ORIGIN GLOBAL EMPIRE PUBLIC COMPANY LIMITED

89 AIA CAPITAL CENTER, 9TH FLOOR, ROOM NO. 901 RATCHADAPISEK ROAD, DINDAENG, DINDAENG BANGKOK 10400 THAILAND

7 November 2025

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 10/2025 (Revised 1)

Attention: Director and Manager
The Stock Exchange of Thailand

Enclosures:

1. Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction for Ordinary Shares of Namsap Laboratories Trading Co., Ltd.
2. Capital Increase Report Form (F 53-4)
3. Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement

Origin Global Empire Public Company Limited (the "**Company**") hereby informs the resolution of the Board of Directors' Meeting No. 10/2025 held on 7 November 2025, which has passed the significant resolutions as follows:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider approving the acquisition of ordinary shares of Namsap Laboratories Trading Co., Ltd. ("**NSLT**"), which as the sole shareholder holds 99.9997 percent of shares in Namsap Laboratories (Thailand) Co., Ltd. ("**NSL**"). The two aforementioned companies are not related and are not a connected party to the Company. The Company will acquire the ordinary shares of NSLT in the amount of 320,000 shares with a par value of THB 100 per share at the purchase price of THB 937.50 per share for shares which have been paid up in full, at a total purchase price of THB 300,000,000, representing 100 percent of the total issued shares of NSLT, from 2 existing shareholders of NSLT (collectively referred to as the "**Sellers of NSLT's Shares**") as below.

    1.1 Namsap Laboratories Holding Co., Ltd. ("**NSLH**") by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of NSLH which includes

all assets, debts, rights, obligations, and liabilities of NSLH at present and in the future as of the EBT closing date. NSLH does not have any debts and only has the ordinary shares of NSLT in the amount of 240,000 shares with a par value of THB 100 per share or being equivalent to 75.00 percent of the total issued shares of NSL and does not hold any ordinary shares in other companies. Therefore, at the EBT closing date, the Company will be transferred of NSLT's ordinary shares from NSLH in the amount of 240,000 shares at the purchase price of THB 225,000,000. After the completion of the EBT, NSLH will further proceed with the dissolution and the liquidation process afterward, which is expected to be completed by the year 2026.

1.2 Ruaysap Cosmetics Co., Ltd. ("**Ruaysap**"), which holds the ordinary share of NSLT in the amount of 80,000 shares with a par value of THB 100 per share or being equivalent to 25.00 percent of the total issued shares of NSLT. Therefore, the Company will acquire NSLT's ordinary shares from Ruaysap in the amount of 80,000 shares at the purchase price of THB 75,000,000.

The transaction to purchase all ordinary shares of NSLT from the Sellers of NSLT's Shares will result in the Company indirectly holding 100 percent of NSL's ordinary shares through NSLT's shareholding.

In this regard, as the Civil and Commercial Code requires a company to have at least 2 shareholders, the Board of Directors has considered and resolved to authorize a director or the Company's Chief Executive Officer to hold 1 ordinary share of NSLT to comply with the said provision of the Civil and Commercial Code.

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 NSLT (collectively referred to as the "**Transaction to Purchase Ordinary Shares of NSLT**"). NSLT operates its main business of holding shares in another company with only one subsidiary, which is NSL. NSL operates its main business in manufacturing of cosmetics. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of NSLT, NSLT has registered capital of THB 32,000,000, divided into a total of 320,000 ordinary shares with a par value of THB 100 per share.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of NSLT to the Sellers of NSLT's Shares in a total amount of THB 300,000,000 by the following methods:

(1) The Company will pay consideration to NSLH for the Transaction to Purchase Ordinary Shares of NSLT in the amount of 240,000 shares at the purchase price of THB 225,000,000, with the Company's newly issued ordinary shares in substitute for cash. The share swap ratio is 1 ordinary share of NSLT per 625 newly issued ordinary shares of the Company in the amount of 150,000,000 shares, or representing 23.62 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 NSLT) with a par value of THB 0.50 at the purchase price of THB 1.50 per share, totaling THB 225,000,000 ("**Transaction to Allocate Shares as in Return for Purchasing NSLT's Shares**").

(2) The Company will pay consideration to Ruaysap for the Transaction to Purchase Ordinary Shares of NSLT in the amount of 80,000 shares in cash, at the purchase price of THB 75,000,000.

In this regard, the Transaction to Allocate Share as in Return for Purchasing NSLT's 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 1.50 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 16 October 2025 to 6 November 2025, at THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com.)

The purpose of the offering of newly issued ordinary shares is to be used in return for purchasing NSLT's ordinary shares from NSLH. It is expected that the process of the purchase of NSLT's shares will be completed during December 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.

The Sellers of NSLT's Shares are not considered the connected party 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 NSLT 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) (and 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, using calculation methods according to various criteria, the maximum size of the Transaction to Purchase Ordinary Shares of NSLT is 44.69 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company ended 30 June 2025. In addition, when combined with the size of asset acquisition transactions during the past 6 months before the date on which the Board of Directors passed a resolution to approve the company to enter into this transaction, which has a size of 0.30 percent, the total transaction size will be equal to 44.99 percent, which the total 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 transferred 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 NSLT, including the Transaction to Allocate Share as in Return for Purchasing NSLT's 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 NSLT, the Transaction to Allocate Shares as in Return for Purchasing NSLT's Shares, including determining criteria, conditions for determining ownership of all of NSLT's ordinary shares and relevant to the Transaction to Purchase Ordinary Shares of NSLT, the Transaction to Allocate Shares as in Return for Purchasing NSLT'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 for Ordinary Shares of Namsap Laboratories Trading Co., Ltd. (Enclosure 1).

2. Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider approving the increase of the Company's registered capital by THB 147,750,000 from the existing registered capital of THB 363,750,000 to be THB 511,500,000 by issued (a) newly issued ordinary shares in the amount of 150,000,000 shares with a par value of THB 0.5 per share, for offering through Private Placement and (b) newly issued ordinary shares in the amount of 145,500,000 shares with a par value of THB 0.5 per share under a General Mandate for offering through the existing shareholders ("**Right Offering**").

In addition, the Company's Board of Directors passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 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 511,500,000	(Five hundred eleven million five hundred thousand baht)
	Divided into	780,500,000 shares	(Seven hundred eighty million five hundred thousand shares)
	Par Value per Share	THB 0.50	(Zero point five baht)
	Divided into		
	Ordinary Shares	780,500,000 shares	(Seven hundred eighty 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. 2/2025 to consider approving the allocation of newly issued ordinary shares of the Company as below.

3.1 The allocation of newly issued ordinary shares of the Company in the amount of 150,000,000 shares with a par value of THB 0.50 per share, representing 23.62 percent of the total issued and paid-up shares of the Company at the purchase price of THB 1.50 per share, totaling THB 225,000,000 for offering them to the Private Placement of 1 person, namely NSLH, which have the purpose as the compensation for purchasing NSLT’s shares under the Transaction to Allocate Shares as in Return for Purchasing NSLT’s Shares, whereby NSLH is not the connected party to the Company under the Notifications on Connected Transaction and NSLH do not have a relationship with the directors or executives of the Company that is considered to be a person acting together (Concert Party) or be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments, as detailed below.

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Percentage
1	Namsap Laboratories Holding Co., Ltd.[1]	150,000,000	100

[1] The date of incorporation is 5 November 2025. As detailed below, the name lists of shareholders as of 7 November 2025.

No.	Name of the Shareholder	Number of Shares	Percentage
1	Mrs. Supannee Wisanumahimachai	84,800	35.33
2	Ms. Pornpatcha Luewongworakul	80,000	33.33
3	Ms. Pannee Phetcharat	48,000	20.00
4	The Naga First Partner Co., Ltd.	27,200	11.33
	Total	**240,000**	**100.00**

After the liquidation process is completed, NSLH's shareholders will become the direct shareholder of the Company in the following proportions (collectively "**Investors**").

No.	Name of the Shareholder	Number of Shares of the Company	Percentage
1	Mrs. Supannee Wisanumahimachai	53,000,000	8.35
2	Ms. Pornpatcha Luewongworakul	50,000,000	7.87
3	Ms. Pannee Phetcharat	30,000,000	4.72
4	The Naga First Partner Co., Ltd.	17,000,000	2.68
	Total	**150,000,000**	**23.62**

In this regard, there is no 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) and are not a person under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments). In addition, they do not have a relationship with the directors or executives of the Company that is considered to be a person acting together (Concert Party) or be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

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

After the completion of entering into the Transaction to Purchase Ordinary Shares of NSLT, the Investors above will invest in the Company as a passive investor, except for Ms. Pornpatcha, who will continue to serve as an executive of NSL and will not operate any business that competes with NSL for a period of 3 (three) years.

Furthermore, Investors and NSLH 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 1.50 per share, totaling THB 225,000,000, 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 Annual General Meeting of Shareholders to request approval for the offering of newly issued ordinary shares to Investors, which is a period between 16 October 2025 to 6 November 2025, at THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com) as detailed below.

