

(Translation)

Information Memorandum Concerning the Asset Disposal Transaction

Prime Road Power Public Company Limited (List 1)

The Board of Directors' Meeting No. 7/2025 of Prime Road Power Public Company Limited (the **"Company"**), held on 11 July 2025, passed a resolution to approve the disposal of all ordinary shares held by Prime Road Group Co., Ltd. (**"PRG"** or the **"Seller"**), an indirect subsidiary of the Company, to dispose of all ordinary shares held in three subsidiaries, namely Star Solar Company Limited (**"STS"**), Smart Solar Company Limited (**"SMS"**), and Ideal Solar Company Limited (**"IDS"**), with a total transaction value of THB 686,180,800 to GREENYELLOW CHSPP Pte Ltd (**"GREENYELLOW"** or the **"Buyer"**), who is not a connected person of the Company (the **"Disposal of Subsidiaries Transaction"**). STS, SMS, and IDS operate ground-mounted solar power plant projects for governmental agencies and agricultural cooperatives, totaling 4 projects, as follows:

- (1) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Sena District, Phra Nakhon Si Ayutthaya Province (**"BSA-08 Project"**) with an installed capacity of 5 megawatts, owned by Prime Alternative Energy Company Limited (**"PAE"**), in which STS holds 99.99% of the shares in PAE.
- (2) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Lat Bua Luang District, Phra Nakhon Si Ayutthaya Province (**"LBL-05 Project"**) with an installed capacity of 5 megawatts, owned by Prime Road Solar Company Limited (**"PRS"**), in which SMS holds 99.99% of the shares in PRS.
- (3) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Sena District, Phra Nakhon Si Ayutthaya Province (**"BSA-01 Project"**) with an installed capacity of 5 megawatts, owned by Prime Renewable Development Company Limited (**"PRD"**), in which PRG and IDS hold 51% and 48.99% of the shares in PRD, respectively.
- (4) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Lat Lum Kaeo District, Pathum Thani Province (**"LAK-09 Project"**) with an installed capacity of 3 megawatts, owned by PRD.

Furthermore, the Board of Directors approved the authorization of the Chief Executive Officer to have the authority to determine the criteria, conditions, and other details relating to the Disposal of Subsidiaries Transaction as deemed necessary and appropriate under the applicable laws, including but not limited to negotiating, executing the share purchase agreement, preparing relevant documents, and undertaking any actions necessary to complete the transaction.

As the Buyer intends to acquire ownership of the BSA-01 Project and the LAK-09 Project through the acquisition of 99.99% of the shares in IDS, the Company will undertake a shareholding restructuring for IDS and PRD. PRG will sell all ordinary shares held by PRG in PRD, representing 51.00% of PRD's shares, to IDS, resulting in IDS holding 99.99% of PRD's shares prior to the completion of the Disposal of Subsidiaries Transaction with the Buyer.

Upon completion of the Disposal of Subsidiaries Transaction, STS, SMS, and IDS, as well as their respective subsidiaries, namely PAE, PRS, and PRD, totaling 6 companies, will cease to be subsidiaries of the Company.

In this regard, the Disposal of Subsidiary Transaction is considered as a disposal of assets according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets BE 2547 (2004) (as amended) ("**Acquisition and Disposal Notifications**"). The highest transaction size is equivalent to 19.17% based on the net tangible asset (NTA) criterion, calculated from the proportion of the NTA of the subsidiary being disposed of compared to the net tangible assets (NTA) as of 31 March 2025

When including other asset disposals in the past six months, the Company has not entered into any asset disposal transactions. Therefore, the total transaction size of asset disposal is 19.17% of the net tangible assets (NTA), which is classified as a type 2 transaction with a transaction size of 15% or higher but lower than 50% pursuant to the Acquisition and Disposal Notifications. As such, the Company is required to disclose information memorandum related to the asset disposal transaction to the Stock Exchange of Thailand ("**SET**"). The Company will also circulate a notification letter to its shareholders within 21 days from the date of information disclosure to the SET. This letter will include information as required by the Acquisition and Disposal Notifications.

The Company hereby discloses information regarding the asset disposal transaction through the sale of ordinary shares in a subsidiary, as follows:

1. Date of the transaction

On 11 July 2025, the Board of Directors of the Company passed a resolution approving Prime Road Group Co., Ltd. ("**PRG**"), held in three subsidiaries, namely Star Solar Co., Ltd. ("**STS**"), Smart Solar Co., Ltd. ("**SMS**"), and Ideal Solar Co., Ltd. ("**IDS**"), for a total value of 686,180,800 Baht. The transfer of shares in the subsidiaries is expected to proceed as follows:

- (1) PRG will transfer all its 51.00% ordinary shares in PRD to IDS for the purpose of restructuring prior to the share sale transaction. This is expected to be completed within November 2025. Following this share transfer for restructuring, IDS will increase its shareholding in PRD from 48.99% to 99.99%, while PRG's shareholding in IDS will remain unchanged at 99.99%.
- (2) PRG will transfer all its 99.99% ordinary shares in STS, SMS, and IDS to the seller by November 2025, upon the full completion of all conditions precedent.

