to users' requirements, as well as to provide comprehensive meeting systems and other related services on a one-stop basis.</p>												

In this regard, the Inventech Investment Transaction will be completed whereby the Company will acquire shares in Inventech, as set out in the table above, from the Inventech Sellers. Upon completion of the

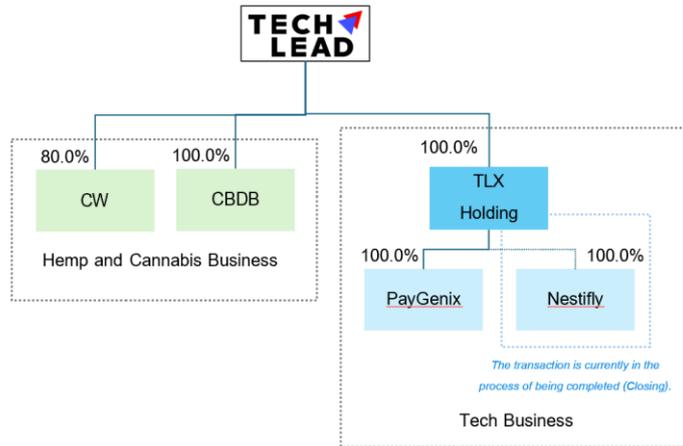
Inventech Investment Transaction, the Company will hold 100% of the total issued and paid-up shares of Inventech, as a result of which Inventech will become a subsidiary of the Company. In this regard, the group structure of the Company before and after the investment in Inventech is set out below.

Group Structure before the Inventech Investment Transaction

Inventech Shareholding Structure Prior to the Transaction



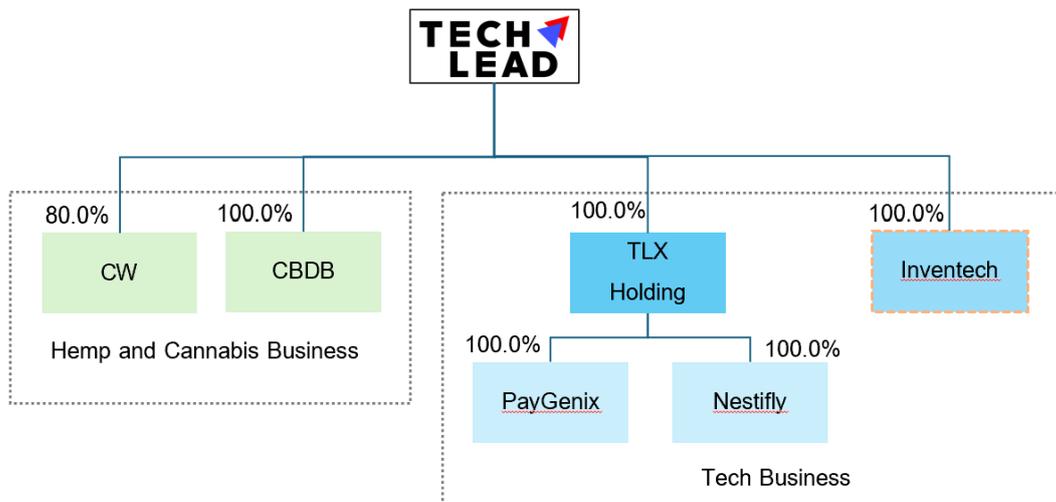
TL Shareholding Structure Prior to the Transaction



Remark : At present, the hemp and cannabis business group is in a phase of temporarily suspending investments in cultivation activities.

Group Structure after the Inventech Investment Transaction

TL Shareholding Structure Upon Completion of the Transaction



Remark : At present, the hemp and cannabis business group is in a phase of temporarily suspending investments in cultivation activities.