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
1.	16 October 2568	23,109,702	35,573,798
2.	17 October 2568	10,016,442	14,955,904
3.	20 October 2568	28,500,332	44,558,183
4.	21 October 2568	23,562,000	36,239,297
5.	22 October 2568	8,201,902	12,658,139
6.	24 October 2568	60,138,685	95,359,611

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
7.	27 October 2568	26,792,393	42,564,880
8.	28 October 2568	18,520,001	29,578,549
9.	29 October 2568	11,932,454	19,065,234
10.	30 October 2568	18,133,919	28,606,561
11.	31 October 2568	8,834,601	14,048,437
12.	3 November 2568	66,885,446	117,332,004
13.	4 November 2568	56,530,432	100,700,830
14.	5 November 2568	14,199,554	24,693,205
15.	6 November 2568	10,783,019	18,792,285
Total		**386,140,882**	**634,726,917**
Weighted average market price for 15 business days (THB/share)			**1.64**
90 percent of weighted average market price for 15 business days (THB/share)			**1.48**

The allocation of the newly issued shares as detailed above in any case must not cause NSLH or any investors 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 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. 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. The said market price is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand not less than 7 consecutive business days, but not exceeding 15 consecutive business days before the offering periods according to the board of directors or the person assigned by the board of directors will determine under the Notification No. TorJor. 28/2565.

3.2 The allocation of newly issued ordinary shares of the Company under a General Mandate in the amount of not exceeding 145,000,000 shares with a par value of THB 0.50 per share, representing 30 percent of the total issued and paid-up shares of the Company for offering through the Right Offering. The allocation and offering of the newly issued shares under the General Mandate must comply with the regulations of the Stock Exchange of Thailand and the rules prescribed by the Securities and Exchange Commission.

Please consider the details of the issuance, offer for sale, and allocation of the newly issued shares of the Company according to the Capital Increase Report Form (F 53-4) (Enclosure 2) and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (Enclosure 3).

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; 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.

4. Approved the date for Extraordinary General Meeting of Shareholder No. 2/2025, which will be held on Monday, 15 December 2025, at 13.00 hrs. via electronic media at the Head Office No. 89, AIA Capital Center Building, 9th Floors, Room No. 901, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 with the date to determine the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholder No. 2/2025 (Record Date) is Friday, 21 November 2025, with an agenda as follows:

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholder No. 1/2025

Agenda 2 To consider and approve the acquisition of ordinary shares of Namsap Laboratories Trading Co., Ltd. by way of the Entire Business Transfer (or EBT) whereby the Company will purchase or be transferred another company's business to be of the Company according to Section 107 of the Public Limited Companies Act B.E. 2535 (and as amended)

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 (a) issue and offer newly issued ordinary shares through Private Placement in the amount of 150,000,000 shares with a par value of THB 0.5 per share and (b) issue and offer newly issued ordinary shares through the Right Offering under a General Mandate in the amount of 145,500,000 shares with a par value of THB 0.5 per share

Agenda 5 To consider other matters (if any)

As Agenda 2 to Agenda 4 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 4 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. 2/2025 in the case of necessity and must be under the conditions specified by law.

Please be informed accordingly.

Sincerely yours,

(Mr. Pannawit Chottechathammanee)

The Chief Executive Officer

Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction of Namsap Laboratories Trading Co., Ltd.

The meeting of the Board of Directors of Origin Global Empire Public Company Limited (the "**Company**") No. 10/2025 which held on 7 November 2025 has been resolved to approve to the Extraordinary General Meeting of Shareholders No.2/2025 to consider approving the acquisition of ordinary shares of Namsap Laboratories Trading Co., Ltd. ("**NSLT**"), which is not a connected party, having the details below.

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider approving the acquisition of ordinary shares of Namsap Laboratories Trading Co., Ltd. ("**NSLT**"), which as the sole shareholder holds 99.9997 percent of share in Namsap Laboratories (Thailand) Co., Ltd. ("**NSL**"). The two aforementioned companies are not related and are not a connected party to the Company. The Company will acquire the ordinary shares of NSLT in the total amount of 320,000 shares with a par value of THB 100 share, at the purchase price of THB 937.50 per share for shares which have been paid up in full, at a total purchase price of THB 300,000,000, representing 100.00 percent of the total issued shares of NSLT from 2 existing shareholders of NSLT (collectively referred to as the "**Sellers of NSLT's Shares**"), as below.

    1.1 Namsap Laboratories Holding Co., Ltd. ("**NSLH**") by way of the Entire Business Transfer (or EBT) whereby the Company will buy and obtain the entire business of NSLH which includes all assets, debts, rights, obligations, and liabilities of NSLH at present and in the future as of the EBT closing date. NSLH does not have any debts and only has the ordinary shares of NSLT in the amount of 240,000 shares with a par value of THB 100 per share or being equivalent to 75.00 percent of the total issued shares of NSL and does not hold any ordinary shares in other companies. Therefore, at the EBT closing date, the Company will be transferred of NSLT's ordinary shares from NSLH in the amount of 240,000 shares at the purchase price of THB 225,000,000. After the completion of the EBT, NSLH will further proceed with the dissolution and the liquidation process afterward, which is expected to be completed by the year 2026.

    1.2 Ruaysap Cosmetics Co., Ltd. ("**Ruaysap**"), which holds the ordinary shares of NSLT in the amount of 80,000 share at the par value of THB 100 per share or being equivalent to 25.00 percent of the total issued shares of NSLT. Therefore, the Company will acquire NSLT's ordinary shares from Ruaysap in the amount of 80,000 share at the purchase price of THB 75,000,000.

The transaction to purchase all ordinary shares of NSLT from the Sellers of NSLT's Shares will result in the Company indirectly holding 100 percent of NSL's ordinary shares through NSLT's shareholding. 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 NSLT (collectively referred to as the "**Transaction to Purchase Ordinary Shares of NSLT**").

NSLT operates its main business of holding shares in another company with only one subsidiary, which is NSL. NSL operates its main business in manufacturing of cosmetics. As of the date on which the Board of Directors resolved to approve the Transaction to Purchase Ordinary Shares of NSLT, NSLT has registered capital of THB 32,000,000, divided into a total of 320,000 ordinary shares with a par value of THB 100 per share.

The Company will pay consideration for the Transaction to Purchase Ordinary Shares of NSLT to the Sellers of NSLT's Shares in a total amount of THB 300,000,000 by the following methods:

(1) The Company will pay consideration to NSLH for the Transaction to Purchase Ordinary Shares of NSLT in the amount of 240,000 shares at the purchase price of THB 225,000,000, with the Company's newly issued ordinary shares in substitute for cash. The share swap ratio is 1 ordinary share of NSLT per 625 newly issued ordinary shares of the Company in the amount of 150,000,000 shares, or representing 23.62 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 NSLT) with a par value of THB 0.50 at the purchase price of THB 1.50 per share, totaling THB 225,000,000 ("**Transaction to Allocate Shares as in Return for Purchasing NSLT's Shares**").

(2) The Company will pay consideration to Ruaysap for the Transaction to Purchase Ordinary Shares of NSLT in the amount of 80,000 shares in cash, at the purchase price of THB 75,000,000, within 12 months from the completion date of the transaction.

In this regard, the Transaction to Allocate Share as in Return for Purchasing NSLT's 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 1.50 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 16 October 2025 to 6 November 2025, at THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com.)

After the completion of the entire business transfer, NSLH will proceed with its dissolution and liquidation. After the completion of the liquidation, NSLH's shareholders will become the direct shareholder of the Company. The list of shareholders of NSLH as of 7 November 2025, is as follows:

List	Name of the Shareholders	Number of Shares	Percentage
1	Mrs. Supannee Wisanumahimachai	84,800	35.33
2	Ms. Pornpatcha Luewongworakul	80,000	33.33
3	Ms. Pannee Phetcharat	48,000	20.00
4	The Naga First Partner Co., Ltd.	27,200	11.33
	Total	**240,000**	**100.00**

After the liquidation process is completed, NSLH's shareholders will become direct shareholders of the Company in the following proportions (collectively "**Investors**").

List	Name of the Shareholders	Number of Shares	Percentage
1	Mrs. Supannee Wisanumahimachai	53,000,000	8.35
2	Ms. Pornpatcha Luewongworakul	50,000,000	7.87
3	Ms. Pannee Phetcharat	30,000,000	4.72
4	The Naga First Partner Co., Ltd.	17,000,000	2.68
	Total	**150,000,000**	**23.62**

Please consider the details in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement, Enclosure 3.

The list of the top 10 shareholders before and after of the Transaction to Purchase Ordinary Shares of NSLT, is as follows.