2. Parties Involved and Relationship with the Company

- | | |
|--------|--|
| Seller | : Prime Road Group Company Limited (" PRG ") is a limited company incorporated in Thailand, in which the Company indirectly holds 99.98% of the shares as the major shareholder. |
| Buyer | : GREENYELLOW CHSPP PTE.LTD. (" GREENYELLOW ") is a limited company incorporated in Singapore which operates as an investor in solar energy projects and energy management systems. |

Relationship : The Buyer has no relationship with the management, directors, major shareholders, or with the controlling persons of the Company and/or its subsidiaries, and is therefore not considered a connected person under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions.

3. General Details and Size of the Transaction

3.1 General Details of the Transaction

PRG will enter into the transaction by transferring all its ordinary shares into three subsidiaries, namely STS, SMS and IDS, with a total transaction value of THB 686,180,800. STS, SMS, and IDS operate ground-mounted solar power plant projects for governmental agencies and agricultural cooperatives, totaling 4 projects, as follows:

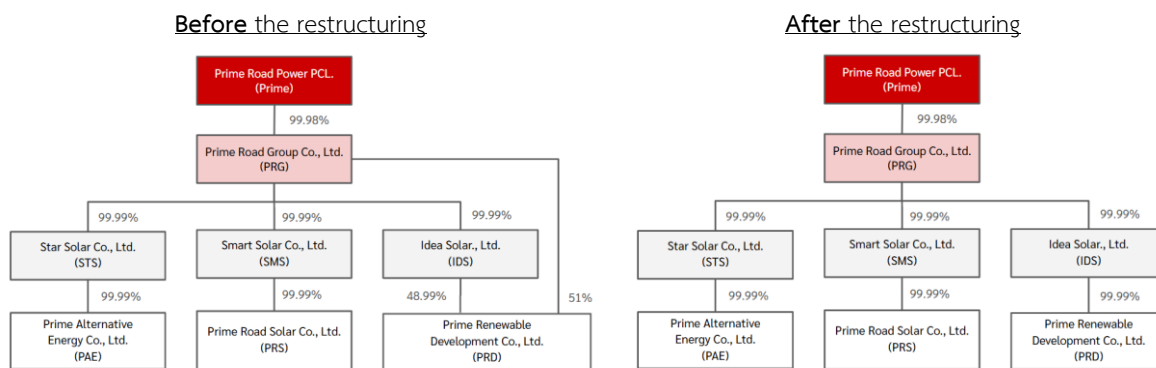
- (1) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Sena District, Phra Nakhon Si Ayutthaya Province (“**BSA-08 Project**”) with an installed capacity of 5 megawatts, owned by Prime Alternative Energy Company Limited (“**PAE**”), in which STS holds 99.99% of the shares in PAE with a remaining term of 16 years on the power purchase agreement.
- (2) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Lat Bua Luang District, Phra Nakhon Si Ayutthaya Province (“**LBL-05 Project**”) with an installed capacity of 5 megawatts, owned by Prime Road Solar Company Limited (“**PRS**”), in which SMS holds 99.99% of the shares in PRS with a remaining term of 16 years on the power purchase agreement.
- (3) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Sena District, Phra Nakhon Si Ayutthaya Province (“**BSA-01 Project**”) with an installed capacity of 5 megawatts, owned by Prime Renewable Development Company Limited (“**PRD**”), is the project owner company, in which PRG and IDS hold shares in PPD in the proportion of 51% and 48.99%, respectively. (after the restructuring, IDS will hold a 99.99% stake in PRD) with a remaining term of 16 years on the power purchase agreement.
- (4) A ground-mounted solar power plant project for a governmental agency and an agricultural cooperative in Lat Lum Kaeo District, Pathum Thani Province (“**LAK-09 Project**”) with an installed capacity of 3 megawatts, owned by PRD with a remaining term of 16 years on the power purchase agreement.

The project to be divested has already commenced commercial operations. The share sale transaction will be completed upon the fulfillment of all conditions precedent under the share purchase agreement.

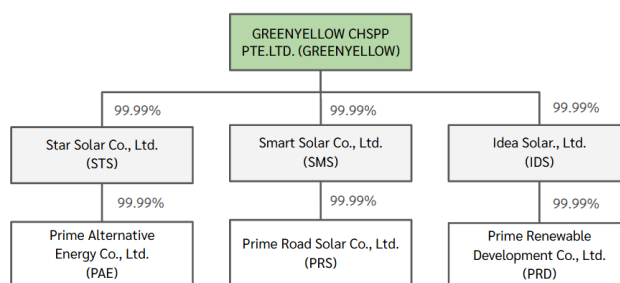
Following the share sale transaction, the Company will have a total generation capacity of 146.38 MW in Thailand and 79.00 MW in other countries, consisting of projects in Cambodia 77 MW and Taiwan 2 MW.

Due to the buyer would like to own the BSA-01 and LAK-09 Projects by holding a 99.99% stake in IDS, the Company is required to restructure the shareholding of IDS and PRD. PRG will sell all its 51% ordinary shares in

PRD to IDS, so that IDS will become a 99.99% shareholder of PRD before the share sale transaction with the seller is completed. PRG will maintain its 99.99% shareholding in IDS, which will remain unchanged.



