



Connected Transaction Policy (B.E. 2564)
Srithai Superware Public Company Limited

Srithai Superware Public Company Limited ('Company') operates in accordance with applicable laws and good corporate governance guidelines for listed companies of the Stock Exchange of Thailand ('SET') and the Office of Securities Exchange Commission ("SEC Office"). Therefore, it establishes the Connected Transaction Policy to strictly comply with

- The Securities and Exchange Act B.E. 2535 and its amendments ("Securities Act")
- Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 regarding Rules on Connected Transactions dated 31 August B.E. 2551 ("Notification of the Capital Market Supervisory Board No. TorJor. 21/2551")
- Notification of the Board of Governors of the Stock Exchange of Thailand (BorJor/Pro 22—01) regarding Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November B.E. 2546 ("Notification of SET BorJor/Pro 22-01")
- Laws, regulations, notices or related commands

There are also unless it is exempted as prescribed in Section 89/12 of the Securities Act. Therefore, the Company has established the Related Party Transaction Policy details are as follows:

1. Definitions

"Connected Transaction" means any transaction between a listed company or its subsidiaries and related parties of the listed company or any transactions between subsidiaries and its connected persons.

"Decision to enter into a transaction" means an entering into or a decision to enter into any contract or agreement, directly or indirectly, in order to cause an acquisition or disposition of assets and/or rights to acquire or dispose of assets, leasing or renting asset, an offer or a receipt of service, and offer or a receipt of financial assistance and as issuance of new securities, including to create rights or waiver of such right to do the same.

"Connected person" includes the following persons:

- (1) Executives, majority shareholders, persons with controlling power, or persons to be nominated as executives or persons with controlling power of the Company or subsidiaries, as well as related persons or close relatives of such persons.
- (2) Any juristic persons in which the majority shareholders or persons with controlling power hold the following positions :
 - (2.1) Executives
 - (2.2) Major shareholders
 - (2.3) Controlling person
 - (2.4) Person to be nominated as the executives or a controlling person
 - (2.5) Related persons and close relatives of persons from (2.1) to (2.4)
- (3) Any person whose behavior can be indicated as an acting person or under a major influence of persons from (1) to (2) when making decision, determining policy, handling management or significant operation; or other persons the Exchange deems as having the same manner.
- (4) Related Person means
 - (4.1) The director a controlling persons of a listed company;
 - (4.2) The spouse, minor child or adopted minor child of the person from (4.1);
 - (4.3) A juristic person over which the persons from (4.1) or (4.2) have the power of management as representatives;

(4.4) When any persons act upon understanding or agreement that, it the Company makes the transactions that benefit financially to such persons shall be the Related Parties for the transactions.

(4.4.1) The directors

(4.4.2) Executives

(4.4.3) Persons with the power to control the Company's business

(4.4.4) The directors with the power to control the Company's business

(4.4.5) Spouses or minor adopted children of the directors from (4.4.1) - (4.4.4)

“Executives” means the management of the Company which consists of Chief Executive Officer or the persons holding the top 4 executives position after Chief Executive Officer and the persons holding equivalent position as the 4th executive position. This also includes the persons holding the accounting and financial director position or equivalent and higher.

“Normal business transactions” means the commercial transactions normally made by the Company or subsidiaries to conduct the business which are in accordance with the normal operating procedures as they do with other parties and have reasonableness of the transaction to support the normal business of the Company or subsidiaries and to create the maximum benefit to the company.

“Supporting normal business transactions” means the commercial transaction undertaken by the general business of similar nature of a listed or subsidiaries for the purpose of Normal business supporting transactions of their own company.

“Exceptions under Section 89/12 of the Securities and Exchange Act” means transactions within one of the following below:

- (1) Transaction having the same commercial terms as those and ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the direct, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors.
- (2) Provision of loans under the Rules on Employee Subsidies
- (3) Transaction in which the other party of the Company or both parties has the status of
 - (3.1) Subsidiaries in which the Company holds not less than 90 percent of the total shares of the subsidiary, or
 - (3.2) Subsidiaries in which the director, an executive or a related person holds shares or have interests whether directly or indirectly, not more than 10 percent and without the power to control to subsidiaries.
- (4) Transactions in the category or with a value not exceeding the amount or rate announced by the Capital Market Supervisory Board in accordance with the Approval Schedule for Connected Transactions under Clause 5 of this Policy.
- (5) Listed companies or subsidiaries issue new securities to connected persons as follows:
 - (5.1) To transfer to another person with the price of the newly issued securities is not lower than the market price and does not increase the proportion of connected persons.
 - (5.2) Connected persons receive securities according to their rights and shareholding proportions. (Right Offering)
 - (5.3) Connected persons are distributors or sub-distributors of listed companies or subsidiaries by guaranteeing the results of the sale.
 - (5.3) Allocated stock to employees or executives (ESOP)
 - (5.4) Transactions that a listed company or a subsidiaries does with a juristic person. The listed company or subsidiaries has sent people to supervise and control such juristic person.

