

ARIN 002/2026

February 24, 2026

Subject: Resolution of the BOD's Meeting, The capital reduction and increase under the general mandate. The date scheduled for AGM 2026, Suspension of dividend payment

To: President
The Stock Exchange of Thailand

Enclosure: Capital Increase Report Form (F53-4)

The Board of Directors' Meeting of Arinsiri Land Public Company Limited (the "Company") has resolved in the meeting No.1/2026 held on February 24, 2026. The significant resolutions are as follows:

1. Agreed to propose to the shareholders' meeting to consider approve the appointment of the auditors from Karin Audit Company Limited for the year 2026 as follows: Mr. Supoj Mahantachaisakul CPA Registration No.12794 and/or Mr. Jadesada Hungsapruerk CPA Registration No.3759 and/or Ms. Netinan Trongtokan CPA Registration No.15065 and/or Ms. Kanwarat Saksriborworn CPA Registration No.13273 and/or Ms. Kannika Wiphanurat CPA Registration No.7305 and /or Mr. Pojana Asavasontichai CPA Registration No.4891 and/or Mr. Wichian Proongpanish CPA Registration No.5851 and/or Ms. Pasinee Wanklua Registration No15208 and/or And determine the remuneration of the auditors for the year 2026, the amount of 870,000 Baht.
2. Agreed to propose to the shareholders' meeting to consider and approve the financial statements of the Company for the year ended December 31, 2025. Which had been considered by the Audit Committee and audited by the certified public accountant.
3. Agreed to propose to the shareholders' Meeting to consider and approve of omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year ended December 31, 2025. Because the Company's operation loss.
4. Agreed to propose to the shareholders' Meeting to acknowledge 3 directors, whose term retired by rotation namely, 1. Mr. Viroon Iampijit, 2. Miss Wimonjit Arintamapong and 3. Mr. Kemchart Apisaksupar to re-elect the 3 directors to be the Company's directors for another term.
5. Agreed to propose to the shareholders' Meeting to consider and approve the remuneration of directors for the year 2026. The Board of Directors concurred with the recommendation proposed by the Nomination and Remuneration Committee which have been carefully considered Therefore proposed to the Annual General Meeting of the shareholders to approve the remuneration of the directors for the year 2026 in the amount not exceeding 1,500,000 Baht.

6. Agreed to propose to the shareholders' Meeting to consider and approve the reduction in the registered capital of the company under the general mandate from 480,000,000 Baht to 300,000,000 Baht. By cancellation 360,000,000 unissued shares, at the value of 0.50 Baht per shares, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction as follows:

“Article 4. Registered capital :	300,000,000	Baht	(Three hundred million baht)
Divided into :	600,000,000	Shares	(Six hundred million shares)
Value per share :	0.50	Baht	(Fifty satang)
Divided into			
Ordinary share :	600,000,000	Shares	(Six hundred million shares)
Preferred share :	-not exist-		

In this regard, the person entrusted by the Managing Director in registering the amendment of the Memorandum of Association of the Department of Business Development Ministry of Commerce has the power to cancelling the existing provision and replacing it or take any action to comply with the order of the registrar.

7. Agreed to propose to the shareholders' Meeting to consider and approve the increase in the registered capital of the company under the general mandate from 300,000,000 Baht to 480,000,000 Baht by issuing 360,000,000 new ordinary shares with a par value of 0.50 Baht per share, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital increase as follows:

“Article 4. Registered capital :	480,000,000	Baht	(Four hundred eighty million baht)
Divided into :	960,000,000	Shares	(Nine hundred sixty million shares)
Value per share :	0.50	Baht	(Fifty satang)
Divided into			
Ordinary share :	960,000,000	Shares	(Nine hundred sixty million shares)
Preferred share :	-not exist-		

In this regard, the person entrusted by the Managing Director in registering the amendment of the Memorandum of Association of the Department of Business Development Ministry of Commerce has the power to cancelling the existing provision and replacing it or take any action to comply with the order of the registrar.

8. Agreed to propose to the shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares of the company under the general mandate of not more than 360,000,000 shares with a par value of 0.50 Baht per share as follows:

Method 1: Allocation of not more than 180,000,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 30 percent of the paid-up capital, to offer to existing shareholders in proportion to their shareholding (Rights Offering).

Method 2: Allocation of not more than 120,000,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 20 percent of the paid-up capital, to offer to general public (Public Offering).

Method 3: Allocation of not more than 60,000,000 new ordinary shares with a par value of 0.50 Baht per share, equivalent to 10 percent of the paid-up capital, to offer to Private Placement.

