

**Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares
of Rayong Wire Industries Public Company Limited**

The Board of Directors' Meeting No. 7/2026 of Rayong Wire Industries Public Company Limited (the **"Company"**), held on September 16, 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital from the existing registered capital of THB 457,638,530.50 to the new registered capital of THB 610,103,360 by issuing 304,929,659 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares to a specific person through private placement. This offering of newly issued ordinary shares does not constitute a significant private placement of newly issued shares 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 (as amended) (the **"Notification No. TorJor. 28/2565"**).

In this regard, the Company has prepared information concerning the allocation of the newly issued ordinary shares that is material to the shareholders' decision-making, as follows:

1. Details of the offering of newly issued ordinary shares through private placement, method for determining the offering price and market price

1.1 General characteristics of the transaction

The Company will issue, offer and allocate not exceeding 304,929,659 newly issued ordinary shares with a par value of THB 0.50 per share to one specific person through private placement (the **"Investor"**) at a specified offering price of THB 0.20 per share, for a total offering value not exceeding THB 60,985,931.80. The key details are as follows:

Date of Transaction	The Company expects the subscription process for this capital increase to be completed within 2026.
Issuer and Offeror of Shares	Rayong Wire Industries Public Company Limited
Recipient of the Company's Newly Issued Ordinary Shares through Private Placement	One Investor, namely Brilliant Stones Trading Pte. Ltd., will be allocated not exceeding 304,929,659 newly issued ordinary shares. The Investor is not a connected person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Connected Transactions, dated December 19, 2025 (as amended).

1.2 Determination of the offering price, total value, and criteria used to determine the total value of the transaction

The Company will issue and offer not exceeding 304,929,659 newly issued ordinary shares with a par value of THB 0.50 per share to a specific person through private placement at the offering price of THB 0.20 per share, for a total offering value not exceeding THB 60,985,931.80. This does not constitute an offering of newly issued shares at a price lower than 90 percent of the market price under Notification No. TorJor. 28/2565. The “market price” is calculated based on the weighted average price of the Company’s ordinary shares traded on the Stock Exchange of Thailand (the “SET”) for 15 consecutive business days preceding the date on which the Board of Directors resolved to propose to the Shareholders’ Meeting the agenda item concerning approval of the offering of the newly issued ordinary shares to the Investor, being the period from August 26, 2026, to September 15, 2026, which is equal to THB 0.19 per share (source: SETSMART at www.setsmart.com).

The Board of Directors therefore deemed it appropriate to set the offering price at THB 0.20 per share, representing a premium to the market price of 5.26 percent. The offering price was determined through negotiations between the Investor and the Company, taking into consideration the market price. Details of the weighted average price calculation are as follows:

Date	Total Amount (Share)	Total Value (THB)	Average Price (THB/Share)
August 26, 2026	4,114,737	794,660	0.19
August 27, 2026	2,348,400	437,300	0.19
August 28, 2026	2,117,600	402,290	0.19
August 31, 2026	1,041,601	195,910	0.19
September 1, 2026	3,690,100	701,070	0.19
September 2, 2026	3,532,400	671,160	0.19
September 3, 2026	1,317,700	259,480	0.20
September 4, 2026	643,198	122,520	0.19
September 7, 2026	377,000	75,150	0.20
September 8, 2026	1,917,800	364,590	0.19
September 9, 2026	424,607	82,220	0.19
September 10, 2026	164,555	31,800	0.19
September 11, 2026	1,587,500	302,140	0.19
September 14, 2026	25,110	4,770	0.19
September 15, 2026	1,776,000	337,240	0.19

Date	Total Amount (Share)	Total Value (THB)	Average Price (THB/Share)
Weighted average price for 15 business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting			0.1907
90 percent of the weighted average price for 15 business days prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting			0.1716

As the offering price of the newly issued ordinary shares offered to a specific person through private placement on this occasion is not lower than 90 percent of the market price under Notification No. TorJor. 28/2565, the offered shares are not subject to a silent period. Accordingly, the Company is not required to prohibit the Investor receiving shares under this private placement from selling all such shares within the period prescribed under the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