4.2 Financial Information of Inventech

Inventech	Year 2022 (Audited)	Year 2023 (Audited)	Year 2024 (Audited)	9-Month Period Ended 30 September 2025 <sup>3</sup>
<b>Statement of Financial Position</b>				
Total Assets	38.7	43.3	49.4	
Total Liabilities	5.1	5.2	6.2	
Total Shareholders' Equity	33.6	38.1	43.2	
<b>Statement of Profit or Loss</b>				
Revenue from Services	40.5	47.2	51.5	51.5
Other Income	0.1	0.2	0.7	0.5
<b>Total Revenue</b>	<b>40.7</b>	<b>47.4</b>	<b>52.2</b>	<b>52.0</b>
Cost of Services	(24.6)	(27.1)	(28.6)	(27.1)
Administrative Expenses	(10.9)	(10.7)	(13.3)	(10.4)
<b>Total Expenses</b>	<b>(35.5)</b>	<b>(37.8)</b>	<b>(41.9)</b>	<b>(37.6)</b>
Loss before Finance Costs and Income Tax	5.2	9.6	10.3	14.4
Finance Costs	0.0	0.0	0.0	0.0
<b>Loss before Income Tax</b>	<b>5.2</b>	<b>9.6</b>	<b>10.3</b>	<b>14.4</b>
Income Tax Income (Expense)	(1.6)	(2.1)	(2.2)	(2.9)
<b>Net Loss</b>	<b>3.6</b>	<b>7.5</b>	<b>8.0</b>	<b>11.5</b>

Note: The financial statements were prepared and audited by TT International Audit Co.,Ltd.

Inventech does not prepare interim statements of financial position. However, Inventech prepares its statement of financial position as of 31 December of each year. On the completion date of the share purchase transaction, the Company will conduct a verification of Inventech's cash position in order to settle the cash balance as of 31 December 2025 payable to Inventech Sellers, in accordance with the cash and cash equivalents settlement terms stipulated in the Share Purchase Agreement. Within three (3) days from the date on which the purchaser and the seller mutually agree on Inventech's financial statements as of the completion date of the share purchase transaction, the Company shall make payment of the cash and cash equivalents to Inventech Sellers. The amount of such cash and cash equivalents to be paid shall be net of the cash balance as of 31 December 2025 that the Company has already paid to Inventech Sellers on the completion date. For

<sup>3</sup> Financial statements as at 30 September 2025 obtained from the accounting due diligence conducted by TC Expert Co., Ltd.

this purpose, the calculation of cash and cash equivalents shall be based on total cash less all liabilities of Inventech.

#### 5. Size of the Asset Acquisition Transaction

Details of the calculation of the transaction size under the Notifications on Acquisition or Disposition of Assets based on the information in the reviewed quarterly financial statements of the Company ended 30 September 2025 are as follows:

Principle	Formula	Calculation (Million THB)	Transaction size (percent)
1. Value of the Net Tangible Assets (NTA)*	$\frac{\text{NTA of acquired assets} \times \text{acquired proportion} \times 100}{\text{NTA of the Company}^*}$	$\frac{43.2 \times 100\% \times 100}{376.5}$	11.5 percent
2. Net operating profits	$\frac{\text{Net profits of acquired assets} \times \text{acquired proportion} \times 100}{\text{Net profits of the Company}}$	This principle cannot be applied, as the Company has incurred operating losses.	
3. Total value of consideration <sup>4</sup>	$\frac{\text{Total consideration} \times 100}{\text{Total asset of the Company}}$	$\frac{420.0 \times 100}{630.7}$	66.6 percent
4. . Value of newly issued shares as consideration method	$\frac{\text{Number of newly issued shares to pay for asset} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	This principle cannot be applied, as the Company did not issue any securities as consideration for the acquisition of assets.	

\* Calculation of net tangible assets (NTA) of the Company as of 30 September 2025 is as follows:

Financial Information of the Company	The Company's reviewed consolidated financial statements ended 30 September 2025 (Million THB)
Asset	630.7
Deduct : Intangible assets, not including assets that generate	80.7

<sup>4</sup>The transaction involves consideration comprising a share purchase price of THB 360 million and estimated cash and cash equivalents remaining as at the completion date of the share purchase transaction in an amount not exceeding THB 60 million. In this regard, the management estimates that the total investment consideration for the acquisition of the target company will not exceed THB 420 million, which will be settled entirely in cash.

Financial Information of the Company	The Company's reviewed consolidated financial statements ended 30 September 2025 (Million THB)
Deduct : Total liabilities	172.0
Deduct : Non-controlling interests	1.5
<b>Net tangible assets (NTA)</b>	<b>376.5</b>

The Inventech Investment Transaction is regarded as an acquisition of assets pursuant to the Notifications on Acquisition and Disposition of Assets. Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction is equal to 66.6 percent according to the total value of consideration paid or received, calculated based on the reviewed financial statements of the Company ended 30 September 2025, and when including the size of the asset acquisition transaction during the previous 6 months will result in the maximum total transaction size equal to 84.6 percent according to the total value of consideration paid or received. Therefore, such transaction is classified as a "Class 1 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose an information memorandum which must at least contain information as required in Schedule (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders' Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the Office of the SEC Office.

