

- Information Memorandum -

Description, Condition and Major Characteristics of Warrants to Purchase Newly Issued ordinary shares of  
K.W. Metal Work Company Limited No.1 (KWM-W1)

<u>Number of Warrants</u>	139,998,338 unit
<u>Reserved Shares</u>	139,998,338 Shares
<u>Allotment of Warrants</u>	To allot the Warrants to existing shareholders of K.W. Metal Work Public Company Limited (“Company”) whose names appear to be entitled for the allotment of Warrants to purchase newly issued ordinary shares of K.W. Metal Work Public Company Limited No.1 (“Warrant” or “KWM-W1”) on the shares register book on 27 May 2021 that is the record date to determine the Warrants shareholders entitled to be allotted Warrants by way of rights issue at the ratio of 3 existing ordinary shares to 1 unit of Warrants without consideration. Any fractions resulted from the calculations, if any, shall be disregarded, and the Warrants remaining from the allotment shall be cancelled

Major Holders Major Holders as at 5 July, 2021 are as follows:

No.	Name	No. of warrants	% of present listing Warrants
1.	Vanagosoom Group	99,649,998	71.180
	Mr. Ekapan Vanagosoom	70,166,666	50.120
	Mrs. Woranuch Isariyadhamma	19,150,000	13.679
	Miss Tiyaophon Vanagosoom	10,166,666	7.262
	Mr. Ukrit Vanagosoom	166,666	0.119
2.	Mr. Siraprasert Jeerapornprapha	3,500,000	2.500
3.	Thai NVDR Company Limited	2,375,865	1.697
4.	Mr. Uthen Phatthananiphon	2,000,000	1.429
5.	Mr. Nattapon Songsaichonchai	1,032,000	0.737
6.	Mr. Manoch Prasitlumkham	866,666	0.619
7.	Ms. Natnalin Klampakorn	613,000	0.438
8.	Mr. Jet Jiwatcharanukul	600,000	0.429
9.	Mrs. Chanida Kunakornsawad	553,333	0.395

No.	Name	No. of warrants	% of present listing Warrants
10.	Mr. Prasitchai Saengrung	420,533	0.300
11.	Other	28,386,943	20.276
<b>Total</b>		139,998,338	100.00

### Exercise Right of Warrant

#### 1. Exercise Date

The Warrant Holders will be able to exercise their rights only 4 times falling on two (2) years from the issuance date of KWM-W1 which is July 5, 2021. Exercise Period: First, January 4, 2022, Second, July 4, 2022, Third, January 4, 2023, and July 4, 2023. In addition, the warrants will cease to be listed on the next day after the last exercise date.

In case of the exercise date falls on the holiday of the Stock Exchange of Thailand, the exercise date will be shifted to the last business day prior to the original exercise date.

In case the company will not require the warrant holders to exercise before the specified period.

#### 2. Exercise of Warrants

In exercising the Warrants, the warrant holders can either fully or partially exercise the Warrants held to purchase ordinary shares in the Company on each Exercise Date. For all Warrants, which have not been exercised within the Last Exercise Date, shall be deemed to have expired with no intention to exercise by warrant holders.

#### 3. Notification to Exercise Warrants

##### 3.1 Each Notification to the Exercise the Warrants (except for the last exercise date)

The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company must notify their intention to purchase ordinary shares of the Company in accordance with the procedures specified in Clause 1.2.5. The warrant holders who wish to exercise the Warrants to purchase the Company's ordinary shares must notify their intention between 10.00 a.m. to 15.30 p.m. of business days within 5 business days prior to each exercise date throughout.

The information regarding Exercise Period and Notification Period will be revealed by the Company through the SET' s information distribution system (SETLink) at least five (5) business days prior to the first date of Notification Period.

