

**Information Memorandum of Supreme Distribution Public Company Limited
on the Acquisition of Fixed Assets**

The Board of Directors' Meeting No. 6/2025 of Supreme Distribution Public Company Limited (the "**Company**"), held on 12 September 2025, resolved to propose to the shareholders' meeting for approval of the Company's acquisition of fixed assets to support participation in the bidding for the Computer Equipment Leasing Projects, which have already been announced for procurement, with a total investment value not exceeding Baht 1,300 million. The Board also resolved to propose to the shareholders' meeting for approval of the Company's acquisition of fixed assets to support participation in the bidding for the Computer Equipment Leasing Projects, which are currently in the stage of publishing a draft Terms of Reference ("TOR") for public hearing, with an additional investment value not exceeding Baht 3,200 million.

The additional investment budget has been established to ensure the Company's readiness for projects that the Company has preliminarily assessed to have potential for bidding. The clarity of the projects that are currently under public hearing will depend on the consideration and actions of the respective project-owning authorities. After the public hearing, the details (TOR) and conditions of the procurement may differ from the draft TOR currently available to the Company. The Company has therefore set the investment framework to accommodate possible scenarios, without any intention to provide misleading information or to affect the Company's securities price. The Company will disclose additional information should there be any material progress in the projects, in accordance with the relevant regulations.

In addition, as the Company is currently participating in the bidding process for announced procurement projects and is in negotiations with multiple potential vendors, the Board of Directors has considered the framework, terms, and timing with utmost care and prudence, taking into account all possible scenarios, including the least favorable outcomes. The Board resolved to propose to the Shareholders' Meeting for consideration and approval of the acquisition of assets. However, the Company is currently unable to disclose the framework, terms, and timing, as doing so would adversely affect the Company's negotiating position and bargaining power and may undermine the Company's ability to achieve its business objectives. Disclosure could reveal the status of negotiations to the other parties, potentially reducing the Company's bargaining power compared to a situation where such information is not disclosed. The Company will disclose details regarding the framework, terms, and timing once the negotiations are more definite. Such disclosure will be made at the latest concurrently with the issuance of the invitation to the Extraordinary General Meeting of Shareholders No. 1/2025. For the avoidance of doubt, each of the vendors is not a connected person of the Company.

If the Company is announced as the successful bidder for the project, such transaction will constitute an acquisition of assets under the Notification of the Securities and Exchange Commission No. TorJor. 20/2008 Re: Criteria for Transactions of a Significant Nature Constituting the Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments), and the Notification of the Stock Exchange of Thailand Re: Disclosure and Practices of Listed Companies on the Acquisition or Disposal of Assets B.E. 2004, dated 29 October 2004 (including amendments) (collectively referred to as the "**Acquisition or Disposal of Assets Notifications**"), when considering the size of such transaction by means of calculation according to various criteria under the Notification on Acquisition or Disposal of Assets the highest transaction size equal to 366.11 percent based on the total value of consideration criterion calculated from the Company's reviewed financial statements as of 30 June 2025.

The Company has no acquisition of assets during the past six months that needs to be included in the calculation of this transaction. Therefore, the highest aggregate size of the transaction remains at 366.11 percent of the total consideration under the relevant calculation criteria. This transaction is classified as

a Type 4 transaction, or an indirect listing (Backdoor Listing), which refers to a transaction with a value equal to or exceeding 100 percent under the Notification on Acquisition or Disposal of Assets. However, this transaction falls under the exemption criteria for submitting an application for consideration of new securities according to Clause 24 of the Notification of the Securities and Exchange Commission Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 (as amended). Accordingly, the Company is required to obtain approval from the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote, excluding the votes of shareholders with vested interests. The Company will also appoint an Independent Financial Advisor (IFA) who has been approved by the Securities and Exchange Commission ("SEC").

The Board of Directors has therefore appointed Trinity Securities Co., Ltd. as the Company's Independent Financial Advisor (IFA) and scheduled the Extraordinary General Meeting of Shareholders No. 1/2025 on Wednesday, 22 October 2025, at 2:00 p.m.

For the avoidance of doubt, the transaction does not constitute a connected transaction under the Notification of the Securities and Exchange Commission No. TorJor. 21/2008 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments), and the Notification of the Stock Exchange of Thailand Re: Disclosure and Practices of Listed Companies in Connected Transactions B.E. 2003, dated 19 November 2003 (including amendments) (collectively referred to as the "**Connected Transactions Notifications**").

