



**Information on the Asset Disposal
Transaction
of
EMC Public Company Limited
(Enclosure 1)**



April 3, 2026

Subject: Circulation of the shareholders' circular regarding the disposal of ordinary shares of EMC Public Company Limited.

To: Dear Shareholders

EMC Public Company Limited

With reference to Letter No. EMC 007/2569 dated 25 March 2026 of EMC Public Company Limited (the "Company"), which disclosed information to the Stock Exchange of Thailand (the "SET") regarding the disposal of its investment in ordinary shares of Imperieland Company Limited ("IMP") in the amount of 4,700,000 shares, with a par value of Baht 100.00 per share, representing 100% of the total issued shares of IMP, at a price of Baht 19.14 per share, totaling Baht 90,000,000 (Ninety Million Baht).

As this transaction constitutes a disposal of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended), and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) dated 29 October 2004 (as amended) (collectively, the "Notifications on Acquisition or Disposal of Assets"), this asset disposal transaction is classified as a Type 2 transaction under such notifications, i.e. a transaction with a transaction size equal to or higher than 15% but lower than 50%. Accordingly, the Company is required to submit a notification letter of such transaction to the shareholders within 21 days from the date the Company disclosed the transaction to the Stock Exchange of Thailand.

Accordingly, the Company hereby submits the information memorandum regarding the aforementioned asset disposal transaction for circulation to the shareholders for their acknowledgment. The details of such transaction can be accessed via the QR Code provided below.

Please be informed accordingly.

Yours sincerely,

EMC Public Company Limited

-Charlie Jangvijikul-

(Mr.Charlie Jangvijikul)

Chief Executive Officer

Information on the Asset Disposal Transaction of EMC Public Company Limited (Enclosure 1)

EMC Public Company Limited (the “Company” or “EMC”) hereby announces the resolutions of the Board of Directors’ Meeting No. 2/2026, held on 18 March 2026, which approved the disposition of assets, namely the investment in ordinary shares of **Imperial Land Co., Ltd.** (“IMP”), totaling 4,700,000 shares with a par value of THB 1.00 per share, representing 100% of the issued and paid-up shares. The company is currently in negotiations with a prospective buyer.

Upon completion of the transaction, IMP will cease to be a subsidiary of the Company. The Board of Directors has authorized the Chief Executive Officer and/or any person designated by the Chief Executive Officer to identify the purchaser, negotiate, determine terms and conditions, and execute agreements and related documents in connection with the disposition transaction, as well as to undertake any other necessary and related actions to ensure the successful completion of the transaction. When there is greater clarity concerning the interested purchaser and the conditions of the transaction.

The Company will carry out the transaction in compliance with the relevant regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission of Thailand.

In this regard, the company has received confirmation from the prospective buyer of their intention to acquire IMP ordinary shares on 25 March 2026, the company has complied with the relevant criteria in entering into the transaction for the disposal of the ordinary shares of Imperial Land Co., Ltd. (“IMP”), a subsidiary in which the company holds 100% of the shares.” As a result of this transaction, IMP will cease to be a subsidiary of the Company. The Company will dispose of 4,700,000 ordinary shares of IMP, with a par value of Baht 100 per share, representing 100% of the total issued and paid-up shares of IMP, at a price of Baht 19.14 per share, totaling Baht 90.00 million. In addition, the Company will assign its rights as a creditor in respect of accrued interest and other outstanding liabilities owed by IMP to the Company (collectively referred to as the “Liabilities”) as of the share transfer date to Rayong Wire Industries Public Company Limited, as the purchaser. In this regard, the company will receive total payment of THB 90.00 million, and RWI will no longer be required to repay any debts to the company.

The share sale and the assignment of claims in respect of the aforementioned liabilities constitute a disposition of assets transaction. The total transaction size is Baht 506,494,120 (Five Hundred Six Million Four Hundred Ninety-Four Thousand One Hundred Twenty Baht), representing the maximum transaction size of 34.65%, calculated based on the total value of consideration criterion (with reference to the Company’s consolidated financial statements audited by a certified public accountant for the year ended 31 December 2025). When combined with the Company’s asset disposition transactions during the six-month period prior to the date of entry into this transaction, during which the Company had no other

asset disposition transactions, the total transaction size remains at 34.65% based on the total value of consideration criterion, which is the criterion yielding the highest result.