No.	Before the transaction execution (Information as of 5 November 2025)			After the transaction execution		
	Name of Shareholders	Number of Shares	Percentage	Name of Shareholders	Number of Shares	Percentage
1	Mr. Krasuang Jarusira	61,163,000	12.611	Mr. Krasuang Jarusira	61,163,000.00	9.632
2	Mrs. Prapai Wongmakes	30,000,000	6.186	Mrs. Supannee Wisanumahimachai	53,000,000.00	8.346
3	Ms. Ketsarin Chatsunthorn	29,543,500	6.091	Ms. Pronpatcha Luewongworakul	50,000,000.00	7.874

No.	Before the transaction execution (Information as of 5 November 2025)			After the transaction execution		
	Name of Shareholders	Number of Shares	Percentage	Name of Shareholders	Number of Shares	Percentage
4	Ms. Pattamavadee Chumsang	29,400,000	6.062	Ms. Pannee Phetcharat	30,000,000.00	4.724
5	Mr. Pannawit Chottechathammanee	19,663,942	4.054	Mrs. Prapai Wongmakes	30,000,000.00	4.724
6	Mr. Thaksin Tantipaijit	15,439,900	3.183	Ms. Ketsarin Chatsunthorn	29,543,500.00	4.653
7	Mr. Thawatchai Jirawataungkana	12,811,500	2.642	Ms. Pattamavadee Chumsang	29,400,000.00	4.630
8	Ms. Warunee Charoenchang	11,435,000	2.358	Mr. Pannawit Chottechathammanee	19,663,942.00	3.097
9	Ms. Darin Buranaphongwatana	11,008,200	2.270	The Naga First Partner Co., Ltd.	17,000,000.00	2.677
10	Mr. Saruj Panasakulkan	11,000,000	2.268	Mr. Thaksin Tantipaijit	15,439,900.00	2.431

In this regard, the Sellers of NSLT's Shares are not considered the connected party 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 NSLT 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) (and 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, using calculation methods according to various criteria, the maximum size of the Transaction to Purchase Ordinary Shares of NSLT is 44.69 percent by total value of consideration basis which is calculated from the reviewed consolidated financial statements of the Company ended 30 June 2025. In addition, when combined with

the size of asset acquisition transactions during the past 6 months before the date on which the Board of Directors passed a resolution to approve the company to enter into this transaction, which has a size of 0.30 percent, the total transaction size will be equal to 44.99 percent, which the total 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 transferred 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 Company would like to disclose information regarding entering into the Transaction to Purchase Ordinary Shares of NSLT, which is an asset acquisition transaction and connected transaction, as follows.

1. Date of the transaction

The Transaction to Purchase Ordinary Shares of NSLT will occur only under the following conditions: (1) upon receiving a resolution approving the transaction from the Extraordinary General Meeting of Shareholders No. 2/2025, scheduled for 15 December 2025, which includes approval of various necessary and/or related matters, and (2) upon completion of all conditions precedent under the entire business transfer agreement a or upon receiving 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 NSLT in December 2025 or at a mutually agreed-upon time by the parties.

2. Related Parties and Relationship with the Company

Purchaser:	Origin Global Empire Public Company Limited ("**Company**")
Seller:	1. Namsap Laboratories Trading Holding Co., Ltd. ("**NSLH**") 2. Ruaysap Cosmetics Co., Ltd. (" **Ruaysap**") (collectively referred to as the "**Sellers of NSLT's Shares**")
Relationship	No Relationship with the Company

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

3.1 General Characteristics of the Transaction

NSLT operates its main business of holding shares in another company with only one subsidiary, which is NSL. NSLT holds 99.9997 percent of shares of NSL, which operates its main business in manufacturing of

cosmetics. The Company finds that this could support and enhance the retail and wholesale business of cosmetics and dietary supplements of the Company, as well as provide opportunities in businesses which can build further its existing operations to strengthen and increase diversity to the Company's target groups and customers group. Consequently, the Chief Executive Officer has reached out to and negotiated with the executives of NSLT regarding the plans to enter into the Transaction to Purchase Ordinary Shares of NSLT.

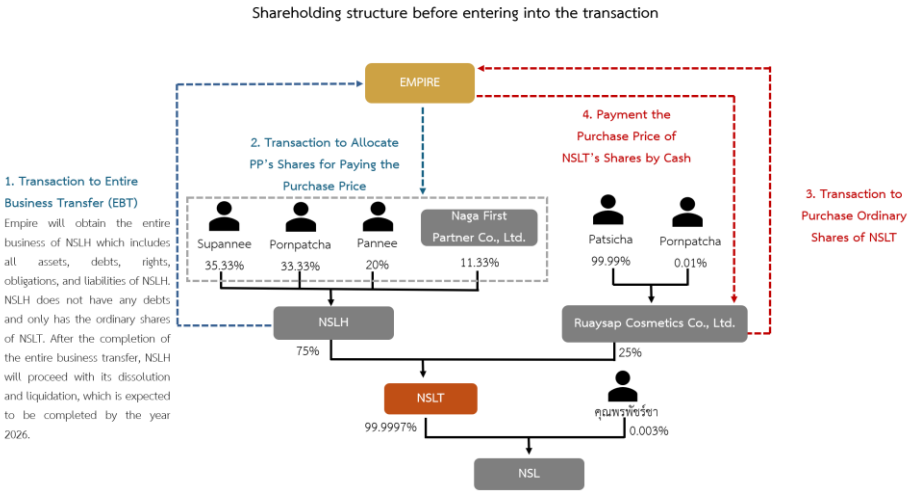
The Company will enter into the Transaction to Purchase Ordinary Shares of NSLT in the total amount of 320,000 shares, or 100.00 percent of the total issued shares of NSLT as follows.

Sale Assets:	320,000 ordinary shares of NSLT, which have been total paid up in full.
Total value of consideration:	The Company will pay consideration to the Sellers of NSLT's Shares in a total amount of THB 300,000,000.
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 150,000,000 shares to offer to the private placement to NSLH and (c) other agendas relating to entering into the transaction (namely the agenda to approve the increase of the Company's registered capital and the amendment of the Company's memorandum of association, all of which are interrelated). 2) Other 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, as follows: (1) there is no event or any change that adversely affects NSLT and NSL; (2) representation and warranty of the Seller are true and accurate and do not mislead in any aspect; (3) the Seller does not breach any condition in the agreement; (4) The Seller has delivered to the Company the fully executed Undertaking Letter of NSLT, which shall become effective on the completion date of the transaction. (5) NSL has duly submitted its financial statements for the year 2024 to the Department of Business Development.

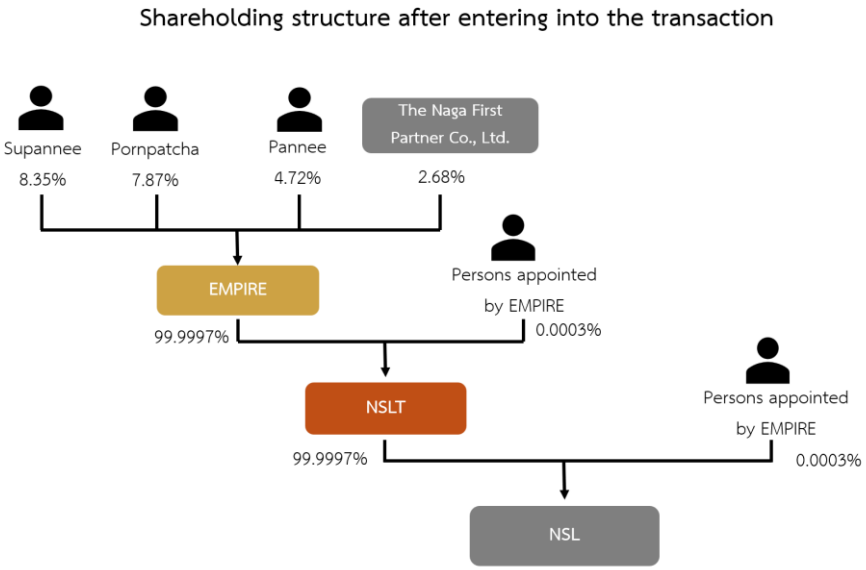
	(6) NSL has applied for a Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's operations at the Nakhon Nayok NSL's Office. (7) NSL has submitted Waiver Letter from the relevant banks to be exempted from the following matters: (a) change in major shareholders, directors, and NSL's corporate documents; (b) disclosure of details of legal cases in which NSL is a party; (c) restrictions on incurring additional debt or obligations; (d) obtaining the Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's business location at Nakhon Nayok Province; (e) requirements relating to insurance arrangements; and (f) cross default provisions. (8) NSL has submitted copies of the insurance policy for the buildings at its Nakhon Nayok business location and copies of the fire insurance policy for the NSL's buildings that be mortgaged with Government Savings Bank. (9) NSL has amended its Articles of Association to include a provision stipulating the voting right of one share per one vote for the shareholders' meeting. (10) NSL has revised its work regulations and standard employment contract forms to comply with the legal requirements. (11) NSL has submitted the Statement of Employment Conditions and Working Conditions (Form KorRor.11) to the Office of Welfare and Labor Protection. (12) NSL has prepared a privacy policy and records of processing activities in compliance with the legal requirements.

In this regard, conditions related to entering into the transaction are as detailed in clause 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 shall be THB 300,000,000 by the following methods.

(1) paid by newly issued ordinary shares of the Company through private placement to NSLH in substitute for cash, totaling THB 225,000,000; and

(2) paid in cash to Ruaysap in the amount of THB 75,000,000.

Due to NSLT being a company that was recently incorporated on 3 November 2025, its financial statements have not yet been prepared. NSLT holds 99.9997 percent of NSL's shares, as the sole shareholder. The transaction size calculated from the reviewed consolidated financial statements of the Company ended 30

June 2025, based on the total value of consideration criteria, which is the criteria that calculates the highest transaction size of 44.69 percent as detailed below.

Financial Information

(Unit: THB Million)	Company as of 30 June 2025	NSLT[1] as of 31 December 2024
Total assets	671.29	89.79
Deduct total liabilities	339.51	63.13
Net asset	331.78	26.66
Deduct Intangible assets	113.76	0.00
Deduct Deferred tax assets	27.70	-
Deduct Non-controlling shareholders	-	-
Tangible assets (NTA)	190.32	26.66
Net Profit (loss)	(349.71)*	5.75

* Profit for the past 12 months

Remark: 1/The financial information is based on the approved financial statements of NSL ended 31 December 2024, which is the only subsidiary of NSLT.