Accordingly, the Company hereby discloses information regarding the acquisition of assets under the Acquisition or Disposal of Assets Notifications to the Stock Exchange of Thailand, with details as follows:

1. Date, Month and Year of the Transaction

The transaction is expected to be completed following the approval of the Company's acquisition of fixed assets by the Extraordinary General Meeting of Shareholders No. 1/2025, and upon the fulfillment of all applicable conditions, if any. The Company anticipates that the transaction will be completed in the fourth quarter of 2025.

2. Parties and Relationships with the Listed Company

Project Owner	:	Government Clients As the Company is currently participating in the bidding process for announced procurement projects, and in order to maximize the benefits from the transaction, the Company is unable to disclose the details of the clients at this stage.
Computer Equipment Vendors	:	As the Company is still in negotiations with multiple potential vendors to maximize the benefits from the transaction, it is currently unable to disclose the details of the vendors. Disclosure of such information at this stage would adversely affect the Company's negotiating position and bargaining power and may undermine the Company's ability to achieve its business objectives. The Company will immediately disclose such details to shareholders via the information disclosure system of the Stock Exchange of Thailand once the agreement has been executed, which is expected within December 2025.
Relationship with the Company	:	None of the vendors is related to the Company, and none is a connected person under the Connected Transactions Notifications.

3. General Information, Category and Size of the Transaction

3.1 General Information of the Transaction

The Computer Equipment Leasing Projects, including support and maintenance services, will be offered under a long-term lease agreement for a period of five (5) years, along with comprehensive after-sales services, as follows:

Project Owner	:	Government Clients As the Company is currently participating in the bidding process for announced procurement projects, and in order to maximize the benefits from the transaction, the Company is unable to disclose the details of the clients at this stage.
Computer Equipment Vendors	:	As the Company is still in negotiations with multiple potential vendors to maximize the benefits from the transaction, it is currently unable to disclose the details of the vendors. Disclosure of such information at this stage would adversely affect the Company's negotiating position and bargaining power and may undermine the Company's ability to achieve its business objectives. The Company will immediately disclose such details to shareholders via the information disclosure system of the Stock Exchange of Thailand once the agreement has been executed, which is expected within December 2025.
Assets to be transacted	:	Computer Equipment
Consideration Value of the Transaction	:	As the Company is currently participating in the bidding process for announced procurement projects and is in negotiations with multiple potential vendors, it is unable to disclose the exact total consideration at this stage. However, the Company estimates that the total value of the assets to be invested for the projects announced for procurement as of 12 September 2025 will not exceed Baht 1,300 million. It is expected that government clients will gradually announce additional procurement projects following the public hearing. The Company plans to participate in these additional bids with an investment value not exceeding Baht 3,200 million, resulting in a total estimated asset value of not more than Baht 4,500 million. The Company will immediately disclose such details to shareholders via the information disclosure system of the Stock Exchange of Thailand once the agreement has been executed, which is expected within December 2025.

3.2 Category and Size of the Transaction

The transaction constitutes an acquisition of assets. Based on the calculation of the transaction size using the reviewed financial statements of the Company as of 30 June 2025, the highest transaction size of the acquisition would be 366.11 percent according to the total consideration value criterion.

$$\begin{aligned}\text{Transaction Size} &= \text{Total Consideration} \times 100 / \text{Total Assets of the Company} \\ &= (1,300,000,000 + 3,200,000,000) \times 100 / 1,229,142,572 \\ &= 366.11 \text{ percent}\end{aligned}$$

However, the Company has not conducted any acquisition of assets during the past six months that needs to be included in the calculation of the transaction size. Therefore, the highest aggregated transaction size remains at 366.11 percent based on the total consideration criterion. Accordingly, the transaction is classified as a Type 4 transaction, or an indirect listing (Backdoor Listing), meaning a

transaction with a value equal to or exceeding 100 percent under the Acquisition or Disposal of Assets Notifications.

