Related Party Transactions Policy & Procedure

Thantawan Industry Public Company Limited

Agenda

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Thantawan Industry Public Company Limited ("the Company") recognizes the importance of conducting business with transparency while considering the interests of all stakeholders. At the 12th Board of Directors meeting No. 12/2024 on December 20, 2024, the company established a policy on related-party transactions. To ensure a clear course of action, the company deems it necessary to set criteria and procedures for entering into related-party transactions. This is to ensure that such transactions conducted by the company and its subsidiaries are transparent, do not lead to conflicts of interest, and are in the best interest of the company and all shareholders.

1.Definitions

The Company or "THIP":	Thantawan Industry Public Company Limited
Subsidiary:	Subsidiary means a limited company or public limited company under the control of a listed company in any of the following manners, including chain-principle structures extending through all tiers: (1) Holding more than 50% of the total voting rights of such juristic person; (2) Having direct or indirect control over the majority of voting rights at the shareholders' meeting of such juristic person, or having control through any other means; or (3) Having direct or indirect control over the appointment or removal of directors representing at least one-half of the total number of directors. Note: The definitions of "Subsidiary" and "Control" are referenced in accordance with Section 89/1 of the Securities and Exchange Act. Accordingly, a company that qualifies as a subsidiary under the aforementioned definitions may differ from the criteria for determining a subsidiary under the applicable Accounting Standards.
Related Party Transactions:	The entering into of transactions between a listed company or its subsidiaries and the connected persons of the listed company, including any transaction or arrangement whose purpose or substance is substantially equivalent to that of a connected transaction under the relevant criteria, or any other transaction or arrangement of a similar nature, regardless of the form or legal name given to such transaction or arrangement.
Connected Person:	Connected person refers to a person or a juristic person who has a relationship with the listed company in any of the following manners:

Connected Person:	(1) Directors, executives, major shareholders, controlling persons of the listed company, persons who are proposed to be appointed as directors, executives or controlling persons, as well as their related persons and close relatives; (2) Any juristic person whose major shareholder or controlling person is a person referred to in (1); (3) Any person whose circumstances indicate that such person acts on behalf of, or is under the influence of, a person referred to in (1) or (2); (4) Directors of a juristic person having control over the business of the company; (5) Spouses, children or adopted children who are minors of the directors referred to in (4); (6) Any juristic person over which a person referred to in (4) or (5) has control; and (7) Any person who acts with the understanding or agreement that, if the company enters into a transaction providing financial benefits to such person, the following persons will also receive financial benefits: 7.1 Directors of the company; 7.2 Executives of the company; 7.3 Persons having control over the business of the company; 7.4 Directors of a person having control over the business of the company; and 7.5 Spouses, children or adopted children who are minors of the persons referred to in 7.1 to 7.4.
Board or Director or Any of director:	The Board of Directors or any individual delegated to perform the duties of a director.
Executive:	Executive means (1) The Manager, counting only the person holding the highest executive position; (2) The four executive officers ranking immediately below the Manager; (3) Any person holding a position equivalent to that of the fourth-ranking executive officer; and (4) Executive officers in the Accounting or Finance Department at the level of Department Manager or above, or equivalent, counting only the Chief Financial Officer (CFO).
Major Shareholder:	A shareholder who, whether directly or indirectly, holds more than 10% of the total voting shares of any juristic person. Such shareholding shall include shares held by

