



Gunkul Engineering Public Co., Ltd. and GUNKUL's Group

	Policy: Transaction Measures with the Related and Non-Related Persons and Table of Approval Authority	Document No.	OMD 2561/02
		Effective Date	23 Feb. 2018
	Approved by: The Resolution of the Board of Directors Meeting No. 1/2561 on 21 February 2018	Issue No.	5.0
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**1. Definition**

“Company”	Gunkul Engineering Public Co., Ltd.
“Subsidiaries / Affiliates”	Subsidiaries and affiliates of Gunkul Engineering Public Co., Ltd.
“The Board of Directors”	The Board of Directors of Gunkul Engineering Public Co., Ltd.
“Audit Committee”	Audit Committee of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee”	Risk Management Committee of Gunkul Engineering Public Co., Ltd.
“Administration Committee”	Administration Committee of Gunkul Engineering Public Co., Ltd.
“Company Committee”	Committee of Gunkul Engineering Public Co., Ltd.
“Chief Executive Officer (CEO)”	The highest Executive of Gunkul Engineering Public Co., Ltd.
“Managing Director”	The second highest Executive of Gunkul Engineering Public Co., Ltd.
“Executive”	One with the position of the Assistant Director of the chain of command or higher at Gunkul Engineering Public Co., Ltd. and its subsidiaries / affiliates.
“Executive according to the definition of the Securities and Exchange Commission”	The Chief Executive Officer or the first four highest Executive positions after the Chief Executive Officer, or any equivalent positions. This shall include the positions of Department Manager or higher of the Accounting or Finance Department.
“The Attainment or Disposal of Assets”	<ul style="list-style-type: none"> <li>- Purchase or sale of assets or</li> <li>- Resolution / Entering into the agreement to gain or sell the assets or</li> <li>- Gaining or forfeiting the right to gain or sell the assets or</li> <li>- Receiving the transfer or rejecting of the long-term possession right of the asset or</li> <li>- Investment or cancellation of investment</li> </ul>
“Related Transaction”	The transaction between the registered companies or between the subsidiaries / affiliates and the related person in the registered company such as Directors, Executives, majority shareholders or controllers of the registered company, as well as the juristic person in which the said persons hold the majority shares or have the control.

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“Person with the Potential Conflict of Interest”

This shall include the followings;

- (a) Director or Executive of the securities issuer
- (b) Majority shareholder of the securities issuer
- (c) Controller of the securities issuer
- (d) Person in relation to the persons under items (a), (b) or (c) through the biological relation, marriage relation or the legal registration. This shall include parents, spouse, siblings, children or children’s spouses.
- (e) Any juristic person in which the persons under items (a), (b) or (c) hold the shares, have the control or have any direct or indirect significant interests.

“Related Person”


Person or partnership in relation to the above-mentioned persons through the following forms of relationship;

- (a) Spouse of the said person
- (b) Underage child of the said person
- (c) Ordinary partnership of which the said person or person under items (a) or (b) is a partner
- (d) Limited partnership in which the said person or person under items (a) or (b) is a partner of unlimited or limited liability whose total shares exceed 30% of all shares of the limited partnership.
- (e) Limited company or public limited company in which the said person or person under items (a) or (b) or partnership under items (c) or (d) holds the total shares exceeding 30% of all paid-up shares of the company or
- (f) Limited company or public limited company in which the said person or person under items (a) or (b) or partnership under items (c) or (d) or limited company under item (e) holds the total shares exceeding 30% of all paid-up shares of the company
- (g) Juristic person in which the said person has the management authority as a representative of the juristic person.

“Majority Shareholder”

Shareholder who holds more than 10% of shares with voting right of the Company. The calculation shall include the shares held by the related person.

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### “Regular Business”

The regular transaction which the registered company or its subsidiaries / affiliates pursue as normal to operate the business, for example selling the products, purchasing the materials or rendering the service. This shall include the transactions of the financial institution which gain the permission from the supervising agency. It is the transaction which the Company has to pursue to operate its business. If the Company does not carry out this transaction with the related person, it has to do it with other person anyway. Therefore,

- If it is the transaction with the regular trade conditions, the Management can carry it out by itself, by which the Board of Directors has already approved such performance or the transaction shall be in compliance with the principles approved by the Board of Directors according to the definition stated in Section 89/12 of the Securities and Exchange Act.
- If it is the transaction with the irregular trade conditions, it shall be conducted in compliance with the principles prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand.

### “Regular Trade Conditions”

The trade condition with the fair price and condition which do not cause any transfer of benefit. This shall include the trade condition with price and condition as follows;


- Price and condition which the registered company or its subsidiaries / affiliates receive or offer to the natural person.
- Price and condition which the related person offers to the natural person.
- Price and condition which the registered company can prove that it operates the business in the same way it does to the natural person.

### “Regular Business Promotion”

The transaction which the company of the same business and the registered company or its subsidiaries / affiliates often conduct to promote its regular business, such as employment of product transportation, employment of advertisement, employment of administration or technical assistance, etc. In this regard,

- If it is the transaction with the regular trade conditions, the Management can carry it out by itself, by which the Board of Directors has already approved the performance or the trade shall be in compliance with the principles approved by the Board of Directors according to the definition stated in Section 89/12 of the Securities and Exchange Act, as the transaction shall be deemed as similar to the transaction with the outsider.