Furthermore, the Inventech Investment Transaction is regarded as purchasing or taking a transfer of the undertaking of a private company to be owned by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) which is required to be approved by the Shareholders' Meeting of the Company with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting entitled to vote.

#### **6. Total Value of Consideration and Payment Term**

The consideration for the investment transaction in Inventech, under which the Company is required to pay the share purchase price to the Inventech Sellers, comprises an aggregate investment amount of THB 360,000,000, plus cash and cash equivalents remaining in accordance with Inventech's financial statements as at the investment transaction date in an amount not exceeding THB 60,000,000. In this regard, the

management estimates that the total investment value will not exceed THB 420,000,000, which will be settled entirely in cash.

However, in the event that the actual outstanding cash and cash equivalents as shown in Inventech's financial statements as at the share transfer completion date exceed the management's estimate of THB 60,000,000, resulting in the total investment value exceeding THB 420,000,000, the Company shall pay the consideration for the investment in Inventech in an aggregate amount not exceeding THB 420,000,000.

Conversely, if the outstanding cash and cash equivalents as at the share transfer completion date are lower than the management's estimate of THB 60,000,000, resulting in the total investment value being less than THB 420,000,000, the Company shall pay cash equal to the actual outstanding amount as shown in the financial statements as at the share transfer completion date.

The payment in respect of such outstanding cash and cash equivalents shall be based on Inventech's financial statements as at the share transfer completion date, prepared by Inventech's management and mutually agreed upon by the Company and the Seller.

The Company will pay the share purchase price for the shares in Inventech in the amount of THB 360,000,000 after all conditions precedent under the share purchase agreement and the other related agreements have been fulfilled or waived by the relevant parties, and the actions as specified in the share purchase agreement and such related agreements have been performed to complete the transaction.

In this regard, the Company will settle the cash and cash equivalents remaining in Inventech, which are divided as follows:

- 1) 80 percent of the cash and cash equivalents remaining in Inventech as at 31 December 2025, payable after all conditions precedent under the share purchase agreement and any other related agreements have been satisfied, waived, or released by the relevant contracting parties, and all actions necessary to complete the transaction as specified in the share purchase agreement and any other related agreements have been duly completed.
- 2) The cash and cash equivalents remaining as at the completion date of the investment transaction in Inventech, payable within three (3) days after the sellers have delivered the target company's financial statements as at the share purchase completion date, prepared by the management of the target company, and after the contracting parties have mutually agreed on such financial statements. In this regard, the Company shall deduct the amount equivalent to 80% of the cash and cash equivalents remaining in Inventech as at 31 December 2025 that has

already been paid by the Company from the cash and cash equivalents remaining as at the completion date of the investment transaction in Inventech.

## 7. Criteria Used to Determine Value of Consideration

In determining the consideration for the investment transaction in Inventech, representing 100.00 percent of the total issued shares of Inventech, the Company considered a comparison with the fair value of the consideration to be received, namely 100.00 percent of the ordinary shares of Inventech.

The fair value of 100.00 percent of the total issued shares of Inventech was determined based on the discounted cash flow valuation method. This approach is consistent with Inventech's business plan to develop its systems and products in order to support growth and increase revenue from a broader range of services within the group following the completion of the investment transaction in Inventech. Accordingly, the Company is of the view that the discounted cash flow method is an appropriate valuation approach, as it is capable of adequately reflecting Inventech's ability to generate cash flows and provides a reasonable representation of the intrinsic value of Inventech's total issued shares. The key assumptions used as references are summarized as follows:

	Unit	2025	2030	2035
<b>Service Revenue</b>				
<b>1.1 AGM–EGM Meeting Service Business</b>				
Total number of listed companies <i>(average growth of 21 companies per year, based on statistics of newly listed companies over the past 10 years (2016–2025))</i>	companies	870	975	1080
Inventech's AGM market share	% per year	25%	31%	35% - 37.5%
Ratio of EGM meetings to AGM meetings	% per AGM	21%		
Average service fee per event <i>(5% growth every 2 years)</i>	THB mm per events	0.21	0.24	0.27
<b>1.2 Other Service Businesses</b>				
Proportion of revenue from other service businesses to total revenue	% of total revenue	3.1	8.2	11.6
<b>Cost of Services</b>				
Ratio of cost of services to service revenue	% of revenue	Average actual ratio for 2023–2025 of 35.4%, assumed constant throughout the projection period		
<b>Selling and Administrative Expenses</b>				
Selling and Administrative Expenses		Selling and administrative expenses are assumed to be constant, with a growth rate of 3% per year		

