

SWG 010/2566

27 February 2023

Subject: Informing information on connected transactions (receiving financial assistance from related entity)

To: President  
The Stock Exchange of Thailand

The Board of Directors' Meeting of Siam Wellness Group Public Company Limited. ("the Company") No 1/2023 held on 27<sup>th</sup> February 2023 has ratified the entry into a connected transaction of the receiving financial assistance from Cyberprint Group Co.,Ltd (Related Entity in the amount of 200,000,000 THB (Two hundred million baht) to repay the Loan from a financial institution. This financial support is 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), the details of which are as following;

**1. Date of Transaction:**

1 March 2023

**2. Finance Supporter, Transaction Parties:**

Mr. Wiboon Utsahajit and Mrs. Thanit Amorntirasan are Company's Director and Director of Cyberprint Group Co.,Ltd whereas Mrs. Pranee Suphawatanakiat is Company's Chairwoman, Director and Authorized Director of Cyberprint Group Co.,Ltd. The three directors hold the total of shares of Company as followed: 11.11%, 8.40% and 10.33%.

**3. Finance Receiver:**

Siam Wellness Group Public Co.,Ltd

#### **4. Description of the Transaction:**

The Company has received of financial assistance from Cyberprint Group Co.,Ltd to repay Loan

#### **5. Value of Transaction:**

The Company will receive the money from Cyberprint Group Co.,Ltd without guarantee in the amount of 200,000,000.- THB (Two hundred million baht) in terms of Promissory Note (P/N) for a term of repayment not exceeding to 1 year and the option to renew for 1 year from the due date with monthly payment and an interest rate of 4% per annum, referring to the interest rate of the financial institution.

#### **6. The total value of the transaction and the criteria used to determine the total value of the transaction.**

Total Value of Transaction 16,000,000 Baht. The calculation details are as follows:

= maximum borrowing amount x maximum interest rate x maximum maturity

= 200,000,000 x 4% per annum x 2 years

= 16,000,000 Baht

Size of the transaction equal to 2.98 % of the net tangible assets (NTA\*) by calculating as at December 31, 2022.

= Value of Transaction / Net Tangible Assets

= 16,000,000/537,217,035

= 2.98%

\*Note: NTA Company =Total Assets-Intangible Assets-Total Liabilities-Non-Controlling interests of the subsidiaries

This financial support is a connected transaction in the category of receiving financial assistance type 5 Connected Transaction (Financial Assistance Transaction from related entity) according to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and as amended) 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 dated 19 November 2003 (and as amended)

Therefore, when considering the size of such transactions under the Notification on Connected Transactions, the above transaction has the size of more than 0.03% but not more than 3% of the net tangible assets of the Company. According to the Company's consolidated financial statements as of December 31, 2022. As a result, the transaction size is equal to 2.98%, which is still considered a medium-sized transaction. Therefore, the Company has to seek approval from the Board of Directors' meeting, and disclose information about entering into such transaction to the Stock Exchange of Thailand.

#### **7. Opinion of The Board of Directors**

The Audit Committee and the Board of Directors considered the reason and necessity and had the solution that such financial assistance was a reasonable one and would be beneficial in increasing the growth potential of the company. The interest rate in this transaction is close to the market rate. The Board of Directors has approved this agenda.

Please be informed accordingly,

Yours sincerely,

(Mr.Wiboon Utsahajit)

Siam Wellness Group Public Company Limited