Accordingly, the transaction size is greater than 15% but less than 50%.

Accordingly, the aforementioned asset disposition transaction is classified as a **Type 2 transaction** under the Acquisition or Disposal of Assets Notification. The Company is therefore required to undertake the following actions:

1. To disclose information regarding the transaction to the **Stock Exchange of Thailand (“SET”)**.
2. To deliver a notification letter to shareholders regarding the acquisition or disposition of the Company’s assets within **21 days** from the date of disclosure to the SET.

Furthermore, the aforementioned asset disposition transaction does **not constitute a connected transaction** of the Company under the **Capital Market Supervisory Board Notification No. TorJor. 21/2551** regarding the criteria for connected transactions, and the **Notification of the Stock Exchange of Thailand on Disclosure and Procedures of Listed Companies in Connected Transactions B.E. 2546** (as amended) (the “Connected Transaction Notification”).

The material details of the transaction are as follows:

1. Date of the Transaction

The Company expects to complete the transaction by 30 April 2026 and/or within such other period as may be agreed in writing between the Company and the purchaser.

2. Parties Involved and Their Relationship with the Company

Seller	:	EMC Public Company Limited (the “Company”)
Purchaser	:	Rayong Wire Industries Public Company Limited (“RWI”)
Relationship between the Parties	:	The purchaser has no relationship with the Company that would cause the asset disposition transaction to be considered a connected transaction of a listed company under the Connected Transaction Notification. In this regard, RWI previously held 15.54% of the company’s paid-up capital and has since reduced its shareholding. As of 17 March 2026, RWI reported that it held 9.88% of the company’s paid-up capital, as disclosed in the report on the acquisition or disposal of securities (Form 246-2) submitted to the Securities and Exchange Commission (SEC).

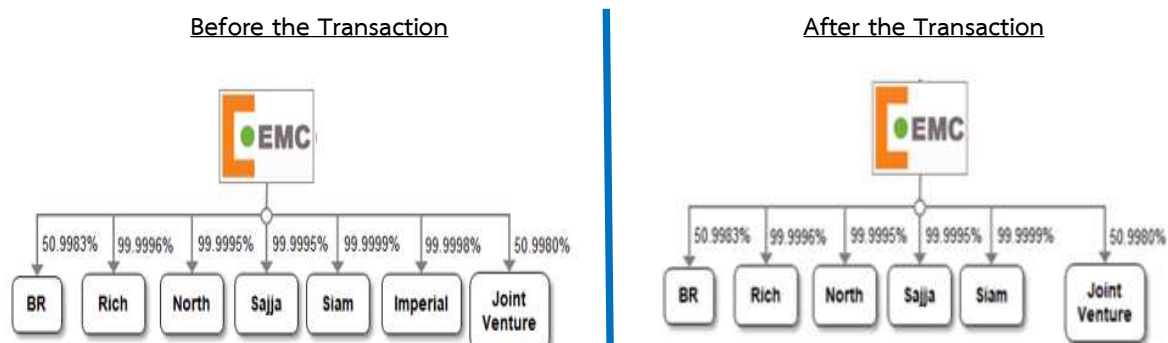


3. General Characteristics of the Transaction and Details of the Assets to be Disposed of

3.1 General Characteristics of the Transaction

The Company has agreed to dispose of 4,700,000 ordinary shares of IMP, with a par value of THB 100 (one hundred Baht) per share, representing 100% of the total issued shares of IMP, At a price of Baht 19.14 per share, totaling Baht 90,000,000 (Ninety Million Baht Only). Upon completion of the transaction, IMP will cease to be a subsidiary of the Company.

The shareholding structure before and after the disposal transaction is as follows:



3.2 Information of Imperial Land Company Limited (“IMP”)

(1) General Information

Company Name	Imperial Land Company Limited (“IMP”)
Nature of Business	Engaged in property development in Yaowarat under the project name “Station One
Head Office Location	140/66 ITF Tower, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok
Registered Capital	470,000,000 Baht
As of 13 February 2026	Divided into 4,700,000 ordinary shares, with a par value of Baht 100 per share
Paid-up Capital	362,000,000 Baht



As of 13 February 2026	Divided into 1,100,000 ordinary shares, with a par value of Baht 100 per share Divided into 3,600,000 ordinary shares, with a par value of Baht 70 per share
Leasehold Rights	Land and Building Lease Agreement for the Station 1 Project Lease term of 30 years, from 1 June 2016 to 31 May 2046 Remaining lease term: 20 years at present