Major Shareholder:	the person's related persons and close relatives. Indirect shareholding means shareholding through one or more other juristic persons in a continuous chain, where the person and his/her related persons collectively hold more than 30% of the voting shares of the juristic person at each level of the chain.
Controlling Person:	A shareholder or any other individual who has significant influence over the determination of the company's policies, management, or operations, whether this influence arises from holding shares, being granted authority through a contract, or by any other means.
Related Person:	Related Person means any individual or partnership who has a relationship with any person in any of the following manners, which includes: (1) The spouse of such person; (2) A minor child of such person; (3) An ordinary partnership in which such person or a person referred to in (1) or (2) is a partner; (4) A limited partnership in which such person or a person referred to in (1) or (2) is either a partner with unlimited liability or a partner with limited liability holding, in aggregate, more than 30% of the total shares of such limited partnership; (5) A limited company or public limited company in which such person, a person referred to in (1) or (2), or a partnership referred to in (3) or (4), collectively holds more than 30% of the total issued shares of such company; (6) A limited company or public limited company in which such person, a person referred to in (1) or (2), a partnership referred to in (3) or (4), or a company referred to in (5), collectively holds more than 30% of the total issued shares of such company; or (7) Any juristic person over which a person referred to in Sections 246 and 247 has the power to manage in the capacity of a representative of such juristic person.
Close Relatives:	Persons related by blood or by legal registration, including father, mother, siblings, and children, as well as the spouses of children.
Agreement to Enter into a Transaction:	Entering into or agreeing to enter into any contract or arrangement, whether directly or indirectly, for the purpose of acquiring or disposing of assets, leasing or renting

Agreement to Enter into a Transaction:	assets, providing or receiving services, providing or receiving financial assistance, or issuing new securities, including any transaction that creates or relinquishes the right to undertake any of the foregoing.
General Trade Terms:	A commercial agreement or transaction entered into on fair and equitable terms, without giving rise to any transfer of benefits, and on terms and conditions that a reasonable person would enter into with an unrelated counterparty under the same circumstances, based on commercial bargaining power independent of the status of the connected person, as follows: (1)The price and terms of the transaction with the connected person are comparable to those offered to other customers or counterparties *(Applicable where the company and the connected person normally conduct transactions involving the same products or services with other counterparties.)* (2) The gross profit margin and terms of the transaction with the connected person are comparable to those offered to other customers or counterparties *(Applicable where the products or services are specialized or are provided on a job-order basis.)* (3)The transaction is in accordance with prevailing market standards *(Applicable where the products or services have clearly established market prices and standards.)* Note: A transaction shall be deemed to satisfy the Arm's Length requirement if it meets any one of the above criteria.
Normal Business Transactions:	Transactions ordinarily conducted by the Company or its subsidiaries in the ordinary course of business.
Interest:	The benefit or loss, either directly or indirectly, from entering into transactions by the company or its subsidiaries.

2. Types of Related Party Transactions

2.1 Acquisition or disposal of assets

2.2 Lease or rental of assets

2.3 Provision or receipt of services

2.4 Provision or receipt of financial assistance

2.5 Issuance of new securities

3. Related Party Transactions Policy

3.1 Directors and executives of the company and its subsidiaries must prepare a report on their own or related parties' interests and notify the company to provide necessary information for complying with related party transaction requirements.

3.2 Avoid engaging in related party transactions that may create conflicts of interest.

3.3 In cases where related party transactions are necessary, all related party transactions of the company and its subsidiaries must be presented to the Audit and Corporate Governance Committee for review before being submitted to the authorized approving party, the Board of Directors, or the shareholders' meeting (as the case may be) for approval, except for transactions that have general trade terms that have been approved in principle by the Board of Directors.

3.4 Comply with the company's procedures when conducting related party transactions and follow the regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand.

3.5 Set prices and terms for related party transactions as if they were transactions with external parties (Arm's length basis), ensuring that they are fair, reasonable, and in the best interest of the company. In cases where such pricing is unavailable, the company and its subsidiaries will compare prices of goods or services with those of external transactions under similar or comparable conditions.

3.6 Interested parties in related party transactions cannot approve or vote on such matters.

3.7 In considering related party transactions, the company or its subsidiaries may appoint an independent appraiser to evaluate and compare prices for significant related party transactions to ensure that they are reasonable and in the best interests of the company.

4. Exemptions from Compliance with Related Party Transactions Criteria:

The following transactions are not subject to the rules governing Connected Transactions:

4.1 Transactions that constitute commercial agreements with general trading conditions approved by the Board of Directors, or are conducted in accordance with the principles approved by the Board of Directors. The Board of Directors may approve such commercial agreements or principles and authorize management to proceed without requiring separate approval of each Connected Transaction, provided that the transaction is conducted in accordance with the general trading conditions or on terms no less favorable than such conditions.