As a result, the Company is required to undertake the following actions:

1. To prepare and disclose reports and information regarding the transaction in accordance with the Acquisition or Disposal of Assets Notifications to the Stock Exchange of Thailand (“SET”) immediately after the completion of the acquisition or disposal of assets.
2. To appoint an Independent Financial Advisor (IFA), approved by the Securities and Exchange Commission (“SEC”), to provide opinions on the acquisition of assets in this transaction, and submit such opinions to the SEC, the SET, and the Company’s shareholders.
3. To hold a shareholders’ meeting to consider and approve the transaction, which must be approved by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders with an interest in the transaction.
4. To submit an application for approval of new listing (Relisting) to the SET, as the transaction size exceeds 100 percent under the Acquisition or Disposal of Assets Notifications. However, this transaction falls under the exemption criteria for submitting an application for consideration of new securities according to Clause 24 of the Notification of the Securities and Exchange Commission Re: Disclosure and Practices of Listed Companies in Acquisition or Disposal of Assets B.E. 2004 (including amendments) and therefore is not required to submit a new listing application. Details are as follows:

A. The acquired business has similar or complementary characteristics to the Company’s existing business

This transaction involves the acquisition of fixed assets for use in the Company’s operations. The Company operates in the information technology (IT) and communication business, acting as a system integrator by designing, installing, and distributing IT systems and network solutions, as well as providing repair, maintenance, and equipment leasing services. Accordingly, the acquisition of fixed assets, namely computer equipment, is considered complementary to the Company’s existing core business.

B. The listed company has no policy to make material changes to its core business

The Company is committed to being a provider of modern and reliable information technology (IT) products and services. It continues to focus on delivering high-quality products and services through skilled and competent personnel, designing and implementing systems in accordance with customer requirements. The Company continuously and consistently improves quality to achieve the highest level of customer satisfaction, and is committed to being a leading IT solutions provider in Thailand. This transaction is undertaken in line with the Company’s vision, objectives, and business expansion strategy. Following this acquisition, the Company has no intention of making any material changes to its core business.

C. The group of listed companies resulting from the acquisition of assets qualifies for listing on the Stock Exchange of Thailand (SET)

This transaction involves the acquisition of fixed assets used in the Company’s operations. The acquisition is expected to benefit the Company in terms of business growth, expansion, and recurring revenue from government agencies, thereby providing stable long-term returns and enhancing the Company’s strength. Following the completion of the transaction, the Company fully meets the qualifications and is suitable to maintain its status as a listed company on the SET, as follows: (a) The directors, executives, and

controlling persons of the Company possess the required qualifications and are free from prohibited characteristics or any traits that would indicate unsuitability or lack of trustworthiness to manage a company with public shareholders. (b) The Company has established an effective corporate governance system, including independent directors and an audit committee with appropriate composition and qualifications as required. (c) The Company has an auditor approved by the SEC. (d) The Company has implemented a sufficient and appropriate internal control system. (e) The Company has no conflicts of interest. (f) The Company has achieved adequate minority shareholding distribution. (g) The Company has established a provident fund in accordance with the Provident Fund Act.

D. There is no significant changes in the board of directors or controlling shareholders of the listed company

Following the completion of the acquisition of assets, the Company will not make any changes to its board of directors as a result of this transaction. In addition, there will be no changes to the structure of major shareholders or controlling shareholders attributable to this asset acquisition.

4. Details or the Disposed Assets

Type of Asset	Computer Equipment
Asset Details	Computer equipment and maintenance services, offered under a long-term lease arrangement for five (5) years, including comprehensive after-sales services.

5. Total Value of Consideration and Payment Terms

As the Company is currently participating in the bidding process for announced procurement projects and is also in negotiations with multiple potential sellers, it is not yet possible to disclose the exact total value. However, the Company estimates that the total value of assets to be invested in projects announced as of 12 September 2025 will not exceed Baht 1,300 million. It is expected that government clients will gradually announce additional procurement projects following the public hearing. The Company plans to participate in these additional bids with an investment value not exceeding Baht 3,200 million, resulting in a total estimated asset value of not more than Baht 4,500 million. The Company will immediately disclose such details to shareholders via the information disclosure system of the Stock Exchange of Thailand once the agreement has been executed, which is expected within December 2025.

For this transaction, the Company will pay the consideration for the assets in cash.

6. Criteria for Determining the Value of Consideration

The consideration is based on the reference value derived from the terms and conditions specified in the Terms of Reference (TOR) of the procurement project, taking into account the proposals from the sellers and the negotiations between the Company and each seller, while also considering the benefits to be obtained by the Company.