Based on its consideration of the acquisition of 100% of the shares of Inventech, the Company is of the view that the investment price is appropriate, as the investment in Inventech is consistent with the Company's business expansion plan and represents an extension of the Company's Tech Business. In addition, the investment enables the Company to acquire additional personnel with specialized knowledge and expertise through the execution of a Management Agreement between the Company and Inventech's existing management. Such arrangement will facilitate the transfer of knowledge, expertise, experience, and management strategies to the Company's personnel and management team, thereby supporting future business development. Based on the estimated net present value (NPV) of Inventech's net cash flows of approximately THB 479–544 million, the Company expects that the investment in Inventech will generate an investment return of not less than 12%, which is in line with the Company's investment policy, and a payback period of approximately 12 years. Accordingly, the investment is expected to be beneficial to the Company and its shareholders in the long term.

#### **8. Total Value of Acquired Assets**

The Company has acquired ordinary shares and preferred shares of Inventech in the total number of 196,078 shares (representing 100 percent of the total issued and outstanding shares of Inventech), with a par value of THB 100 per share. The acquired assets have an aggregate value of THB 360,000,000, plus cash and cash equivalents remaining in accordance with Inventech's financial statements as at the investment transaction date in an amount not exceeding THB 60,000,000. In this regard, the management expects that the aggregate investment value will not exceed THB 420,000,000. The Company will settle the entire investment amount in cash, with the payment terms and conditions as set out in Item 6: Total Consideration and Payment Conditions.

However, in the event that the actual outstanding cash and cash equivalents as shown in Inventech's financial statements as at the share transfer completion date exceed the management's estimate of THB 60,000,000, resulting in the total investment value exceeding THB 420,000,000, the Company shall pay the consideration for the investment in Inventech in an aggregate amount not exceeding THB 420,000,000.

Conversely, if the outstanding cash and cash equivalents as at the share transfer completion date are lower than the management's estimate of THB 60,000,000, resulting in the total investment value being less than THB 420,000,000, the Company shall pay cash equal to the actual outstanding amount as shown in the financial statements as at the share transfer completion date.

The payment in respect of such outstanding cash and cash equivalents shall be based on Inventech's financial statements as at the share transfer completion date, prepared by Inventech's management and mutually agreed upon by the Company and the Seller.

## 9. Conditions for entering into the transaction

The Inventech Investment Transaction will proceed only after the conditions precedent as specified in the share purchase agreement including other agreements, contracts, and documents relating to the transaction have been fulfilled. The material terms and conditions of share purchase agreement are summarized below.

### 9.1 Share Purchase Agreement

<b>Parties</b>	<p><b><u>Inventech Seller:</u></b></p> <p>A.Prime Vision Co., Ltd.</p> <p><b><u>Purchaser:</u></b></p> <p>The Company</p> <p><b><u>Guarantor:</u></b></p> <p>(1) Ms. Warat Agatwipat and (2) Mr. Nattawat Prasop-araya</p>
<b>Shares Purchased</b>	1,000,000 ordinary shares and 96,078 preferred shares of Inventech, representing 100% of the total issued and outstanding shares of Inventech.
<b>Purchase Price</b>	<p>The total purchase price shall not exceed THB 420,000,000, comprising: 1) the value of Inventech shares in the amount of THB 360,000,000; and 2) cash and cash equivalents remaining in accordance with Inventech's financial statements as at the date of the investment transaction in Inventech in an amount not exceeding THB 60,000,000.</p> <p>The Company shall pay the share purchase price for the shares in Inventech in the amount of THB 360,000,000 after all conditions precedent under the share purchase agreement and any other related agreements have been satisfied, waived, or released by the relevant contracting parties, and after all actions necessary to complete the transaction as specified in the share purchase agreement and any other related agreements have been duly completed.</p> <p>In this regard, the Company shall make payment for the cash and cash equivalents remaining in Inventech, which shall be structured as follows:</p>