Calculating transaction size

Criteria	Formulas	Calculations (THB Million)	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	N/A[1]	N/A[1]
Net profit criteria from operations	Net profit of acquired assets x acquired proportion x 100 / Net profit of the Company	N/A[2]	N/A[2]
Criteria for the total consideration	Total consideration x 100 / Total assets of the Company	300.00 x 100 / 671.29	44.69

Criteria	Formulas	Calculations (THB Million)	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	150.00 x 100 485.00	30.93

Remark: 1/ The transaction size cannot be calculated due to NSLT being a company that was recently incorporated on 3 November 2025 and has not yet prepared financial statements. However, if the transaction size is calculated by reference to the approved financial statements of NSL ended 31 December 2024, which is the only subsidiary of NSLT holding 99.9997 percent of NSL's share, the transaction size would be 14.01 percent.

2/The transaction size cannot be calculated due to the operating results incurring losses.

Calculating the transaction size of NSLT based on the total value of consideration criteria, which is the criteria that calculates the highest transaction size of 44.69 percent and when combined with the size of asset acquisition transactions during the past 6 months before the date on which the Board of Directors passed a resolution to approve the company to enter into this transaction, which has a size of 0.30 percent, the total transaction size will be equal to 44.99 percent. The total transaction size is 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 NSLT'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 NSLT shares is completed, the Company will hold NSLT's shares in a total amount of 320,000 shares, representing 100.00 percent of the total issued and paid-up shares of NSLT. Important information regarding NSLT can be summarized as follows:

4.1 General Information of NSLT

Name of Company	Namsap Laboratories Trading Co., Ltd.
Type of Business	Operates its main business of holding shares in another company and support trading and contract manufacturing of cosmetics
Registered Office	No. 92/5, 2nd Floor, Sathorn Thani 2 Building, North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok
Date of Incorporation	3 November 2025
Registered capital	THB 32,000,000
Paid-up capital	320,000 shares, which have been totally paid up in full, at a total purchase price of THB 32,000,000
Total number of shares	320,000 shares
Par value (per share)	THB 100

In this regard, NSLT holds 99.9997 percent of shares of NSL as the sole shareholder, which the important information regarding NSL can be summarized as follow.

Name of Company	Namsap Laboratories (Thailand) Co., Ltd.
Type of Business	Operates its main business in manufacturing of cosmetics
Registered Office	No. 1/11–12, Soi Lat Pla Khao 50, Chorakhe Bua Sub-district, Lat Phrao District, Bangkok
Date of Incorporation	8 January 2019
Registered capital	THB 32,000,000
Paid-up capital	320,000 shares, which have been totally paid up in full, at a total purchase price of THB 32,000,000
Total number of shares	320,000 shares
Par value (per share)	THB 100

4.2 List of shareholders of NSLT

No.	List of shareholders	Before entering into the transaction		After entering into the transaction	
		Number of shares	Percentage	Number of shares	Percentage
1	Namsap Laboratories Holding Co., Ltd.[1]	240,000	75.00	-	-
2	Ruaysap Cosmetics Co., Ltd.[2]	80,000	25.00	-	-
3	Origin Global Empire Public Company Limited[3]	-	-	320,000	100.00
	Total	**320,000**	**100.00**	**320,000**	**100.00**

Remark: 1/ List of shareholders of NSLH as of 7 November 2025, is as follows, who are not connected person of the Company:

No.	List of shareholders	Number of shares	Percentage
1	Mrs. Supannee Wisanumahimachai	84,800	35.33
2	Ms. Pornpatcha Luewongworakul	80,000	33.33
3	Ms. Pannee Phetcharat	48,000	20.00
4	The Naga First Partner Co., Ltd.	27,200	11.33
	Total	**240,000**	**100.00**

2/ List of shareholders of Ruaysap Cosmetics Co., Ltd. as of 7 November 2024, is as follows, who are not connected person of the Company:

No.	List of shareholders	Number of shares	Percentage
1	Ms. Patsicha Luewongworakul	9,999	99.99
2	Ms. Pornpatcha Luewongworakul	1	0.01
	Total	**10,000**	**100.00**

3/ As the Civil and Commercial Code requires a company to have at least 2 shareholders, the Board of Directors has considered and resolved to authorize a director or the Company's Chief Executive Officer to hold 1 ordinary share of NSLT to comply with the said provision of the Civil and Commercial Code.

4.3 List of committee members of NSLT

Currently, NSLT has 1 director: Ms. Pornpatcha Luewongworakul.

4.4 Financial Information

Due to NSLT being a company that was recently incorporated on 3 November 2025, its financial statements have not yet been prepared, and NSLT's business is only holding 99.9997 percent of NSL's shares, as the sole shareholder. Therefore, the approved financial statements of NSL are detailed as below.

Statement of Financial Position of NSL

Statement of Financial Position (Unit: Thousand Baht)	**Consolidated Financial Statement**		
	Year 2022 **31 Dec 22**	**Year 2023** **31 Dec 23**	**Year 2024** **31 Dec 24**
Assets			
Current Assets			
Cash and Cash Equivalents	46.31	3,331.87	5,306.42
Trade and Other Current Receivables	553.63	2,808.38	40,604.23
Inventories	2,242.77	954.16	365.69
Other Current Assets	589.68	1,518.66	2,210.72
Total Current Assets	**3,432.40**	**8,613.07**	**48,487.06**
Non-current Assets			
Trade and Other Current Receivables	-	85.00	89.00
Long-term Loans	-	5,516.02	-
Land, Plant and Equipment	41,542.20	41,315.51	41,209.53
Intangible Assets	0.00	0.00	0.00
Other Non-current Assets	1,604.54	-	-
Total Non-current Assets	43,146.73	46,916.53	41,298.53
Total Assets	**46,579.13**	**55,529.60**	**89,785.60**
Liabilities and Shareholder Equity			
Current Liabilities			
Bank overdrafts and short-term borrowings from financial institutions	2,841.11	2,892.89	2,891.49
Trade and Other Current Payables	5,703.40	2,464.41	22,066.75
Current Portion of Finance Lease Liabilities	874.94	622.00	513.98
Other Current Liabilities	58.33	-	-
Total Current Liabilities	**9,477.77**	**5,979.29**	**25,472.23**
Non-current Liabilities			
Long-term Loans	39,013.53	33,844.40	36,398.91
Finance Lease Liabilities	-	883.07	345.96
Other Non-current Liabilities	-	910.76	910.76
Total Non-current Liabilities	**39,013.53**	**35,638.23**	**37,655.63**

Statement of Financial Position (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2022 31 Dec 22	Year 2023 31 Dec 23	Year 2024 31 Dec 24
Total Liabilities	**48,491.30**	**41,617.52**	**63,127.86**
Shareholder's Equity			
Share Capital			
Authorized Share Capital			
320,000 of ordinary shares with a par value of THB 100 per share	14,000.00	25,000.00	32,000.00
Issued and Paid-up Share Capital			
320,000 of ordinary shares with a par value of THB 100 per share	14,000.00	25,000.00	32,000.00
Retained Earnings (Deficits)	(15,912.18)	(11,087.92)	(5,342.26)
Total Shareholder Equity	**(1,912.18)**	**13,912.08**	**26,657.74**
Total Liabilities and Shareholder Equity	**46,579.13**	**55,529.60**	**89,785.60**

Income Statement of NSL

Statement of Comprehensive Income (Unit: Thousand Baht)	Consolidated Financial Statement		
	Year 2022 31 Dec 22	Year 2023 31 Dec 23	Year 2024 31 Dec 24
Income			
Sales Income	26,786.53	28,995.53	71,612.36
Other Income	145.60	27.93	50.44
Total Income	**26,932.13**	**29,023.46**	**71,662.80**
Expenses			
Cost of Sales	12,781.17	7,060.65	48,368.47
Administrative Expenses	16,272.42	13,267.71	13,585.75
Total Expenses	**29,053.59**	**20,328.36**	**61,954.22**
Profits before Financial Cost and Income Tax	**(2,121.45)**	**8,695.11**	**9,708.58**
Financial Cost	1,454.21	3,870.85	3,962.92
Profits before Income Tax	**(3,575.66)**	**4,824.25**	**5,745.66**
(Expenses) Income Tax	-	-	-
Profits for the Year	**(3,575.66)**	**4,824.25**	**5,745.66**

5. Total Value of Consideration and Payment Conditions

The total value of the consideration for entering into the transaction will be in the amount of THB 300,000,000. The Company will pay consideration for the Transaction to Purchase Ordinary Shares of NSLT to the Seller of NSLT's Shares by (a) issuing newly issued ordinary shares of the Company through Private Placement in the amount of 150,000,000 shares, totaling THB 225,000,000 and (b) paid in cash in the amount of THB 75,000,000 after all conditions precedent under the entire business transfer agreement has been completed or upon receiving a waiver from the relevant contracting party (such as there is no event or any change that adversely affects NSLT, representation and warranty of the seller are true and accurate and do not mislead in any aspect, the seller does not breach any condition in the agreement) along with other necessary actions to complete the transaction as specified in the entire business transfer 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 consideration for investing in ordinary shares of NSLT in the amount of 320,000 shares, with a par value of THB 100 per share, or representing 100.00 percent of all issued shares of NSLT, totaling THB 300,000,000. The Company will pay such price to the Seller of NSLT's Shares by (a) issued newly issued ordinary shares in the amount of 150,000,000 shares, totaling THB 225,000,000 and (b) paid in cash in the amount of THB 75,000,000.