7. Expected Benefits to the Company

The Company expects that the transaction will provide the following benefits:

1. The projects are expected to generate recurring revenue for the Company.
2. It will provide stable long-term returns, strengthen the Company's position, and involve low risk, as the customers are government agencies with an approved and certain budget.
3. It presents an opportunity to enhance the Company's credibility and reputation.

8. Sources of Funds

1. Proceeds from the initial public offering (IPO) of the Company's common shares.
2. Borrowings from domestic financial institutions.
3. The Company's working capital.
4. Revenue generated from operations of the projects undertaken.

The primary source of funds used for the operation is loans from domestic financial institutions.

9. Connected Persons and/or Interested Shareholders Are Not Entitled to Vote

-None –

10. Potential Risks Arising from the Transaction

1) Risk from Uncertainty of Bid Results and Changes in the TOR

As the government computer equipment leasing projects are still in the bidding process, the Company faces the risk of uncertainty regarding the bidding outcomes. Should the Company fail to win the bids, it would be unable to proceed with the acquisition and implement the projects as planned.

Furthermore, certain projects are currently in the stage of publishing a draft Terms of Reference (TOR). If objections or complaints arise during this period, it may lead to modifications of the TOR, including requirements, types, quantities, or standards of equipment to be procured, as well as installation, maintenance, and after-sales service procedures. Such changes could increase investment costs or affect project schedules, requiring the Company to adjust its investment plans and project execution accordingly. In cases of severe opposition or formal complaints during the public hearing, projects may be canceled or delayed. Nevertheless, the Company will proceed with the acquisition of assets only upon being officially declared the winning bidder.

2) Risk from Liquidity and Cash Flow Timing

The acquisition of computer equipment constitutes a high-value fixed asset investment, requiring substantial capital. In the initial phase of the project, the Company will need to make continuous repayments of loans and related interest under the terms set by financial institutions, while rental income will be recognized in quarterly installments over the five-year lease term. This creates a timing difference between cash inflows and outflows, which may impact on the Company's liquidity. Additionally, the Debt-to-Equity (D/E) ratio may increase significantly due to the high proportion of borrowings relative to the Company's equity. There is also a risk that the Debt Service Coverage Ratio (DSCR) could fall below the financial covenants required by lenders if operating cash flows are insufficient to cover interest and principal payments on schedule, potentially affecting the Company's ability to incur additional debt to support future projects.

3) Risk Relating to the Company's Readiness to Implement the Project

Given the large scale of the project and the fact that it comprises multiple sub-projects under a single overarching framework with a high aggregate contract value, as well as similar implementation and delivery timelines for each sub-project, there is a risk concerning the Company's readiness to procure computer equipment in the required quantity, specifications, and within the stipulated schedule. There is also potential risk regarding the adequacy of logistics arrangements for equipment delivery, as well as the availability of personnel responsible for installation, maintenance, and support services throughout the contract term.

Nevertheless, the Company has prepared contingency and implementation plans covering various aspects, including the selection and management of equipment vendors, logistics planning for delivery, and human resource planning and allocation. These measures are expected to mitigate operational risks and support the Company's ability to carry out the project in alignment with the timelines and requirements prescribed by the relevant government agencies to an appropriate extent.

4) Risk from Political Uncertainty and Changes in Government Policy

As the counterparty of the projects is a government agency under long -term lease contracts, there are risks related to political stability, particularly in the event of a government change before contract execution. Such changes could lead to policy adjustments, reprioritization of projects, or fluctuations in annual budget allocations depending on economic conditions and fiscal policies. These changes may result in reconsideration of project necessity, and high-value projects could be reviewed, delayed, or canceled if they do not align with the direction of the new administration. Nevertheless, once the government has entered into binding contracts with counterparties, the committed budget cannot be reallocated to other projects.

11. Opinion of the Board of Directors on the Transaction

The Board of Directors' Meeting No. 6/2025 held on 12 September 2025, the Board reviewed the details of the transaction and expressed the opinion that the acquisition of assets, which involves leasing computer equipment to government agencies, will provide benefits to the Company and is considered worthwhile in terms of returns for both the Company and its shareholders.

12. Opinions of the Audit Committee and/or Directors Differing from the Board of Directors' Opinion under Item 10

-None-

13. Other Information

-None-

The Board of Directors hereby certifies that the information contained in this disclosure is accurate, complete, and not false, and does not omit any material information that should be disclosed.

Please be informed accordingly.

Sincerely yours,



(Mr. Panuwat Khantamoleekul)
Chief Executive Officer