

No. Lor Gor. 024/2024

October 21, 2024

President

The Stock Exchange of Thailand

Re : Investment in high-risk debentures of connected party

Dear Sir,

The Board of Directors' meeting no. 8/2024 of Thai Wacoal Plc., held on October 21, 2024, resolved to approve the investment in 45,000 units of high-risk debentures of Thanulux Plc. No. 1/2567 due B.E. 2570, at a price of Baht 1,000 per unit, totaling Baht 45,000,000. This transaction is considered a connected transaction, with transaction details as follows:

- (1) **Transaction date** : Within October, 2024
- (2) **Transaction parties involved**
- Buying party** : Thai Wacoal Plc.
- Selling party** : Thanulux Plc., a connected party to the company
- (3) **Details of connected parties and relationship nature** : Saha Pathana Inter-Holding Plc. concurrently served as major shareholding party in both companies, with the details as follows:

Major shareholding party	Shareholding ratio	
	Thai Wacoal Plc.	Thanulux Plc.
Saha Pathana Inter-Holding Plc.	23.06%	42.19%

- (4) **General transaction description** : Granting financial assistance to a connected party through investment in its high-risk debentures.
- (5) **Purpose of transaction** : To utilize the company's available cash flow aimed at generating better return benefits from said investment transaction.

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(6) Details of acquired assets

Name of the company	
issuing debentures	: Thanulux Plc.
Type of business	: 1. Secured lending business 2. Management of NPLs / NPAs business 3. Real-estate development for sale business
Issued and paid-up share capital	: Baht 304,622,662 classified into 304,622,662 ordinary shares, with par value of Baht 1 per share
Name of debentures	: High-risk debentures of Thanulux Plc. No. 1/2567 due B.E. 2570
Type of debentures	: Name-registered, unsubordinated and unsecured debentures with debentureholders' representative
Face value	: Baht 1,000 per 1 unit of debenture
Issue date	: October 25, 2024
Tenor	: 2 years 3 months
Maturity Date	: January 25, 2027
Interest Rate	: 5.95% per annum
Interest Payment	: Every 3 months
Credit rating	: Unrated debenture
Offering Type	: Offered to Institutional Investors and/or High Net Worth Investors (II&HNW)
The number of debentures the company invests in	: 45,000 units at the value of Baht 1,000 per unit
Total transaction value	: Baht 45,000,000

(7) Funding source : From the company's working capital

(8) General description of connected transaction

Type of transaction	: Transaction regarding grant of financial assistance
Transaction volume	: Financial assistance limit not exceeding Baht 51,200,000 (including interest that the company will receive from investment in the said debentures)

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Above transaction came under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Jor. 21/2551, regarding rules on connected transactions provided as transactions regarding grant of financial assistance to connected party by investing in its debentures. The transaction volume was less than Baht 100 million, or less than 3% of net tangible assets (NTA), whichever may be lower. Such 3% of NTA value by the company as of June 30, 2024, stood at Baht 156.01 million. Accordingly, said transaction volume warranted the company to seek approval from The Board of Directors and to report said information to the SET, without having to seek further approval from the shareholders' meeting.

(9) Acquisition and disposition of assets

Transaction volume : Exempted from calculating the transaction size as it is an investment for managing the company's liquidity.

(10) For said Board of Directors' meeting, the director (s) with possible conflict of interests, and/or the director (s) serving as connected parties, did not attend nor were eligible to cast votes at said meeting.

Name	Position	
	Thai Wacoal Plc.	Thanulux Plc.
Mr. Thamarat Chokwatana	Director	Vice Chairman

(11) Opinion by The Board of Directors :

Agreed to approve the investment in high-risk debentures of Thanulux Plc. No. 1/2567 due B.E. 2570 for the number of 45,000 units at Baht 1,000 per unit for a total amount of Baht 45,000,000. Said investment transaction has an appropriate rate of return which will utilize the company's available cash flow aimed at generating better return benefits.

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(12) Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors : - None -

The company hereby reports to the SET accordingly.

Faithfully yours,

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Chief Executive Officer and Managing Director