4.2 Loans granted pursuant to the Company's employee welfare regulations, provided that the terms and conditions are no different from those applicable to other employees who are not Connected Persons.

4.3 Transactions where the other contracting party of the Company, or both contracting parties, are subsidiaries in which the Company holds not less than 90% of the shares.

4.4 Issuance of New Securities by the Company or its Subsidiaries to Connected Persons in the following circumstances:

- A Connected Person receives securities in the capacity of an underwriter under an underwriting arrangement, provided that the criteria and conditions of such underwriting arrangement have been fully and clearly disclosed in the prospectus.
- A Connected Person receives securities by exercising subscription rights in proportion to their shareholding in the Company or its subsidiary, as the case may be, including cases where the Connected Person receives securities pursuant to an offering made equally to all shareholders in accordance with a resolution of the shareholders' meeting, provided that the offering shall not be made to any shareholder that would cause the Company to become subject to obligations under foreign laws.
- A Connected Person receives securities pursuant to an offering of newly issued securities in accordance with the Notification of the Capital Market Supervisory Board governing the offering of newly issued securities to directors or employees.

4.5 Transactions with Related Persons that are Juristic Persons. Transactions with a related person that is a juristic person in which the Company or its subsidiary holds shares and has appointed or designated an individual to serve as the chief executive of such juristic person, provided that the Company or its subsidiary and such juristic person are not otherwise related in any other manner.

4.6 Additional Exemption from Duties under the Rules Governing Connected Transactions

<u>Exemption from Duties in Respect of Transactions Undertaken by a Subsidiary that is a Listed Company</u>

Both the Company and its subsidiary are listed companies, the Company shall be exempt from the duties prescribed under the rules governing connected transactions in respect of connected transactions undertaken by the subsidiary that is a listed company.

In considering and undertaking such connected transactions, the boards of directors of the Company and the subsidiary shall perform their duties with due care, prudence, and good faith in accordance with their fiduciary duties, taking into consideration the best interests of the respective company on whose board they serve. This is to ensure transparency and prevent any conflict of interest between the Company and its subsidiary.

5. Calculation of Related Party Transactions Size:

5.1. Normal Cases

- The Company shall apply the highest transaction value calculated in accordance with the table for determining the appropriate approval authority and the applicable requirements under the rules governing connected transactions.
- By comparing the transaction value with the percentage of Net Asset Value (% Net Asset Value), whichever is applicable.
- Transaction Size Calculation

  In calculating the transaction size, the Company shall first calculate the Net Asset ("NA") and then compare it with the value of the connected transaction, as follows: Net Asset ("NA") means the net assets attributable to the parent company, calculated by deducting total liabilities and non-controlling interests (if any).
- In calculating the transaction size, NA shall be calculated based on the latest consolidated financial statements that have been audited or reviewed by the auditor. If any transactions occur after the date specified in the financial statements, the Stock Exchange of Thailand (SET) may require the Company to use financial statements adjusted to reflect such transactions, provided that the adjusted figures have been reviewed by the auditor. The value of the connected transaction shall then be compared with NA to determine whether the transaction falls within the small, medium, or large transaction size category, as specified for each type of transaction below:

Transaction Size	Transaction Value (whichever amount is higher)		Required Actions			
	Minimum Value	% of NA	Board of Directors approval + Disclosure of information via SET	Shareholder Approval	Independent Financial Advisor (IFA)	Progress Report
Small	Transaction value ≤ 1 million baht	Transaction value ≤ 0.03% of NA	-	-	-	-
Medium	1 million baht < Transaction value < 20 million baht	0.03% of NA < Transaction value < 3% of NA	√	-	-	-
Large	Transaction value ≥ 20 million baht	Transaction value ≥ 3% of NA	√	√	√	√

5.1.1 Compliance with Related Party Transactions Rules

Normal Cases

Small-sized transactions: Transaction value **"not exceeding 1 million Baht" or "not exceeding 0.03% of net assets,"** whichever is higher.