### 3.2 Notification to Last Exercise the Warrants

Notification to Last Exercise the Warrants within 15 days prior to the last exercises date (hereinafter called the "Notification Period"). In case of the exercise date is not the Company's Business Day, the exercise date shall be changed to the last business day prior to the exercise date. In case of the exercise date falls on the holiday of the Stock Exchange of Thailand, the exercise date shall be changed to the last business day prior to the original exercise date.

For the last exercise date, the Company will send the information by registered mail to the Warrant Holders whose names appear on the Warrant Holders register as of the last register closing date. In addition, the Company will close the register to suspend the transfer of Warrants for twenty-one (21) days prior to the exercise date. In this regard the Stock Exchange of Thailand will post and SP (Suspended) sign on the Warrants for two (2) business days prior to the exercise date of the register (in the event that the first closing date of the register falls on the SET's holiday, the register book closing date shall be shifted to the preceding business day). The trading of Warrants will be suspended from the first day that an SP sign was posted until the exercise date. In addition, the Company shall notify the information regarding the exercising of right through the SET's information distribution system (SETLink) at least 15 days prior to book closing date.

#### Adjustment of Exercise Price and Exercise Ratio

1. The Company must proceed the adjustment of the exercise price and the exercise ratio of the warrant, in order to maintain the benefits of the warrant holders upon the occurrences of the following events before the maturity date:

1.1 When the Company changes par value of the Company's ordinary shares as a result of the integration or separation of the Company's issued shares.

The change of the exercise price and the exercise ratio shall take effect immediately from the date that the par value of the Company's ordinary share is through the SET's information distribution system (SETLink)

(a) The exercise price will be adjusted according to the following formula:

$$\text{Price}_1 = \frac{\text{Price}_0 [\text{Par}_1]}{[\text{Par}_0]}$$

(b) The exercise ration will be adjusted according to the following formula:

$$\text{Ratio}_1 = \frac{\text{Ratio}_0 [\text{Par}_0]}{[\text{Par}_1]}$$

Where

Price<sub>1</sub> is New exercise after the adjustment

Price<sub>0</sub> is Exercise price before the adjustment

Ratio <sub>1</sub>	is	New exercise ratio after the adjustment
Ratio <sub>0</sub>	is	Exercise Ratio before the adjustment
Par <sub>1</sub>	is	Par value of ordinary share after the adjustment
Par <sub>0</sub>	is	Par value of ordinary share before the adjustment

**1.2 When the Company offers to sell its ordinary shares by rights issue to the existing shareholders and/or public offering and/or private placement at a net price per share of newly issued ordinary shares calculated below 90% of Market price of the Company's ordinary share.**

The changes of exercise price and exercise ratio will be immediately effective on first day of shareholders that will not be entitled to subscribe for newly issued ordinary shares. (First day "XR" and/or "XW" is marked on SET) for offering to existing shareholders (Right Issues) and for first day of offering newly issued ordinary share for public offering and/or private placement, as the case may be.

"Net price of newly issued ordinary share" is calculated by total amount that the Company receives from offering new ordinary shares less by the expenditures of issuing new ordinary shares and then divided by total number of newly issued ordinary shares.

"Market price of the Company's ordinary share" refers to the total trading value of the Company divided by total number of ordinary shares of the Company that are traded on the SET during 7 consecutive business days (the SET's operating days) prior to the calculation date.

"Calculation date" refers to the first date that the ordinary share subscribers will not obtain rights to subscribe for the newly issued ordinary shares (First day "XR" and/or "XW" is marked on SET) in case of right issue and/or the first date of offering in case of public offering and/or private placement, as the case may be.

In case "market price per share of the Company's ordinary shares" cannot be calculated because there is no trading of the shares at that time, the Company will instead determine a fair price for the calculation.

Incidentally, in case there is more than one offering price for ordinary shares at a time under the condition that the subscriptions are to be done simultaneously, the net price of newly issued shares will be calculated based on all such offering prices.

In case the offerings are not subject to the said simultaneous subscription condition, only the offering prices that are below 90% of the "market price per share of the Company's ordinary shares" will be applied in the calculation for the adjustment.

