

No. KWI/LC/2023/C05
Date 20 April 2023
Subject: Resolution of the urgent Board of Directors' Meeting No. 3/2023
To: The President
The Stock Exchange of Thailand

Board of Directors of KWI Public Company Limited (the “**Company**” or “**KWI**”) No. 3/2023 (the “**BOD**”), held on Thursday, 20 April 2023, at 2:00 p.m., via electronic means pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) by live broadcasting at Board Meeting Room, No. 43, Thai CC Tower, 26th Floor, South Sathorn Road, Yannawa Sub-District, Sathorn District, Bangkok, Thailand, passed significant resolutions as summarised below.

1. The BOD has considered and approved the receipt of financial support (new loan) in the amount of THB 20,802,192 for the purpose of working capital of the Company from Tommo (Thailand) Limited (“**Tommo**”) (a shareholder which shares common directors with the Company). The transaction is considered a connected transaction according to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Company Concerning the Connected Transactions B.E. 2546 (2003). Details of the transaction are as follows:

Date of Transaction:

On 20 April 2023

Financial Supporter: Related Persons are as follows:

Tommo holds 53.59% of the paid-up capital of KWI and has the same directors as KWI, who are Mr. Antonio Hang Tat Chan and Mr. Boonyong Yongcharoenrat.

Financial Receiver:

KWI

Description of the Transaction:

The Company has received financial support from Tommo in the amount of THB 20,802,192, which is used for the working capital of the Company. And the term of repayment is 1 year unless otherwise agreed later, with an interest rate of 4% per annum.

Value of Transaction and Transaction Size:

The Company has received a loan without guarantee in the amount of THB 20,802,192 with the term of repayment of 1 year unless otherwise agreed later with an interest rate of 4% per annum. The transaction is the new loan with the following details;

Start Date – Due Date	Loan (THB)	Period	Interest Rate	Interest Expense (THB)
20 April 2023 – 19 April 2024	20,000,000	1 Year	4%	802,192
Total Loan	20,000,000	Total Interest Expense		802,192

The transaction which the BOD has approved is the new loan in the total amount of THB 20,802,192, which is considered a financial support transaction with the size of approximately 0.05 percent of the Company's Net Tangible Asset (NTA). When accumulating such financial support transactions in the past 6 months, it results in the total connected transaction size of 0.05 percent, (NTA of the Company as of 31 December 2022 is THB 1,630,185,021.00) which exceeds 0.03 percent, but not exceeding 3 percent of the Company's Net Tangible Assets (NTA). Therefore, it is deemed as a connected transaction of which its information is required to be disclosed to the SET and to be ratified and approved the entering such transactions by the Board of Directors in compliance with the Notification of the Capital Market Supervisory Commission No. Tor Chor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the SET Re: Disclosure of Information of Listed Company Concerning to the connected transactions B.E. 2546 (2003).

Related persons/conflict of interests:

The Company has received financial support from Tommo, who is the shareholder of the Company holding 53.59 percent of the paid-up capital of the Company. The details of related persons and conflict of interests are as follow;

- Mr. Antonio Hang Tat Chan is the related person who is a director of the Company
- Mr. Boonyong Yongcharoenrat is the related person who is a director of the Company and holds the share of 0.6 percent of the paid-up capital of the Company.

Opinion of the Board of Directors

The Audit Committee and the Board of Directors have considered the reason and necessity and resolved that this financial support is a reasonable transaction and beneficial to enhance the potential growth and extend the working capital of the Company. The interest rate of this financial support is reasonable and lower than the rates of other financial institutions, and the loan does not require any collateral. Therefore, the Board of Directors has passed the resolution to consider and approve the receipt of financial support from Tommo, as proposed.

Opinion of the Audit Committee

-None-

Please be informed accordingly.

Sincerely yours,
KWI Public Company Limited
-Signed-
(Mr. Antonio Hang Tat Chan)
Chief Executive Officer