	<ol style="list-style-type: none"> <li>1) On the Completion Date, the Purchaser agrees to pay cash in an amount equal to 80 percent of the cash balance as at 31 December 2025, calculated in accordance with the formula and methodology as specified.<sup>5</sup></li> <li>2) Within three (3) days after the Inventech Sellers delivers the financial statements of Inventech as at the Completion Date, which are prepared by the management of the Inventech and mutually agreed upon by the parties, the Purchaser agrees to pay the cash and cash equivalents, calculated in accordance with the formula and methodology as specified.<sup>6</sup></li> <li>3) The parties agree that the amount payable by the Purchaser under item (2) shall be deducted by the amount equivalent to 80 percent of the cash balance as at 31 December 2025 as paid under item (1).</li> </ol>
<b>Transfer and Closing date</b>	<p>Within 3 business days after the contracting parties have successfully fulfilled the conditions precedent as stipulated in the share purchase agreement, with the payment terms in accordance with the provisions set out in the share purchase agreement.</p>
<b>Key Condition Precedent*</b>	<ol style="list-style-type: none"> <li>(1) The Company is satisfied with the results of the due diligence review of Inventech in various aspects, including its business operations, accounting, financial, legal, and tax matters.</li> <li>(2) There has been no event or circumstance that has occurred or is reasonably expected to occur which may have a material adverse effect on Inventech or prevent the completion of the transaction.</li> <li>(3) The Inventech Sellers have obtained the approval to enter into the Inventech Investment Transaction from its board of directors and/or shareholders, as well as from any other relevant authorities as required by law, as the case may be.</li> </ol>

<sup>5</sup> Cash as at 31 December 2025 = Cash + Non-current Assets Held for Sale

<sup>6</sup> Cash as at the Share Purchase Completion Date = Cash + Trade receivables + Accrued income + Prepaid expenses + Employee advances + Loans + Non-current assets held for sale - Trade payables - Accrued bonuses - Other accrued expenses - Withholding tax - Revenue Department payables - Accrued social security contributions + Cash repaid by the Managing Director ± any other cash equivalents as mutually agreed by the parties

	<p>(4) The Inventech Sellers shall duly undertake and complete all internal corporate actions in connection with the preparation, execution, and delivery of all documents as stipulated under the share purchase agreement.</p> <p>(5) The Inventech Sellers shall procure that all directors fully repay any and all outstanding loan amounts owed to Inventech and shall provide the Company with documentary evidence of such repayments for the Company's review and verification.</p> <p>(6) The Inventech Sellers shall procure that Inventech duly records any impairment and/or write-off of assets and/or liabilities in its statement of financial position as at 31 December 2025, in accordance with the terms mutually agreed in writing by the parties.<sup>7</sup></p> <p>(7) The Inventech Sellers shall procure that the meeting of the board of directors and/or the shareholders' meeting of Inventech duly passes resolutions approving the following matters: (a) the appointment of three (3) new directors, comprising two (2) directors nominated by the Company and one (1) director nominated by the Inventech Sellers; (b) the amendment of the Company's authorized signatory powers in accordance with the Company's determination; and (c) the amendment of the signing conditions in respect of Inventech's bank accounts.</p>
<p><b>Key Condition Subsequent*</b></p>	<p>The Seller shall be obligated to deliver the financial statements of Inventech, prepared by the management of the target company, within 45 days from the Share Purchase Completion Date.</p>

<sup>7</sup> Any impairment recognition or write-off of Inventech's assets does not affect the purchase price, as the purchase price of Inventech's shares has been mutually agreed by both parties based on a valuation of the business's cash flows, calculated using the Discounted Cash Flow (DCF) method.

\*Remarks: The Company expects that the Inventech Investment Transaction will be completed within the first quarter of 2026 or on such other date as the contracting parties may mutually agree in writing.

The Company agrees to settle the cash and cash equivalents as of the completion date of the share purchase transaction payable to Inventech sellers, with the investment in Inventech expected to be completed by February 2026. The management of Inventech has estimated the cash and cash equivalents as of the completion date, with the settlement terms structured into two tranches, as follows:

- 1) On the completion date, the Company shall pay an amount equal to 80.0% of Inventech's cash balance as of 31 December 2025, which comprises cash and non-current assets held for sale. Based on Inventech management's estimate, Inventech's cash balance as of 31 December 2025 is approximately THB 55 million. Accordingly, the amount payable by the Company to Inventech sellers on the completion date is approximately THB 44 million, representing approximately 10.4% of the purchase price of THB 420 million; and
- 2) Within three (3) days from the date on which the buyer and the seller mutually agree on Inventech's financial statements as at the share transfer completion date, the Company shall pay the remaining cash and cash equivalents to A. Prime. The cash and cash equivalents shall be calculated based on cash, trade receivables, accrued income, and other operating-related cash receivables, net of trade payables, accrued expenses, and other operating-related cash payables. However, the cash and cash equivalents payable to A. Prime shall be reduced by the amount equivalent to 80.0% of Inventech's cash balance as at 31 December 2025 that has already been paid on the share transfer completion date.

