

Related Party Transactions (“RPT”) Policy

(As approved in the Board of Directors’ Meeting No. 5/2014
held on September 9, 2014)

1. Procedure on Related Party Transactions

In the event that the Company carries out its business with the related party who may have a conflict of interest with the Company, the Audit Committee will express its opinion regarding the necessity of such transactions. The Audit Committee will ensure that terms and conditions of these transactions are consistent with market practice and prices charged for these transactions are evaluated and compared with market prices. In the event that market price is not available, the Audit Committee must ensure that these prices are reasonable and the transactions are carried out for the best interest of the Company and its shareholders. If the Audit Committee is unable to evaluate related party transactions due to lack of expertise in certain areas, the Company will arrange an independent expert to evaluate and give opinion on such transactions. The Board of Directors or Audit Committee or the Company shareholders, as the case may be, will use this opinion from the independent expert as a supplement to form their own conclusion. Those directors who may have conflict of interests with the Company are prohibited from voting on issues regarding related party transactions. In addition, related party transactions will be disclosed in the notes to the Company’s audited or reviewed financial statements, the Annual Report and Annual Registration Statement Form (Form 56-1).

2. Related Party under SET/SEC Rules who will have conflict of interest with the Company

The following gives a broad guideline as to who constitutes a related party for Bangkok Ranch Public Company Limited (BR) and its subsidiaries including prospective subsidiary companies to be established in the future.

Related Transaction means a transaction that occurs when a listed company or its subsidiaries enters into a transaction with a related person of the listed company.

(A) Management

Means directors, managers, or persons with managerial authority who are among the top four ranking levels in the company and all other persons who occupy a position equivalent to these top four ranking level individuals. This also includes the Managers of the Accounting Department and the Managers of the Financial Department of BR only.
(Annexure 1)

(B) Major shareholder of the Company

Means those who hold shares exceeding 10 percent of the total issued and subscribed shares of that company, including the related person of the major shareholders.

(C) Influential Person of the Company

Means shareholders or anyone (including suppliers and customers) who can significantly influence the determination and implementation of policies, management, strategies or operation of the company either directly or indirectly. Below are persons who may be defined as Influential Person:

- Person who has, either directly or indirectly, more than 50 percent of voting rights of the total voting rights of the company
- Person who can control the appointment or the removal of one half directors of the company
- Person who can control the majority votes of the shareholders' meeting

In case the Influential Person of the Company is a juristic person, it will include the followings persons; director, spouse, minor child by blood or by law of such director.

(D) Related Persons / Related Parties (definition)

Means persons who relate to (A), (B) or (C) by blood, by marriage or by law, which normally comprise of :

- (1) The spouse of such person;
- (2) A minor child of such person;
- (3) Parents and close relatives of such person;
- (4) An ordinary partnership in which such person or the person under (1) or (2) is a partner;
- (5) A limited partnership in which such person or the person in (1) or (2) is an unlimited liability partner or a limited liability partner who collectively holds contribution in an amount exceeding 30 percent of the total contribution of the limited partnership;
- (6) A limited company or a public limited company in which such person or the person in (1) or (2) or the partnership under (3) or (4) collectively holds contribution in an amount exceeding 30 percent of the total shares sold of that company; or
- (7) A limited company or a public limited company in which such person or the person in (1) or (2) or the partnership under (3) or (4) or the company under (5) collectively holds shares in an amount exceeding 30 percent of the total shares sold of that company;
- (8) A juristic person over which the persons under Section 246 and Section 247 of SEC have the power of management as representatives.

3. Types of Related Party Transactions

(1) Normal Business Transactions

- 1.1 With General Trading Condition
- 1.2 Without General Trading Condition

(2) Supporting Normal Business Transactions

- 2.1 With General Trading Condition
- 2.2 Without General Trading Condition

(3) Rental or Lease of immovable property (Not exceeding 3 years) without any Indication of General Trading

(4) Transactions Relating to Assets or Services

(5) Grant or Receive Financial Assistance

Remarks: *Normal Business Transaction* means trading transaction normally undertaken by a listed company or a subsidiary for the purpose of operating business
Supporting Normal Business Transaction means trading transaction undertaken by the general business of similar nature of a listed or a subsidiary for the purpose of Supporting Normal Business transaction of their own company.

