



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

## Conflict of Interest Policy

Approved by the Board of Directors' Meeting No. 3/2017

Held on 26 September 2017



### Revision Record

No.	Date	Revision Details	Reason	Approved by
00	26 Sep 17	First edition	-	BOD 3/2017





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## Conflict of Interest Policy

### Siamrajathanee Public Company Limited

Siamrajathanee Public Company Limited (the “Company”) places importance on considering transactions with transparency and those that are beneficial to the Company. Therefore, it is important to prevent transactions that may cause conflict of interest, related party transactions or connected transactions. The Company has determined guidelines, prohibitions, and considerations to ensure that directors, executives, and employees of the Company understand and comply with the policy to prevent conflict of interest.

The Company’s directors, executives and/or employees (as the case may be) has the duty to comply with the requirements and considerations set out below.

1. Disclosure and submission of information on personal and related party’s interests to the Board of Directors to provide information on relationship and transaction with the Company and its subsidiaries in a manner that may cause conflicts of interest immediately before the transaction is made. The Company has assigned the Company Secretary to examine transactions with conflict of interest at the end of every year. The examination will be conducted on the Company’s directors, management and/or related persons and the information will be reported to the Audit Committee and the Board of Directors for acknowledgement at least once a year.

2. Avoiding entry into connected transactions or transactions involving oneself and/or person who may have conflict of interest and related person that may cause conflict of interest with the Company and its subsidiaries. Not conducting any act in a manner which is contrary to interests of the Company or its subsidiaries or in pursuit of personal gain and/or gain by related person and strictly comply with the Company's code of conduct.

3. The following actions, which result in the Company’s directors, executives and/or related persons receiving financial benefits other than normally receiving or cause damages to the Company or its subsidiaries, shall be assumed to have significant conflict of interest with the Company and its subsidiaries.

3.1 Transaction between the Company or its subsidiary with the Company’s director, executive or related person without complying with the rules related to connected transactions or related party transactions.

3.2 Use of information of the Company or its subsidiary that has been known, unless it is information that has already been disclosed to the public.





3.3 Use of asset or business opportunity of the Company or its subsidiary that violates rules or general practices as announced by the Capital Market Supervisory Board.

4. In case of connected transaction or related party transaction that is a normal transaction having agreement with trade conditions generally in the manner that a reasonable person would act with a normal contracting party in the same situation with trade bargaining power and without influence as the Company's major shareholder, director, executive or related person as approved in principle by the Board of Directors, a summary of such transaction shall be prepared for the Audit Committee and the Board of Directors for acknowledgement and provision of opinions on a quarterly basis in which such transaction is made.

5. In case of connected transaction or related party transaction or connected transaction that is not a normal trade transaction, the Audit Committee shall consider and provide opinions regarding necessity of entering into the transaction and appropriateness of the transaction price and take actions pursuant to the rules relating to connected transactions or related party transactions under the securities laws and the Company's policy for entering into connected transactions or related party transactions.

6. The Board of Directors must ensure that the Company and its subsidiaries comply with and disclose information in accordance with the securities laws and other applicable laws.

7. Supervise and be responsible for the Company and its subsidiaries in having an internal control system that is adequate and efficient and ensures that operations of the Company and its subsidiaries will be in accordance with the Company's policies and articles of association, laws and guidelines regarding good corporate governance of listed companies, and the applicable rules and regulations of the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand.

8. Set-up a clear work system to show that its subsidiaries have an adequate system for disclosing information on significant transactions according to the established criteria continuously and reliably. A channel shall be created for receipt of information of subsidiaries by the Company's directors and executives so that they may efficiently monitor operating results and financial positions of the subsidiaries, transactions between the Company's subsidiaries and the Company's directors and executives, and significant transactions of the subsidiaries. In addition, a mechanism must be established to monitor such work system in the subsidiaries. The independent directors, the Audit Committee, and the Company's internal auditor can directly access information and report results of inspection of the work system to the Company's directors, the Audit Committee, and the management to ensure that the subsidiaries comply with the work system on a regular basis.





9. The Company’s directors and management must not participate in expressing opinions and approving matters in which they have an interest or have conflict of interest, whether direct or indirect.

10. Holding shares, being a director, executive or advisor of a business that conducts a similar type of business or a business competitor or there may be a conflict of interest with the Company or its subsidiaries and must comply with the criteria specified in the laws on public limited companies, the securities laws, and regulations of the Stock Exchange of Thailand.

In order for the operations throughout the organization to be consistent, conflict of interest policy has been promulgated from 26 September 2017.

Signed.....

(Mr. Weidt Nuchjalearn)

Chairman of the Board of Directors

Siamrajathanee Public Company Limited