However, the allocation of shares described above must not, under any circumstances, result in the Investor holding shares in the Company in a manner that reaches or crosses a threshold requiring the Investor to make a tender offer under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

Notification No. TorJor. 28/2565 requires the Company to complete the share offering within the period approved by the Shareholders' Meeting, but no later than 3 months from the date on which the Shareholders' Meeting resolves to approve the offering of the newly issued shares. Alternatively, the Company may complete the offering within 12 months from the date of such resolution if the Shareholders' Meeting expressly resolves that, after the expiration of the three-month period, the Board of Directors or a person authorized by the Board of Directors may determine the offering price based on the market price during the offering period. The Board of Directors therefore deemed it appropriate to propose to the Shareholders' Meeting to consider and approve authorizing the Board of Directors or a person authorized by the Board of Directors to determine the offering price based on the market price during the offering period after the expiration of three months from the date on which the Shareholders' Meeting resolves to approve the offering of the newly issued shares.

2. Allocation of newly issued ordinary shares to a specific person and name of the specific person

The Company has identified an Investor that is interested in investing in the Company, is able to make an investment decision within an appropriate timeframe, has the financial capacity to invest in the Company and is able to support the Company in achieving its business objectives. This will enable the Company to use the proceeds for investments and the future expansion of its business, including the investment in ordinary shares of KGEN, which will broaden the scope of the Company's investments and enhance its opportunities to generate revenue and returns in the future, as well as for working capital in the Company's business operations. In considering the allocation of newly issued ordinary shares to a specific person, the Company will take into account the rationale and necessity of the allocation, together with the opportunities available at the relevant time to deploy the proceeds for the benefit of the Company.

2.1 Name and information of the specific person to whom the newly issued ordinary shares will be offered and allocated

Name	Number of Shares Allocated (Shares)	Offering Price (THB/Share)	Total Value (THB)
Brilliant Stones Trading Pte. Ltd.	304,929,659	0.20	60,985,931.80

Top 10 shareholders before the issuance and offering of newly issued ordinary shares to a specific person through private placement (information as of June 30, 2026).

Name	Number of Shares	Percentage
1. Capital Engineering Network Public Company Limited	478,723,124	52.304
2. Mr. Vichien Srimuninnimit	11,000,000	1.202
3. Mr. Susitak Achariyasombat	8,928,300	0.975
4. Miss Supattra Pangkariya	8,900,000	0.972
5. Mr. Panya Leepungham	8,090,800	0.884
6. Miss Pattamaporn Phanchiansaeng	6,400,000	0.699
7. Mr. Kraisri Chantra	6,178,200	0.675
8. Mr. Chalermkiat Charamornburapong	5,928,400	0.648
9. Mrs. Yuphadee Keeree	5,300,000	0.579
10. Thai NVDR Company Limited	5,221,587	0.570
Minor shareholders	370,606,650	40.49
Total shareholders	915,277,061	100.00

Top 10 shareholders following the issuance and offering of newly issued ordinary shares to a specific investor under a private placement (as approved by the Shareholders' Meeting)

Name	Number of Shares	Percentage
1. Capital Engineering Network Public Company Limited	478,723,124	39.233
2. Brilliant Stones Trading Pte. Ltd.	304,929,659	24.990
3. Mr. Vichien Srimuninnimit	11,000,000	0.901
4. Mr. Susitak Achariyasombat	8,928,300	0.732
5. Miss Supattra Pangkariya	8,900,000	0.729
6. Mr. Panya Leepungham	8,090,800	0.663
7. Miss Pattamaporn Phanchiansaeng	6,400,000	0.525
8. Mr. Kraisri Chantra	6,178,200	0.506
9. Mr. Chalermkiat Charamornburapong	5,928,400	0.486
10. Mrs. Yuphadee Keeree	5,300,000	0.434
Minor shareholders	375,828,237	30.80
Total shareholders	1,220,206,720	100.00

