

Pricing policy for related business

It is in compliance with normal trade condition which is the market price and the same price as dealt with other persons.

Description	Remuneration Policy
Acquisition of the trademark	Cost of trademark registration plus interest cost incurred by the buyer since the acquisition year.
Immovable property rental income / expense	Depending on the market price by consideration on the location, condition and benefits generated by the use of property.
Royalty income	At percentage of net factory sales compared to market price.
Royalty expense	At percentage of net company sales compared to market price.
Consultancy income / expense	Depending on complexity level of such service provided.
Inventory management fee	Number of item pick-up, registering record and number of boxes in transporting goods and goods return.
Transportation charge	Depending on the volume or number and distance of Goods transported, compared with other transportation companies' charge.
Interior design & installation expense	Depending on the design, area, size, construction materials and interior design technique, through bidding process.
Advertising expense	Depending on market price and the service charge must not be higher than the rate set by advertising business.
Display equipment	} Depending on market price.
Computer expense	
Packaging, purchase of computers and give-away items	
Training expense	According to the training course and proficiency of resource person.
Service fee of sales personnel provider at special sales events	At percentage of wage rate per day compared to market price and other contractors.
Landscape maintenance expense	Depending on the size of the maintenance and decoration area and the materials and the number of Man Day.
Program service expense	Depending on the number of licenses.
Consumer Survey Service expense	Depending on the number of working hours and the difficulty program value and the format of the data received, compared to market price.

Related transactions in 2023

1. At the Board of Directors' Meeting # 11/2565 held on January 27, 2023 and Meeting # 3/2566 held on June 16, 2023, attended by 4 members of the Audit Committee, resolutions were passed as follows:

1.1 To allow the Company to provide an extension of one-year guarantee facilities starting from January 31, 2023 to January 31, 2024 for Toyobo Saha Safety Weave Co., Ltd. in the short-term loan of credit line extended by of Sumitomo Mitsui Banking Corporation, Mizuho Bank and the Bank of Ayudhya, Toyobo Saha Safety Weave Co., Ltd. has gradually paid back THB 30 million for the short-term loan. The remaining loan is amounting THB 390 million. This joint guarantee proportionate to its investment of 7.00%, amounted to THB 27,300,000.-.

1.2 To allow the Company to provide an extension of two-year guarantee facilities starting from June 30, 2023 to June 30, 2025 for Toyobo Saha Safety Weave Co., Ltd. in the long-term loan of credit line extended by of Sumitomo Mitsui Banking Corporation, Mizuho Bank and the Bank of Ayudhya, Toyobo Saha Safety Weave Co., Ltd. has gradually paid back THB 210 million for the long-term loan. The remaining loan is amounting THB 690 million. This joint guarantee proportionate to its investment of 7.00%, amounted to THB 48,300,000.-.

Purpose of transaction in items 1.1 - 1.2 :

1. To provide business support to the JV company.
2. To comply with obligations of the joint venture agreement.

To agenda : 1.1 - 1.2, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : - None -

Internal Control and Related Transactions

2. At the Board of Directors' Meeting # 13/2565 held on March 13, 2023, attended by 4 members of the Audit Committee, resolutions were passed as follows:

2.1 To allow the Company to approve and propose to the shareowners' meeting to consider and approve the loan to Thanulux Public Company Limited, a connected person of the Company, as Thanulux Public Company Limited's major shareowner is Saha Pathana Inter-Holding Public Company Limited which is the major shareowner of the Company. Therefore, entering into a financial assistance transaction with a juristic person which has common major shareowners with transactions have a transaction size of exceeding THB 100 million. To propose an approval from the shareowners meeting, including the appointment of an independent financial advisor (IFA) which must be approved by the SEC.

- Loans : The credit limit in the amount of not exceeding THB 500 million, receive a return of the higher of an interest rate of 6 percent per annum, THB 60 million, the total credit is THB 560 million.
- Interest Rate : Not exceeding the MLR rate of 1 percent per year or affixed rate of 6 percent per annum, which is a higher rate.
- Period : Not more than 2 years.
- Guarantee : - None -

Purpose of transaction in items :

- To improve more efficiency of the Company's cash flow management causing the Company to receive a return of the higher of an average interest rate, not less than 6 percent per annum, which is a higher rate of return than investing in deposits money with the financial institutions.

To this agenda, Mr. Thamarat Chokwatana, the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

2.2 To allow the Company to provide an extension of guarantee facilities starting from April 1, 2023 to February 29, 2024 for Saha Komehyo Co., Ltd. to the Bank of Ayudhya Plc. for the Credit Line of Komehyo Co., Ltd. (Japan). The credit limit provided by the bank totaled THB 50,000,000.- of the total guarantee amount in proportion to their investment of 5.00%, amounted to THB 2,500,000.-.

Purpose of transaction in items :

1. To provide business support to the JV company.
2. To comply with obligations of the joint venture agreement.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : - None -

2.3. To allow the Company to lease immovable properties for no more than 3 years, as well as executing transactions relating to the assets and services of related parties. For details of the said parties and their relationship to the Company, please refer to Business-related Companies on pages 126-128 of this Annual Registration Statement /Annual Report 2023 (Form 56-1 One Report).

