



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Policy on the use of inside information and securities  
trading by directors, executives  
and employees

Approved by the Board of Directors' Meeting No. 4/2021

Held on 11 August 2021



## Revision Record

No.	Date	Revision Details	Reason	Approved by
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01	19 Jun 19	Edition no. 1/2019	Transform the company	BOD 3/2019
02	10 Nov 20	Edition no. 1/2020	According to the principles of the SEC and SET	BOD 8/2020
03	11 Aug 21	Edition no. 1/2021	Review the policy according to the principles of good corporate governance	BOD 4/2021





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## Policy on the use of inside information and securities trading by directors, executives and employees

Siamrajathanee Public Company Limited (the “**Company**”) places importance on prevention of the use of the Company’s inside information. The Company aims to have a policy to prohibit its directors, executives, staff, and employees from disclosing the Company’s secrets or inside information that have not yet been disclosed to the public or seeking benefits for oneself or others, whether directly or indirectly and whether with or without consideration, including not trading the Company’s securities by using inside information. The Company has set guidelines to prevent the use of inside information as set out below.

### Objectives

1. To determine criteria and guidelines for securities trading by directors, executives and employees.
2. To ensure that the Company’s directors, executives, and employees Company are in compliance with the Securities and Exchange Act B.E. 2535 (1992) regarding insider trading.
3. To maintain confidence from shareholders and investors in the Company’s securities.

### Scope

1. This policy applies to all directors, executives, and employees of the Company. In addition, some sections of this policy extend to their spouses and minor children.
2. This policy covers trading of the Company’s securities, which are listed on the Stock Exchange of Thailand.

### Definitions

Unless otherwise expressly indicated or defined herein, statements or terms used in this policy shall have the following meanings:





1. “Securities” means shares (common and preferred), debentures, stock options, derivatives (such as futures and options), warrants to purchase shares or debentures and other financial instruments that can be traded in the financial market.

2. “Trading” means buying, selling, transferring of, or legally obtaining benefits from, securities, including exercise of rights to purchase shares or exercise of rights under warrants to purchase shares or debentures.

3. “Inside information” means information that has not been generally disclosed to the public, which is material to changes in the price or value of securities. Examples of inside information include:

- 3.1 joint venture, merger or acquisition of business;
- 3.2 declaration of payment or non-payment of dividends or announcement on profit or loss;
- 3.3 change in par value or stock dividend payment;
- 3.4 being awarded or loss of important commercial contract;
- 3.5 launch of new important product or service, major development of resource, technology, product, and market or important discovery about natural resource;
- 3.6 changes in control or significant changes in the Board of Directors and management;
- 3.7 redemption of securities;
- 3.8 borrowing in amounts that are significant to financial position and operating performance;
- 3.9 issuance and offering of significant number of new shares to the public or any person;
- 3.10 significant legal disputes;





- 3.11 purchase or sale of important asset;
- 3.12 significant changes in investment project;
- 3.13 changes in company objectives;
- 3.14 significant legal disputes in relation to labour, subcontractor or supplier;
- 3.15 tender offer for securities of other company;
- 3.16 significant changes in accounting policy.

4. “ Person who knows or possesses inside information relating to the Company” means a person as prescribed under the Securities and Exchange Act B.E. 2535 (1992) (as amended).

#### **Duties and Responsibilities**

1. The Board of Directors has assigned the Nomination and Remuneration and Corporate Governance Committee to supervise this policy and ensure that all directors, executives, and employees comply with the prescribed rules and guidelines on trading of securities.

2. The Compliance Office and the Company Secretary are responsible for giving advice to directors, executives, and employees in the implementation of this policy, as well as having a duty to communicate, organize training, provide knowledge and understanding, and clarify, respond to questions, and interpret any statement in case of doubt. In addition, the results of implementation of this policy shall be presented to the Nomination and Remuneration and Corporate Governance Committee.

3. All executives are responsible for ensuring that their subordinates are aware of the importance and understanding of this policy.

4. All directors, executives and employees must strictly comply with this policy in trading of the Company’s listed securities on the Stock Exchange of Thailand or over-the-





counter securities, including communicating this policy to spouses and their underage children for acknowledgement.

## Guidelines

### 1. Prohibition of securities trading using inside information

All directors, executives, and employees must comply with prohibition of insider trading under Section 242 of the Securities and Exchange Act B.E. 2535 (1992) which provides that “any person who knows or possesses inside information relating to the issuing company of securities shall be prohibited from doing the followings:

(1) purchase or sell securities or to be bound by futures contract relating to securities, whether for oneself or others, except for:

(a) compliance with the laws, a court’s order, or an order of an authority with legal authority;

(b) performance of obligations under futures contract made before he/she is aware of or possession of inside information relating to issuing company;

(c) an act without knowing or involvement in decision making, but assigning a licensed or legally registered person to manage fund or investment, make a decision to buy or sell securities, or enter into a futures contract relating to such securities; or

(d) an act in a manner that does not take advantage of other persons or in the manner as prescribed by the Office of the Securities and Exchange Commission.

(2) disclose inside information to other people, whether directly or indirectly and by any means, knowing or should have known that the receiver may use such information for the purpose of buying or selling securities, or to be bound by futures contract relating to securities, whether for oneself or another person, unless it is conducted in a manner that does not take advantage of other persons or in the manner as prescribed by the Office of the Securities and Exchange Commission.”