By assigning the Board of Directors and /or persons assigned by the Board of Directors has the following powers

- 1) Consider the offering of newly issued ordinary shares at one time or many times. However, the allocation of newly issued ordinary shares according to Method 1, 2, 3 above, by one or many methods combined the additional paid-up capital must not exceed 30 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 180,000,000 shares. However, if the allocation under Method 2 and 3 the increase must not exceed 20 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 120,000,000 shares.
 - 2) Specify objectives, date and time of offering, offering price including details and conditions related to the allocation of ordinary shares. The above allotment of the new ordinary shares (a) must not be allotted to connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 regarding the rules for connected transactions 2008 and the Stock Exchange of Thailand in the subject of Disclosure of information and the practice of listed companies on connected transactions 2003 regarding the offering of shares to the public or to private placement. In determining the offering price of newly issued shares to the private placement must be the best price according to the market conditions during the offering of shares, which must not be less than 90 percent of the market price, according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to offer newly issued shares to private placement. In which the market price is the weighted average trading price of the ordinary shares of the company on the Market for Alternative Investment, not less than seven consecutive business days but not more than fifteen consecutive business days, before the first day of the company offering the newly issued shares to the private placement, and
 - 3) Negotiate, agreed to sign related documents and contracts, and take any other necessary actions appropriately in connection with the issuance and offering of the newly issued ordinary shares, including the registering of additional ordinary shares as listed securities on the Market for Alternative Investment. In this regard, the aforementioned allocation of newly issued ordinary shares must be completed within the date that the company holds the next annual general meeting of shareholders or within the date specified by law to have a regular shareholders' meeting in the following year, whichever comes first.
9. Approved to hold the Annual General Shareholder's Meeting 2026 on April 21, 2026 at 1.30 p.m., at Orchard Copper Room, Siam Mandarina Hotel, 99 Moo 6 Kingkaew Road, Rachatewa, Amphoe Bang Phli, Chang Wat Samut Prakan 10540
10. And The record date to the Annual General Shareholders who may attend the AGM 2026 is on March 13, 2026. The agenda for the annual general meeting of shareholders 2026:
- | | |
|----------|---|
| Agenda 1 | To Consider and approve the minutes of Extraordinary General Shareholder's Meeting 2025 |
| Agenda 2 | To Consider the performance of the company for the end of the account period, December 31, 2025 |
| Agenda 3 | To Consider and Approve the financial statements for the year 2025 ended December 31, 2025 |

- Agenda 4 To consider omitting the allocation of the net profit as legal reserve and approve omitting the dividend payment from the operating result of the year 2025
- Agenda 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation
- Agenda 6 To consider and approve the remuneration of directors for the year 2026
- Agenda 7 To consider and approve the appointment of External Auditors and Determination of Audit Fees for the year 2026
- Agenda 8 To consider and approve the reduction in the registered capital of the company under the general mandate from 480,000,000 Baht to 300,000,000 Baht. By cancellation 360,000,000 unissued shares, at the value of 0.50 Baht per shares, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction
- Agenda 9 To consider and approve the increase in the registered capital of the company under the general mandate from 300,000,000 Baht to 480,000,000 Baht by issuing 360,000,000 new ordinary shares with a par value of 0.50 Baht per share, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital increase
- Agenda 10 To consider and approve the allocation of newly issued ordinary shares of the company under the general mandate
- Agenda 11 Other issues (if any)

Please be informed accordingly

Yours Sincerely,

Miss Jittima Srisompote
Company Secretary

(F 53-4)

Capital Increase Report Form
Arinsiri Land Public Company Limited
February 24, 2026

Arinsiri Land Public Company Limited would like to report the resolution of the Board of Directors Meeting No.1/2026 held on February 24, 2026 regarding capital increase and the allocation of shares:

1. Reduction and increase of registered capital

The Board of Director's has a resolution to reduce the registered capital and increase the registered capital of the Company as follows:

1.1 Reduction of the Company's registered capital under the general mandate from 480,000,000 Baht to 300,000,000 Baht by cancellation 360,000,000 unissued shares, at the value of 0.50 Baht per shares

1.2 Increase of the Company's registered capital under the general mandate from 300,000,000 Baht to 480,000,000 Baht by issuing 360,000,000 new ordinary shares with a par value of 0.50 Baht per share as follow:

Capital increase	Type of share	Number of shares (shares)	Par Value (Baht/share)	Total (Baht million)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Preferred	- none -	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Preferred	360,000,000	0.50	180,000,000

2. Allotment of new shares

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of share (shares)	Ratio (Former: new)	Sale price (Baht/share)	Subscription and payment period	Note
- None -	-	-	-	-	-

2.2 General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital *	Note
Right Offering: RO	Ordinary share	Not more than 180,000,000	30	-
Public Offering: PO	Ordinary share	Not more than 120,000,000	20	
Private Placement: PP	Ordinary share	Not more than 60,000,000	10	

*Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

By assigning the Board of Directors and / or persons assigned by the Board of Directors has the following powers

- 1) Consider the offering of newly issued ordinary shares at one time or many times. However, the allocation of newly issued ordinary shares according to Method 1, 2, 3 above, by one or many methods combined the additional paid-up capital must not exceed 30 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 180,000,000 shares. However, if the allocation under Method 2 and 3 the increase must not exceed 20 percent of the paid-up capital on the date the board of directors has resolved to increase the capital or not more than 120,000,000 shares.
- 2) Specify objectives, date and time of offering, offering price including details and conditions related to the allocation of ordinary shares. The above allotment of the new ordinary shares (a) must not be allotted to connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 regarding the rules for connected transactions 2008 and the Stock Exchange of Thailand in the subject of Disclosure of information and the practice of listed companies on connected transactions 2003 regarding the offering of shares to the public or to private placement. In determining the offering price of newly issued shares to the private placement must be the best price according to the market conditions during the offering of shares, which must not be less than 90 percent of the market price, according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to offer newly issued shares to private placement. In which the market price is the weighted average trading price of the ordinary shares of the company on the Market for Alternative Investment, not less than seven consecutive business days but not more than fifteen consecutive business days, before the first day of the company offering the newly issued shares to the private placement, and
- 3) Negotiate, agreed to sign related documents and contracts, and take any other necessary actions appropriately in connection with the issuance and offering of the newly issued ordinary shares, including the registering of additional ordinary shares as listed securities on the Market for Alternative Investment. In this regard, the aforementioned allocation of newly issued ordinary shares must be completed within the date that the company holds the next annual general meeting of shareholders or within the date specified by law to have a regular shareholders' meeting in the following year, whichever comes first.

In this regard, the company shall completely allocation the newly issued shares either by the date of the next Annual General Meeting of Shareholders or by the date required by law to be fixed as the date of the next Annual General Meeting of Shareholders, whichever is the earlier.

3. Schedule for a General Meeting of Shareholders to approve the capital increase and share allotment

The 2026 Annual General Meeting of Shareholders set the date on April 21, 2026 at 1.30 p.m., at Orchard Copper Room, Siam Mandarin Hotel, 99 Moo 6 Kingkaew Road, Rachatewa, Amphoe Bang Phli, Chang Wat Samut Prakan 10540., and determine the list of shareholders entitled to attend the annual general meeting of shareholders (Record Date) on March 13, 2026

4. Request for the permission to reduce capital, increase capital and allotment newly issued ordinary shares to relevant governmental agency and conditions thereto (if any)

4.1 The Company is required to register the increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for the listing of such newly issued ordinary shares on the Market for Alternative Investment (mai).

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company shall issue the capital increases ordinary shares to increase liquidity and working capital to the Company. However, The Company has not set objective for to capital increase which might invest the Event business or new business.

6. Benefits that the Company will receive from the capital increase and allotment of newly issued ordinary shares

The capital increase will provide the Company with liquidity and working capital increase in order to expand the business potential as well as help the Company financially stronger. This will result in benefit to the Company and its shareholders in long term.

7. Benefits that shareholders will receive from the capital increase and allotment of newly issued ordinary shares

7.1 The Company has a policy to pay dividend approximately 40 percent of the net profits after tax and appropriation of relevant reserve funds as required by law, it depend on the economic situation, based on the standalone financial statement of the Company. In this regard, in declaring dividend, the Company will take into account the Company's cash flow, sufficiency of working capital, future investment plan, debt repayment obligations, terms and conditions of the contracts to which the Company is a party, limitation by law, and other factors as deemed necessary and appropriate in the future.

7.2 The subscribers of the Company's newly issued ordinary shares at this offering will be entitled to receive dividends declared by the Company upon the registration of their names as shareholders of the Company.

8. Other details necessary for shareholders to make decision on approving the capital increase and allotment of newly issued ordinary shares

- None-

9. Schedule of action where the Board of Directors of the Company has a resolution to reduce the capital, increase the capital and allotment of newly issued ordinary shares

Procedures	Period
Date of the Board of Directors' Meeting no.1/2026	February 24, 2026
The record date for the purpose of determining the eligible shareholders to attend the 2026 Annual General Meeting of Shareholders	March 13, 2026
The 2026 Annual General Meeting of Shareholders	April 21, 2026
Register the capital reduction and capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of Shareholders Meeting's resolution
Offer for sale of newly issued ordinary shares under the general mandate to Right Offering and/or Public Offering and/or Private Placement.	Within 12 months from the date of Shareholders Meeting's resolution

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

Signed.....Authorized Directors

(Miss Wimonjit Arintamong) (Mr. Kemchart Apisaksupa)

ARINSIRI
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