The Company may proceed without the obligation to comply with the rules.

Medium-sized transactions : defined as having a value of **"more than 1 million Baht but less than 20 million Baht " or "more than 0.03% but less than 3% of net assets,"** whichever is higher—the Company is required to:

1) Submit the matter to the Board of Directors for approval of the transaction.

2) Disclose information regarding the connected transaction—containing at least the details specified in Clause 8.1.1—via the Stock Exchange's information dissemination system on the same day the Board of Directors resolves to approve the transaction.

Large-sized transactions : defined as those valued at **"20 million Baht or more" or "3% or more of net assets,"** whichever is higher—the Company is required to proceed as follows:

1) Propose the matter to the Board of Directors for approval to submit the agenda item to the shareholders' meeting for consideration and approval of the transaction.

2) Disclose information regarding the connected transaction containing at least the details specified in Clause 8.1.1 via the Stock Exchange's information dissemination system on the same day the Board of Directors resolves to propose the agenda item to the shareholders' meeting for consideration and approval of the transaction.

3) Proceed to seek approval from the shareholders' meeting

- Distribute the meeting notice—containing details meeting at least the requirements specified in Clause 8.1.2, including the Independent Financial Advisor's report (IFA Report) with details meeting at least the requirements specified in Clause 8.1.3—to shareholders at least 14 days prior to the shareholders' meeting, and simultaneously disclose the information via the Stock Exchange's information dissemination system.

- The transaction must be approved by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote, excluding the votes of shareholders who have an interest in the matter.

Furthermore, in the event that the Audit and Corporate Governance Committee or an independent financial advisor expresses the opinion that the Company or its subsidiary should not enter into the connected transaction, no shareholder—or group of shareholders—holding shares and

possessing voting rights amounting to 10 percent or more of the total voting rights of the shareholders present and eligible to vote at the meeting may object to the transaction.

5.2 Special Cases

Transactions involving the provision of financial assistance to the following connected persons:

- Connected persons who are natural persons.
- Connected persons who are juristic persons in which the Company or its subsidiaries hold a smaller shareholding proportion than other connected persons.
- Connected persons who are juristic persons in which the Company or its subsidiaries do not hold any shares.

For connected transactions falling under special cases, the company shall use the lowest transaction value derived from the calculations in the following table to determine the approval authority and the obligations to be fulfilled in accordance with the rules governing connected transactions.

Transaction Size	Transaction Value (whichever amount is lower)		Required Actions			
	Minimum value	% of NA	Board of Directors approval + Disclosure of information via SET	Shareholders' approval required	Independent Financial Advisor (IFA)	Progress report
Small	Transaction value < 100 million Baht	Transaction value < 3% of NA	√	-	-	-
Large	Transaction value ≥ 100 million Baht	Transaction value ≥ 3% of NA	√	√	√	√

Additional guidelines for calculating the value of connected transactions

1. Provision of financial assistance to connected persons
   - The value shall be calculated based on the principal amount and interest, the value of the guarantee obligation, or the potential loss in the event that the connected person defaults on the debt.

- For the calculation of interest value, the rate used shall be either the interest rate charged to the connected person or the average interest rate paid by the company or its subsidiaries, whichever is higher.

2. In the case of receiving financial assistance from a connected person:
   - Calculate the value based on the interest and benefits that the company or its subsidiaries are required to pay to the connected person.
3. In the case of the disposal of shares in a subsidiary to a connected person, resulting in the said company ceasing to be a subsidiary:
   - The calculation must also include the value of any outstanding loans, guarantees, or other obligations owed by the said company to the company or its subsidiaries.
4. Other connected transactions
   - The value of connected transactions shall be calculated based on the total value of consideration paid or received, the book value, or the market value, whichever is higher.

In the event that a related-party transaction also qualifies as a material transaction, the transaction value of the related-party transaction shall be calculated in accordance with the additional guidelines for calculating the value of material transactions based on the total consideration value criteria.

