

(Translation)



**Document Name:** Related Party Transactions and Connected Transactions Policy  
**Document Number:** AWC/CS/AWCCENTER/2019/POL010  
**Effective Date:** 22 January 2019 (By virtue of the resolution of the Board of Directors' meeting No. 1/2019)  
**Amendment Number:** 1<sup>st</sup> (By virtue of the resolution of the Board of Directors' meeting No. 2/2019 held on 7 March 2019)

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## Related Party Transactions and Connected Transactions Policy

  
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## **Related Party Transactions and Connected Transactions Policy**

### **Asset World Corp Public Company Limited**

Asset World Corp Public Company Limited (the “**Company**”) has formulated the Related Party Transactions and Connected Transactions Policy of the Company and its subsidiaries for transparency and fairness as per the following details:

#### **1. Definitions**

The terms “related party transaction”, “connected transaction”, “person who may have a conflict of interest”, “connected person”, and other definitions shall be in accordance with the relevant notifications of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or the Capital Market Supervisory Board.

  
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## **2. Measures, Procedures on Approval, and Policy for Related Party Transactions and Connected Transactions**

With respect to the entering into related party transactions and connected transactions of the Company and its subsidiaries, the Company shall comply with the criteria under the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), the relevant regulations, notifications, orders, and rules of the Capital Market Supervisory Board, and/or the Securities and Exchange Commission, and/or the Stock Exchange of Thailand, as well as the provisions on disclosure of related party transactions in the notes to the financial statements which have been audited by the auditor of the Company and its subsidiaries, and the annual registration statements (Form 56-1).

### **2.1 Measures and Procedures on Approval of Related Party Transactions and Connected Transactions**

1) The Board of Directors shall put in place procedures for consideration and approval of related party transactions and connected transactions in compliance with the operational guidelines of the Company and its subsidiaries, within an ethical framework and screened by the Audit Committee, whereby

  
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the best interests of the Company and its shareholders are taken into consideration. In this regard, the Board of Directors shall ensure that the procedures for consideration and approval of related party transactions and connected transactions shall be in compliance with the relevant regulations, notifications, orders, and criteria of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand and that the information on related party transactions and connected transactions shall be accurately and fully disclosed to the public.

2) In considering and approving any proposed transaction, the Company shall take into account the suitability of the price, the reasonableness of the proposed transaction, by considering the conditions to be consistent with the ordinary course of business of the industry, and/or comparing the price to that of a third party and/or the market price and/or the price or conditions of the proposed transaction are based on an arm's length basis, and/or being able to demonstrate that the price or conditions of the proposed transaction are reasonable or fair, and that the Company shall verify and monitor the proposed transaction.

  
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3) In considering and approving the entering into related party transaction or connected transaction with major shareholders, directors, executives or persons who may have a conflict of interest, or connected persons of the Company, the directors with an interest or the directors who are connected persons shall neither attend the meeting nor have rights to cast votes on consideration and approval of such transactions, as to ensure that the entering into such transactions are not for the purposes of a change or transfer of the Company's benefits, but in the best interests of the Company and its shareholders.

4) The Company or its subsidiaries shall be able to enter into related party transactions and connected transactions with directors, executives, or connected persons when such transactions are approved in accordance with the criteria of the Stock Exchange of Thailand and/or the Office of the Stock Exchange and Commission and such transactions are in accordance with the Company's policy, with the exception of transactions with the same commercial terms as those an ordinary person would agree to 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 connected person, as the case may be, provided further that the said commercial terms have been approved by the Board of Directors or are in compliance with the principles previously approved by the Board of Directors.

  
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5) The Company may arrange for a person with knowledge, expertise, and special proficiency; for example, an independent expert, auditor, or independent asset appraiser, to provide opinions on related party transactions and connected transactions in support of the consideration of the Audit Committee, and/or the Board of Directors, and/or a meeting of shareholders (as the case may be).