2.2 Type of investor to whom the shares will be offered and the investor's relationship with the Company

1. Brilliant Stones Trading Pte. Ltd.	
Address	24 Raffles Place, #16-03B Clifford Centre, Singapore, 048621
Type of Business	Engages in investments in various types of assets, including shares of private companies, debentures and government bonds. Its investment policy focuses on assets with low to moderate risk in industries driven by global trends and transformations, with the objective of generating returns in the form of interest, dividends and capital appreciation. It generally intends to hold investments for a period of one to three years, or longer where the expected return is considered commensurate with the associated risk. It has not appointed an investment manager.
List of Shareholders	Mrs. Prachitra Voranavin
List of Board of Directors	1. Mrs. Prachitra Voranavin 2. Ms. Teo Hwee Yeow
Relationship with the Company	-None-

In this regard, the Investor's shareholding in the Company will not reach a threshold requiring it to make a tender offer for all securities of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. In addition, the Investor does not have any relationship constituting an arrangement to act in concert (Concert Party), nor any relationship that would cause the Investor to be deemed a person under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), which would result in the Investor being required to make a tender offer for all securities of the Company following its acquisition of the Company's newly issued ordinary shares.

3. Objectives of the capital increase and plan for utilizing the proceeds

The Company will issue and allocate newly issued ordinary shares to the Investor and use the proceeds received from the capital increase to support its investment in the ordinary shares and

warrants to purchase ordinary shares of King Gen Public Company Limited (“**KGEN**”), a company listed on the SET, as detailed below:

Objective and Plan for Fund Utilization	Amount	Timeline for Fund Utilization
Capital increase to specific persons through private placement To fund the investment in ordinary shares and warrants to purchase ordinary shares of KGEN through the subscription for newly issued ordinary shares of KGEN issued and offered to specific persons through private placement under a general mandate, and the subscription for KGEN-W3. In addition to the proceeds received from this capital increase, the Company will use its existing cash reserves to fund the transaction.	Not exceeding THB 60,985,932	Within 2026

Remark: If the Company is unable to successfully complete the investment transaction in KGEN, the Company will consider other investment alternatives that are appropriate for the Company, taking into account the expected rate of return, potential investment risks, and the Company’s expertise and experience. Any such alternative investment will be subject to further consideration and approval in accordance with the Company’s procedures and applicable laws.

The foregoing plan for the use of proceeds may be subject to change depending on the cash and liquid assets currently held by the Company, its operating results, cash flows, business plans, investment plans and other necessities and considerations as the Board of Directors deems appropriate, taking into account the best interests of the Company and its shareholders.

4. Impact on existing shareholders from the offering of newly issued ordinary shares to specific persons

4.1 Control Dilution

Following the issuance and offering of newly issued ordinary shares through private placement, the voting rights of the existing shareholders will be diluted by 24.99 percent, calculated as follows:

$$\begin{aligned} &= \frac{\text{Number of voting rights of new shareholders}}{\text{Number of paid-up shares} + \text{Number of voting rights of new shareholders}} \\ &= \frac{304,929,659}{915,277,061 + 304,929,659} \\ &= 24.99 \text{ percent} \end{aligned}$$

4.2 Price Dilution

Following the issuance and offering of newly issued ordinary shares through private placement, the market price of the Company's shares will decrease by 1.21 percent, calculated as follows:

$$\begin{aligned} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\ &= \frac{0.1907 - 0.1930}{0.1907} \\ &= -1.21 \text{ percent} \end{aligned}$$

Market price before offering:

The weighted average price of the Company's ordinary shares traded on the SET for 15 consecutive business days preceding the date of the Board of Directors' Meeting, being the period from August 26, 2026, to September 15, 2026, which is equal to THB 0.1907 per share.