5.2.1 Compliance with Related Party Transactions Criteria

Special Cases

Small-sized transactions defined as those valued at either **"less than 100 million Baht" or "less than 3% of net assets,"** whichever is lower—the Company is required to:

1) Propose the transaction to the Board of Directors for approval.
2) Disclose information regarding the connected transaction—containing at least the details specified in Clause 8.1.1—via the Stock Exchange's information dissemination system on the same day the Board of Directors passes the resolution approving the transaction.

Large-sized transactions defined as those valued at **"more than 100 million Baht" or " 3% or more of net assets,"** whichever is lower—the Company is required to:

1) Propose to the Board of Directors that they approve submitting the agenda item to the shareholders' meeting for approval of the transaction.
2) Disclose information regarding the connected transaction, containing at least the details specified in Clause 8.1.1, via the Stock Exchange's information dissemination system by the date the Board of Directors resolves to propose the agenda item to the shareholders' meeting for approval of the transaction.

3) Submit the agenda item to the shareholders' meeting for approval.

- Distribute the meeting notice containing details meeting at least the requirements specified in Clause 8.1.2, including the Independent Financial Advisor's report (IFA Report) with details meeting at least the requirements specified in Clause 8.1.3—to shareholders at least 14 days prior to the shareholders' meeting, and simultaneously disclose the information via the Stock Exchange's information dissemination system.

- The transaction must be approved by a vote of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote, excluding the votes of shareholders who have an interest in the matter.

Furthermore, in the event that the Audit and Corporate Governance Committee or an independent financial advisor expresses the opinion that the Company or its subsidiary should not enter into the connected transaction, no shareholder or group of shareholders holding shares and possessing voting rights amounting to 10 percent or more of the total voting rights of the shareholders present and eligible to vote at the meeting may object to the transaction.

4) Progress report on the transaction approved by shareholders.

6. Accumulation of Related Party Transactions Values

Cases requiring accumulation of transactions values:

The company shall accumulate the transactions—entered into by the company or its subsidiaries with the company's connected persons—that occurred within the six-month period prior to the date of entering into the transaction, treating them as a single transaction; provided, however, that transactions already approved by the shareholders shall be excluded.

1) The same connected person
2) Major shareholders, persons with controlling power, and the related persons and close relatives of the persons under (1)
3) Related persons and close relatives of the persons under (2)
4) Juristic persons in which a major shareholder or a person with controlling power is a person under (1), (2), or (3)

In this regard, the date on which the committee passed the resolution approving the transaction shall be considered the date of agreement to enter into the transaction.

The principles for accumulation which are the value of connected transactions differ from those applicable to significant transactions; specifically, all connected transactions entered into with the same group of persons—as prescribed by the rules—must be accumulated, without being limited to transactions that are interrelated or fall under the same project. This is because the intent of the regulations governing

connected transactions is to focus supervision on the aggregate value of transactions entered into by the company and its subsidiaries with each group of connected persons during the relevant periods.

Method for Accumulation Transaction Values

When related party transactions fall under the criteria requiring their values to be accumulated as a single transaction in accordance with the aforementioned rules, the Company shall accumulate the transaction values using the following method:

1) Include the transaction value, calculated according to the following method:
   - Include the value of transactions based on the monetary amount.
   - Sum the calculated percentages of transaction value relative to net assets for each transaction.

     Note: Transaction values must be aggregated separately for general cases and special cases.
2) Compare the total transaction values calculated using the two methods described in 1) to determine the transaction approval authority, in accordance with the tables in Clauses 5.1 and 5.2, as applicable.

7. Approval of Related Party Transactions

7.1 Related Party transactions that are normal business transactions with general commercial terms.

As the aforementioned connected transaction constitutes a normal course of business, the Board of Directors has granted approval in principle for the Company and its subsidiaries to enter into such transactions, provided that the terms and conditions are consistent with those that a prudent person would agree upon with a general counterparty under similar circumstances ,which given that the commercial bargaining power involved is free from any influence arising from the status of director, executive, or related person, connected transactions of this nature may be executed without requiring specific approval from the Board of Directors or shareholders for the transaction itself, in accordance with the approval in principle granted by the Board of Directors.