Structure **after** the Disposal of Subsidiaries Transaction



3.2 Type and Size of Transaction

The aforementioned transaction constitutes a disposal of assets transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004), and their amendments (collectively referred to as the “**Acquisition or Disposal Notifications**”), the transaction size is calculated in accordance with various criteria under the Notification on the Acquisition or Disposition of Assets, by referencing the financial information of the company and its subsidiaries, as follows:

Details for the Calculation of Transaction Size

Financial Information	PRIME ¹	STS ²	SMS ³	IDS ⁴
(Unit: Thousand Baht)	31 March 2025	31 March 2025	31 March 2025	31 March 2025
Total Assets	7,284,569	355,052	350,956	552,965
Non-current Assets	594,817	90,108	71,169	101,703
Non-current Assets Pledged as Collateral ⁵	572,242	90,108	71,169	101,703
Total Liabilities	5,246,922	219,701	214,501	471,340
Portion of Liabilities with Covenants	171,359	-	-	-
Net Tangible Assets (NTA)	1,843,713	135,351	136,455	81,625
Net Profit (Loss) from Operations	(25,874)	2,980	3,041	6,267

Remarks: 1 Consolidated financial statements of the Company (PRIME), which have been reviewed by the company's auditor.

2 Consolidated financial statements of STS, which have been reviewed by the company's internal accounting department.

3 Consolidated financial statements of SMS, which have been reviewed by the company's internal accounting department.

4 Consolidated financial statements of IDS, which have been reviewed by the company's internal accounting department.

5 Key revenue-generating intangible assets include right-of-use assets for operating solar power generation projects, which is the Company's core business. These assets consist of land lease agreements, rights to use the electrical transmission system, rights under power purchase agreements, and rights to use the land, as the Company considers them to be right-of-use of intangible assets that generate their primary revenue.

The calculation of the transaction size under all four calculation criteria is as follows:

Disposal Transaction	Transaction Size (%)			
	NTA ¹	Net Profit ²	Value of Consideration ³	Total Assets ⁴
STAR SOLAR COMPANY LIMITED (STS)	7.34%	N/A	10.16%	N/A
SMART SOLAR COMPANY LIMITED (SMS)	7.40%	N/A		N/A
IDEAL SOLAR COMPANY LIMITED (IDS)	4.43%	N/A		N/A
Transaction (s) in the past 6 months	-	-	-	-
Total Transaction Size	19.17%	-	10.16%	-

- Remarks**
1. In calculating the Company's Net Tangible Assets (NTA), the Company deducted non-core intangible assets, including intangible assets and deferred tax assets, from its total assets. However, intangible assets that generate core revenue were not excluded from total assets.
 2. Not applicable, as the Company incurred a net loss.
 - 3 The transaction value is THB 740.020 million (Total loans, guarantees, and other obligations amounting to THB 53.84 million.).
 - 4 No issuance of new shares.

Based on the above calculation of the transaction has a maximum size of 19.17% based on the Net Tangible Asset (NTA) value criteria (referencing the consolidated financial statements as of 31 March 2025). However, when calculating the size of the aforementioned transaction based on the financial statements of the three subsidiaries as of 31 December 2024, the maximum transaction size would amount to 5.40% under the Net Tangible Asset (NTA).

When combined with any asset disposal transaction in the past six months, the aggregate asset disposal transaction size over the past six months amounts to 19.17%. This qualifies as a Type 2 transaction, which has a transaction size of 15% or more but less than 50%, in accordance with the Acquisition or Disposal Notifications. Accordingly, the Company is required to disclose the information regarding the disposal of assets to the Stock Exchange of Thailand (SET) and submit a circular letter to its shareholders within 21 days from the date of disclosure to the SET.

4. Details of the Disposed Assets

4.1 The Disposed Assets

- 1,629,998 ordinary shares in STS, representing a 99.99% stake of the registered capital.
- 819,998 ordinary shares in SMS, representing a 99.99% stake of the registered capital.
- 9,998 ordinary shares in IDS, representing a 99.99% stake of the registered capital.

STS, SMS, and IDS operate ground-mounted solar power plant projects for four government agencies and agricultural cooperatives, which have already commenced commercial operations, as follows:

- (1) BSA-08 Project with an installed capacity of 5 megawatts, owned by PAE

- (2) LBL-05 Project with an installed capacity of 5 megawatts, owned by PRS.
- (3) BSA-01 Project with an installed capacity of 5 megawatts, owned by PRD.
- (4) LAK-09 Project with an installed capacity of 3 megawatts, owned by PRD.

Following the completion of the share sale transaction, STS, SMS, and IDS, along with their respective subsidiaries—PAE, PRS, and PRD—for a total of six companies, will cease to be subsidiaries of the Company.