Market price after offering:

$$= \frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{Offering price} \times \text{Number of offered shares})}{\text{Total number of shares}}$$

$$\begin{array}{rcl}
& & \text{Number of paid-up shares} + \text{Number of offered shares} \\
= & & (0.1907 \times 915,277,061) + (0.20 \times 304,929,659) \\
& & \hline
& & (915,277,061 + 304,929,659) \\
= & & \text{THB 0.1930 per share}
\end{array}$$

5. Benefits to Shareholders Compared with the Impact on Shareholders' Voting Rights

When comparing the benefits that shareholders will receive from this issuance and offering of newly issued ordinary shares through private placement with the resulting impact, the Board of Directors is of the opinion that the offering will provide benefits to shareholders that outweigh the dilution of their voting rights. This is because the offering will provide the Company with funds to invest in the ordinary shares of KGEN, a company listed on the SET, thereby broadening the scope of the Company's investments and enhancing its opportunities to generate revenue and returns in the future. If the Company achieves satisfactory operating results, shareholders will be entitled to receive dividends in accordance with the Company's dividend payment policy.

6. Opinion of the Board of Directors

6.1 Reasons for, necessity of and reasonableness of the capital increase

The Board of Directors is of the opinion that the issuance and offering of the Company's newly issued ordinary shares to the Investor will provide the Company with funds to invest in the ordinary shares of KGEN or other investments, thereby expanding the scope of the Company's investments in the future. The issuance and offering will enable the Company to raise funds within a short period without relying excessively on borrowings from financial institutions. However, if the Company does not receive the proceeds from this capital increase, it will lack a source of funds with which to pursue opportunities to generate returns from the future expansion of its investments. For these reasons, the Board of Directors is of the opinion that the capital increase is necessary to provide funds for the Company's investment in the ordinary shares of KGEN or other investments.

6.2 Reasons for and necessity of the issuance and offering of newly issued ordinary shares through private placement

The Board of Directors is of the opinion that the issuance and offering of the Company's newly issued ordinary shares to the Investor is an efficient fundraising method that is reasonable and most appropriate in light of the Company's current circumstances and will maximize the benefits to the

Company. It will enable the Company to raise the required amount of funds within a short period while reducing the funding burden on the existing shareholders.

Furthermore, a capital increase through private placement is a fundraising method that can meet the Company's funding requirements with greater certainty and speed. Compared with a public offering, borrowings from financial institutions and other capital-raising methods, which may delay the fundraising process or may not provide the required amount of funds and could therefore affect the Company's operational plans and financial position, the Board of Directors has considered other fundraising alternatives and is of the following opinions:

- (a) Public offering: The Board of Directors is of the opinion that this fundraising method would take longer than an issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings and to specific persons. In addition, the Company may be unable to complete the offering as planned because substantial preparation time would be required and approvals from the relevant authorities would need to be obtained, the timing of which is beyond the Company's control.
- (b) Issuance of debt instruments or borrowings: The Board of Directors has considered the issuance of debt instruments and borrowings and is of the opinion that neither alternative is currently appropriate. The process of obtaining financing from financial institutions would require time for consideration and approval and may not satisfy the Company's urgent funding requirements. Accordingly, the issuance of debt instruments or borrowings is unlikely to be feasible and would not be consistent with the Company's current funding requirements.
- (c) Issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering): The Board of Directors is of the opinion that this fundraising method is subject to uncertainty as to the amount of funds that would be raised. Volatility in the stock market and uncertainty in the overall domestic and international economic and political environment have caused the trading price of the Company's shares to decline significantly, which could result in the Company receiving an amount of proceeds insufficient to achieve the objectives of the capital increase.

For the foregoing reasons, the Board of Directors is of the opinion that it is necessary for the Company to undertake this capital increase through private placement.

6.3 Feasibility of the plan for utilizing the proceeds and adequacy of funding sources

The Company will use the proceeds from the offering of newly issued ordinary shares through private placement to support its investment in the ordinary shares of KGEN by subscribing for newly issued ordinary shares of KGEN to be issued and offered to specific persons through private placement under a General Mandate and by subscribing for KGEN-W3. In addition to the proceeds from this capital increase, the Company will use its existing cash to fund the transaction. The Company has determined that the proceeds from the capital increase, together with its existing cash, will be sufficient to complete the investment transaction in KGEN or other investments.