6) The Company shall prepare a summary report of related party transactions and connected transactions to present the same to a meeting of the Audit Committee of the Company and of the Board of Directors on a quarterly basis, in order to be in compliance with the law governing securities and exchange, regulations, notifications, orders, or requirements of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

7) The Company, through the Internal Audit Office, shall review related party transactions and connected transactions in accordance with the audit plan, and report the review to the Audit Committee, as well shall put in place measures to monitor, control, and verify that the transactions are reviewed genuinely and at random to ensure their compliance with the specified agreements, or policies, or conditions.

  
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## 2.2 Policy for Related Party Transactions and Connected Transactions

Transactions under commercial terms which are general commercial conditions and transactions not under general commercial terms which are general commercial conditions shall be entered into in compliance with the following principles:

### **Transactions under commercial terms which are general commercial conditions**

The Management may approve the entering into related party transactions and connected transactions, in the case where the transactions are in the ordinary course of business or transactions that support the ordinary course of business of the Company and may occur on an ongoing basis in the future, if such transactions are under commercial terms which are general commercial conditions, with directors, executives, connected persons, or persons who may have a conflict of interest, in accordance with the requirements of the Stock Exchange of Thailand, the Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission and bear the same commercial terms as those which an ordinary person would agree to enter into 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, connected person, or person who may have a conflict of interest (as the case may be), provided

  
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the transactions shall not result in any transfer of benefits and/or being able to demonstrate that the prices or conditions of the transactions are reasonable or fair, and that they are officially approved by the Board of Directors or are in compliance with the principles approved by the Board of Directors.

#### **Transactions under commercial terms which are not general commercial conditions**

Connected transactions or related party transactions which are under commercial terms which are not general commercial conditions shall require consideration and opinion of the Audit Committee. The Audit Committee shall grant approval in relation to the necessity of the entering into any transactions and the reasonableness of the price of such transactions by taking into consideration the conditions of the transaction which shall be in the ordinary course of business of the industry, and/or comparing the price of a third party and/or the market price, and/or the price or conditions of the transaction are based on an arm's length basis, and/or being able to demonstrate that the price or conditions of the transaction are reasonable or fair, and shall propose the transaction to the Board of Directors for further approval.

  
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Notwithstanding the foregoing, in the case of a high-value transaction as defined under the requirements of the Stock Exchange of Thailand, the Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission, after approval by the Board of Directors, the transaction shall be proposed to a meeting of the shareholders of the Company for further consideration and approval.

### **3. Policy for Related Party Transactions and Connected Transactions in the Future**

After the public offering and the listing on the Stock Exchange of Thailand of the Company, the entering into related party transactions and connected transactions of the Company shall be in compliance with the following principles:

1) The Company shall comply with its policy, the law governing securities and exchange, regulations, notifications, orders, or requirements of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and/or the Stock Exchange of Thailand, provided that no transaction shall be entered into for the purposes of a change or transfer of benefits between the Company or its shareholders, but the transaction shall be for in the best interests of the Company and all of its shareholders.

  
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2) In the case where transactions are in the ordinary course of business or transactions that support the ordinary course of business of the Company, and may occur on an ongoing basis in the future, the Company shall comply with the criteria and guidelines in accordance with the general commercial conditions and with reference to the prices and conditions which are reasonable and fair, reasonable and verifiable. The entering into such transactions are in accordance with the principle of terms which are general commercial conditions as approved by a meeting of the Board of Directors. In this regard, the Management shall prepare a summary report of the transactions in order to report the same to a meeting of the Board of Directors, on a quarterly basis, in support of the preparation of the annual registration statements (Form 56-1).

3) The disclosure of the elated-party transactions and connected transactions of the Company shall be in accordance with the laws and regulations specified by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as in accordance with the accounting standards on connected entities or persons of the Federation of Accounting Professions.

  
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The Related Party Transactions and Connected Transactions Policy was considered and approved by the Board of Directors' meeting No. 2/2019, convened on 7 March 2019, and shall be effective from 7 March 2019.

.....—Signature—.....