4.2 General Information of the Company to be disposed

4.2.1 Star Solar Company Limited (“STS”)

Nature of Business : Ground-mounted solar power project for government agencies and agricultural cooperatives

Country of Incorporation : Thailand

Company Registration Number : 0105558062061

Registered Address : 1, TP&T Tower, 22nd Floor, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok, 10900

Registered Capital : THB 163,000,000

Paid-up Capital : THB 72,000,000

Total Number of Shares : 1,630,000 shares

Par Value per Share : THB 100

List of Directors

Before the Transaction	After the Transaction
1. Mr. Somprasong Panjalak 2. Mr. Surachet Chaipatamanont 3. Mr. Kanadej Thamanoonragsa	Person authorized/assigned by GREENYELLOW

List of Shareholders

Shareholder Name	Before entering the transaction		After entering the transaction	
	Number of Shares (shares)	Shareholding Proportion (%)	Number of Shares (shares)	Shareholding Proportion (%)
PRG	1,629,998	100.00	-	-
Mr. Thirachet Praewong	1	0.00	-	-
Mr. Kanadej Thamanoonragsa	1	0.00	-	-
GREENYELLOW CHSPP PTE. LTD.			1,630,000	100.00
Total	1,630,000	100	1,630,000	100

Key Financial Information

Unit: Thousand Baht

Financial Information	31 December 2022	31 December 2023	31 December 2024
Total assets	398,852	398,972	397,486
Intangible assets	-	-	-
Total Liabilities	344,045	347,170	335,911
Registered Capital	163,000	163,000	163,000
Paid-up Capital	72,280	72,280	72,280
Equity	54,807	51,802	61,576
Total income	7,006	6,240	18,500
Total expenses	9,779	9,245	8,726
Net Profit (Net Loss)	(2,773)	(3,005)	9,774

4.2.2 Smart Solar Company Limited (“SMS”)

Nature of Business : Ground-mounted solar power project for government agencies and agricultural cooperatives

Country of : Thailand

Incorporation

Company Registration : 0105558061234

Number

Registered Address : 1, TP&T Tower, 22nd Floor, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok, 10900

Registered Capital : THB 82,000,000

Paid-up Capital : THB 61,750,000

Total Number of : 820,000 shares

Shares

Par Value per Share : THB 100

List of Directors

Before the Transaction	After the Transaction
1. Ms. Wichuda Pradit	Person authorized/assigned by GREENYELLOW
2. Mr. Kanadej Thamanoonragsa	

List of Shareholders

Shareholder Name	Before entering the transaction		After entering the transaction	
	Number of Shares (shares)	Shareholding Proportion (%)	Number of Shares (shares)	Shareholding Proportion (%)
PRG	819,998	100.00	-	-
Mr. Amnat Charoenphan	1	0.00	-	-
Ms. Wichuda Pradit	1	0.00	-	-
GREENYELLOW CHSPP PTE. LTD.	-	-	820,000	0.00
Total	820,000	100.00	820,000	100.00

Key Financial Information

Unit: Thousand Baht

Financial Information	31 December 2022	31 December 2023	31 December 2024
Total assets	380,702	381,210	380,474
Intangible assets	-	-	-
Total Liabilities	341,139	345,707	342,443
Registered Capital	82,000	82,000	82,000
Paid-up Capital	61,750	61,750	61,750
Equity	39,563	35,502	38,031
Total income	5,847	5,395	11,460
Total expenses	9,999	9,456	8,931
Net Profit (Net Loss)	(4,152)	(4,061)	2,529

4.2.3 Ideal Solar Company Limited (“IDS”)

Nature of Business : Ground-mounted solar power project for government agencies and agricultural cooperatives

Country of : Thailand

Incorporation

Company Registration : 0105558062052

Number

Registered Address : 1, TP&T Tower, 22nd Floor, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok, 10900

Registered Capital : THB 1,000,000

Paid-up Capital : THB 1,000,000

Total Number of : 10,000 shares

Shares

Par Value per Share : THB 100

List of Directors

Before the Transaction	After the Transaction
1. Mr. Somprasong Panjalak 2. Mr. Kanadej Thamanoonragsa	Person authorized/assigned by GREENYELLOW

List of Shareholders

Shareholder Name	Before entering the transaction		After entering the transaction	
	Number of Shares (shares)	Shareholding Proportion (%)	Number of Shares (shares)	Shareholding Proportion (%)
PRG	9,998	99.98	-	-
Mr. Somprasong Panjalak	1	0.01	-	-
Mr. Kanadej Thamanoonragsa	1	0.01	-	-
GREENYELLOW CHSPP PTE. LTD.	-	-	10,000	100.00
Total	10,000	100.00	10,000	100.00

Key Financial Information

Unit: Thousand Baht

Financial Information	31 December 2022	31 December 2023	31 December 2024
Total assets	413,841	419,451	432,013
Intangible assets	-	-	-
Total Liabilities	444,322	459,712	470,973
Registered Capital	1,000	1,000	1,000
Paid-up Capital	1,000	1,000	1,000
Equity	(30,481)	(40,261)	(38,960)
Total income	11,277	5,574	15,849
Total expenses	16,206	15,354	14,548
Net Profit (Net Loss)	(4,929)	(9,780)	1,301

5. Total Value of the Consideration

The Buyer will pay the total consideration in cash in the amount of THB 686,180,800, divided into three tranches. Under the acquisition policy, a common guideline for mergers and acquisitions, 90% of the agreed-upon value is to be paid on the share transfer date. The remaining 10% will be held in an Escrow account as collateral for the buyer, guaranteeing that the acquired assets are free from any encumbrances or financial obligations other than those disclosed by the seller. Upon the fulfillment of the specified conditions, the Company will receive the aforementioned amount back, along with an annual interest of 5%. The details of the payment schedule are as follows:

- Tranche 1: approximately THB 617.56 million, payable upon the transfer of shares in STS, SMS, and IDS to the buyer. This is expected to be received within November 2025.

