

Related Transactions

In 2024, the Company and its subsidiaries did transactions with related parties which these transactions have prices and returns that are commercial in the same way that a person of ordinary prudence would act with a general counterparty in the same situation. The Company possessed bargaining power without influence as directors, executives or related persons under reasonable conditions that can be examined and do not cause a transfer of benefits. The Company shall normally proceed a related transaction under the principles approved by the Board of Directors, as well as prepare a summary report to be reported to the Board of Directors every quarter. Meantime, details are provided in Note of the Company's financial statements for the year ended December 31, 2024 which as audited by the Company's auditor, the disclosure of aforementioned also provided in 56-1 One Report/ Annual Report. The Audit Committee has reviewed that all transactions in 2024 were reasonable and transparent and complied with the rules and regulations under the Notification of the Stock Exchange of Thailand regarding Related Transactions of a Listed Company.

Procedures for the Approval of Related Transactions

Related transactions with possible conflicts of interests or related transactions, the Audit Committee will review and ensure that transactions comply with the regulations of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 and the notification of the Capital Market Supervisory Board No.TorChor. 21/2008 Re: Rules on Connected Transactions. The Audit committee will comply with the Securities and Securities Exchange laws, regulations and announcement from the Stock Exchange of Thailand, as well as the disclosure rule of the connected transaction. The policy on conflicts of interests is clearly stated in the Company's Business Ethics for the directors and employees to correctly follow.

In the case of the purchases and sales of important assets of the Company and its subsidiaries, which are transactions that occur infrequently, the Company has a policy to engage external independent experts such as professional appraisers and independent financial advisors to provide counsel to the Audit Committee for further proposal to the Board of Directors.

In the case of transactions for the purchase and sale of goods and services under the ordinary course of business, were engaged in the normal course of business and complied with Rules on Connected Transactions by virtue of Section 89/12(1) of the Securities and Exchange Act (No.4) B.E. 2551. The Board of Directors has approved in the Board of Directors Meeting No.2/2024 held on 7 May 2024.

In year 2024, the company and its subsidiaries entered into related party transactions with parties with possible conflict of interests, according to the details as follows:

1. Normal business transactions, normal business support transactions, rental or lease transaction for immovable property (not more than 3 years), and transactions related to assets and services.

(Unit : Million baht)

| Name | Relation ship | Shareholding by the company (%) | Significant item | Relating transaction amount |
|--|---------------|---------------------------------|---|---------------------------------------|
| 1. Saha Pathana Inter-Holding Plc. | A,B,C,D | 0.32 | - Immovable property rental expenses - Electrical and Utility charges expenses | 1.77 165.29 |
| 2. I.C.C. International Plc. | A,B,C,D | 0.35 | - Purchase of products / Service - Other expenses - Sale of goods - Other income | 0.53 0.41 40.87 1.68 |
| 3. Osoth Inter laboratories Co., Ltd. | A,B,D | 33.19 | - Purchase of products - Other expenses - Sale of goods - Immovable property rental income - Other income | 0.11 0.28 17.39 2.31 0.70 |
| 4. Yamahatsu (Thailand) Co.,Ltd. | A,B | 30.00 | - Sale of goods - Immovable property rental income | 0.83 28.83 |
| 5. Atika Beauty Manufacturing Sdn.Bhd. | A,B | 35.00 | - Sale of Goods - Other income | 0.75 0.09 |
| 6. Thai Cubic Technology Co.,Ltd | A,B | 5.00 | - Purchase of products | 0.15 |
| 7. B.K.C. International Marketing | A,B | 19.00 | - Purchase of goods | 0.02 |
| 8. T-way Co.,Ltd. | A,B | 12.00 | - Sale of goods - Other expenses | 0.01 0.12 |
| 9. Thai Wacoal Plc. | A,D | 0.08 | - Other expenses - Sale of goods | 0.06 8.66 |
| 10. Better Way (Thailand) Co., Ltd. | B,D | - | - Sale of goods - Other income -Purchase of products | 28.00 0.59 0.33 |

(Unit : Million baht)

| Name | Relation ship | Shareholding by the company (%) | Significant item | Relating transaction amount |
|---|------------------|---------------------------------------|--------------------------------------|-----------------------------------|
| 11. Betterway International Co.,Ltd. | B,D | - | - Sale of goods | 1,236.88 |
| | | | - Other income | 1.51 |
| 12. International Laboratories Crop.,Ltd | B,D | - | - Purchase of products | 0.34 |
| | | | - Other expenses | 0.03 |
| | | | - Sale of products | 104.22 |
| | | | - Other income | 0.57 |
| 13. O.C.C. Plc. | B,D | - | - Sale of goods | 2.74 |
| 14. People's Garment Plc. | B,D | - | - Purchase of products | 0.02 |
| 15. Worldbest Corporation Co.,Ltd. | B,D | - | - Other expenses | 2.48 |
| 16. H&B Intertex Co.,Ltd. | B,D | - | - Purchase of products | 5.21 |
| | | | - Other expenses | 0.03 |
| 17. Thai Itokin Co.,Ltd. | B,D | - | - Purchase of products | 0.13 |
| 18. Sahachol Food Supplies Co.,Ltd | B,D | - | - Other expenses | 0.01 |
| 19. Cake and Bakery. Co.Ltd. | B | - | - Other expenses | 0.02 |
| 20. Make up Technique International Co.,Ltd. | B | - | - Sale of goods | 0.23 |
| 21. I.S.B.M. Co.,Ltd. | B | - | - Sale of goods | 6.52 |
| 22. Shaldan (Thailand) Co.,Ltd. | B | - | - Sale of goods | 3.78 |
| | | | -Other income | 0.14 |
| 23. Chokwathana Co.,Ltd. | B | - | - Immovable property rental expenses | 0.48 |
| | | | - Utility charges expenses | 0.32 |
| 24. Vitayasithi Co., Ltd. | B | - | - Other expenses | 0.13 |
| 25. Daiso Sangyo (Thailand) Co.,Ltd. | D | - | - Sale of goods | 3.61 |
| 26. Saha Pathanapibul Plc. | D | - | - Other expenses | 00.28 |
| | | | - Sale of goods | 8.41 |
| 27. Lion Corporation (Thailand) Limited | D | - | - Purchase of products | 1.05 |
| | | | - Sale of goods | 56.04 |
| 28. Kewpie (Thailand) Co.,Ltd. | D | - | - Other income | 0.36 |