In addition, the criteria used to determination of the value of the consideration is the value agreed and negotiated between the Buyer and the Seller, referring to the management's valuation. The management has carefully and prudently determined the purchase price 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 NSLT from the valuation falls within the range of THB 238.63 – 310.18 million (for shareholders holding 99.9997 percent of NSL shares) or equivalent to a share price of THB 745.71 – 969.30 per share. However, due to NSLT being a company that was recently incorporated on 3 November 2025 for the purpose of holding shares in NSL, it has not yet commenced operations. The said valuation reference NSL Financial Assumptions, which is the only subsidiary in which NSLT holds 99.9997 percent shares. All operating assets are recorded under NSL's financial statements. The valuation also took into account various factors relating to NSL, including asset values, personnel, business model, operating performance, revenue and cost data, future business plans, growth potential, and the overall benefits expected to be derived by the Company in the future. The key financial assumptions are as follows.

1) Revenue from the manufacturing of cosmetics

This consists of 4 main categories as follows

(1) Revenue from the manufacturing of skincare products

(2) Revenue from the manufacturing of perfume products

(3) Revenue from the manufacturing of body cleansing products

(4) Revenue from the manufacturing and sale of products under the Namsap brand (as of 2025, the company has not yet commenced operations)

For the year 2025, NSL's revenue from cosmetics production and production volume are set equal to the actual purchase orders and production volume as of 30 September 2025, and calculated on a Pro Rata basis for each product type. For the year 2026, the production volume of cosmetics is projected to grow at 30 percent, based on a review of information and interviews of NSL's management combined with an analysis of historical overall production data and NSL's plan that commence marketing activities to expand contract manufacturing sales of cosmetics for the first time. For the years 2027 - 2029, the growth rate is set to gradually decrease until it equals the growth rate of the cosmetics industry in Thailand for the year 2025, which is 13.28 percent. However, regarding the selling price for the year 2026, it is set equal to the average selling price of the past 2 years (years 2024 - 2025). For the years 2027 - 2029, the average selling price per kilogram is projected to grow at 1.60 percent, based on the average inflation rate of Thailand over the past 15 years.

Additionally, for the year 2026, NSL plans to produce and distribute products under the Namsap brand. Therefore, the production volume under the Namsap brand is set at 2.50 percent of the total production of all other product types and will gradually grow at 2.50 percent per year. For years 2027 - 2029, the average selling price per kilogram is partly based on historical production data combined with a review of information and interviews of NSL's management. For the year 2025, based on the average selling price per kilogram of skincare, perfume, and body-cleansing products for the past 2 years (years 2024 - 2025). For years 2027 - 2029, the average selling price per kilogram is projected to grow at 1.60 percent, based on the average inflation rate of Thailand over the past 15 years, throughout the forecast period.

2) Cost of Sales

Variable costs of sales, such as chemical costs, packaging costs, service fees and overtime expenses, are set for the year 2025 equal to the proportion of costs of sales of each cost type to revenue from cosmetics production, based on the financial statements of NSL for the 6-month period of year 2568. Additionally, for years 2027 – 2029, they are set equal to the average proportion of cost of sales of each cost type to revenue from cosmetics production of NSL over the past 2 years (years 2024 – 2025) throughout the forecast period.

Fixed costs of sales, such as factory utility expenses and sales consulting expenses, are based on the management financial statements of NSL for the 6-month period of year 2025 and calculated on a

Pro Rata basis. Additionally, for years 2027 – 2029, the fixed costs of sales are projected to grow at the general inflation rate over 15 years, which is 1.60 percent, throughout the forecast period.

3) Administrative expenses

Variable administrative expenses, such as commissions and overtime, are set for 2025 at the ratio of each type of administrative expense to revenue from cosmetics production, based on NSL management's financial statements for the 6-month period of the year 2025. For 2026–2029, these variable administrative expenses are set equal to the average ratios of each type of administrative expense to revenue from NSL's cosmetics production over the past 2 years (years 2024 – 2025) throughout the forecast period.

Fixed administrative expenses, such as office and utility expenses and office rent, are based on the management financial statements of NSL for the 6-month period of the year 2025 and calculated on a Pro Rata basis. For 2026–2029, fixed administrative expenses are projected to grow at the general inflation rate over 15 years, which is 1.60 percent, throughout the forecast period.

In this regard, due to NSLT being a company that was recently incorporated on 3 November 2025 for the purpose of holding shares in NSL, it has not yet commenced operations and has NSL as its only subsidiary. NSLT therefore used the financial assumptions of NSL as the basis for determining the entire value of NSLT. Based on the foregoing information and key assumptions, the agreed and negotiated price of THB 937.50 per share is considered appropriate, as it falls within the appraised valuation range and represents a base price that does not yet take into account the additional benefits that the Group is expected to gain from having NSLT as a subsidiary in the future.

8. Expected benefits to the Company

The Company expects that entering into the Transaction to Purchase Ordinary Shares of NSLT 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) The Company will be able to utilize NSL as a manufacturer of cosmetic products for the Company's subsidiaries;

(3) Increasing opportunities to generate returns. The growth rate of assets, profits, and cash flow for the Company and its shareholders is continuous in the long term. Based on the projections, NSLT is expected to have an average revenue of approximately THB 114.02 million per year and an average net profit of approximately THB 16.07 million per year during 2027–2029; and

(4) 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 NSLT with the following details.

(1) The offering of newly issued ordinary shares of the Company in the amount of 150,000,000 shares with the Company's newly issued ordinary shares through private placement for the purchase of ordinary shares of NSLH in substitute for cash, totaling THB 225,000,000;

The offering of newly issued ordinary shares under the Transaction to Allocate Share in Return Purchasing NSLT's Shares may result in an impact on shareholders in terms of a reduction in voting rights (Control Dilution) equivalent to 23.62 percent, the details are outlined in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement in Enclosure 3.

(2) Paid in cash in the amount of THB 75,000,000 to Ruaysap for which the Company will consider using funding sources from either the Company's or its subsidiary's internal cash flow and/or loans from financial institutions and/or fundraising from shareholders.

10. Conditions for entering into the transaction.

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

A. Preliminary Terms of the Entire business transfer agreement with NSLH	
1. Entire Business Transfer Agreement	1.1 **Seller**: NSLH / **Purchaser**: The Company 1.2 **Entire business to be transferred**: Shares in NSLT of 240,000 shares, equivalent to 75 percent 1.3 **Purchase Price**: THB 225,000,000 1.4 **Consideration payment method**: paid by newly issued ordinary shares of the Company, in substitute for cash, at the purchase price of THB 225,000,000 1.5 **Completion undertaking** (a) The parties execute the share transfer instrument; (b) Record the transfer of shares in its share register book and issue a new share certificate to the Company; and (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, NSLT and NSL 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.
2. Conditions Precedent	2.1 The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction for the acquisition of NSLT 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. 2.2 There is no event or any change that adversely affects NSLT and NSL. 2.3 Representation and warranty of the seller are true and accurate and do not mislead in any aspect. 2.4 The Seller does not breach any condition in the agreement. 2.5 The Seller has delivered to the Company the fully executed Undertaking Letter of NSLT, which shall become effective on the completion date of the transaction. 2.6 NSL has duly submitted its financial statements for the year 2024 to the Department of Business Development. 2.7 NSL has applied for a Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's operations at the Nakhon Nayok Municipality Office. 2.8 NSL has submitted Waiver Letter from the relevant banks to be exempted from he following matters: (a) change in major shareholders, directors, and NSL's corporate documents; (b) disclosure of details of legal cases in which NSL is a party; (c) restrictions on incurring additional debt or obligations; (d) obtaining the Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's business location at Nakhon Nayok Province; (e) requirements relating to insurance arrangements; and (f) cross default provisions. 2.9 NSL has submitted copies of the insurance policy for the buildings at its Nakhon Nayok business location and copies of the fire insurance policy for the NSL's buildings that be mortgaged with Government Savings Bank. 2.10 NSL has amended its Articles of Association to include a provision stipulating the voting right of one share per one vote for the shareholders' meeting. 2.11 NSL has revised its work regulations and standard employment contract forms to comply with the legal requirements.

	2.12 NSL has submitted the Statement of Employment Conditions and Working Conditions (Form KorRor.11) to the Office of Welfare and Labor Protection. 2.13 NSL has prepared a privacy policy and records of processing activities in compliance with the legal requirements.
3. Pre-completion Undertaking	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, will not pass a resolution to approve significant transactions. The seller will immediately notify the Company of any information that has or will cause material consequences. 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. NSLT and NSL will conduct its business as usual. NSLT and NSL shall not declare its dividend.
4. Representation and Indemnification from the Seller	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, (a) Power to enter into the agreement; (b) Status of NSLT and NSL and the sale shares; and (c) Legal compliance of NSLT and NSL. (d) The filing of tax returns and the payment of all taxes are legal. 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.
5. Post-completion Undertaking	5.1 NSL has received a Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's operations at the Nakhon Nayok Province. 5.2 NSL has received Waiver Letter from the relevant banks to be exempted from he following matters: (a) change in major shareholders, directors, and NSL's corporate documents; (b) disclosure of details of legal cases in which NSL is a party; (c) restrictions on incurring additional debt or obligations; (d) obtaining the Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's business location at Nakhon Nayok Province; (e) requirements relating to insurance arrangements; and (f) cross default provisions. 5.3 NSL has notified the Government Savings Bank of the change of directors.