- Tranche 2: approximately THB 34.31 million, payable 30 days after the share transfer. This is expected to be received within December 2025.
- Tranche 3: approximately THB 34.31 million, payable 6 months after the share transfer. This is expected to be received within May 2026.

6. Value of the Assets to be disposed

All ordinary shares in STS, SMS, and IDS with a total value of THB 686,180,800. All three companies operate four ground-mounted solar power plant projects for government agencies and agricultural cooperatives, which have already commenced commercial operations, as follows:

- (1) BSA-08 Project” with an installed capacity of 5 megawatts, owned by PAE
- (2) LBL-05 Project with an installed capacity of 5 megawatts, owned by PRS.
- (3) BSA-01 Project with an installed capacity of 5 megawatts, owned by PRD.
- (4) LAK-09 Project”) with an installed capacity of 3 megawatts, owned by PRD.

Upon completion of the Disposal of Subsidiaries Transaction, STS, SMS, and IDS, as well as their respective subsidiaries, namely PAE, PRS, and PRD, totaling 6 companies, will cease to be subsidiaries of the Company

7. The criteria to determine the total value of consideration

The total consideration for the disposal of assets was determined in accordance with the terms of the share purchase agreement, the purchase price has been set at approximately THB 686,180,800. This amount represents the total value agreed upon through negotiations between the purchaser and the seller, taking into account market prices and other offers.

The book values of STS, SMS, and IDS are THB 61.57 million, THB 38.03 million, and THB -38.97 million, respectively (based on the financial statements for the fiscal year ended 31 December 2024). The net present values of cash flows, calculated using the Discounted Cash Flow Approach with a discount rate of 10% per annum, are THB 133.50 million, THB 124.02 million, and THB 195.33 million for STS, SMS, and IDS, respectively.

8. Expected Benefits from the Transaction

Conditions Precedent

- Obtaining approval from the Board of Directors’ meeting and/or the shareholders’ meeting of the buyer and/or the seller to enter into the Disposal of Subsidiaries Transaction
- Approvals or consents from external parties, such as creditors, government agencies, or relevant regulatory bodies, must be obtained in connection with the transaction, including approvals or consents for the transfer of applicable licenses.
- The Buyer is required to obtain merger approval from the Energy Regulatory Commission (ERC) for the acquisition of shares pursuant to the share purchase agreement, in accordance with the Energy Regulatory Commission’s Regulation on Criteria and Methods for Business Mergers and Cross-Shareholding in the Energy Business B.E. 2565 (2022)

- The Buyer providing the seller with a bank guarantee in the amount of THB 102,927,000 as security for payment under the share purchase agreement. The seller shall return the bank guarantee to the buyer on the date of share transfer.
- No event or action shall have occurred that causes or may cause serious damage to PAE, PRS and PRD's financial condition or significantly diminish the value of PAE, PRS and PRD's shares or assets during the period from the Locked Box Date to the Completion Date.
- No litigation or other legal proceedings being in progress or threatened by any third party against any governmental authority with the purpose of obstructing or prohibiting the completion of this transaction.

Terms and Payment Schedule

The Buyer will pay the total consideration in cash in the amount of THB 686,180,800, divided into three tranches:

- Tranche 1: approximately THB 617.56 million, payable upon the transfer of shares in STS, SMS, and IDS to the buyer. This is expected to be received within November 2025.
- Tranche 2: approximately THB 34.31 million, payable 30 days after the share transfer. This is expected to be received within December 2025.
- Tranche 3: approximately THB 34.31 million, payable 6 months after the share transfer. This is expected to be received within May 2026.

9. Benefits that the Company Expects to Receive from the Transaction

The execution of this Disposal of Subsidiaries Transaction is part of the Company's investment portfolio management to align with the Company's circumstances and operating costs, as well as to enhance the Company's liquidity for more efficient cash flow management. In addition, the proceeds will serve as a reserve fund for the repayment of the Company's debentures.

10. Plan for Utilizing the Proceeds from the Share Disposal Transaction

The Company will use the proceeds from the Disposal of Subsidiaries Transaction as a reserve fund for the repayment of 30% of the principal amount and interest of the Company's debentures, covering a total of four series, with details as follows:

- (1) Debentures of Prime Road Power Public Company Limited No. 1/2023, Series 1, due in 2026, with the first call option exercised prior to maturity ("PRIME253B")
- (2) Debentures of Prime Road Power Public Company Limited No. 1/2022, due in 2026, with the first call option exercised prior to maturity ("PRIME253A")
- (3) Debentures of Prime Road Power Public Company Limited No. 2/2022, due in 2026, with the first call option exercised prior to maturity ("PRIME25DA")
- (4) Debentures of Prime Road Power Public Company Limited No. 1/2023, Series 2, due in 2026, with the first call option exercised prior to maturity ("PRIME25DB")