4. Transaction Value

- (1) Small Size means $X \leq 1$ MB or $X \leq 0.03\%$ of NTA, which number is greater for type 1-4 and which number is lower for type 5
- (2) Medium Size means $1 \text{ MB} < X < 20 \text{ MB}$ or $0.03\% < x < 0.3\%$ of NTA, which number is greater for type 1-4 and $X < 100 \text{ MB}$ or $X < 3\%$ of NTA, which number is lower for type 5
- (3) Large Size means $X \geq 20 \text{ MB}$ or $X \geq 3\%$ of NTA, which number is greater for type 1-4 and $X \geq 100 \text{ MB}$ or $X \geq 3\%$ of NTA, which number is lower for type 5

Remark : NTA = Net Tangible Assets (Total Assets – Intangible Assets - Total Liabilities – Minority Shareholders' Interest)

5. Transaction Approval

- (1) Small Size approved by Management (except type 1 (1.1) and 2 (2.1) only approved by Board of Directors or principally approved by the Board of Directors).
- (2) Medium Size approved by Board of Directors and discloses the information to SEC and SET's website.
- (3) Large Size approved by Board of Directors, Shareholders and discloses the information to SET's website.

Any Director whether directly or indirectly involved/interested in any transaction, will abstain from the discussion/voting.

Since the above-related Party transactions will continue as normal business transactions, they will be reported onto the Audit Committee every quarter in similar format as Form 56-1.

Every quarter the Internal Audit Department will carry out a check of the continuing transactions in order to ensure that they are following the approved principles. The internal audit department will give their report to the Secretary of Audit Committee who in turn will report to the Audit Committee/ Board of Directors.

6. New Related Party transaction

For any new related Party transaction, the respective unit would need to contact the Secretary of Audit Committee and inform him/her about the proposed transaction, its rationale, size, pricing in order for the Secretary Audit Committee to classify which category of related Party transaction it would fall into and to get necessary approval from the Audit Committee/ Board of Director/ Shareholder as required. Moreover, the Company will ensure that such transactions are carried out in compliance with the SEC Act, rules, notifications and

regulations of the Capital Market Supervisory Board, the SEC and the SET. In addition, the Company must also comply with the GAAP on disclosure rules related to related party transactions and other requirements as specified by the Institute of Certified Accountants of Thailand and the Company's policy.

In addition, when the Company proposes to conduct its business with a related party, the Company will seek Audit Committee's opinion on the reasonableness of such transactions. In the event that the Audit Committee is unable to evaluate related party transactions due to lack of expertise in certain areas, the Committee may arrange an independent expert, such as independent appraiser, to evaluate and give opinion on the transactions. The opinion of the Audit Committee or the independent expert will be used by the Company's Board of Directors or shareholders, as the case may be, for making a decision to ensure that these related party transactions are carried out without any conflict of interest and for the best interest of all shareholders.

7. Disclosures in Financial statement

All related party transactions shall be reported by the Statutory Auditor in their Quarterly and Annual Financial Audited Statements, Annual Registration Statement Form (Form 56-1) and the Annual Report.

Annexure 1 – Management of BR

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| 1. Mr. Joseph Suchaovanich | Managing Director |
| 2. Mrs. Rosanna Suchaovanich | Chief Operation Officer |
| 3. Mr. Chayut Leehacharoenkul | Group Chief Financial Officer |
| 4. Dr. Siriporn Viriyabuncha | Corporate and Compliance Director |
| 5. Mr. Teerapong Lorratchawee | Chief Financial Officer (Thailand) |
| 6. Mr. Wutinai Ulit | Chief Information Officer |
| 7. Mr. Teerawat Jarupipatpong | Breeding Director |

B

All Head of Financial and Accounting Department

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| 1. Mr. Chayut Leehacharoenkul | Group Chief Financial Officer |
| 2. Mr. Teerapong Lorratchawee | Chief Financial Officer (Thailand) |