(2) List of Shareholders

No.	Name - Surname / Company Name	Before the Transaction *		After completion of the transaction.	
		Number of Shares	Shareholding (%)	Number of Shares	Number of Shares
1	EMC Public Company Limited	4,699,998	99.9998	-	-
2	Mr. Nirund Hengboriboonpong	2	0.0002	-	-
3	Rayong Wire Industries Public Company Limited	-	-	4,700,000	100.00
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(3) List of Directors

As of 16 January 2026, the Board of Directors consists of the following:

No.	Name	Position
1	Mr. Chanachai Leenabanjong	Director
2	Mr. Mongkol Chanpaisan	Director
3	Ms. Wanida Phuangboonmak	Director
4	Ms. Wanee Onnim	Director

(4) Statement of financial Position

A summary of the financial position and operating results of IMP for the fiscal years 2022 to 2025 is as follows:

Statement of Financial Position

Imperial Land Company Limited Statement of Financial Position (Unit: Baht)	Financial Statements			
	As of 31 Dec 2022	As of 31 Dec 2023	As of 31 Dec 2024	As of 31 Dec 2025
Cash and cash equivalents	850,337.69	707,920.91	847,078.60	380,746.75
Trade and other current receivables	1,259,438.00	936,367.07	1,275,787.44	1,340,625.96
Total current assets	2,109,775.69	1,644,287.98	2,122,866.04	1,721,372.71
Investment property	203,846,267.21	132,000,000.00	123,300,804.87	114,586,465.19
Equipment	130,279.77	86,166.31	46,946.38	9,770.70
Other non-current assets	389,750.00	940,463.12	1,118,676.91	1,503,518.72
Total non-current assets	204,366,296.98	133,026,629.43	124,466,428.16	116,099,754.61
Total assets	206,476,072.67	134,670,917.41	126,589,294.20	117,821,127.32
Trade and other current payables	104,976,843.90	116,180,524.41	123,131,489.67	14,177,411.69
Short-term borrowings	251,919,687.53	250,419,687.53	250,919,687.53	109,113,724.27
Total current liabilities	356,896,531.43	366,600,211.94	374,051,177.20	123,291,135.96
Finance lease liabilities	22,018,168.84	24,869,919.59	25,221,445.60	25,535,441.50
Other non-current liabilities	1,721,664.52	2,408,757.98	2,780,110.20	3,353,396.71
Total non-current liabilities	23,739,833.36	27,278,677.57	28,001,555.80	28,888,838.21
Total liabilities	380,636,364.79	393,878,889.51	402,052,733.00	152,854,070.81
Registered share capital	110,000,000.00	110,000,000.00	110,000,000.00	470,000,000.00
Issued and paid-up share capital	110,000,000.00	110,000,000.00	110,000,000.00	362,000,000.00
Accumulated losses	(284,60,292.12)	(369,207,972.10)	(385,463,438.80)	(396,356,846.85)
Total shareholders' equity	(175,160,292.12)	(259,207,972.10)	(275,463,438.80)	(34,356,846.85)
Total liabilities and shareholders' equity	206,476,072.67	134,670,917.14	126,589,294.20	117,821,127.32

Statement of Profit or Loss

Imperial Land Company Limited Statement of Financial Position (Unit: Baht)	Financial Statements			
	Year 2022	Year 2023	Year 2024	Year 2025
Rental income	2,309,986.05	3,562,543.55	6,107,833.43	7,659,843.76
Service income	1,749,890.29	2,978,782.75	6,325,847.47	8,197,450.41
Other income	533,749.26	85,869.29	1,922,822.99	72,686.26
Total income	4,593,625.60	6,627,195.59	14,357,503.89	15,929,980.43
Cost of rental	11,145,415.96	72,362,673.26	8,699,195.13	11,647,488.58
Cost of services	1,484,525.03	1,984,317.24	3,171,342.01	3,110,658.95
Selling and administrative expenses	2,494,924.26	2,433,394.49	3,871,188.49	3,597,953.13
Total expenses	15,124,865.25	76,780,384.99	15,741,725.63	18,356,100.66
Loss before finance costs	(10,531,239.65)	(70,153,189.40)	(1,384,221.74)	(2,426,120.23)
Finance costs	(12,045,000.11)	(14,894,490.58)	(14,871,244.96)	(8,467,287.72)

Net loss	(22,576,239.76)	(85,047,679.98)	(16,255,466.70)	(10,893,407.95)
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3.3 Total Consideration Value and the Basis for Determining the Total Consideration

The total consideration for the disposition of ordinary shares of IMP is not less than THB 90,000,000 (ninety million Baht), to be paid in cash or via bank transfer by no later than 30 April 2026, or as otherwise agreed between the Company and the purchaser.