(a) The exercise price will be adjusted according to the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + BY]}{\text{MP} \times (A + B)}$$

(b) The exercise ratio will be adjusted according to the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} \times (A + B)]}{(A \times \text{MP}) + BY}$$

Where

Price 1	is	New exercise after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise Ratio before the adjustment
MP	is	"Market price per share of the Company's ordinary shares"
A	is	Number of outstanding paid-up shares as of the date prior to the closing of the shareholder register for newly issued share subscription rights in case of rights issue and/or the date prior to the first date of offering in case of public offering and/or private placement, as the case may be
B	is	Number of newly issued shares offered by rights issue and/or public offering and/or private placement
BY	is	The sum that the Company receives deducted by expense (if any) incurred from the offering of shares either by rights issue and/or public offering and/or private placement

1.3 When the Company offers by rights issue and/or public offering and/or private placement its newly issued securities, which entitle the holders to convert or to change into ordinary shares or the subscribe for ordinary shares (e.g. convertible debentures or Warrants to purchase ordinary shares) at a net price per share of the newly issued underlying ordinary shares of below 90% of the "market price per share of the Company's ordinary share."

The adjustment of the exercise price and the exercise ratio shall be immediately effective from the first day that the ordinary share subscribers do not obtain rights to subscribe for the said newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares (First day "XR" and/or "XW" is marked on SET) in case of rights issue and/or the first day of offering of the newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of public offering and/or private placement, as the case may be.

"Net price per share of the newly issued underlying ordinary shares" is calculated from the sum that the Company will receive from the sale of securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares, deducted by expenses arising from issued the securities (if any), added by the sum received from the conversion or change into ordinary shares or the exercise of rights to purchase ordinary shares, then divided by total number of the newly issued underlying shares.

"Market price of the Company's ordinary share" is applied and defined as per Clause (1.2) above.

(a) The exercise price will be adjusted according to the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BY}]}{\text{MP} \times (A + B)}$$

(b) The exercise ratio will be adjusted according to the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} \times (A + B)]}{(A \times \text{MP}) + \text{BY}}$$

Where

Price 1	is	New exercise after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise Ratio before the adjustment
MP	is	"Market price per share of the Company's ordinary shares"
A	is	Number of outstanding paid-up shares as of the date prior to the closing of the shareholder register for subscription rights for newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of right issue and/or the date prior to the first date of offering of the securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of public offering and/or private placement, as the case maybe
B	is	Number of the newly issued underlying shares for the securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares offered by rights issue and/or public offering and/or private placement
BY	is	The sum that the Company receives, deducted by expenses incurred (if any) on the offering of securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares by rights issue and/or public offering and/or private placement, plus the sum received from the exercise of rights to convert or change into ordinary shares or to purchase ordinary shares

1.4 When the Company makes a stock dividend payment, partly or wholly, to existing shareholders

Where the adjustment of the exercise price and the exercise ratio will be immediately effective on first day which the ordinary share will not be entitled to receive share as dividend (First day "XD" is marked on SET).

(a) The exercise price will be adjusted according to the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times A}{(A + B)}$$

(b) The exercise ratio will be adjusted according to the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (A + B)}{A}$$

Where

Price 1	is	New exercise after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise Ratio before the adjustment
A	is	Number of outstanding paid-up shares as of the date prior to the closing of the register for right to stock dividend
B	is	Number of newly issued ordinary shares as stock dividend

1.5 When the Company makes a cash dividend payment at the rate higher than 90% of net profit after corporate income tax and legal reserve according to the Company-only financial statement in any accounting period which apply to both dividend payment from net profit and retained earnings during the maturity of Warrant.

The adjustment of exercise price and exercise ratio will be immediately effective on first day which purchaser of ordinary share will not be entitled to receive the dividend. (First day "XD" is marked on SET).

