

*(Translation)*

**Ref. No:** KEX 014/2023

**Date:** 6<sup>th</sup> November 2023

**Subject:** The notification of the connected transaction regarding the receipt of financial assistance

1. Approval for entering into transaction of the second receipt of financial assistance from major shareholder (November 2023)
2. Approval for the amendment of first shareholder loan from major shareholder (May 2023)

**To:** President

The Stock Exchange of Thailand

**1) Approval for entering into transaction of the receipt of financial assistance from major shareholder**

The Board of Director's Meeting No. 5/2023 held on 6 November 2023 of Kerry Express (Thailand) Public Company Limited ("the Company") approved the Company to receive financial assistance from connected persons as follows:

**(1) Date of Transaction**

November 2023

**(2) Related Parties and Relationship with the Listed Company**

- a. Name of the recipient of the financial assistance: Kerry Express (Thailand) Public Company Limited
- b. Name of the offer persons of the financial assistance: KLN Logistics (Thailand) Limited is the major shareholder of the Company holds shares in the Company 52.06% (As at 28 February 2023). In addition, Mr. Kledchai Benjaathonsirikul is a common authorized director of the Company and KLN Logistics (Thailand) Limited.

**(3) General Explanation regarding Nature of the Connected Transaction**

Details of the connected transaction regarding the receipt of the financial assistance are as follows:

Type of the Transaction : Connected Transaction Re: Receipt of Financial Assistance

Credit facility : Short-term loan in amount not exceeding THB 1,700 million

(No collateral)

Interest rate	:	1.65% per annum
Maturity	:	12 months from each draw down date
Interest Payment	:	Monthly
Nature of Contract	:	Loan agreement
Other Conditions	:	None
Objectives	:	To be used for working capital and support investment for the improvement of operation's efficiency of the Company

#### (4) Total Value, Size of the Transaction, and Criteria to Value of the Transaction

The total value of the transaction shall be calculated based on the total interest payment to be paid to the connected person.

4.1 Total Value of the Transaction : Not more than 28,050,000.00; the calculation is as follows:

$$\begin{aligned}
 \text{Total Value of the Transaction} &= \text{Maximum borrowing amount} \times \text{interest rate} \times \text{maturity} \\
 &= \text{THB } 1,700,000,000.00 \times 1.65\% \times 12 \text{ months} \\
 &= \text{THB } 28,050,000.00
 \end{aligned}$$

4.2 Size of the Transaction : Size of the Transaction equals to 1.40% of the net tangible assets by calculating from the reviewed consolidated financial statements of the Company and its subsidiaries as at 30 September 2023.

$$\begin{aligned}
 \text{Size of the Transaction} &= \text{Value of the Transaction} / \text{Net Tangible Assets} \\
 &= \text{THB } 28,050,000.00 / \text{THB } 2,008,213,000.00 \\
 &= 1.40\%
 \end{aligned}$$

#### (5) The Characteristics and scope of the interest of the connected persons to enter the connected transaction

This transaction is considered as the connected transaction regarding the recipient of financial assistance pursuant to the Notification of the Capital Market Supervisory No. Tor Jor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of

Thailand entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (Connected Transaction Rules), and its amendments.

In consideration of the size of the Transaction under “Connected Transaction Rules”, the size of the Transaction is larger than 0.03% but not more than 3% of net tangible assets of the Company according to the reviewed consolidated financial statements of the Company and its subsidiaries as at 30 September 2023 which considered as a medium transaction.

However, the size of the previous transaction occurred 6 months ago, therefore, the size of these transactions all together was equal to 2.63% which was considered as a medium transaction so that the Company is required to get approval from the Board of Directors’ meeting and disclose information to the Stock Exchange of Thailand.

**(6) The Characteristics and scope of the interest of the connected persons to enter the connected transaction**

- None –

**(7) Attendance and voting of the connected person**

For the agenda to consider the receipt of the financial assistance from the connected persons, Mr. Kledchai Benjaathonsirikul is connected person who has conflict of interest on this transaction did not attend the meeting and had no right to vote for this agenda.

**(8) Opinions of the Board of Directors regarding the connected transaction**

The Board of Directors has considered that the Transaction is reasonable and beneficial to the Company in order to provide financial liquidity and support investment for the improvement of operation’s efficiency of the Company. In addition, the interest rate of this shareholder’s loan aligns with market rate of bond issuance and/or market lending rate of financial institutions. Other loan covenants are appropriate comparing to financial institutions.

**(9) Opinions of the Audit Committee and/or the Board of Directors which is different form the Opinions of the Directors about the Connected Transaction (no.8)**

- None -

2) Approval for the amendment of first shareholder loan from major shareholder (Approved in May 2023)

The Board of Director’s Meeting No. 5/2023 held on 6 November 2023 of Kerry Express (Thailand) Public Company Limited (“the Company”) approved the Company to amend the significant conditions of financial assistance from connected persons which was approved from the Board of Director’s Meeting No. 3/2023 held on 15 May 2023 as follows:

Changed condition	New condition	Previous condition
1. Interest rate	<b>1.65% per annum</b>	3.30% per annum
2. Tenor	<b>12 months from each draw down date</b>	6 months from each draw down date

The unchanged conditions that have been approved on The Board of Director’s Meeting No. 3/2023 are as follows:

- Lender : KLN Logistics (Thailand) Limited (the major shareholder of the Company)
- Borrower : Kerry Express (Thailand) Public Company Limited
- Type of the Transaction : Connected Transaction Re: Receipt of Financial Assistance
- Credit facility : Short-term loan in amount not exceeding THB 1,500 million  
(No collateral)
- Interest Payment : Monthly
- Nature of Contract : Loan agreement
- Objectives : To be used for working capital and support investment for the improvement of operation’s efficiency of the Company

1) Total Value, Size of the Transaction, and Criteria to Value of the Transaction (post amendment)

The total value of the transaction shall be calculated based on the total interest payment to be paid to the connected person.

1. Total Value of the Transaction : Not more than 24,750,000.00; the calculation is as follows:
- Total Value of the transaction = Maximum borrowing amount x interest rate x tenor  
= THB 1,500,000,000.00 x 1.65% x 12 months  
= THB 24,750,000.00
2. Size of the Transaction : Size of the Transaction equals to 0.56% of the net tangible assets by calculating from the audited consolidated financial statements of the Company and its subsidiaries as at 31 March 2023.
- Size of the Transaction = Value of the Transaction / Net Tangible Assets  
= THB 24,750,000.00 / THB 4,429,352,000.00  
= 0.56%

**(2) Opinions of the Board of Directors regarding the connected transaction**

The Board of Directors considered the proposed amendment of these conditions deemed appropriate and provide the enhancement of ability to manage cashflow for the Company of the repayment of this loan with the same interest amount to the lender. The Transaction size and interest amount are the same as the Board of Director's Meeting No. 3/2023 has previously approved in May 2023.

Please be informed accordingly,

Sincerely Yours,

*-Signed-*

(Mr. Ng Kin Hang)  
Chief Executive Officer