

Royal Plus Public Company Limited

Read Office : No. 84/3-7 Ramall Soi 69, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150 Thailand Tel : (+66) 2416-9209 Fax : (+66) 2416-92

15. Connected Transaction Policy

The Company realizes the importance of conducting business with transparency and taking into account all stakeholders. Therefore, the policy sets for the creation of standards in the Company's business operations regarding connected transactions that are by the principles of compliance with the Securities and Exchange Act, with details as follows:

15.1 The Company's connected transactions shall be by the rules of the Securities and Exchange Act and the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 about Connected Transaction's Criteria, and the Notification of the Board of Governors of the Stock Exchange of Thailand (BorJor/Por 22-01) about Information Disclosure and Other Acts of Listed Companies in connected transactions in 2003, including related rules and regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand, comply with the disclosure requirements in the notes to the financial statements audited by the auditor and reported at the Board of Directors meeting.

15.2 In cases where the law requires the Company to obtain approval from the Board of Directors' or shareholders' meeting before entering into any connected transaction, the Company will strictly comply with the approval authority by the relevant rules by presenting such transactions to the Board of Directors' meeting or shareholders to ensure that the proposed transaction is successful for the Company's best benefit.

15.2.1 The transaction is a commercial agreement with general trading conditions between the Company and its related persons according to the Notification of the Board of Governors of the Stock Exchange of Thailand (BorJor/Por 22-01) with terms of trade agreements that reasonable man would act with a counterparty in the same situation, with bargaining power, without influence in their status as a director, executive, or related persons by allowing the Executive Committee to approve such transactions in the same way. The Company will prepare a connected transactions' summary report to present to the Board of Directors for consideration at least once a year

15.2.2 Transactions that are trade agreements that are not generally commercial terms, must be considered and given an opinion by the Audit Committee before being proposed to the Board of Directors, and/or the shareholders' meeting for further approval. In this regard, have to comply with the law on securities and exchange and regulations, notifications, orders, or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the disclosure of connected transactions requirements.

15.2.3 In the event that the Audit Committee does not have expertise in considering the connected transactions that may occur, the Company will appoint an independent expert or the Company's auditor to give opinions on such connected transactions for further consideration, used in the Executive Committee's decision, the Board of Directors and/or the shareholders as the case may be to ensure that the transaction is necessary and



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reasonable, focus on the Company's benefit. The Company will disclose related transactions in the minutes of the Board of Directors' meeting and the notes to the financial statements from the auditor's audit.

15.3 For future connected transaction policies, the Company will comply with the Company's related transactions policy by the Securities and Exchange's law, and regulations, notifications, orders, or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the Company's connected transactions disclosure requirements by specified accounting standards by the Association of Certified Accountants and Auditors of Thailand.