Nevertheless, the payment of cash and cash equivalents shall be made only upon the successful fulfillment of the conditions precedent as stipulated in the share purchase agreement. The payment of cash and cash equivalents is considered a normal payment mechanism, as cash and cash equivalents form part of the operating results of Inventech that the seller is entitled to receive for the period prior to the share transfer completion date. Upon completion of the share transfer, the Company shall become a shareholder of Inventech, which will hold cash and cash equivalents in an amount equal to the cash and cash equivalents paid by the Company to the seller.

9.2 Management Agreement

<b>Parties</b>	the Company, Inventech Systems (Thailand) Co., Ltd, and the management of Inventech, namely (1) Ms. Warat Akatwipat and (2) Mr. Nattawat Prasop-araya.
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<p><b>Key Term</b></p>	<p>(1) The term of the agreement shall be five (5) years from the completion date of share purchase.</p> <p>(2) The management of Inventech shall be appointed to hold such positions as designated by the Company and shall be responsible for managing the business, setting strategic direction, formulating management policies, and controlling costs of Inventech, under the supervision of the Company's board of directors. The management of Inventech shall be entitled to remuneration, the details of which are as follows:</p> <p>(1) Monthly remuneration for the performance of duties, as mutually agreed by the parties.</p> <p>(2) Special remuneration linked to the operating performance of the target company over a consecutive four-year period, commencing from 1 January 2027 to 31 December 2030.</p> <p>(3) A confidentiality obligation for a period of ten (10) years following the expiration or termination of the Management Agreement.</p>
<p><b>Non-Competition</b></p>	<p>The management agrees that it shall not engage in any of the following acts for a period of five (5) years from the date on which the Inventech Sellers ceases to hold shares in Inventech, or for a period of two (2) years from the date on which the Inventech Sellers ceases to be an employee, advisor, or executive of Inventech (whichever period expires later)<sup>8</sup>:</p> <p>(1) Engage in any competing business, or hold shares in any other juristic person or competing company carrying on a business of a similar nature or in the same category as the business Inventech.</p> <p>(2) Solicit or induce, or attempt to solicit or induce, any person who is or has been a customer of Inventech within the preceding twelve (12) months to cease or refrain from doing business with Inventech.</p>

<sup>8</sup> In the event that the Seller continues to serve as an employee, consultant, or executive of the Company for a period exceeding five (5) years from the date on which the Seller ceases to hold shares in the Company, the aforesaid non-competition agreement shall remain in full force and effect. In this regard, the non-competition period shall expire upon the lapse of two (2) years from the date on which the Seller ceases to be an employee, consultant, or executive of the Company.

	<p>(3) Solicit or attempt to solicit any person who is or has been a business partner of Inventech within the preceding twelve (12) months to cease or refrain from doing business with Inventech, or</p> <p>(4) Employ or attempt to solicit or induce any key employee of Inventech to terminate his or her employment with Inventech.</p> <p>In the event of any breach of the non-compete obligations under this clause, the Company shall be entitled to claim liquidated damages as agreed by the parties.</p>
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#### 10. Expected Benefits to the Company

The Company expects that the investment transaction in Inventech will generate the greatest benefit to the Company and its shareholders. This is because Inventech operates in the technology media sector and provides comprehensive, one-stop shareholder meeting solutions to leading listed companies on the Stock Exchange. Inventech has continuously earned the trust of listed companies, as evidenced by the fact that companies in the SET50 and SET100 indices have selected Inventech's meeting systems at rates of 60.0 percent and 49.0 percent, respectively. In addition, Inventech is recognized for delivering high-quality services that comply with applicable regulatory requirements for shareholder meetings and have been assessed for compliance by the Electronic Transactions Development Agency (ETDA).