The Company is in the process of holding a meeting for all 4-debenture series on 22 August 2025. The purpose of the meeting is to propose a waiver for an event of default under the terms and conditions, as well as to request an amendment to the scheduled payment date for a portion of the debenture principal. The Company will also seek an extension of the maturity date for the PRIME253A and PRIME253B debentures. Details regarding the amount and maturity date for each debenture tranche are as follows:

Debenture	Payment	Amount	Maturity date
PRIME253B	1 st installment: 30%	THB 23.67 million	Original: 31 July 25 Proposed new date: 28 Nov 25
	2 nd installment: 70%	THB 55.23 million	Original: 8 March 26 Proposed new date: 28 Nov 26
PRIME253A	1 st installment: 30%	THB 300.00 million	Original: 31 July 25 Proposed new date: 28 Nov 25
	2 nd installment: 70%	THB 700.00 million	Original: 10 March 26 Proposed new date: 28 Nov 26
PRIME25DA	1 st installment: 30%	THB 254.85 million	2 December 2025
	2 nd installment: 70%	THB 594.65 million	2 December 2026
PRIME25DB	1 st installment: 30%	THB 36.33 million	8 December 2025
	2 nd installment: 70%	THB 84.77 million	8 December 2026
A total of 4 series	1 st installment: 30%	THB 614.85 million	In 2025
	2 nd installment: 70%	THB 1,434.65 million	In 2026

As the Company is in the process of holding a meeting for the four debenture tranches mentioned above, the relevant terms and conditions may be subject to change based on the resolutions of the debenture holders' meeting and/or the consideration of relevant authorities. The Company will announce the results of the meeting accordingly.

The Company has implemented its cash flow management plan to address upcoming debt obligations. The execution of the Disposal of Subsidiaries Transaction forms part of such plan. The Company has closely monitored and placed great emphasis on implementing the cash flow management plan, which includes seeking strategic partners and disposing of certain assets of the Group's power plant projects, collecting outstanding receivables from the Group's operations, and negotiating project financing for power plant projects with investors and financial institutions. These actions are undertaken in parallel with the enforcement of a strict and prudent liquidity management policy to maximize financial management efficiency.

11. Opinion of the Board of Directors on the entering into of the transaction

The Board of Directors has thoroughly and carefully considered the details of the Disposal of Subsidiaries Transaction, including the expected benefits, potential risks, and all relevant information. The Board of Directors is of the opinion that Disposal of Subsidiaries Transaction is appropriate and has resolved to approve the transaction. The Board considers the transaction to be reasonable and in the best interests of the Company and its shareholders.

12. Opinion of the Audit Committee and / or directors who differ from the opinion of the Board of Directors

None

Yours sincerely

Prime Road Power Public Limited

Somprasong Panjalak

(Mr. Somprasong Panjalak)

Chief Executive Officer

(Translation)

Information Memorandum Concerning the Asset Disposition Transaction

Prime Road Power Public Company Limited (List 2)

1. Information disclosed under List 1

The details with respect to the information memorandum on asset disposition under list 1 of Prime Road Power Public Company Limited (“**the Company**”) (List 1)

2. Responsibility of the Board of Directors with respect to the information delivered to the shareholders

The Board of Directors shall be responsible for the preparation of this information memorandum. In this regard, the Board of Directors has verified the information set out in this information memorandum with prudence in order to ensure that such information is correct, complete, contains no false statement, and does not mislead any third party as well as omission of any facts that are material.

3. Opinions of the independent expert (if any)

None

4. Financial estimates for the year (if any)

None

5. On-going material lawsuits or claims

The Company and its subsidiaries do not have any legal disputes that may affect the assets of the Company higher than 5% of the shareholders' equity. In addition, there is no legal dispute that would have a significant negative impact on the Company's business operations.

6. Benefits or connected transactions between the Company and its directors, executives, and shareholders directly or indirectly holding at least 10% of the total shares

6.1 Person who may have a conflict of interest

Person or juristic person who may have a conflict of interest between the Company and the Group for fiscal year ending 31 December 2024 as the following:

Name of Persons Who May Have Conflicts of Interest	Business Nature	Relationship with the Company
1. Mr. Somprasong Panjalak	-	<ul style="list-style-type: none"> Director, Chairman of the Board, Chairman of the Executive Committee and Chief Executive Officer Company's major shareholder, directly and indirectly held a total share of 48.31%
2. Mr. Surachet Chaipatamanont	-	<ul style="list-style-type: none"> Director , Vice President of the Board, Vice President of the Executive Committee and Chief Financial Officer Company's major shareholder, directly and indirectly held a total share of 5.46%
3. Mr. Kanadej Thamanoonragsa	-	<ul style="list-style-type: none"> Director of subsidiary company
4. Acme Energy Development Company Limited (ACME)	Engaging in business of generating electricity from renewable energy	<ul style="list-style-type: none"> There is one director and shareholder in common with the Company namely Mr. Somprasong Panjalak. As of 31 December 2024, Mr. Somprasong Panjalak held 49.9% shares in ACME.