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- If it is the transaction with the irregular trade conditions, it shall be conducted in compliance with the principles prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand.

“Short-Term Rent or Lease of the immovable Property”

The rent or lease of the immovable property of not more than 3 years without the regular trade condition such as rent of the building office or factory, etc.

“Financial Assistance”

The financial assistance can be categorized into 2 types;


- 1) The reception or offer of the financial assistance which the registered company or its subsidiaries / affiliates carry out with the related company which holds less or equal shares to the shares of the registered company or its subsidiaries / affiliates.
- 2) The offer of the financial assistance which the registered company or its subsidiaries / affiliates carry out with the related person which is not a juristic person or other company in which the related person holds more shares than the shares of the registered company and its subsidiaries / affiliates.

The performance shall be in compliance with the principles prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand.

If the registered company or its subsidiaries / affiliates and the related person collectively offer the financial assistance to the juristic person in which the registered company or its subsidiaries / affiliates and the related person hold the shares in accordance with its interest proportion in such juristic person under the regular trade condition or better, the registered company shall not need the approval from the Meeting of Shareholders.

Transaction related to Assets or Services

Gain or disposal of assets, rights, offer or reception of service.

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## 2. Objectives

The policy of “Transaction measures with the related and non-related persons and table of approval authority” is prepared to serve as an operational framework and guideline regarding the approval authority in the organization. It indicates 2 types of the authority which are the transaction with the related and non-related persons, so that the internal management shall be transparent under the clear operational framework.

## 3. Transaction Measures with the Non-Related Persons

The Board of Directors indicates the approval authority with regard to the asset purchasing/selling/transferring (gain or disposal), purchasing of product/material and service to conduct the regular business, making an agreement of trade obligation and making a loan/guarantee contract which causes the financial obligation with the non-related person, to use as a corporate framework.

## 4. Transaction Measures with the Related Persons


In case of a transaction with a person which may cause the conflict of interest, the Board of Directors has set up the policy to ensure the transparency and justice equally for all shareholders based on the following principles;

- The transaction shall gain the approval from the Directors and Executives with the careful, honest and transparent consideration, by which the interested person does not participate in the decision.
- The transaction is conducted with consideration of the Company's benefits like the transaction with the outsider.
- The Company establishes the monitoring and following-up system to ensure that the transaction is in compliance with the process.
- The transaction information is disclosed completely and correctly in the proper time.

The Company's policy on the transaction categorizes the transactions as follows;

- The regular business and regular business promotion between the Company and its subsidiaries / affiliates and Directors, Executives or the related person which gains the approval in principles from the Board of Directors shall be conducted by the Management, if the transaction has the trade agreement in the manner that the respectable person would agree with his counterpart in the same situation with the trade bargain leverage not influenced by the fact that he is the Director, Executive or the related person. The board of directors indicates the approval authority for the transaction to use as a corporate framework.

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The Company shall make the transaction summary report to propose in the meeting of the Audit Committee and the meeting of the Board of Directors every quarter.


- Other transactions aside from the above-mentioned regular business and regular business promotion such as the short-term rent or lease of immovable property, transaction in relation to the asset or service (for example the investment or sale of the financial investment in the business) or the offer or reception of the financial assistance.

The Company's policy specifies the approval authority in compliance with the principle of Stock Exchange of Thailand, as the board of directors indicates the approval authority for the transaction to use as a corporate framework.

The Company shall make the transaction summary report to propose in the meeting of the Audit Committee and the meeting of the Board of Directors every quarter.

The Board of Directors shall comply with the Securities and Exchange Act B.E. 2535, regulations, notifications, orders or requirements of Stock Exchange of Thailand. Additionally, it shall comply with regulations regarding the related transaction and the gain / disposal of the key assets of the Company or its subsidiaries / affiliates, so that the transaction does not bring about the conflict of interest and cause the utmost benefits for all shareholders. In this regard, the Company shall disclose the details of transactions in the annual information declaration (Form 56-1), the Company's annual report and the notes to financial statement which shall be audited by the Company's auditors.

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**Revision Record**

<b>Document No.</b>	<b>Issue No. /Revision No.</b>	<b>Date</b>	<b>Revised part</b>	<b>Reason of revision</b>	<b>Date of Cancellation</b>
AC 2551/10	1.0	15 December 2008	Revised		9 May 2013
OMD 2556/57	2.0	9 May 2013	Add the table of approval authority	To comply with the supervision of the Company and the approval authority	11 May 2015
OMD 2559/04	3.0	11 May 2015	Adjust the table of approval authority	To comply with the supervision of the Company and the approval authority	29 December 2016
OMD 2559/09	4.0	29 December 2016	Adjust the content and the table of approval authority	To clarify and to comply with the supervision of the Company and the approval authority	23 February 2018
OMD 2561/02	5.0	23 February 2018	Reconsider	To comply with the principles of the supervising agency and the current operations	





