



บริษัท เคดับบลิวไอ จำกัด (มหาชน)  
สำนักงานใหญ่: เลขที่ 138/108 อาคารจิวเวลลี่ เซ็นเตอร์ ชั้น 30  
ถนนนเรศ แขวงสีพระยา เขตบางรัก กรุงเทพมหานคร 10500 ประเทศไทย  
สำนักงานสาขา: เลขที่ 43 อาคารไทย ซีซี ทาวเวอร์ ชั้น 26 ถนนสาทรใต้  
แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 ประเทศไทย  
โทรศัพท์: +662 129 5999 | โทรสาร: +662 129 5998

**KWI Public Company Limited**  
**Head Office:** 138/108 Jewellery Centre Building, 30<sup>th</sup> Floor,  
Nares Road, Sipsaya, Bangrak, Bangkok 10500, Thailand  
**Branch Office:** 43 Thai CC Tower, 26<sup>th</sup> Floor, South Sathorn Road,  
Yannawa, Sathorn, Bangkok 10120, Thailand  
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No. KWI/CSEC/2024/C16  
Date 10 April 2024  
Subject: Resolution of the Board of Directors' Meeting No. 3/2024 regarding the connected transaction  
To: The President  
The Stock Exchange of Thailand

The Board of Directors of KWI Public Company Limited (“**Company**”) No. 3/2024, held on Wednesday, 10 April 2024, at 11.00 a.m., via electronic means which the resolution is summarised as follows:

1. The BOD approved the connected transaction regarding the financial support (new loan) in the amount of THB 58,000,000 for the purpose of working capital of the Company from Tommo (Thailand) Company Limited (a major shareholder of 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 and Other Acts of Listed Company Concerning the Connected Transactions B.E. 2546 (2003). Details of the transaction are as follows:

**1. Date of Transaction:**

10 April 2024

**2. Related parties and the Company’s relationship:**

Financial Supporter: Tommo

Financial Receiver: The Company

The Company’s relationship: Tommo is a major shareholder of the Company.

**3. Description of the Transaction:**

The Company has received financial support, a loan from Tommo, in the amount of THB 58,000,000, which will be used for the working capital of the Company. And the term of repayment is 50 days unless otherwise agreed later, with an interest rate, under the loan agreement, at the Minimum Loan Rate (MLR) + 1 percent (%) per annum which the details are as follows:

Start Date – Due Date	Loan (THB)	Period	Interest Rate	Interest Expense (THB)
10 April 2024 – 30 May 2024	58,000,000	50 days	8.1%	643,562
<b>Total Loan</b>	58,000,000	<b>Total Interest Expense</b>		643,562



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(The above MLR is referred from Bangkok Bank Public Company Limited (BBL)'s announcement dated 29 September 2023)

4. Total value of Transaction, Transaction Size and Criteria used in determining the total value of Transaction:

4.1 Total value of Transaction:

$$\begin{aligned} &= \text{Loan} \times \text{Interest Rate} \times \text{Period} \\ &= \text{THB } 58,000,000 \times 8.1\% \times 50 \text{ days} \\ &= \text{THB } 643,562 \end{aligned}$$

4.2 Transaction Size:

$$\begin{aligned} &= \frac{\text{Value of Transaction} \times 100}{\text{Net Tangible Assets (NTA)}} \\ &= \frac{\text{THB } 643,562 \times 100}{\text{THB } 1,030,915,648} \\ &= 0.06 \text{ percent of NTA calculated from the consolidated Financial Statement} \\ &\text{of the Company as of 31 December 2023} \end{aligned}$$

**Note:** The Company's NTA= Total Assets – Total Liabilities – Intangible Assets – Non-Controlling Interests

The transaction which the BOD has approved is the new loan in the total amount of THB 58,000,000, which is considered a financial support transaction with the size of approximately 0.06 percent of the Company's NTA. And when accumulating such financial support transactions in the past 6 months, it results in the total connected transaction size of 0.25 percent which exceeds 0.03 percent, but not exceeding 3 percent of the NTA which is considered as the Medium Transaction size. Therefore, it is deemed as a connected transaction of which its information is required to be disclosed to the SET 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 and Other Acts of Listed Company Concerning connected transactions B.E. 2546 (2003).

5. Characteristic and the conflict of interests of related person with the connected transaction:

The Company has received financial support from Tommo who is a major shareholder of the Company. The details of related persons and conflict of



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interests are as follows.

- 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 a shareholder of the Company.

In this regard, the above related persons who are director, and shareholder of the Company, are not attended and abstained from voting on this agenda.

**6. Conditions which may affect the shareholders' rights:**

-None-

**7. Opinion of the Board of Directors with the connected transaction:**

The BOD has 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 comparable with the rates of other financial institutions and the loan does not require any collateral. Therefore, the Board of Directors has passed a resolution to approve the connected transaction regarding the financial support from Tommo, as proposed.

**8. Opinion of the Audit Committee and/or director(s) of the Company which is different from the Opinion of the Board of Directors:**

-None-

Please be informed accordingly.

Yours sincerely,  
**KWI Public Company Limited**  
-Signed-  
(Mr. Antonio Hang Tat Chan)  
Chief Executive Officer