Having considered the approach, reasonableness and feasibility of the plan for utilizing the proceeds and the adequacy of the funding sources, the Board of Directors is of the opinion that the Company's plan for utilizing the proceeds is reasonable and will benefit the Company and its shareholders in the future. This capital increase will enable the Company to raise funds within a short period. The existing shareholders will benefit from the Company's use of the proceeds to invest in KGEN or other investments, thereby broadening the scope of the Company's investments in the future. The Board of Directors expects the issuance and offering of the newly issued ordinary shares to the Investor and the receipt of the proceeds therefrom to be completed within the period prescribed under Notification No. TorJor. 28/2565 and approved by the Shareholders' Meeting.

6.4 Expected Impact of the Capital Increase on the Company's Business Operations, Financial Position and Overall Operating Results

The Board of Directors has considered the transaction and is of the opinion that it will enhance the Company's opportunities to generate revenue and support the future expansion of its business. The Company will use the proceeds from the capital increase to invest in the ordinary shares and KGEN-W3 of KGEN, a company listed on the SET or other investments, thereby broadening the scope of the Company's investments. Accordingly, the capital increase is not expected to have an adverse impact on the Company's business operations, financial position or operating results. The expected impact on the Company's financial position is set out below:

As of June 30, 2026	Before the Private Placement	Projected Impact after the Private Placement
Assets	THB 1,021.40 million	THB 1,082.39 million
Liabilities	THB 183.95 million	THB 183.95 million
Shareholders' equity of the Company	THB 837.44 million	THB 898.43 million
Paid-up registered capital	THB 457.64 million	THB 610.10 million

As of June 30, 2026	Before the Private Placement	Projected Impact after the Private Placement
Shareholders' equity of the Company / Paid-up registered capital, net of discount on share capital	89.86 percent	90.48 percent
D/E Ratio	0.22 times	0.20 times

In addition, the investor to whom the shares will be offered has no plan to nominate any representative to serve as a director or executive of the Company.

6.5 Appropriateness of the offering price and basis for determining the offering price

The offering price was determined through negotiations between the Company and the Investor. The Company compared the offering price with the market price of the Company's shares, calculated based on the weighted average price of the Company's shares traded on the SET for 15 consecutive business days preceding the date of the Board of Directors' Meeting, being the period from August 26, 2026, to September 15, 2026, which is equal to THB 0.1907 per share. Accordingly, the offering price of the newly issued ordinary shares is not lower than 90 percent of the market price under Notification No. TorJor. 28/2565. Having considered the reasons for, necessity of and benefits to be derived by the Company from the issuance and allocation of the newly issued ordinary shares to the Investor, the Board of Directors resolved to approve the issuance and allocation and is of the opinion that the allocation terms and offering price are appropriate and in the best interests of the shareholders, as they will enable the Company to secure the required amount of funding within a limited period.

7. Certification of the Board of Directors

If any director of the Company fails to perform his or her duties in compliance with applicable laws, the objectives and Articles of Association of the Company and the resolutions of the Shareholders' Meeting, with honesty and due care to protect the interests of the Company in connection with this capital increase, by taking or omitting to take any action in breach of such duties that causes damage to the Company, the shareholders may bring an action against such director on behalf of the Company to claim compensation pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if any act or omission by a director in breach of such duties results in the director, an executive or a related person obtaining an undue benefit, one or more shareholders holding shares carrying, in aggregate, not less than five percent of the Company's total voting rights may bring an action on behalf of the Company

to recover such benefit from the director pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

In this regard, the Board of Directors certifies that it has exercised due care in considering and reviewing the information concerning the Investor and is of the opinion that the allocation of newly issued ordinary shares to the Investor is appropriate.

8. Opinions of the Audit Committee and/or Directors of the Company that differ from the Opinion of the Board of Directors

The Audit Committee's opinion is consistent with that of the Board of Directors.

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

Sincerely yours,

-Laphassarin Kraiwongwanitrun-
(Ms. Laphassarin Kraiwongwanitrun)
Authorized Director