Such leasing of property and transactions relating to the assets and services had a total value of less than THB 852 million (less than 3% of NTA as at December 31, 2022).

1. Rental income (immovable property), with one-year lease, the actual amount in 2023	=	20,466,662 Baht
2. Rental expense (immovable property), with one-year lease, the actual amount in 2023	=	5,751,624 Baht
3. Royalty income with three-year agreement period starting from 2024 to 2026, the actual amount in 2023	=	2,120,729 Baht
4. Royalty payment with five-year agreement period starting from 2022 to 2026, the actual amount in 2023	=	15,424,147 Baht
5. Actual income - program service fees in 2023	=	1,060,000 Baht
6. Actual expenses in 2023	Total	= 45,691,235 Baht
- Interior design and fixtures		
- Business and legal consultancy fees		
- Construction and renovation of existing building		
- Training expenses		
- Service fee for sales personnel at events		
- Landscape maintenance expense		
- Program service expense		
- Consumer survey service expense		

To this agenda, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Nophorn Bhongsvej, Mrs. Kobsuk Sangsawad, Miss Munchusa Terapongpipat and Surat Wongrattanapassorn Ph.D., the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

Note : Related transactions, which occurred in the past 3 years are available on the company's website (<http://www.icc.co.th>).

3. At the Board of Directors' Meeting # 2/2566 held on May 19, 2023 and Meeting # 9/2566 held on December 15, 2023, attended by 4 members of the Audit Committee, resolutions were passed as follows:

3.1 To allow the Company to provide an extension guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation Co., Ltd., in the proportion of investment from May 31, 2023 to December 29, 2023. The credit limit provided by the bank totaled THB 140 million. The remaining loan is amounting THB 370.50 million. This joint guarantee proportionate to its investment of 12.00%, amounted to THB 44,460,000.-.

3.2 To allow the Company to provide an extension guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation Co., Ltd., in the proportion of investment. The credit limit provided by the bank totaled THB 70.50 million. The remaining loan is amounting THB 300 million.

Divided into

- Long-term loan for a period of 3 years amount THB 200 million from December 28, 2023 to December 29, 2026.
- Short-term loan for a period of 1 year amount THB 100 million from December 28, 2023 to December 29, 2024.

The Company joint guarantee proportionate to its investment of 12.00%, amounted to THB 36,000,000.-.

Purpose of transaction in items 3.1 - 3.2 :

1. To provide business support to the JV company.
2. To comply with obligations of the joint venture agreement.

To agenda : 3.1 - 3.2, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : - None -

4. At the Board of Directors' Meeting # 3/2566 held on June 16, 2023, attended by 4 members of the Audit Committee, resolutions were passed to allow the rental of land and land with 2 buildings on Ratchadapisek - Rama III Road, Bangkok to King Square Co., Ltd. which developing into a retail store project for the purpose of selling products and providing services to tenants and sub-tenants as follows:

Plot	Description	Total number of title deeds	Land Area			Lease Period (Years)	Rental Rate	
			Rai	Ngan	Sq.wa.		Approximately per month	Throughout lease period
1	Land without building	11	5	0	40.79	30	408,158	177,468,784.61
2	Land with 2 buildings	6	1	1	63.00	30	145,075	63,079,209.35
3	Land without building	3	0	1	30.00	5 Years 9 Months	84,500	5,830,500.00
Total			6	3	33.79		637,733	246,378,493.96

- Fees in registering leasehold rights is the responsibility of the Company, while land and building tax is the responsibility of the lessee.
- Criteria used to determine the total value of the transaction: the market price, location, building characteristics, environment, area size and utilization of the asset.

Purpose of transaction in items :

To efficiently manage unused assets for benefit, whereby rental income is also received.

To this agenda, Mr. Thamarat Chokwatana and Surat Wongrattanapassorn Ph.D., the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

Internal Control and Related Transactions

5. At the Board of Directors' Meeting # 4/2566 held on July 14, 2023 and Meeting # 8/2566 held on November 17, 2023, attended by 4 members of the Audit Committee, resolutions were passed as follows:

5.1 To allow the Company to provide a joint guarantee to King Square Development Co., Ltd. within the credit line with the Bank of Ayudhya Plc. at the total amount of THB 1,610 million.

Divided into	- Long-term loan for a period of 4 years	THB	1,600,000,000
	- Account withdrawal	THB	<u>10,000,000</u>
	(short-term loan of 1 year and review the loan annually)		
	Total	THB	<u>1,610,000,000</u>

Whereby, in the proportion to its investment of 15.00%, amounted to THB 241,500,000.-.

5.2 To allow the Company to provide a loan to King Square Development Co., Ltd. in proportion to investment, amount THB 285 million. The credit limit provided by the bank totaled THB 1,900,000,000.-.

- Interest rate 3.70 percent per annum.
- The period from December 1, 2023 to August 31, 2027.

Purpose of transaction in items 5.1 - 5.2 :

1. To provide business support to the JV company to be able to operate according to plan.
2. To comply with obligations of the joint venture agreement.
3. To gain benefit from loan interest.