The calculation of percentage of dividend paid to the Shareholders is calculated by actual dividend paid, including dividend paid in interim (if any) in each accounting period, and divided by net profit after corporate income tax and legal reserve of each accounting period.

(a) The exercise price will be adjusted according to the following formula

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (\text{D} - \text{R})]}{\text{MP}}$$

(b) The exercise ratio will be adjusted according to the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{MP}}{[\text{MP} - (\text{D} - \text{R})]}$$

Where

Price 1	is	New exercise after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise Ratio before the adjustment

MP	is	"Market price per share of the Company's ordinary shares"
D	is	Dividend per share paid to the shareholders
R	is	Dividend per share paid, if calculated at a rate of 100% of net profit after income tax and legal reserve according to the Company-only financial statement divided by total number of eligible shares
Market price of the Company's ordinary share		
	is	The weighted average market price of the Company's shares
Weighted average market price of the Company's shares		
	is	The total trading value of the Company divided by total number of ordinary shares of the Company that are traded on the SET during 7 consecutive business days (the SET's operating days) prior to the calculation date
Calculation date		
	is	The first day which purchaser of ordinary shares will not be entitled to receive the dividend (First day "XD" is marked on SET)

**1.6 In case there are any events other than those in Clause 1.1 to 1.5 that may impair the Warrant Holders' obtainable rights and benefits**

The Company shall fairly consider and determine the adjustment of the exercise price and/or the exercise ratio (or adjust the unit of Warrants instead of the exercise ratio) without lessening the Warrants Holders' rights and benefits. The result of such consideration shall be deemed final. The Company will so notify the SET and SEC within 15 days from the date the event causing the adjustment occurs or the consideration result becomes final, as well as announce the revised Warrants Terms and Conditions at the Company's head office and will inform the Warrants Holder as specified

**2. The calculation for adjustment of the exercise price and the exercise ratio according to Clause 1.1 to 1.6 are independent of one another.**

In case more than one event simultaneously occurs, the calculation for adjustment shall be made in a respective order of 1.1, 1.5, 1.4, 1.2, 1.3 and 1.6, with a 2-decimal digit number for the exercise price and exercise ratio to be maintained.

**3. The Company will neither change the exercise price and the exercise ratio, except for an adjustment according to the Conditions for right adjustment, nor extend the term of Warrants.**

**4. The Company may adjust the exercise price and simultaneously issue new Warrants to compensate the exercise ratio adjustment.**



If the Company has to issue additional underlying shares, it shall duly submit to the SEC the shareholders' meeting resolution approving the issuance of underlying shares sufficiently before the adjustment is made, whereby it shall be deemed that the Company is permitted to offer the underlying shares.

5. In case of a change in the exercise price, the new exercise price is lower than the par value of the Company's ordinary shares.

The Company reserves the right to adjust the exercise price equal to the par value of the Company's ordinary shares unless the laws stated otherwise. For the exercise ratio according to Clauses (1.1) through (1.6) above.

The Company will declare the adjustment of the exercise price and the exercise ratio in accordance with Clause 1.1 to 1.6, specifying the details of calculation method and reasons to adjust the exercise price and ratio for holders of warrants through the SET's information distribution system (SETLink) on the day of occurrence or before or within 9.00 a.m. of the day at which the exercise ratio and exercise price shall effective. And notify the SEC within 15 days after the effective date of the change in the exercise price and the exercise ratio.

<u>Silent Period</u>	-
<u>Others</u>	-
<u>Prepared By</u>	K.W. Metal Work Public Company Limited

Signed .....-Sign-.....Authorized Director

(Mr. Ekapan Vanagosoom)  
Chairman of Executive Committee  
K.W. Metal Work Public Company Limited

Signed .....-Sign-.....Authorized Director

(Miss Tiyaophon Vanagosoom)  
Managing Director  
K.W. Metal Work Public Company Limited

Company Seal