The Company is of the view that the investment in Inventech is aligned with its strategic plan to expand into the technology business, as it creates opportunities to broaden market reach and expand the customer base, while enhancing the Company's competitive capabilities. In addition, the investment in Inventech is expected to generate additional revenue streams and diversify the Company's income sources, thereby reducing reliance on its existing core business and strengthening the Company's long-term financial stability. Furthermore, the Company will benefit from the management team and personnel of Inventech, who possess extensive experience and expertise in the shareholder meeting services business. The existing management of Inventech will continue to participate in the management and operations of the business for a minimum period of five (5) years under a Management Agreement, which will help ensure operational continuity, maintain service stability, and further develop service standards, thereby supporting and driving the Company's sustainable long-term growth.

#### 11. Source of fund/ Utilization plan for the proceeds

In this transaction, the Company will pay the purchase price for the shares to the Inventech Sellers in the amount of THB 360,000,000, plus the cash and cash equivalents remaining in accordance with Inventech's

financial statements as at the investment transaction date. In this regard, the management expects that the aggregate investment value will not exceed THB 420,000,000. The Company will settle the entire investment amount in cash, with the payment terms and conditions as set out in Item 6: Total Consideration and Payment Conditions.

In this regard, the Company expects to use sources of funds for the transaction from its internal working capital and/or proceeds from the capital increase received from the issuance and offering of newly issued ordinary shares by way of a private placement and under the general mandate, pursuant to the resolutions of the Company's Extraordinary General Meeting of Shareholders No. 2/2025 held on 12 September 2025. Furthermore, the Extraordinary Meeting of the Board of Directors No. 1/2026 resolved to determine the issue price for the issuance and offering of newly issued ordinary shares by way of a private placement for a specific purpose and by way of the general mandate at an issue price of THB 0.25 per share, representing an aggregate value of not more than THB 368,613,602.25. *(Details of such resolutions are set out in the resolutions of the Extraordinary Meeting of the Board of Directors No. 1/2026 regarding the determination of the subscription period and payment for newly issued ordinary shares offered by way of a private placement, and the allocation of newly issued ordinary shares by way of the general mandate, held on 7 January 2026, together with the following attachments: Attachment 1: Report on the Issuance and Allocation of Newly Issued Shares under the General Mandate (Form F53-4-1), and Attachment 2: Information Memorandum on the Offering of Newly Issued Ordinary Shares under the General Mandate by way of a Private Placement.)*

**12. Interested directors and/or connected persons**

-None-

**13. Opinion of the Board of Directors on entering into the transaction**

The Board of Directors is of the opinion that this investment is reasonable and is in the best interests of the Company and its shareholders. Accordingly, the Board deems it appropriate to propose that the shareholders' meeting consider and approve the agenda items relating to the investment transaction in Inventech, based on the following factors:

1. The investment in Inventech represents an expansion of the Company's business in accordance with its strategic plan to grow into the technology sector, which is a business with strong potential for revenue growth, high scalability, and relatively lower operating costs compared to other businesses. In addition, the Tech sector is aligned with prevailing mega trends, in particular digital transformation, which supports sustainable growth and long-term competitiveness.

2. The investment in Inventech will help diversify the Company's revenue base and reduce reliance on income generated from PayGenix's payment services business, thereby enhancing the diversity of the Company's business operations. In addition, the investment is expected to introduce new revenue streams within the group and strengthen the Company's long-term financial stability, which in turn will support sustainable value creation for shareholders over the long term.
  3. The continuation of Inventech's existing management in their executive roles for a minimum period of 5 years will enable the Company to maintain continuity in management and business operations in a smooth and orderly manner. Furthermore, the retention of the existing management team will facilitate the transfer of experience and management expertise to the Company's team and any newly appointed executives, thereby enhancing the Company's capability to support sustainable business expansion in the future.
  4. The investment in Inventech will provide the Company with additional high-quality resources to support the development and strengthening of businesses within the group. This will enable the Company to expand its scope of operations and enhance efficiency in the development of systems and products, while also supporting long-term growth and increasing revenue from a broader range of services over time.
14. **Opinion of the Audit Committee and/or directors which differs from the opinion of the Board of Directors**

-None-

The Board of Directors hereby certifies that the information contained in this report is correct and complete in all respects.

Sincerely yours,

*- Mr. Issara Rounsuk-udom -*

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(Mr. Issara Rounsuk-udom)

Chief Executive Officer