(Mr. Charoen Sirivadhanabhakdi)

Chairman of the Board of Directors

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**Approval and Procedures on Entering into Related Party Transactions and Connected Transactions**

**Approval on Connected Transactions**

**1. Criteria on transaction value**

- 1) A small transaction is a transaction with a value of less than or equivalent to THB 1 million, or less than or equivalent to 0.03 percent of the NTA, whichever is higher.
- 2) A medium transaction is a transaction with a value of more than THB 1 million but less than THB 20 million, or more than 0.03 percent but less than 3 percent of the NTA, whichever is higher.
- 3) A large transaction is a transaction with a value of more than or equivalent to THB 20 million, or more than 3 percent of the NTA, whichever is higher.

Remark: Net Total Asset (NTA) means Total assets – Intangible assets – Total liabilities – Non-controlling interest (if any).

  
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(Intangible assets are; for example, goodwill or deferred costs, with the exception of deductions of intangible assets that generate major income, such as concessions and patent permits)

In this regard, the criteria on transaction value shall be in accordance with the criteria prescribed and announced in the notifications of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and/or the Stock Exchange of Thailand, including any amendment thereto.

  
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## 2. Authorization for Consideration and Approval

| Types of Transactions   | Authorization     |                    |                   |
|---|-------------------|--------------------|-------------------|
|   | Small Transaction | Medium Transaction | Large Transaction |
| 2) Transactions which are in the ordinary course of business or transactions which support the ordinary course of business                                      |                   |                    |                   |
| 2.1 Transactions which are in the ordinary course of business or transactions which support the ordinary course of business under general commercial conditions |                   | The Management     |                   |

  
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| Types of Transactions  | Authorization     |   |   |
|--|-------------------|---|---|
|  | Small Transaction | Medium Transaction  | Large Transaction   |
| 2.2 Transactions which support the ordinary course of business but are not under general commercial conditions   | The Management    | The Board of Directors + Disclosure of information to the SET | Shareholders  |
| 3) Lease or lease out transactions of real estate with terms of not more than three years which cannot be proven to be under general commercial conditions | The Management    | The Management + Disclosure of information to the SET         | The Board of Directors + Disclosure of information to the SET |
| 4) Transactions relating to assets or services   | The Management    | The Board of Directors + Disclosure of information to the SET | Shareholders  |

  
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| Types of Transactions  | Authorization   |                    |   |
|--|---|--------------------|---|
|  | Small Transaction   | Medium Transaction | Large Transaction   |
| <b>5) Transactions to provide or receive financial assistance</b>  |   |                    |   |
| 5.1 To provide financial assistance to connected persons or companies in which the connected persons hold shares in an amount greater than those held by the Company | The Board of Directors<br>(Less than THB 100 million or 3 percent of the NTA, whichever is lower) |                    | Shareholders<br>(More than THB 100 million or 3 percent of the NTA, whichever is lower) |

  
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| Types of Transactions   | Authorization     |   |                   |
|---|-------------------|---|-------------------|
|   | Small Transaction | Medium Transaction  | Large Transaction |
| 5.2 To provide financial assistance to companies in which the Company holds shares in an amount greater than the amount held by the Connected Persons | The Management    | The Board of Directors + Disclosure of information to the SET | Shareholders      |
| 5.3 To receive financial assistance   | The Management    | The Board of Directors + Disclosure of information to the SET | Shareholders      |

*Remark: The SET means the Stock Exchange of Thailand.*

In this regard, the authorization for consideration and approval shall be in accordance with the criteria specified by the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and/or the Stock Exchange of Thailand, including any amendment thereto.

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### **Procedures on Related Party Transactions and Connected Transactions Practice**

Procedures on proposing related party transactions and connected transaction to the Audit Committee

- 1) Transactions under the approval authority of the Management or the Executive Committee
  - (a) The responsible unit (Owner) shall be responsible in consideration regarding the entering into the transactions in accordance with the regulations on the approval authority and operation authority of the Company.
  - (b) After the transactions are approved by the Management or the Executive Committee (as the case may be), the transactions shall be proposed to the Audit Committee for consideration and be disclosed in the annual registration statements(Form 56-1) and the Annual Report of the Company.