7.2 Related Party transactions requiring approval from the Board of Directors

For related party transactions requiring prior approval from the Board of Directors, executives from the relevant initiating departments such as Sales, Marketing, Accounting, Operations, or other originating units must present the details, nature, necessity, and rationale of the transaction to the Executive Committee for preliminary review and subsequently seek approval from the Audit and Corporate Governance Committee, followed by submission to the Board of Directors' meeting for consideration and approval of the transaction. The operational steps are as follows:

7.2.1. The relevant initiating department shall present the details, nature, necessity, and justification of the transaction, along with all supporting documents and relevant information, to the Executive Committee for screening of the said connected transaction.

7.2.2. The Executive Committee is responsible for screening the aforementioned connected transactions and assigning the Secretary to the Audit and Corporate Governance Committee to coordinate with the Audit and Corporate Governance Committee in preparing the meeting agenda.

7.2.3. The Secretary to the Audit and Corporate Governance Committee coordinates with relevant units to prepare supporting documents for meeting agenda items, summarizing key information for the Audit and Corporate Governance Committee's consideration and opinion.

7.2.4. The Audit and Corporate Governance Committee Meeting: the Secretary to the Audit and Corporate Governance Committee shall prepare the minutes of the Audit and Corporate Governance Committee meeting and coordinate with the Company Secretary to prepare the meeting agenda for presenting the Audit and Corporate Governance Committee's opinion to the Board of Directors, in order to seek approval for entering into the transaction.

7.2.5. The Company Secretary, in collaboration with relevant departments, shall prepare supporting documents for meeting agenda items, summarizing key information for the Board of Directors' consideration and approval.

7.2.6. At the Board of Directors' meeting, directors who have an interest in or are considered connected persons regarding the transaction shall not be entitled to participate in the consideration of or vote on the relevant agenda item; however, the meeting may invite such directors to provide factual clarifications if necessary. Alternatively, such a director may provide information, but they must leave the meeting room before the deliberation and voting begin, and the company secretary must record this matter in the minutes of the meeting.

7.3. Related Party transactions requiring shareholder approval

For Related Party transactions requiring shareholder approval prior to execution, executives from the relevant initiating departments such as Sales, Marketing, Accounting, Finance, Operations, or other initiating units must present the details, nature, necessity, and rationale of the transaction. To seek approval from the Executive Committee which reviews the necessity of the aforementioned connected transaction and subsequently submit the matter to the Audit and Corporate Governance Committee, the Board of Directors, and the shareholders' meeting for consideration and approval of the transaction, the following procedures shall be followed:

7.3.1 The relevant initiating department shall present the details, nature, necessity, and justification of the transaction, along with all supporting documents and relevant information, to the Executive Committee for a review of the necessity of said transaction.

7.3.2 The Executive Committee assigns the Secretary of the Audit and Corporate Governance Committee to coordinate with the Audit and Corporate Governance Committee to prepare the meeting agenda.

7.3.3 The Secretary to the Audit and Corporate Governance Committee, in collaboration with relevant units, shall prepare supporting documents for the meeting agenda, summarizing key information for the Audit and Corporate Governance Committee's consideration and opinion.

7.3.4 Audit and Corporate Governance Committee Meeting: the Secretary to the Audit and Corporate Governance Committee prepares the minutes of the Audit and Corporate Governance Committee meeting and coordinates with the Company Secretary to arrange the meeting agenda for presenting the Audit and Corporate Governance Committee's opinions to the Board of Directors for consideration.

7.3.5 The Company Secretary, in collaboration with relevant units, shall prepare supporting documents for meeting agenda items, summarizing key information for the Board of Directors' consideration and approval.

7.3.6 Convene a meeting of the Board of Directors, during which directors with a conflict of interest shall not participate in the consideration of the transaction; the Company Secretary shall prepare the minutes of the Board of Directors' meeting and disclose the information to the Stock Exchange of Thailand.