	5.4 The Seller has assisted NSL and the Company in registering the trademark until completion.
6. Representation and Indemnification from the Company	6.1 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, (a) power to enter into the agreement (b) status of the Company and the newly issued ordinary shares (c) legal compliance of the Company (d) The filing of tax returns and the payment of all taxes are legal. 6.2 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.
7. 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.
8. 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 Ruaysap	
1. Share Purchase Agreement	1.1 **Seller**: Ruaysap / **Purchaser**: The Company and directors, the Chief Executive Officer of the Company or designated person by the Company 1.2 **Sale Share**: Shares in NSLT of 80,000 shares, equivalent to 25 percent 1.3 **Purchase Price**: THB 75,000,000 1.4 **Consideration payment method**: paid in cash within 12 months from the completion date of the transaction 1.5 **Completion undertaking** (a) The parties execute the share transfer instrument. (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.

2. Conditions Precedent	2.1 The Board of Directors' meeting and the shareholders' meeting of the Company pass a resolution to approve (a) the transaction for the acquisition of NSLT 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. 2.2 There is no event or any change that adversely affects NSLT and NSL. 2.3 Representation and warranty of the seller are true and accurate and do not mislead in any aspect. 2.4 The Seller does not breach any condition in the agreement. 2.5 The Seller has delivered to the Company the fully executed Undertaking Letter of NSLT, which shall become effective on the completion date of the transaction. 2.6 NSL has duly submitted its financial statements for the year 2024 to the Department of Business Development. 2.7 NSL has applied for a Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's operations at the Nakhon Nayok Municipality Office. 2.8 NSL has submitted Waiver Letter from the relevant banks to be exempted from he following matters: (a) change in major shareholders, directors, and NSL's corporate documents; (b) disclosure of details of legal cases in which NSL is a party; (c) restrictions on incurring additional debt or obligations; (d) obtaining the Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's business location at Nakhon Nayok Province; (e) requirements relating to insurance arrangements; and (f) cross default provisions. 2.9 NSL has submitted copies of the insurance policy for the buildings at its Nakhon Nayok business location and copies of the fire insurance policy for the NSL's buildings that be mortgaged with Government Savings Bank. 2.10 NSL has amended its Articles of Association to include a provision stipulating the voting right of one share per one vote for the shareholders' meeting. 2.11 NSL has revised its work regulations and standard employment contract forms to comply with the legal requirements. 2.12 NSL has submitted the Statement of Employment Conditions and Working Conditions (Form KorRor.11) to the Office of Welfare and Labor Protection.

	2.13 NSL has prepared a privacy policy and records of processing activities in compliance with the legal requirements.
3. Pre-completion Undertaking	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, will not pass a resolution to approve significant transactions. The seller will immediately notify the Company of any information that has or will cause material consequences. 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. NSLT and NSL will conduct its business as usual. NSLT and NSL shall not declare its dividend.
4. Post-completion Undertaking	4.1 NSL has received a Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's operations at the Nakhon Nayok Province. 4.2 NSL has received Waiver Letter from the relevant banks to be exempted from he following matters: (a) change in major shareholders, directors, and NSL's corporate documents; (b) disclosure of details of legal cases in which NSL is a party; (c) restrictions on incurring additional debt or obligations; (d) obtaining the Health-Hazardous Business Operation License (Form AorPor. 2) for NSL's business location at Nakhon Nayok Province; (e) requirements relating to insurance arrangements; and (f) cross default provisions. 4.3 NSL has notified the Government Savings Bank of the change of directors. 4.4 The Seller has assisted NSL and the Company in registering the trademark until completion.
5. Representation and Indemnification from the Seller	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, (a) power to enter into the agreement (b) status of the Company and the newly issued ordinary shares (c) legal compliance of the Company (d) The filing of tax returns and the payment of all taxes are legal. 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. 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, Ms. Pornpatcha, as the principal executive of NSLT and NSL, shall issue the undertaking letter to the Company, having the key terms as follows:

1. A person who undertake	Ms. Pornpatcha (as the principal executive of NSLT and NSL)
2. Undertaking	1 Ms. Pornpatcha agree to undertake to represent the Company that EBITDA of NSTL and NSL (based on NSLT's consolidated financial statements) for a period of 2 years from the date after the completion of the transaction will have the total amount of not less than THB 60.00 million. 2 Ms. Pornpatcha will serve as a director of NSLT and NSL (including not engaging in any activities that compete with the business of the company and its subsidiaries) for a period of 3 years from the date after the completion of the transaction.

Both NSLT and NSL 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 NSLT as reasonable and aligned with the Company's business policy. In particular, acquiring shares in NSLT will enhance the Company's business potential and create long-term growth opportunities, ultimately benefiting the Company and its shareholders. Due to the business of NSL in manufacturing of cosmetics is able to support and enhance its retail and wholesale business of cosmetics and dietary supplements, the Company views opportunities in businesses which can build further its existing operations to strengthen and increase diversity to the Company's target groups and customers group. The Company will also be able to utilize NSL as a manufacturer of cosmetic products for its subsidiaries. After a detailed analysis, the Board has determined that NSL's business, which provides manufacturing of cosmetics, still has growth potential and can continue to operate steadily in the long term. In addition, investing in NSL will enable the Company to expand its market, access new customer bases, and enhance

its competitive capabilities. This will allow the Company to develop new products and services that effectively meet market demands.

Furthermore, NSL is a business that has been established since 2019 and has been operating continuously for over 7 years, with stability and a strong customer base, as well as robust resources. This reduces the Company's risks compared to starting a new business. After considering the risks from various aspects, including operational and commercial factors, the Board has concluded that investing in NSL is appropriate and aligns with the Company's long-term growth strategy.

For this reason, the Board believes that the investment decision is appropriate and beneficial to the Company commercially, in terms of creating new business opportunities, and enhancing competitiveness in a rapidly changing market. The Board has also carefully considered the risks involved in investing in other businesses. They have analyzed potential risks, both internal and external to the organization, such as market volatility, competition, financial risks of NSL, and legal risks. Additionally, the Board has considered appropriate risk management plans to mitigate the impact of these risks.

In this regard, the Board has considered 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, and the risks associated with investing in other businesses have been appropriately assessed and managed.

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.

Sincerely yours,

(Mr. Pannawit Chottechathammanee)

The Chief Executive Officer

(F53-4)

Capital Increase Report Form

Origin Global Empire Public Company Limited

We, Origin Global Empire Public Company Limited (the "**Company**"), hereby report the resolution of the Board of Directors' Meeting No. 10/2025, held on 7 November 2025, 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. 2/2568 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. 2/2025 to consider approving the increase of the Company's registered capital by THB 147,750,000 from the existing registered capital of THB 363,750,000 to be the newly registered capital of THB 511,500,000 by issuing the newly issued ordinary shares in the amount of 295,500,000 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 150,000,000 shares, (2) the offering of newly issued ordinary shares through General Mandate by way of Rights Offering, in the amount of not exceeding 145,500,000 shares.

Capital Increase	Types of Shares	Number of Shares	Par Value (THB/ Share)	Total (THB)
☑ Specifying the purpose of utilizing proceeds	Ordinary Shares	150,000,000	0.50	75,000,000
☑ General Mandate	Ordinary Shares	145,500,000	0.50	72,750,000

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
- **For Private Placement as follows: Namsap Laboratories Holding Co., Ltd.**	150,000,000	-	1.50		Please refer to the remarks below.

Remark:

(1) Allocation of the newly issued ordinary shares to Private Placement

(1.1) Allocating the newly issued shares in the amount of 150,000,000 shares with the par value of THB 0.50 per share to offer for sale through a private placement to NSLH, which is not a connected party of 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**")

(1.2) After the completion of the liquidation process of NSLH, the shareholders of NSLH shall become direct shareholders of the Company in the following proportions (collectively referred to as the "**Investors**").

No.	Persons being allocated the newly issued shares	Number of Allocated shares (Shares)	Percent
1	Mrs. Supannee Wisanumahimachai	53,000,000	8.35
2	Ms. Pornpatcha Luewongworakul	50,000,000	7.87
3	Ms. Pannee Phetcharat	30,000,000	4.72
4	The Naga First Partner Co., Ltd.	17,000,000	2.68
	Total	**150,000,000**	**23.62**

There are no 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 (and as amended). and they are not a person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended). Additionally, they do not have a relationship with the directors or executives of the Company that is considered to be a person acting together (Concert Party) or be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

(1.3) 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 additional ordinary shares of the Company. In addition, the above Investors will invest in the Company as passive investors, without participating in the management of the Company, except for Ms. Pornpatcha Luewongworakul who will continue to perform duties as a director of NSLT and NSL.

Furthermore, the shareholders of NSLT, NSL and NSLH have not entered into any shareholders' agreement or any other arrangements of the same nature.