| | | |
|--------------|---------------------------------|--|
| Relationship | A = Shareholding by the Company | B = Co-directors |
| | C = Major shareholders | D = Major shareholder with over 10% shareholding |

Relating Party Transactions can be looked at the past 3 years at “www.snjinter.com” topic “Investor Relation” “Financial Information”.

Transfer Pricing Policy The company set selling price, by considering product design, complexity level of production process, sales forecast, sales volume, and production cost. Which is the same price level with the general customers.

Remuneration Policy The company carried out relating transactions with other companies, on a fair business practice basis, based on market prices and normal business terms being applied to those transactions conducted with unconnected outside business parties or persons.

| Item | Remuneration Policy |
|----------------------------------|--|
| - Immovable property rental fees | Fees depending on the location, surrounding, building condition, and utilization purpose for said assets |
| - Service charges | The remuneration of the service provider, the difficulty of the task, without compensation, as well as other persons or other parties that are not involved. |
| - Other income | Price plus margin |
| - Rental income from real estate | Contract price based on location, surrounding, condition, and utilization of the property. |
| - Utility charges | According to the rates announced by Saha Group Industrial Park, based on actual units or volume used |
| - Other expenses | According to the actual rate. |

2. Transaction in providing or receiving financial assistance

(Unit : Million baht)

| Name | Relationship | Significant item | Relating transaction amount | Interest rate |
|----------------------------------|--------------|--|-----------------------------|---------------|
| 1. Worldclass Rent A Car Co.,Ltd | B,D | * Unsecured short-term loan without collateral | 95.15 | 4.00% |
| 2. Issara United Co.,Ltd. | B,D | ** Secured long-term loan with collateral | 70.00 | 5.68% |

- * **Short-Term Loan** In 2024, Top Trend Manufacturing Co., Ltd., a subsidiary, provided a short-term loan of Baht 95 million to Worldclass Rent A Car Co., Ltd., a related company, bearing interest rate at 4% p.a. without collateral.

**** Long-Term Loan** In 2024, the company provided a loan of Baht 70 million to Issara United Co., Ltd., a related company, bearing interest rate at 5.68% p.a., secured by a 7-rai, 2-ngan, 82-square-wah vacant land plot, as per Land Title Deed No.19619, Land No.65, located in Cha-am Subdistrict, Cha-am District, Phetchaburi Province. The land was mortgaged as collateral with an appraised value of Baht 138.69 million, as appraised by First Star Consulting Co., Ltd., an asset valuation company in the capital market and a principal appraiser approved by the Securities and Exchange Commission (SEC).

The company and its subsidiaries have considered that such intercompany loan can generate returns at a rate higher than deposit interest rates, thereby enhancing financial management efficiency. Additionally, this loan will not affect the company's operating results or its financial position.

Necessity and rational of transaction with related personnel

The Board of Directors has its opinion on related party transactions that is the normal course of doing business. This is the same as recording transactions with other personnel in the industry relating with the business. Determining buying - selling prices is corresponding to normal practice. It is not for transferring company's benefits to related personnel.

The related transaction is made for the benefit of the company and shareholders as a whole in order to sustain growth and grow the business for long term. Teaming-up with an alliance is for mutual strengthening in doing business in order to maximize benefits to all parties concerned.

Comments of Audit Committee relating to the transactions incurred.

The Audit Committee had considered the 2024 connected transactions with comment of no deviation from Board of Directors' resolution.

Policy and trend of making related transactions in future.

The Board of Directors has a policy that clearly states that related transactions may occur under the ordinary course of business in fair prices which be able to comparable to market price for the best interests of the Company. There shall be no transfer of benefits between the Company and related companies or persons. As the Company and its subsidiaries operate a production business, purchase and sell goods, the Company expects related transactions for the purchase and sale of goods and service will still exist in line with the Company and its subsidiaries' business expansion. Other types of transactions will depend on business necessity. In case of related party transactions, they shall be approved by the Board of Directors' meeting or the shareholders' meeting depend on size of the transaction. However, the related party transaction shall be proposed to the Audit Committee Meeting in order to consider and provide opinions on the necessity of the transaction and the reasonableness of such transaction before proposing to the Board of Directors or shareholders for approval to ensure that entering into the proposed transaction is for the best interest of all stakeholders.