7.3.7 The Company Secretary, in collaboration with relevant departments, shall prepare the supporting documents for the shareholders' meeting agenda—including the opinion of the Independent Financial Advisor—to seek shareholder approval for the transaction. These documents must provide sufficient information for decision-making and include a list of connected persons who are ineligible to vote, along with their respective shareholdings.

7.3.8 Shareholders' meeting and preparation of the shareholders' meeting minutes by the Company Secretary.

8. Requirements for Disclosure of Related Party Transaction Information

8.1 Disclosure of Related Party Transaction Information

The company is required to disclose transaction information in various documents in accordance with the minimum requirements set below; these minimum requirements apply to significant transactions, connected transactions, and transactions that qualify as both significant and connected transactions.

8.1.1 Related Party Transaction Information

For transactions subject to disclosure requirements via the Stock Exchange's information transmission system—in accordance with the regulations governing significant transactions and connected transactions—the Company shall disclose the following minimum transaction details via the Stock Exchange's system. This disclosure must be made on the date the Board of Directors resolves to propose the agenda item to the shareholders' meeting for approval of the transaction.

1) Nature and details of the transaction, covering at least the following matters:

a) Date or expected timeframe for the transaction.

b) Name of the related party (counterparty) and their relationship with the Company or its subsidiaries; in the case of a connected transaction, specify the relationship that causes the said person to be classified as a connected person of the Company.

c) General characteristics of the transaction, specifying details such as an overview, the nature of the transaction, the objective, and the procedures and conditions involved.

d) Details of the assets involved in the transaction, including their nature, usage status, and any encumbrances. In the case of securities, provide general information about the entity, such as the nature of its business, registered capital, paid-up capital, a summary of its financial position and operating results for the past three years, and the list of the Board of Directors. Please provide a list of the top 10 shareholders and their respective shareholding proportions, including the ultimate shareholders of the entity. Additionally, if any related persons of the company hold shares in said entity, please specify their names and shareholding proportions.

e) Total value of the transaction and details regarding the method of payment, including relevant terms and conditions—such as the payment schedule (e.g., lump-sum or installments) and deposit requirements—particularly in cases where the consideration used for the transaction is non-cash. For instance, in cases involving the issuance of securities to settle the purchase price of assets or for asset exchanges, please specify the type and details of the securities or assets used as consideration, as well as the method used to determine the value of such consideration.

f) Calculation of the transaction value, specifying the following details:

Connected Transactions

- Method of calculating the transaction value in accordance with the criteria for connected transactions

- Maximum calculated transaction value and the obligations the Company must fulfill under the criteria

g) Sources of funds for the transaction or the plan for utilizing proceeds from the transaction; if funds are borrowed from financial institutions for the transaction, specify details of the borrowing terms that could affect shareholders' rights, such as dividend payment restrictions in the best interests of the company, while also outlining measures to prevent potential future conflicts of interest.

h) In the event of an investment in an entity where a connected person of the Company holds more than 10 percent of the total voting shares of that entity, and following the transaction—said entity qualifies as an associate or subsidiary of the Company, explain the rationale behind this shareholding structure and how it serves the Company's best interests. Additionally, specify measures to prevent potential future conflicts of interest.

i) Opinions of independent experts, such as asset appraisers and financial advisors (if any).

j) Summary of key terms of significant related contracts

k) In cases where the transaction requires permission from the relevant regulatory authority to disclose details regarding the matter, information such as the regulatory authority, applicable laws, conditions for approval, and the timeframe for the approval process must be included.

l) Legal disputes relating to the transaction or the assets involved in the transaction (if any)

m) Other information that may significantly affect investors' decisions (if any)

2) Business plan related to the transaction

a) Policies and business plans related to the transaction, including a brief timeframe

b) Analysis of market conditions and competition, including business opportunities

c) Risk factors or events that could prevent the plan from being executed as intended

d) Contingency plan in the event the transaction cannot be successfully concluded, including an analysis of potential impacts

3) The opinion of the Board of Directors, covering at least the following matters:

a) The reasonableness and benefits of the transaction.

b) Potential risks or impacts arising from the transaction.

c) The appropriateness of the price and terms of the transaction.