6.2 Connected transactions between the Company and its directors, executives, and shareholders directly or indirectly holding at least 10 percent of the total shares

6.2.1 List of loans from director

Borrower	Name of Persons Who May Have Conflicts of Interest (Lender)	Outstanding Balance on 31 December 2022	Additional Loan (Repay) In 2023	Interests Paid In 2023	Outstanding Balance on 31 December 2023	Additional Loan (Repay) In 2024	Outstanding Balance on 31 December 2024	Interim Interest Expense In 2024	Nature of Agreement / Key Conditions
PAE	Mr. Kanadej Thamanoonragasa	5.99 MBaht	-	59,900 Baht	5.99 MBaht	-	5.99 MBaht	60,064 Baht	The Company has entered into a loan agreement with its directors to utilize the fund as the Company's working capital, the repayment term is not more than 3 years, the interest rate is 1.00% per year and its interests must be paid together with the principal of the loan every 3 years.
PED	Mr. Kanadej Thamanoonragasa	3.36 MBaht	-	33,640 Baht	3.36 MBaht	-	3.36 MBaht	33,732 Baht	The Company has entered into a loan agreement with its directors to utilize the fund as the Company's working capital, the repayment term is not more than 3 years, the interest rate is 1.00% per year and its interests must be paid together with the principal of the loan.
PGS	Mr. Somprasong Panjalak	0.72 MBaht	-	5,400 Baht	0.72 MBaht	-	0.72 MBaht	5,414 Baht	The Company has entered into a loan agreement with its directors to utilize the fund as the Company's working

Borrower	Name of Persons Who May Have Conflicts of Interest (Lender)	Outstanding Balance on 31 December 2022	Additional Loan (Repay) In 2023	Interests Paid In 2023	Outstanding Balance on 31 December 2023	Additional Loan (Repay) In 2024	Outstanding Balance on 31 December 2024	Interim Interest Expense In 2024	Nature of Agreement / Key Conditions
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capital, the repayment term is not more than 3 years, the interest rate is 0.75% per year and its interests must be paid together with the principal of the loan.

Remark: The Audit Committee considered and endorsed the appropriateness of the transaction, the conditions of the transaction and the reasonableness of the consideration due of such transaction is related to financial support which occurred as necessary to be used for the working capital of the Company's subsidiary. The loans received by the Company have an interest rate lower than the cost, and the subsidiary's borrowing occurs out of necessity for working capital. In case the Company needed a loan from persons who may have conflicts of interest in the future, the Company will ensure that there is a comparison with market prices, and that the prices or conditions of such transactions are at the same level as those with external parties and comply to the requirements related to the Stock Exchange of Thailand and of the Office of Securities and Exchange Commission.

6.2.2 Land Lease between the Company's Affiliate and Acme Energy Development Company Limited ("ACME")

Transaction Size of the Land Lease (Million baht)					
As of 31 December 2022	As of 31 December 2023	As of 31 December 2024	Counterparty Company	Nature of Agreement / Key Conditions	Appropriateness of the Transaction
2.08	2.08	2.08	ESPP	ESPP rented ACME's land in Sa Saming subdistrict, Warin Chamrap district, Ubon Ratchathani of 240-2-24.2 Rais from ACME to be used as a location for a solar power plant project of ESPP, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies a monthly fee of 173,884 baht or 1.81 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<p><u>Appropriateness of the Price</u></p> <p>A rental fee of 1.81 baht per square Wa per month is lower than average market rental fee for 30 years at 3.09 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach.</p> <p><u>Audit Committee's Opinion</u></p> <p>The Audit Committee has considered and endorsed the appropriateness of the conditions and price.</p>
3.28	3.28	3.28	NWS	NWS rented ACME's land in Pran Kratai district, Kamphaeng Phet of 165-1-89 Rais from ACME to be used as a location for a solar power plant project of NWS, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 496,418 baht, plus a monthly fee of 248,208 baht or 3.75 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<p><u>Appropriateness of the Price</u></p> <p>A rental fee of 3.75 baht per square Wa per month is lower than average market rental fee for 30 years at 5.47 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach.</p> <p><u>Audit Committee's Opinion</u></p> <p>The Audit Committee has considered and endorsed the appropriateness of the conditions and price.</p>
4.58	4.58	4.58	BSS	BSS rented ACME's land in Pran Kratai district, Kamphaeng Phet of 190-3-39 Rais from ACME to be used as a location for a solar power plant project of BSS, the Company's	<p><u>Appropriateness of the Price</u></p> <p>A rental fee of 5.00 baht per square Wa per month is lower than average market rental fee for 30 years at 5.47</p>

Transaction Size of the Land Lease (Million baht)					
As of 31 December 2022	As of 31 December 2023	As of 31 December 2024	Counterparty Company	Nature of Agreement / Key Conditions	Appropriateness of the Transaction
				affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 763,390 baht, plus a monthly fee of 381,695 baht or 5.00 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u> The Audit Committee has considered and endorsed the appropriateness of the conditions and price.
2.09	2.09	2.09	GLS	GLS rented ACME's land in Pran Kratai district, Kamphaeng Phet of 104-2-82 Rais from ACME to be used as a location for a solar power plant project of GLS, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 374,120 baht, plus a monthly fee of 187,060 baht or 3.75 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<u>Appropriateness of the Price</u> A rental fee of 3.75 baht per square Wa per month is lower than average market rental fee for 30 years at 5.47 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u> The Audit Committee has considered and endorsed the appropriateness of the conditions and price.
2.24	2.24	2.24	STE	STE rented ACME's land in Pran Kratai district, Kamphaeng Phet of 70-3-99 Rais from ACME to be used as a location for a solar power plant project of STE, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies a monthly fee of 174,371 baht or 3.75 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<u>Appropriateness of the Price</u> A rental fee of 3.75 baht per square Wa per month is lower than average market rental fee for 30 years at 3.83 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u>