The Company will dispose of its investment in ordinary shares of IMP in the amount of 4,700,000 shares, representing 100% of the total issued and paid-up shares, for a total consideration of Baht 90,000,000. As of 25 March 2026, the Company's investment in IMP has a cost of Baht 386,800,000, and IMP has outstanding liabilities owed to the Company totaling Baht 119,694,120. (In this regard, the company has assigned its rights to claim such debt to the prospective purchaser of IMP ordinary shares under the share sale and purchase agreement, comprising accrued interest on loans amounting to THB 109,113,724.27 and outstanding management fees for the Station One project amounting to THB 10,580,395.20.) As a result, the total value of such investment amounts to Baht 506,494,120.

The Company has considered IMP's business operations, future performance outlook, and related liabilities referred to above. as well as the valuation based on the enterprise value in the amount of THB 103,000,000 assessed by an independent appraiser approved by the Thai Valuers Association and the Securities and Exchange Commission of Thailand (SEC). The Company is of the view that the disposition of such investment is appropriate and will enhance the efficiency of the Company's investment structure.

3.4 Plan for the Utilization of Proceeds from the Asset Disposition

The Company has plans to utilize the proceeds received from the aforementioned transaction as follows:

1. To repay secured and unsecured loans in order to reduce interest expenses.
2. To use as working capital for the Company's core business, particularly for domestic projects.

3.5 Expected Benefits from the Transaction

The disposition of the Company's investment in the ordinary shares of IMP is in line with the Company's revised business plan and strategy, which focuses on generating profits from its core business and expanding into other businesses with strong profit potential. The Company expects to derive the following benefits from this transaction:

1. The Company will have improved financial liquidity, with sufficient cash flow to repay secured and unsecured loans that are due in the near term, thereby enhancing its debt servicing capability.
2. The transaction will increase opportunities to generate revenue and profits from the Company's core business and support the turnaround of its operating performance and financial position, enabling the Company to deliver returns to its shareholders.
3. The transaction will reduce risks associated with the real estate service business, including risks relating to lease term expiration, uncertainties in future operating performance, risks arising from fluctuations in the tourism sector, and the need to secure additional funding for repairs or further investment in the real estate service business.

4. Calculation of Transaction Size

The transaction constitutes a disposition of assets under the **Capital Market Supervisory Board Notification No. TorJor. 20/2551** regarding the criteria for significant transactions deemed as acquisitions or dispositions of assets, and the **Notification of the Stock Exchange of Thailand on Disclosure and Procedures of Listed Companies in Acquisitions or Dispositions of Assets B.E. 2547**.

In addition, the Company is currently in the process of procuring a purchaser and expects that such transaction will not be classified as a connected transaction under the **Capital Market Supervisory Board Notification No. TorJor. 21/2551** regarding criteria for connected transactions, and the **Notification of the Stock Exchange of Thailand on Disclosure and Procedures of Listed Companies in Connected Transactions B.E. 2546** (as amended).

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

Financial Information	IMP	The Company
Total assets	117,821,127	1,461,784,047
(-) Goodwill	-	-
(-) Intangible asset	-	8,509,379
(-) Deferred tax assets	-	-
(-) Total liabilities	152,177,974	709,736,425
(-) Non-controlling interests	-	(133,917,246)
Net tangible assets (NTA)	(34,356,847)	877,455,489
Net profit (loss) from operations	(10,893,408)	(423,173,852)

Calculation of the Size of the Asset Disposal Transaction

Criteria	Calculation Formula	Calculation (THB million)	Transaction Size (%)
Net Tangible Assets (NTA) Criterion	$\frac{\text{NTA of the disposed assets} \times \text{proportion of shares disposed} \times 100}{\text{NTA of the Company}}$	Cannot be calculated, as the NTA is negative.	
Net Profit from Operations Criterion	$\frac{\text{Net profit of the disposed assets} \times \text{proportion of shares disposed} \times 100}{\text{Net profit of the Company}}$	Cannot be calculated, as the operating results are negative.	
Total Value of Consideration Criterion	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	506.50* 1,461.78	34.65
Value of Equity Shares Issued as Consideration for the Assets Criterion	$\frac{\text{Number of shares issued for payment of the assets} \times 100}{\text{Total number of the Company's issued and paid-up shares}}$	Cannot be calculated, as the Company did not issue shares as consideration for the assets.	