- 2) Transactions under the approval authority of the Board of Directors

The responsible unit (Owner) shall propose the details, necessity, and reasonableness of the transactions to obtain approval from the Audit Committee before proposing the same to the Board of Directors for the entering into the transactions, in accordance with the following procedures:

  
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- (a) The responsible unit (Owner) shall summarize the details of the transactions, prepare all relevant information, and propose the same to the Chief Executive Officer and President, and/or the person assigned by the Chief Executive Officer and President, and/or the Chief Financial Officer who has been assigned by the Chief Executive Officer and President, or the person assigned to coordinate with the Head of Internal Audit.
- (b) The Head of Internal Audit shall coordinate with the Audit Committee to prepare agenda items for the meeting.
- (c) The Head of Internal Audit, the responsible unit, and the relevant units shall jointly prepare the supporting documents for the meeting, which comprise relevant material information, for the purposes of consideration of the Audit Committee. In this regard, it is the duty of the responsible unit to present the information on the transactions to a meeting of the Audit Committee.

  
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- (d) When receiving the resolution of the meeting, the Audit Committee shall propose the same to the Board of Directors for further consideration and approval to enter into the transactions. In this regard, it is the duty of the responsible unit to present the information on the transactions to a meeting of the Board of Directors.
- (e) After the transactions are approved, the Company shall immediately disclose the resolution of the Board of Directors to the Stock Exchange of Thailand (the "SET"), whereby the information memorandum disclosing the transaction shall comprise information as required by the SET at a minimum, and the information on the transactions shall also be disclosed in the annual registration statements (Form 56-1) and the Annual Report of the Company.
- 3) Transactions under the approval authority of the meeting of shareholders
- The responsible unit (Owner) shall propose the details, necessity, and reasonableness of the transactions to obtain approval from the Audit Committee before proposing the transactions to the Board of Directors for approval and to propose the same at a meeting of the shareholders for its consideration and approval to enter into the transactions, in accordance with the following procedures:

  
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- (a) The responsible unit (Owner) shall summarize the details of the transactions, prepare all relevant information, and propose the same to the Chief Executive Officer and President, or the Chief Financial Officer who has been assigned by the Chief Executive Officer and President, to coordinate with the Head of Internal Audit.
- (b) The Head of Internal Audit shall coordinate with the Audit Committee to prepare agenda items for the meeting.
- (c) The Head of Internal Audit, the responsible unit, and the relevant units shall jointly prepare the supporting documents for the meeting, which comprise relevant material information, for the purposes of consideration of the Audit Committee. In this regard, it is the duty of the responsible unit to present the information on the transactions to a meeting of the Audit Committee.

  
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- (d) When receiving the resolution of the meeting, the Audit Committee shall propose the same to the Board of Directors for its consideration and approval to enter into the transactions, and in order to convene a meeting of the shareholders for further consideration and approval. In this regard, it is the duty of the responsible unit to present the information on the transactions to a meeting of the Board of Directors.
- (e) After the transactions are approved by the Board of Directors, the Company shall immediately disclose the resolution to the SET, whereby the information memorandum disclosing the transaction shall comprise information as required by the SET.
- (f) The Company Secretary shall carry out any relevant actions to convene a meeting of the shareholders for its consideration and approval to enter into the transactions. In this regard, the Company Secretary shall present the opinions of the Board of Directors and the Audit Committee, which comprise supporting information that is sufficient for decision-making, and the names and number of shares held by connected persons who are not entitled to cast votes on the relevant agenda item.

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- (g) After the transactions are approved by the shareholders, the Company shall immediately disclose the resolution to the SET, whereby the information memorandum disclosing the transaction shall comprise information as required by the SET, and the information on the transactions shall also be disclosed in the annual registration statements (Form 56-1) and the Annual Report of the Company.

  
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