Transaction Size of the Land Lease (Million baht)					
As of 31 December 2022	As of 31 December 2023	As of 31 December 2024	Counterparty Company	Nature of Agreement / Key Conditions	Appropriateness of the Transaction
					The Audit Committee has considered and endorsed the appropriateness of the conditions and price.
2.99	2.99	2.99	NAS	NAS rented ACME's land in Pran Kratai district, Kamphaeng Phet of 150-3-30 Rais from ACME to be used as a location for a solar power plant project of NAS, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 498,360 baht, plus a monthly fee of 226,200 baht or 3.75 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<u>Appropriateness of the Price</u> A rental fee of 3.75 baht per square Wa per month is lower than average market rental fee for 30 years at 3.83 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u> The Audit Committee has considered and endorsed the appropriateness of the conditions and price.
3.84	3.84	3.84	IAC	IAC rented ACME's land in Wang Man subdistrict, Sam Ngao district, Tak of 204-3-99 Rais from ACME to be used as a location for a solar power plant project of IAC, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 670,652 baht, plus a monthly fee of 307,496 baht or 3.75 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	<u>Appropriateness of the Price</u> A rental fee of 3.75 baht per square Wa per month is lower than average market rental fee for 30 years at 5.11 baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u> The Audit Committee has considered and endorsed the appropriateness of the conditions and price.
2.88	2.88	2.88	CRE	CRE rented ACME's land in Sra Saming subdistrict, Warin Chamrap district, Ubon Ratchathani of 97-0-75 Rais from ACME to be used as a location for a solar power plant	<u>Appropriateness of the Price</u> A rental fee of 3.92 baht per square Wa per month is lower than average market rental fee for 30 years at 4.74

Transaction Size of the Land Lease (Million baht)					
As of 31 December 2022	As of 31 December 2023	As of 31 December 2024	Counterparty Company	Nature of Agreement / Key Conditions	Appropriateness of the Transaction
				project of CRE, the Company's affiliate in which the Company directly and indirectly held 30% of all its registered capital. The land lease agreement specifies an advance rental payment of 455,122 baht, plus a monthly fee of 240,061 baht or 3.92 baht per square Wa per month to be paid monthly and its rental term is 30 years, ending in 2042.	baht per square Wa per month as evaluated on 11 December 2018 by Bangkok Valuation & Consultant Company Limited using the income approach. <u>Audit Committee's Opinion</u> The Audit Committee has considered and endorsed the appropriateness of the conditions and price.

Remark: The land lease transactions were executed by a PRA's affiliate that entered into a long-term land lease agreement in 2012 before PRA executed a back door listing in the Stock Exchange of Thailand. The company has no plans for future power plant projects to enter into land lease agreements with individuals who may have conflicts of interest.

6.2.3 Loan from the affiliates of Prime Energy Capital Company Limited (PEC)

On 17 July 2019, Prime Energy Capital Company Limited ("PEC") received the transfer of the debt of long-term investment in the promissory note of 311.98 million baht of the 8 associated companies from Prime Road Tech Co., Ltd. ("PRT"), a related party with common shareholders. Later, on 19 July 2019, PEC issued 9 new promissory notes with a value and terms and conditions same as the original PRT promissory notes.

Details of Long-term Promissory Notes as of 31 December 2024 were as follows

Unit : Baht

Company	Maturity	Maturity Date	Outstanding Balance as of	Company	Maturity
Bueng Samphan Solar Company Limited	10 years 8 months	3 August 2027	25,926,088.40	26,185,349.29	259,260.87
Northwest Solar Company Limited	10 years 8 months	3 August 2027	25,035,112.40	25,285,463.52	250,351.13
Nine A Solar Company Limited	10 years 8 months	3 August 2027	26,905,750.47	27,174,807.98	269,057.52
Solar Tech Energy Company Limited	10 years 8 months	3 August 2027	25,762,663.22	26,020,289.85	257,626.64
Golden Light Solar Company Limited	10 years 8 months	3 August 2027	31,719,852.72	32,037,051.25	317,198.53
Infinite Alpha Capital Company Limited	10 years 8 months	3 August 2027	30,669,925.33	30,976,624.58	306,699.24
Chiang Mai Renewable Energy Company Limited	10 years 8 months	3 August 2027	30,918,284.70	31,227,467.55	309,182.84
ESPP Company Limited	10 years 10 months	3 August 2027	40,257,369.61	40,659,943.31	402,573.69
ESPP Company Limited	100 years	2 December 2116	88,916,408.23	89,805,572.32	889,164.05
Total			326,111,455.08	329,372,569.65	3,261,114.51

Remark: The promissory notes are due for repayment of principal together with interest upon maturity which cannot be transferred but can be redeemed early with a redemption fee of 1.00 percent per annum.

Yours sincerely

Prime Road Power Public Limited

- Signature -

(Mr. Somprasong Panjalak)

Chairman of the board