(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 1.50 per share, totaling THB 225,000,000, 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 16 October 2025 to 6 November 2025, at THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com.)

(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.

(2) 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 1.50 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 16 October 2025 to 6 November 2025, at a price of THB 1.64 per share.

(3) 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. The said market price is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand not less than 7 consecutive business days but not exceeding 15 consecutive business days before the offering periods according to the board of directors or the person assigned by the board of directors will determine under the Notification No. TorJor. 28/2565.

(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:

(a) 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

(b) 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

(c) 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.

(5) The Company's action in the case that there are fractions of shares remaining

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.

2.2 General Mandate

Allotted to	Number of shares	Percentage of Paid-Up Capital	Remarks
Right Offering	Not exceeding 145,500,000	Not exceeding 30%	1. Percentage of the paid-up capital as at 7 November 2025, being the date on which the Board of Directors resolved to increase the registered capital under the General Mandate. 2. Such capital increase under the General Mandate must be completed by the date of the next Annual General Meeting of Shareholders.

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. 2/2025 on Monday, 15 December 2025, at 13.00 hrs. via electronic means at the Company's head office, located at No. 89

AIA Capital Center, 9th Floor, Unit 901, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District's, Bangkok 10400

☑ determining the names of shareholders who are entitled to attend the Meeting of Shareholders on Monday, 24 November 2025 (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 as listed securities on the SET.

5. **Objectives of the capital increase and plans for utilizing the increased capital from the newly issued ordinary shares offered to Private Placement**

5.1 The increase of capital to Private Placement, the Company can raise its capital in the total amount of THB 225,000,000. The objectives of the capital increase and plans for utilizing the increased capital are as follows:

Objectives and Utilization Plans	Amount	Period of Utilization
Funds from Capital Increase to the Private Placement		
1. To pay as a consideration for acquiring the ordinary shares in Namsap Laboratories	THB 225,000,000	Within December 2025

Objectives and Utilization Plans	Amount	Period of Utilization
Trading Co., Ltd. (**"NSLT"**) which holds 99.9997 percent of the shares in Namsap Laboratories (Thailand) Co., Ltd. **("NSL")** in substitute for cash, representing 75 percent of the total issued and paid-up shares of NSLT Business Nature NSLT operates as a holding company, NSL is engaged in the business of manufacturing cosmetics. Opportunity to generate income for the Company 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. The Company may utilize NSL as the manufacturer of cosmetic products for the Company's subsidiaries 3. Expanding the Company's markets and customers base, including reaching new customer groups. 4. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services. Expected impact on the Company in case the Project is not successful 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		

Objectives and Utilization Plans	Amount	Period of Utilization
the Company and its shareholders in the long term. Risk of operating the Project 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 2. Effects of the continued economic slowdown in the country		

Remark:

1. The utilization plan may be changed subject to the conditions precedent under the entire business transfer agreement in relation to NSLT or such conditions have been waived or released by the relevant parties, including any actions to complete the transaction to purchase ordinary shares of NSLT 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 3)

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 NSLT 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. 2/2025.

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. 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 NSLT 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 The issuance of newly issued ordinary shares under a General Mandate will enhance the liquidity of the Company and/or its subsidiaries for their current business operations, as well

as reduce the burden of debt, interest expenses, and costs arising from borrowings from financial institutions.

7.3 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).

7.4 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:

8.2 Information Memorandum on the Acquisition of Assets related to the Share Purchase Transaction of Ordinary Shares of Namsap Labotories Trading Co., Ltd. (Enclosure 1)

8.3 Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (Enclosure 3)

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. 10/2025	7 November 2025
2	Determination of the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date)	24 November 2025
3	The Extraordinary General Meeting of Shareholders No. 2/2025	15 December 2025
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

No	Procedure	Date/ Month/ Year
		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 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 said market price is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand not less than 7 consecutive business days, but not exceeding 15 consecutive business days before the offering periods according to the board of directors or the person assigned by the board of directors will determine under the Notification No. TorJor. 28/2565.
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

Enclosure 2

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

Sincerely yours,

(Mr. Pannawit Chottechathammanee)

The Chief Executive Officer

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

As the Board of Directors' Meeting of Origin Global Empire Public Company Limited (the "**Company**") No. 10/2025 held on 7 November 2025 resolved to approve the issuance and allocation of the newly issued ordinary shares of the Company in the amount of 150,000,000 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 1.50 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 150,000,000 shares with the par value of THB 0.50 per share to offer for sale to the private placement to Namsap Laboratories Holding Co., Ltd. ("**NSLH**") by determining the offering price of shares clearly at the purchase price of THB 1.50 per share, totaling THB 225,000,000 which is not 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 December 2025.
Issuer of the share	Origin Global Empire 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	Namsap Laboratories Holding Co., Ltd.	150,000,000	

After the completion of the liquidation process of NSLH, the shareholders of NSLH shall become direct shareholders of the Company in the following proportions (collectively, the **"Investors"**).

No.	Persons being allocated the newly issued shares	Number of Allocated shares (Shares)	Percent
1	Mrs.Supannee Wisanumahimachai	53,000,000	8.35
2	Ms. Pornpatcha Luewongworakul	50,000,000	7.87
3	Ms. Pannee Phetcharat	30,000,000	4.72
4.	The Naga First Partner Co., Ltd.	17,000,000	2.68
	Total	**150,000,000**	**23.62**

In this regard, there is no 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 (and as amended). and they are not a person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended). In addition, they do not have a relationship with the directors or executives of the Company that is considered to be a person acting together (Concert Party) or be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (including additional amendments).

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. Pornpatcha will continue to perform duties as a director of NSLT and NSL.

Furthermore, the shareholders of NSLT, NSL, NSLH have not entered into the shareholder agreement or other agreements of the same nature.

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 150,000,000 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 1.50 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 16 October 2025 to 6 November 2025, at THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com.)

Given that the offering price results from negotiation between the Investors and the Company, the Board of Directors' Meeting considered it is appropriate to determine the offering price at THB 1.50 The details of the weighted average price calculation are as follows:

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
1	16 october 2568	23,109,702	35,573,798
2	17 october 2568	10,016,442	14,955,904
3	20 october 2568	28,500,332	44,558,183
4	21 october 2568	23,562,000	36,239,297
5	22 october 2568	8,201,902	12,658,139
6	24 october 2568	60,138,685	95,359,611
7	27 october 2568	26,792,393	42,564,880
8	28 october 2568	18,520,001	29,578,549
9	29 october 2568	11,932,454	19,065,234
10	30 october 2568	18,133,919	28,606,561
11	31 october 2568	8,834,601	14,048,437
12	3 october 2568	66,885,446	117,332,004
13	4 october 2568	56,530,432	100,700,830
14	5 october 2568	14,199,554	24,693,205
15	6 october 2568	10,783,019	18,792,285
Total		**386,140,882**	**634,726,917**
Weighted average market price for 15 business days (THB/share)			**1.64**

No.	Date	Share Trading Volume (Shares)	Share Trading Value (THB)
90 percent of weighted average market price for 15 business days (THB/share)			**1.48**

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 1.50 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 16 October 2025 to 6 November 2025, at a price of THB 1.64 per share. (Information is retrieved from SETSMART at www.setsmart.com.)

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 said market price is calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand not less than 7 consecutive business days, but not exceeding 15 consecutive business days before the offering periods according to the board of directors or the person assigned by the board of directors will determine under the Notification No. TorJor. 28/2565.

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 to the private placement to NSLH, whereby is not the connected party to the Company, in the amount of 150,000,000 shares, with a par value of THB

0.50 or equivalent to 23.62 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 1.50 per share, totaling THB 225,000,000 as consideration to pay in return for the purchase of NSLT's shares (the "**Newly Issued Shares for Purchase of NSLT's Shares**"). The details are as follows:

No.	Persons being allocated the newly issued shares	Number of Allocated shares	Relationship with the Company
1	Namsap Laboratories Holding Co., Ltd. ("**NSLH**")	150,000,000	Does not have any kind of relationship with the Company and is not the connected party to the Company. Its director and major shareholder is Ms. Pornpatcha Luewongworakul who holds 33.33 percent of the total issued and paid-up shares of NSLH, Ms. Pornpatcha Luewongworakul holds shares both directly and indirectly being equivalent to 25 of the total issued and paid-up shares of NSLT (as of 7 November 2025). NSLH will hold 23.62 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.

