



## K. W. METAL WORK PUBLIC COMPANY LIMITED

Head office 259/83 Sukhumvit 71 road, Phrakhanong-nur, Wattana, Bangkok

Branch 1 300/142 Moo. 1 Tambon Tarsit, Amohoe Pluag-daeng, Rayong

Branch 2 300/138 Moo. 1 Tambon Tarsit, Amohoe Pluag-daeng, Rayong

KWM006/2021

March 18th, 2021

Subject : Notification of the Establishment of new subsidiaries (Revised)

To : President

The Stock Exchange of Thailand

K. W. Metal Work Public Company Limited ("Company") hereby informs that the Board of Directors Meeting No.2/2021 held on March 18, 2021 at 14:00 hrs. has passed a resolution of the establishment of 2 Company's' subsidiaries. The details are as follows:

1. Name of Company	LabActive Co., Ltd.
Date of transaction	March 18, 2021
Nature of Business	Extract and sell active ingredients from natural products for cosmetic industry.
Registered Capital and Shares	10,000,000 Baht, divided into 100,000 ordinary shares at a par value 100 Baht per share.
Ratio of Investment	KWM holds 51 percent of issued and paid-up share capital, equivalent to Baht 5,100,000 Baht.
Shareholding Structure	Consist of 4 shareholders as follows: <ol style="list-style-type: none"><li>1. K. W. Metal Work Public Company Limited holds 51,000 shares, equivalent to 51 percent.</li><li>2. Mr. Uthen Pattananiphon holds 48,800 shares, equivalent to 48.80 percent.</li><li>3. Mr. Uarn Pattananiphon holds 100 shares, equivalent to 0.10 percent.</li><li>4. Mr. Kornpong Pattananiphon holds 100 shares, equivalent to 0.10 percent.</li></ol>
Source of fund	Working capital of the Company.

<sup>1</sup>Total assets of the Company as specified in the audited financial statements as of December 31, 2020 is Baht 475.94 million.



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### Board of Directors

Consist of 4 directors as follows:

1. Miss Tiyaophon Vanagosoom
2. Mr. Ukrit Vanagosoom
3. Mr. Uthen Pattananiphol
4. Mr. Kornpong Pattananiphol

### Connected Characteristics

This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551.

### Transaction size

The Company computes the value of transaction based on the value of the consideration.

$$\begin{aligned}
 &= \frac{\text{The value given or received} \times 100}{\text{Total assets of the Company}^1} \\
 &= \frac{5.10 \times 100}{475.94} \\
 &= 1.07\%
 \end{aligned}$$

### 2. Name of Company

KWM Cannabitec Co., Ltd.

### Date of transaction

March 18, 2021

### Nature of Business

Provide extraction service of Hemp/Marijuana.

### Registered Capital and Shares

20,000,000 Baht, divided into 200,000 ordinary shares at a par value 100 Baht per share.

### Ratio of Investment

KWM holds 99.70 percent of issued and paid-up share capital, equivalent to Baht 19,940,000 Baht.

### Shareholding Structure

Consist of 4 shareholders as follows:

1. K. W. Metal Work Public Company Limited holds 199,400 shares, equivalent to 99.70 percent
2. Mr. Ekan Vanagosoom holds 200 shares, equivalent to 0.10 percent.
3. Miss Tiyaophon Vanagosoom holds 200 shares, equivalent to 0.10 percent.

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	4. Mr. Ukrit Vanagosoom holds 200 shares, equivalent to 0.10 percent.
Source of fund	Working capital of the Company.
Board of Directors	Consist of 4 directors as follows: <ol style="list-style-type: none"> <li>1. Mr. Ekan Vanagosoom</li> <li>2. Miss Tiya Phon Vanagosoom</li> <li>3. Mr. Ukrit Vanagosoom</li> <li>4. Miss Sunvaris Inteevorn</li> </ol>
Connected Characteristics	This transaction is not a connected transaction with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551.
Transaction size	<p>The Company computes the value of transaction based on the value of the consideration.</p> $= \frac{\text{The value given or received} \times 100}{\text{Total assets of the Company}^1}$ $= \frac{19.94 \times 100}{475.94}$ $= 4.19\%$

The objective of establishment of 2 subsidiaries is to support the expansion of the extraction market with the Supercritical Fluid Co2 Extraction Machine and to clearly separate management structure. LabActive Co., Ltd. will focus extracting active ingredients from natural products (Non-Cannabis) which is a key ingredient in cosmetic products. This investment is a cooperation with an expert in cosmetics industry who has full resources in pharmacists, chemist, and scientists. While KWM Cannabitec Co., Ltd. will focus mainly on providing extracting service of Hemp/Marijuana (Cannabis).

The establishment of subsidiary companies are considered to be an acquisition of assets of the Company. According to the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules of Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and 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 of Disposition of Assets B.E. 2547 (as amended). The maximum transaction size is 5.26% based on total value of consideration, which is the maximum transaction

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size calculated from consolidated financial statements of the Company that has been audited by the auditor, the certified public accountant as of December 31, 2020. Moreover, all acquisition of assets transactions occurred during 6 months prior to the date of transaction has total transaction size which is less than 15% of total assets of the Company. Therefore, the transaction is not acquisition of assets subject to disclose information.

However, the Company is obliged to report such investment to be in accordance with the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedure Governing the Disclosure of Information and Other Acts of a Listed Company, as this is the case where the Company acquire investments in other companies which result them to be the subsidiaries of the Company.

Please be informed accordingly.

Yours sincerely

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(Miss Tiya Phon Vanagosoom)

Managing Director

K.W. Metal Work Public Company Limited

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