If such act occurs, the person who knows or possesses inside information relating to the Company may be subject to an offense as prescribed under the laws. The Company shall deem that such person has breached the Company's work regulations and is subject to a disciplinary action considered to be appropriate to the case.

The Company Secretary has a duty to maintain a register of persons designated by the Company and notify such persons when their names are added/deleted from the register.

## 2. Designated Persons

“Designated Persons” means persons with position or duty and knowing inside information of the Company (including spouse and minor children of such persons) are:

1. directors;
2. top four executives;
3. executive and employees: all group heads, accounting and finance director, accounting and finance manager, investor relations, company secretary, internal audit;
4. all executives and employees attending meetings with the Board of Directors and/or sub-committees.

## 3. Blackout Period

3.1 A person who knows or possesses the Company's inside information are prohibited from trading the Company's securities during 30 days before quarterly and annual financial statements or inside information are disclosed to the public and within 24 hours after such internal information of the Company has been disclosed to the public, and other periods to be determined by the Company from time to time.

3.2 In exceptional circumstances, a person who knows or possesses the Company's inside information may sell the Company's securities during blackout periods. Examples of such circumstances include being in severe financial hardship, or obligated to







comply with various legal requirements, or subject to a court's order. A record specifying reasons shall be prepared and requested for further approval by the following persons:

- 1) Chairman of the Board of Directors (in case the seller is a director or Company Secretary);
- 2) Chairman of the Audit Committee (in case the seller is the Chairman of the Board of Directors);
- 3) Chief Executive Officer (in case the Seller is a Designated Person that is neither director nor Company Secretary).

A copy of such request must be submitted to the Company Secretary.

3.3 The Compliance Unit shall announce the blackout period in advance to allow Designated Persons to comply with such criteria.

#### 4. Reporting of Securities Holding

##### 4.1 Persons responsible for reporting

Persons responsible for reporting means directors, executives, and auditors. In the event that the Company is undergoing business rehabilitation, persons responsible for reporting shall include interim administrators, planners, plan administrators and interim plan administrators. Reporting by such persons shall include reporting by their spouses or de facto spouses, minor children, and juristic persons in which such persons collectively hold more than 10 percent of the total voting rights and have the highest shareholding in those juristic persons.

##### 4.2 Initial reporting

The report shall be submitted to the Company Secretary within 7 business days from the date of appointment.

##### 4.3 Reporting upon changes

Any change in the holding of the Company's securities shall be reported within 3 business days from the date of trading. The report shall be submitted to the Company Secretary.





4.4 The first four directors and executives are obligated to prepare and disclose reports on the holding of the Company's securities by themselves, their spouses, and minor children and on any change in the holding of such securities to the Office of the Securities and Exchange Commission according to Section 59 of the Securities and Exchange Act B.E. 2535 (1992).

4.5 The Company Secretary shall prepare a copy of the report according to Items 3.2 and 3.3 for submission to the Chairman of the Board of Directors, the Chairman of the Audit Committee, and the Chief Executive Officer within 7 business days from the date of receipt of the report, and report to the Board of Directors for acknowledgement in the next meeting.

4.6 Exempted changes in the holding of securities (this policy shall not be applicable in the following circumstances):

- 1) Securities acquired through right offering;
- 2) Securities acquired from stock dividends;
- 3) Shares acquired from the exercise of rights under convertible securities;
- 4) Securities acquired by inheritance;
- 5) Securities acquired from ESOP/EJIP projects;
- 6) Changes in the holding of securities due to securities borrowing or lending or a depository center in accordance with the regulations of the Office of the Securities and Exchange Commission;
- 7) Securities acquired from transferring/receiving of collateral for futures contract (only securities borrowing or lending)

## 5. Other restrictions on securities trading





5.1 The Company encourages Designated Persons to invest in the Company's securities in a long term. However, the Company's securities should not be traded in a short term or there should not be speculation on the Company's securities. A short term refers to a period of 3 months or less.

5.2 Designated Persons should avoid the following transactions:

- 1) short sales of the Company's securities, which may send a signal to the Stock Exchange of Thailand that the seller does not have confidence in the Company;
- 2) trading of derivatives (such as futures and options) relating to the Company's securities, which may lead to insider trading;
- 3) holding the Company's securities in a margin account, which may be forced by the securities company to sell such securities without consent in the event that additional collateral could not be provided.

#### **In case of doubt**

If any director, executive, or employee has any question or concern about this policy, or unsure whether material inside information has been disclosed, or whether trading of securities in any situation is allowed, please consult the Company Secretary.

#### **Violation of the policy**

Any director, executive, or employee who violates this policy may be subject to disciplinary actions, including being dismissed from work and subject to criminal and civil sanctions according to the Securities and Exchange Act B.E. 2535 (1992).

#### **Related policies**

All directors, executives, and employees should read and understand this policy and the following policies and manuals of the Company:

- 1) good corporate governance policy and business practice policy;





2) criteria and methods for reporting interests of directors and executives.

### Policy review

The Company Secretary must review this policy on an annual basis and proposes for consideration and approval by the Nomination and Remuneration and Corporate Governance Committee and the Board of Directors if there is any change to ensure that the practice is in the same direction. Therefore, the policy on the use of inside information and securities trading by directors, executives, and employees has been announced.

This policy has been approved by the resolution of the Board of Directors' Meeting No. 4/2021 held on 11 August 2021 and effective from 11 August 2021 onwards.

Announced on 17 August 2021

Siamrajathanee Public Company Limited

Signed.....

(Mr. Weidt Nuchjalearn)

Chairman of the Board of Directors

