



TPCS PUBLIC COMPANY LIMITED
 489 Rama 3 Rd., Bang Khlo, Bang Kho Laem, Bangkok 10120
 Tel. +66 2294 0071 <http://www.tpcsplc.com> Email : tpcs@tpcsplc.com

- Translation -

Lor khor. 15/2569

29 June 2026

Subject: Approval for a subsidiary to waive its right to subscribe to the newly issued ordinary shares of Kaneko Hannosuke (Thailand) Co., Ltd., proportionate to its shareholding to a connected person

To: President of the Stock Exchange of Thailand

The Board of Directors' Meeting of TPCS Public Company Limited No. 3/2569, held on June 29, 2026, resolved to approve TPCX Co., Ltd. (a subsidiary) to waive its right to subscribe to the newly issued ordinary shares of Kaneko Hannosuke (Thailand) Co., Ltd., proportionate to its shareholding to Saha Osha Co., Ltd., which is a connected person. The waiver involves 34,200 shares at the offering price of 100 Baht per share, totaling 3,420,000 Baht. The details are as follows:

1. Date of Transaction : Within June 2026.
2. Connected Persons
 - Waiving Party : TPCX Co., Ltd. (TPCX)
 - Buyer : Saha Osha Co., Ltd.
3. Details of Connected Persons and Relationship : TPCX Co., Ltd. is a subsidiary of TPCS Public Company Limited. ("TPCS"). Saha Osha Co., Ltd. is a subsidiary of Saha Pathana Inter-Holding Public Company Limited ("SPI"). SPI is a major shareholder of TPCS, holding 21.91%.
4. General Characteristics of the Transaction : Kaneko Hannosuke (Thailand) Co., Ltd. resolved to increase its registered capital from the original 20 million Baht by an additional 18 million Baht, resulting in a new registered capital of 38 million Baht. This will be achieved by issuing 180,000 newly issued ordinary shares offered to existing shareholders at a price of 100 Baht per share.
 TPCX, as an existing shareholder holding 19%, is entitled to subscribe to the newly issued ordinary shares proportionate to its shareholding in the amount of 34,200 shares, equivalent to 3,420,000 Baht, and wishes to waive its right to subscribe to such newly issued shares.
 Saha Osha Co., Ltd., an existing shareholder of Kaneko Hannosuke (Thailand) Co., Ltd., will purchase the remaining newly issued shares from this allocation. As Saha Osha Co., Ltd. is a connected person, this is considered a connected transaction under the category of assets or services.



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5. Objective of the Transaction : To utilize liquidity for the core business operations of TPCX.

6. Details of the Waived Securities

- Issuing Company : Kaneko Hannosuke (Thailand) Co., Ltd.
- Type of Business : Restaurants.
- Issued and Paid-up Capital : 20,000,000 Baht, divided into 200,000 ordinary shares with a par value of 100 Baht per share.
- Book Value : 127.41 Baht per share. (as of December 31, 2025)
- Newly Issued Share Price : 100 Baht per share.
- Waived Amount : 3,420,000 Baht.
- Shareholding Proportion before Waiver : 38,000 shares, equivalent to 19%
- Shareholding Proportion after Waiver : 38,000 shares, equivalent to 10%, which has no impact on operations.

7. General Characteristics of the Connected Transaction

- Transaction Type : Assets or services transaction.
- Transaction Size : The total value of related party transactions is 4,357,422 Baht (calculated by book value - higher value). This qualifies as a connected transaction of a listed company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, under the category of assets or services.
 The transaction size is greater than 1 million Baht but less than 20 million Baht, or greater than 0.03% but less than 3% of Net Tangible Assets (NTA), whichever is higher.
 The transaction size accounts for 0.16% of TPCS of NTA as of March 31, 2026; therefore, it requires approval from the Board of Directors and disclosure of information to the SET.

8. Criteria for Acquisition or Disposition of Assets

- Transaction Size : The maximum calculated criterion is the net operating profit criterion, which equals 0.68%. When combined with transactions over the past 6 months, the transaction size does not exceed 15% of total assets.
 Therefore, it is not required to disclose information under the rules for the acquisition or disposition of assets of listed companies.

9. Directors and persons with conflicts of interest who did not attend the meeting and had no right to vote in the meeting : None

10. Opinions of the Audit Committee and/or Directors that differ from the Board of Directors' opinion : None



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Please be informed accordingly.

Yours sincerely,

Miss Darunee Supo

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(Miss Darunee Supo)
Authorized Persons to Disclose Information

Corporate Secretary
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