*The total consideration of THB 506.50 million is derived from the Company's investment in the ordinary shares of IMP and IMP's accrued interest and other outstanding liabilities owed to the Company.

Based on the above calculation, the Company's maximum transaction size is **34.65%** under the total consideration method, with reference to the Company's consolidated financial statements for the year ended 31 December 2025, which have been audited and certified by a licensed auditor.

When taking into account transactions during the past six months, the Company has not undertaken any asset disposition transactions; therefore, the aggregate transaction size remains at 34.65%, which falls under a Type 2 transaction pursuant to the Acquisition or Disposal of Assets Notification.

Accordingly, the Company is required to prepare a report and disclose the transaction to the Stock Exchange of Thailand ("SET") immediately, and to deliver a circular notice to shareholders within 21 days from the date of disclosure to the SET.

The aforementioned transaction constitutes an acquisition or disposition of assets of a listed company under the Capital Market Supervisory Board Notification No. TorJor. 20/2551 regarding the criteria for significant transactions deemed as acquisitions or dispositions of assets, and the Notification of the Stock Exchange of Thailand on Disclosure and Procedures of Listed Companies in Acquisitions or Dispositions of Assets B.E. 2547 (the "Acquisition or Disposal of Assets Notification").

The transaction size, calculated in accordance with the prescribed criteria under such notification, is based on the Company's consolidated financial statements for the year ended 31

December 2025, which have been audited by a licensed auditor. The maximum transaction size is 34.65%, calculated under the total consideration method.

When combined with the sizes of other asset disposition transactions undertaken by the Company during the past six months, the aggregate transaction size remains 34.65% under the total consideration method, which yields the highest result. Accordingly, the transaction size is greater than 15% but less than 50%.

Accordingly, the aforementioned asset disposition transaction is classified as a Type 2 transaction under the Acquisition or Disposal of Assets Notification. The Company is therefore required to undertake the following actions:

1. To disclose information regarding the transaction to the Stock Exchange of Thailand (“SET”).
2. To deliver a notification letter to shareholders regarding the acquisition or disposition of the Company’s assets within 21 days from the date of disclosure to the SET.

5. Opinion of the Board of Directors regarding the Transaction

The Board of Directors has unanimously resolved to approve the asset disposition transaction as detailed above. The Board has considered and is of the opinion that the transaction is appropriate, reasonable, and in the best interests of the Company.

This is in line with the Company’s revised business plan and strategy, which focuses on generating profits from its core business and expanding into other businesses with strong profit potential. In addition, the transaction will enhance the Company’s financial liquidity, enabling it to repay secured and unsecured loans that are due in the near term and to use the proceeds as working capital for the expansion of its core business.

This is expected to increase the Company’s potential to generate higher returns on investment, as well as to improve its operating performance and financial position.

6. Opinion of the Audit Committee and/or Directors of the Company that differs from the Opinion of the Board of Directors as stated in Item 5 above

The Audit Committee and the Company’s directors have no opinions that differ from those of the Board of Directors.

7. Material litigation or claims currently in progress

- None -

8. Interests or related transactions between the listed company and directors, executives, and shareholders, whether directly or indirectly, holding 10% or more; specify the nature of such transactions or interests



- None -

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

The Board of Directors is responsible for the information contained in this information memorandum and in other documents delivered to the Company's shareholders. The Board of Directors has carefully reviewed such information and certifies that the information contained in this information memorandum and other documents provided to the shareholders is complete in all material respects, does not contain any false statements, does not omit any material facts that should be stated or are necessary to be stated, and does not contain any information that may mislead any person in any material respect.

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

Yours sincerely,

EMC Public Company Limited

(Mr. Charlie Jangvijitkul)

Chief Executive Officer