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 NSLT'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
NSLH	150,000,000	1.50	225,000,000	-	23.62

3.2 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 5 November 2568)			After the capital increase to the private placement		
	Name	Number of Shares	Percentage (%)	Name	Number of Shares	Percentage (%)
1	Mr. Krasuang Jarusira	61,163,000	12.611	Mr. Krasuang Jarusira	61,163,000.00	9.632
2	Mrs. Prapai Wongmakes	30,000,000	6.186	Mrs.Supannee Wisanumahimachai	53,000,000.00	8.346
3	Ms. Ketsarin Chatsunthorn	29,543,500	6.091	Ms. Pornpatcha Luewongworakul	50,000,000.00	7.874
4	Ms. Pattamavadee Chumsang	29,400,000	6.062	Ms. Pannee Phetcharat	30,000,000.00	4.724
5	Mr. Pannawit Chottechathammanee	19,663,942	4.054	Mrs. Prapai Wongmakes	30,000,000.00	4.724
6	Mr. Thaksin Tantipaijit	15,439,900	3.183	Ms. Ketsarin Chatsunthorn	29,543,500.00	4.653
7	Mr. Thawatchai Jirawataungkana	12,811,500	2.642	Ms. Pattamavadee Chumsang	29,400,000.00	4.630
8	Ms. Warunee Charoenchang	11,435,000	2.358	Mr. Pannawit Chottechathammanee	19,663,942.00	3.097
9	Ms. Darin Buranaphongwatana	11,008,200	2.270	The Naga First Partner Co., Ltd..	17,000,000.00	2.677
10	Mr. Saruj Panasakulkan	11,000,000	2.268	Mr. Thaksin Tantipaijit	15,439,900.00	2.431

4. Policies for Representation and Management

4.1 Representation Policy

(1) Currently, the Board of Directors of NSLT consists of 1 member is Ms. Pornpatcha Luewongworakul, which after the transaction is completed, the company will propose 2 representatives to fill the positions of directors in NSLT. As a result, the board of directors of NSLT will consist of a total of 3 members.

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.. Pannawit Chottechathammanee, 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 NSLT's Shares

1) Namsap Laboratories Holding Co., Ltd. **("NSLH")**

Type of Business	Investment in other companies
Address	No.92/5, 2nd Floor, Sathorn Thani 2 Building, Sathorn Nuea Road, Silom Sub-district, Bangrak District, Bangkok 10500
Incorporation Date	5 November 2025
List of shareholders as of 7 November 2025	1. Mrs. Supannee Wisanumahimachai (holding 35.33% of shares) 2. Ms. Pornpatcha Luewongworakul (holding 33.33% of shares) 3. Ms. Pannee Phetcharat (holding 20.00% of shares) 4. The Naga First Partner Co., Ltd. (holding 11.33% of shares)
List of directors	1. Ms. Pornpatcha
Relationship with the Company	- Its director and major shareholder is Ms. Pornpatcha who holds 33.33 percent of the total issued and paid-up shares of NSLH. Ms. Pornpatcha holds shares both directly and indirectly being equivalent to 25 of the total issued and paid-up shares of NSLT (as of 7 November 2025). NSLH will hold 23.62 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.

	- They do not have any relationship with any director or executive of the Company that would constitute acting in concert (Concert Party) and is not a person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).
Relationship with other Investors	- There is 1 investor, Ms. Pornpatcha, a director and major shareholder. - There is no relationship with other Investors to be a person acting together (Concert Party) - There is no relationship with other investors that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (and as amended).

In this regard, NSLH does not have any debts and only has the ordinary shares of NSLT. Additionally, NSLH does not hold any ordinary shares in other companies. After the completion of the EBT, NSLH will further proceed with the dissolution and the liquidation process afterward which is expected to be completed by the year 2026. In addition, the shareholders of NSLH will become the direct shareholders of the Company **("Investor")** Information of NSLH's shareholders as of 7 November 2025 is as follows :

1.1 Mrs. Supannee Wisanumahimachai

Address	No. 1311/2 Moo 10 Nakhonsawantok Sub-district, Mueang Nakhon Sawan District, Nakhon Sawan
Occupation	Businessman
Experience	Personal business
Relationship with the Company	- There is no relationship with the Company and is not a connected person with the Company. - There is no relationship with any director or executive of the Company that would constitute acting in concert (Concert Party), and is not person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).
Relationship with other Investors	- There is no relationship with other Investors to be a person acting together (Concert Party) - There is no relationship with other Investors that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (and as amended)

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. Pornpatcha Luewongworakul

Address	No. 55/156 Sukha Phiban 5 Road, Khlong Thanon Sub-district, Saimai District, Bangkok
Occupation	Businessman
Experience	Personal business
Relationship with the Company	- There is no relationship with the Company and is not a connected person with the Company. - There is no relationship with any director or executive of the Company that would constitute acting in concert (Concert Party), and is not person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).
Relationship with other Investors	- A director and major shareholder of NSLH - There is no relationship with other Investors to be a person acting together (Concert Party) - There is no relationship with other Investors that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (and as amended)
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 Ms. Pannee Phetcharat

Address	No. 223/170 Wat Amphawa Alley, Ban Chang Lo Sub-district, Bangkok Noi District, Bangkok

Occupation	Businessman
Experience	Personal business
Relationship with the Company	- There is no relationship with the Company and is not a connected person with the Company. - There is no relationship with any director or executive of the Company that would constitute acting in concert (Concert Party), and is not person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).
Relationship with other Investors	-There is no relationship with other Investors to be a person acting together (Concert Party) - There is no relationship with other Investors that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (and as amended)
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.

1.4 The Naga First Partner Co., Ltd.

Type of Business	Investment in other companies
Address	No. 1693 Central Ladphrao office tower, (OF1214 Room, 12th floor), Phahonyotin Road, Chatuchak sub-district, Chatuchak district, Bangkok
Incorporation Date	8 January 2019
List of shareholders as of 7 November 2025	1. Naga First Partner Pte. Ltd. (holding 49.50% of shares) (Company registered in Singapore, 100 percent of whose shares are held by Mr. Warot Norkaew) 2. Mr. Warot Norkaew (holding 49.50% of shares) 3. Mr. Wara Norkaew (holding 0.50% of shares) 4. Mrs. Sriphen Norkaew (holding 0.50% of shares)
List of directors	1. Mr. Warot Norkaew
Relationship with the Company	- There is no relationship with the Company and is not a connected person with the Company.

	- There is no relationship with any director or executive of the Company that would constitute acting in concert (Concert Party), and is not person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).
Relationship with other Investors	- There is no relationship with other Investors to be a person acting together (Concert Party) - There is no relationship with other Investors that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535. (and as amended)

There are no 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 (and as amended). and they are not a person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended). In addition, none of the Investors have any relationship with any director or executive of the Company that would constitute acting in concert (Concert Party) or a person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended).

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.

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. Pornpatcha will continue to perform duties as a director of NSLT and NSL

Furthermore, the shareholders of NSLT, NSL and NSLH have not entered into the shareholder agreement or other agreements of the same nature.

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 THB 225,000,000. The objectives of the capital increase and plans for utilizing the increased capital are as follows:

Objectives and Utilization Plans	Amount	Period of Utilization
1. To pay as a consideration for acquiring the ordinary shares in Namsap Laboratories Trading Co., Ltd. (**"NSLT"**), which holds 99.9997 percent of the shares in Namsap Laboratories (Thailand) Co., Ltd. ("**NSL**") in substitute for cash, representing 75 percent of the total issued and paid-up shares of NSLT Business Nature NSLT operates as a holding company, and NSL is engaged in the business of manufacturing cosmetics. Opportunity to generate income for the Company 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. The Company may utilize NSL as the manufacturer of cosmetic products for the Company's subsidiaries 3. Expanding the Company's markets and customers base, including reaching new customer groups. 4. Enhancing competitive capabilities and access to new resources and technologies enables the company to develop new products or services.	THB 225,000,000	Within December 2025

Objectives and Utilization Plans	Amount	Period of Utilization
Expected impact on the Company in case the Project is not successful 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. Risk of operating the Project 1. Changes in market demand, customer needs, or increased competition from other service providers may cause revenues or profits to not meet expectations. 2. Effects of the continued economic slowdown in the country		

The utilization plan may be changed subject to the conditions precedent under the entire business transfer agreement and share purchase agreement in relation to NSLT 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 NSLT 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 23.62 %, which be calculated as follows:

$$= \frac{\text{Number of voting rights of the new shareholders}}{\text{Number of Paid-up Shares + Number of voting rights of the new shareholders}}$$

$$= \frac{150,000,000}{485,000,000 + 150,000,000}$$

= 23.62 %

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:

$$= \frac{\text{Market Price before the Offering - Market Price after the Offering}}{\text{Market Price before the Offering}}$$

$$= \frac{1.64 - 1.61}{1.64}$$

= 1.83 %

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 16 October 2025 to 6 November 2025, at THB 1.64 per share.

Market Price after the Offering:

$$= \frac{\text{(Market Price before the Offering x Number of Paid-up Shares) + (Offering Price x Number of Shares Offered)}}{\text{Number of Paid-up Shares + Number of Shares Offered}}$$

$$= \frac{(1.64 \times 485{,}000{,}000) + (1.50 \times 150{,}000{,}000)}{485{,}000{,}000 + 150{,}000{,}000}$$

= THB 1.61 per share

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 23.62 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 NSLT, this 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 and reasonably 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 form 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 NSLT 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 NSLT 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 NSLT 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 NSLT, 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.

Furthermore, the Board of Directors of the Company has considered and examined the information of the Investors with caution. After careful consideration and selection of all Investors, the Board of Directors is of the opinion that the Investors have the qualifications and potential for investment and are ready to invest in the Company and can truly bring benefits to the Company. The Investors have financial stability and the capacity to support the Company's operations both in the short term and long term. Additionally, such Investors will be beneficial for the Company in investing into new businesses to enhance its competitiveness in the market.

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 specified 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 NSLT 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 NSLT 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 NSLT 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 16 October 2025 to 6 November 2025, at THB 1.64 per share. 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. TorJor. 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 under the criteria specified in the Invitation to the Extraordinary General Meeting of Shareholders, 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. Pannawit Chottechathammanee)

The Chief Executive Officer