2. Scope of the policy

Connected transaction policy can be characterized into 2 groups as follows:

- (1) A listed company or a subsidiary enters into a transaction with the executive, major shareholder controlling person or a person to be nominated as the executive or a controlling person of the Company or its subsidiaries including related persons or close relatives of such persons.
- (2) A listed company or a subsidiary enters into a transaction with any juristic person having a major shareholder or a controlling person as the executive, major shareholder, controlling person, or a person to be nominated as the executive or a controlling person of the Company or its subsidiaries including related persons or close relatives of such persons.

3. Type of connected transactions

Connected transactions can be divided into 5 categories as follows:

- (1) Normal business transaction;
- (2) Supporting normal business transaction;
- (3) Transaction regarding rental or lease of immovable property of not exceeding 3 years;
- (4) Transaction relating to assets or service;
- (5) Transaction regarding offer or receipt of financial assistance

4. Rules and procedures regarding connected transaction

The Company sets up the rules and procedures regarding connected transactions in accordance with the rules on connected transactions as follows:

- (1) Considering conducting a connected transaction, the Company will exercise similar term of price and commercial conditions as the Company made with general contract party provided that such terms and conditions are fair, reasonable and most beneficial to the Company.
- (2) If a product or service has a standard price or there are several buyers and sellers in the market, the Company must seek for information regarding qualifications, prices and standards in the market for comparison with the connected transaction.
- (3) If a product or service has specific qualifications or made to specific order which made it not capable to compare the price of product or service, the Company must prove that the initial profit margin the Company receives from the connected transaction is indifferent from the transactions made with other traders and having indifferent terms and conditions.
- (4) Some case the Company may refer to a report made by an independent assessment expert whose name is in the list of SEC Office which the Company or the company in its group has appointed to provide the price comparison for significant connected transaction in order to assure that the price is reasonable and brings highest benefit to the Company.
- (5) A director, an executive or a related person may enter into any transaction with the Company or its subsidiaries only after obtaining approval from the general meeting of shareholders unless such transaction having the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors or the size of the transaction does not require an approval from the general meeting of shareholders.
- (6) If the Company is going to conduct a related transaction or other connected transaction under this policy, the Company must strictly perform under the rules provided herein.
- (7) The Company must disclose information in relation to entering into a transaction having conflict of interest, connected transaction or related transaction according to the rules prescribed by SEC Office and SET in the annual registration statements and annual report or

other reports as the case may be and disclose information on a connected transaction to SET according to the rules prescribed by SET as well as a related transaction with the Company according to the accounting standard. The Company must audit the connected transactions according to its audit plan and the Internal Audit Office must report to the Audit Committee, have control measure, audit, and random check for the actual transactions if they comply with the contract, policy and required conditions.

5. Approval of a connected transaction

The Company specifies approval authority for connected transactions as follows:

Type of transactions	Operation power		
	Small	Medium	Large
1. Normal business transaction/ 2. Supporting normal business transaction - With general commercial terms	Approved by the board of directors of the Company, the management is authorized to be the approver		
- Without general commercial terms	Management	Board of Directors + Disclosure of information to SET	Shareholders
3. Property lease or rental for less than 3 years without general commercial terms	Management	Management + Disclosure of information to SET	Board of Directors + Disclosure of information to SET
4. Transactions related to assets or services	Management	Board of Directors + Disclosure of information to SET	Shareholders
5. Transactions of financial support offering or acceptance - Financial support to related persons or company in which the related persons hold more shares than the company	Board of Directors (Less than 100 million Baht or 3 percent NTA whichever is lower)	-	Shareholders (More than 100 million Baht or 3 percent NTA whichever is lower)
- Offer and/or Receipt of Financial Assistance	Management	Board of Directors + Disclosure of information to SET	Shareholders

The criteria to consider the size of a connected transaction is as follows:

- (1) Small size means the transaction value is less than or equal to 1 million Baht or less than or equal to 0.03 percent of net tangible asset value, whichever is higher.
- (2) Medium size means the transaction value is more than 1 million Baht but less than 20 million Baht or more than 0.03 percent but less than 3 percent of net tangible asset value, whichever is higher.
- (3) Large size means the transaction value is more than or equal to 20 million Baht or more than 3 percent of net tangible asset value, whichever is higher.