To agenda : 5.1 - 5.2, Mr. Thamarat Chokwatana, the directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

6. At the Board of Directors' Meeting # 5/2566 held on August 18, 2023, attended by 4 members of the Audit Committee, resolutions were passed on the sale of the Company's assets, computer equipment and information systems and finished goods situated in the leased area for selling products in MBK Center to Naraporn Co., Ltd., whereby the Company will cancel the sale of products in MBK Center and terminate the lease agreement with MBK Public Company Limited from September 30, 2023 onward. The Company will also transfer the leasehold right to the remaining period according to the lease agreement from October 1, 2023 - May 15, 2025 to Naraporn Co., Ltd. without compensation and Naraporn Co., Ltd. will enter into a lease agreement with MBK Public Company Limited.

	<u>Amount (Baht)</u>
• Computer including network equipment and Software Licenses POS electrical equipment and furniture	23,731,827
• Finished goods	<u>1,247,819</u>
Total	<u>24,979,646</u>

Criteria Used to Determine the Value of Consideration

- Computer including network equipment and electrical equipment and furniture
 - The fair value based on the book value as of 31 July 2023. Less Depreciation until the transaction date 30 September 2023. Plus Additional cost of acquiring assets.
- Software Licenses POS
 - This is the agreed price which is a reasonable fair value because it is an asset with unique form and features which therefore cannot compare trading prices in the market. As such, the fair value is based on the book value as of 31 July 2023 less depreciation until the transaction date 30 September 2023, add the cost of acquiring assets.
- Finished goods
 - According to the market price as of 31 July 2023, less customer discounts for Big Lot purchase.

Purpose of transaction in items :

1. Since the Company does not sell products in the leased area in MBK Center, so there is no need to use such assets.
2. The selling price is higher than the book value and also benefits in terms of making profits for the company.

To this agenda, Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting :

- None -

Criteria for Approval of Related Transaction

1. All related transactions (loan, guarantee, investment, rental or leasing of immovable properties not exceeding 3 years and transactions involving assets or services) must be approved by all the following boards and committee:

1. The Audit Committee
2. The Executive Board
3. The Board of Directors

In every instance, the Audit Committee must audit, scrutinize and make a summary of any conflict of interest in each transaction for submission to the Executive Board and the Board of Directors for the judgment in terms of business risk. In the Board of Directors' Meeting, directors who stood to gain or lose were not entitled to vote, and thus had neither participated in the meeting, nor given any approval to the transaction.

2. The Board of Directors has approved in principle to allow the management to manage all normal business transactions or the transactions that should support normal business terms and conditions under a trade agreement generally made between normal counterparties having no undue bargaining power influenced by being in the capacity of director, executive or related persons.

Approval in principle shall be conducted annually and the report on related transactions arising during the year shall be presented to the Audit Committee and the Board of Directors to ensure such related transactions are of sound reason and in the best interest of the Company, together with disclosure of relevant details, types and value of related transactions in the remarks of financial statement on a quarterly basis.

Criteria for Approval

1. Potential benefits to the company and/or affiliated companies in terms of interest, dividend, trade activity and transaction, including ongoing trade.
2. Security that the company should hold or receive from the said transaction.
3. The borrower's strength, as well as the ability to pay back the capital and interest in due time.
4. Business prospective of the borrowing, guaranteeing and investing company.
5. The capability of the CEO of the borrowing, guaranteeing and investing company.
6. Criteria in monitoring and checking transaction as well as access to statistical reports in the borrowing, guaranteeing and investing company to perceive its status.

The necessity and rationale for entering into transactions with parties with possible conflict of interests

To sustain the company's operations under the prevailing severe competitive situation, the company needed to secure the support of business partners and business alliance network from upstream to downstream industries, further contributing to its competitiveness and business potentials, and leading to its further development and sustainable growth in the future.

While its business partners and business alliance members might be parties with possible conflict of interests, nevertheless, the Board of Directors might find it reasonable and necessary to enter into agreement or transaction with said parties, bearing in mind the best interests of the shareholders and the Company. In such case, the transaction price would be based on normal business terms, without harboring any intention to engage in unjust transfer of company asset or interest to such parties with possible conflict of interests.

Furthermore, the Company has the measure to control the related transaction and limit financial assistance for non-subsidiary companies by requiring that giving loan or guarantee shall be done according to the share-owning proportion in compliance with the joint venture agreement.

The Company is committed to further improving on its effective standard in assessing the value of related transactions, as well as monitoring, evaluating and reporting on the related transaction with more clarity, thoroughness, accuracy and speed.

Future Trend in Related Transactions

The Board of Directors duly recognized their responsibilities as the directors of a public company in carrying out their duties toward the shareholders, employees, and all stakeholders, in accordance with good corporate governance practices. The prospect of related transactions being undertaken as a normal feature in regular trade, based on the trading principle of price mechanisms in the market, is very likely, provided said transactions are fair and do not serve to transfer the interests relating to price mechanisms between the Company and business or other relevant persons, and disclosure of all relevant information is duly carried out in accordance with the Notification of the Capital Market Supervisory Board, regarding "rules on connected transactions".