In the case of a connected transaction, the analysis and explanation regarding the reasonableness and benefits of the transaction must also include a comparison with a transaction involving an external party.

4) A certification by the Board of Directors stating that due care was exercised in reviewing the information and that the transaction is considered reasonable and beneficial to the company and its shareholders.

5) Opinion of the Audit and Corporate Governance Committee.

6) A certification that directors with an interest in the connected transaction did not participate in the meeting or vote on the Board of Directors' resolution to approve the transaction (applicable only to connected transactions).

8.1.2 Meeting Notice

For transactions requiring approval from the shareholders' meeting in accordance with the criteria for connected transactions, the Company shall send a notice of the meeting containing at least the following information to shareholders at least 14 days prior to the meeting date, and shall disclose the notice via the Stock Exchange's system.

1) Minimum information required to be disclosed regarding the transaction pursuant to Clause 8.1.1

2) Specify the names and shareholdings of interested shareholders who are not entitled to vote.

3) A proxy form that allows shareholders to specify their voting preference and proposes at least one Audit and Corporate Governance Committee member as a proxy for the shareholders.

4) In the event that the Audit and Corporate Governance Committee or the financial advisor is of the opinion that shareholders should not approve the transaction, the shareholders' right to object to the transaction must be specified.

8.1.3 Independent Financial Advisor's Opinion Report

For transactions subject to the requirement of preparing an independent financial advisor's opinion report to support the shareholders' meeting's consideration—in accordance with the rules governing significant transactions and connected transactions—such report must include, at a minimum, the following items:

1) A summary overview of the transaction; details may be referenced from the information disclosed by the Company in the shareholders' meeting notice.

2) The opinion of the Independent Financial Advisor, covering at least the following matters:

   a) Reasonableness and benefits of the transaction.

   b) Risks or potential impacts arising from the transaction.

   c) Appropriateness of the price and terms of the transaction.

In providing their opinion, the Independent Financial Advisor must present supporting information, including the rationale and key assumptions; furthermore, for connected transactions, a comparative analysis of the advantages and disadvantages of transacting with a connected person versus an independent third party must be included.

3) Summary of the Independent Financial Advisor's opinion on whether shareholders should approve the transaction, including supporting reasons.
4) Confirmation that duties have been performed with due care and diligence in accordance with professional standards, placing the utmost importance on the interests of the Company's shareholders.

8.2 Reporting on the progress of the transaction following shareholder approval

Reporting upon the occurrence of an event

In the event that the company is unable to proceed in accordance with the approval granted by the shareholders' meeting in a material respect such as changes to the transaction timeframe, material terms and conditions, counterparty, or project value the company is required to submit a report by the business day following the date it became aware (or should have become aware) of such event. Additionally, the company must include a report on the matter in its periodic reports that must be reported in the next round as well or if there is consideration of canceling or changing significant details of the transaction which had previously been approved by the shareholder meeting or the board of directors. The board or management should act responsibly with caution and honesty according to the principles of Fiduciary Duty, considering the best interests of the company as important. However, if such cancellation or modification could cause damage to the Company or adversely affect the benefits the Company is entitled to receive, a proposal should be submitted to the shareholders' meeting or the Board of Directors' meeting as the case may be to seek approval for such cancellation or modification, in accordance with the approval authority levels applicable to the original transaction.

Periodic reporting

The company is required to report the progress of the transaction, including at least the specified details, according to the following schedule. Such reporting must continue until the transaction is completed in accordance with the shareholders' approval or is cancelled.

- Disclosed via the Stock Exchange's information dissemination system on a semi-annual basis: by July 31 (for the first-half reporting period of January–June) and by January 31 (for the second-half reporting period of July–December) of each year.

- Disclosed in the Form 56-1 One Report, which must be submitted within three months of the end of each fiscal year.

These policies and procedures regarding connected transactions shall come into effect from August 6, 2026 onwards.