“Net Tangible Asset” means Total Assets – Intangible Assets – Total Liabilities – Minority Shareholders’ Interest (if any).

Intangible assets such as goodwill, deferred expenses, etc. except for not deduction intangible assets that generate the majority of the revenue, such as concessions, etc.

6. Approval and Disclosure of Connected Transactions

- (1) Connected transaction under management’s approval

In case of connected transaction under management approval, the management will consider and approve. Concerned persons such as Accounting Division or concerned executives will

have duty and accountability in considering and conducting the transaction according to the approval process and delegation of authority of the Company. After approval, the management must report the Audit Committee quarterly for its acknowledgment of the transactions having value more than 1 million baht or more than 0.3 percent of net 6 tangible asset value and disclose in the annual registration statements and the annual report of the Company. Moreover, the executives and persons having interests in the connected transaction must not attend the meeting that considers this agenda and have no right to vote in the meeting.

(2) Connected transaction under board's approval

In case the size of a connected transaction is small or medium, but its commercial terms are not considered normal which requires board's approval, the proposing division will present details, necessity and reasonableness of the transaction so that the Audit Committee can give opinion to the board of directors for approval through the following process:

- (2.1) The proposing division summarizes details of the connected transaction and prepare all relevant information and propose to the Chief Financial Officer before propose to the Chief Executive Officer;
- (2.2) The Chief Executive Officer assigns the Internal Audit Office to coordinate with relevant divisions to prepare for the meeting documents with material summary for the Audit Committee to consider. In case the Audit Committee does not have the expertise to determine potential transactions. The Company will provide third parties with special knowledge, such as auditors, appraisers or financial consultants, etc., who are independent of the Company and persons who may be conflicted to comment on such transactions for the Audit Committee to use as information to make decisions.
- (2.3) When the Audit Committee agrees with the proposal, the Company Secretary will further propose to the meeting of the board of directors for approval of the connected transaction. In this regard, the Company Secretary will arrange that the directors having interests in the connected transaction do not attend the meeting on this agenda and have no right to vote in the meeting.
- (2.4) The Company discloses the connected transaction in the annual registration statements and the annual report of the Company as well as the resolutions of the board of directors to SET providing minimum information as required by SET.

(3) Connected transaction under shareholders' approval

In case a connected transaction requires shareholders' approval, the proposing division will present details, necessity and reasonableness of the transaction so that the Audit Committee can give opinion to the board of directors and further propose to the general meeting of shareholders for approval through the following process:

- (3.1) The proposing division summarizes details of the connected transaction and prepare all relevant information and propose to the Chief Financial Officer before propose to the Chief Executive Officer;
- (3.2) The Chief Executive Officer assigns the Internal Audit Office to coordinate with relevant divisions to prepare for the meeting documents with material summary for the Audit Committee to consider. In case the Audit Committee does not have the expertise to determine potential transactions. The Company will provide third parties with special knowledge, such as auditors, appraisers or financial consultants, etc., who are independent of the Company and persons who may be conflicted to comment on such transactions for the Audit Committee to use as information to make decisions;
- (3.3) When the Audit Committee agrees with the proposal, the Company Secretary will further propose to the meeting of the board of directors to consider and agree with the 7 entering



into the connected transaction. In this regard, the Company Secretary will arrange that the directors having interests in the connected transaction do not attend the meeting on this agenda and have no right to vote in the meeting;

- (3.4) When the board of directors agrees with the proposal, the Company Secretary will prepare documents to propose to the general meeting of shareholders to consider and approve the connected transaction. The documents include information sufficient for the shareholders to make decision as prescribed in the regulations concerning connected transaction and must specify names and number of shares held by connected persons having no voting right on this agenda. In this regard, the Company is responsible to call for the general meeting of shareholders according to the method, procedure and rules as prescribed in the regulations concerning connected transaction.

Approved by the Board of Directors at the Board of Directors' Meeting No. 6/2021 on November 11, 2021.

Mr. Sanan Angubolkul
Chairman