



[Translation]

Announcement

No. HR. 019/04/2020

Re: Securities Trading Policy for Directors and Executives

Pursuant to the resolution of the Board of Directors' Meeting No. 10/2020 held on 30 October 2020, the Board resolved to approve the Securities Trading Policy for Directors and Executives. In accordance with the Company's management policy, the Company hereby announces the implementation of such policy within the Company, as detailed in the attached document.

This announcement shall be effective from 30 October 2020 onwards.

Announced on 31 October 2020

(Mr.Chotiphat Bijananda)

Chief Executive Officer

**Securities Trading Policy for Directors and Executives  
of Thai Group Holdings Public Company Limited**

● **Objective**

To ensure consistency with the Company's policies on the Code of Conduct, the Use of Inside Information Policy, and the Securities and Exchange Act B.E. 2535 (1992), as amended, as well as to supervise and prevent conflicts of interest involving directors, executives, and employees in relation to the use of confidential information or material non-public information obtained through the performance of their duties for personal gain or for the improper benefit of others. This policy also aims to maintain the trust and confidence of customers, business partners, shareholders, relevant authorities, and the general public toward the Company, and to ensure compliance with the principles of good corporate governance, which serve as an important foundation for the stable and sustainable growth of the business.

● **Duties and Responsibilities of Relevant Departments under the Rules**

- Directors and executives of the Company who wish to trade the Company's securities (SEG) are required to conduct such securities trading in accordance with the requirements and conditions prescribed in these Rules.
- The Company Secretary Office shall have the following duties:
  1. Supervise directors and executives to ensure that their securities trading and related actions comply with the requirements and conditions prescribed in these Rules.
  2. Review securities trading transactions of the Company's directors and executives, including related persons, to ensure compliance with the requirements and conditions prescribed in these Rules.
  3. Maintain records of securities trading by directors and executives for audit purposes, and keep the Quarterly Statement documents showing securities trading transactions of directors and executives.
  4. Report the Company's securities holdings of directors and executives to the Board of Directors on a quarterly basis.

● **Persons Required to Comply with the Rules**

Directors and executives of the Company

● **Department Responsible for Supervising Compliance with the Rules**

Company Secretary Office

● **Enforcement of the Rules**

All policies, rules, regulations, company orders, and announcements in effect prior to the effective date of these Rules shall remain in full force and effect to the extent that they are not contrary to or inconsistent with these Rules.

● Penalties

Directors and executives are required to strictly comply with these Rules. Any failure to comply with these Rules shall be deemed a disciplinary violation under the Company's work regulations.

■ Definitions

Term	Definition
Securities	Listed securities, derivatives traded on the Thailand Futures Exchange or any other derivatives exchange in Thailand, securities with repayment terms linked to listed securities, and any other securities or derivatives that can be converted into listed securities. However, "Securities" shall not include debentures (other than debentures with repayment terms linked to listed securities) or investment units.
Listed Securities	Securities listed on the Stock Exchange of Thailand or any other securities exchange in Thailand.
Debt Instruments	Government bonds, debentures, or bills of exchange.
Directors	Directors of Thai Group Holdings Public Company Limited
Executives	Executives of the Company from the level of Assistant Executive Vice President and above, including executive directors and any other subcommittees that may have access to inside information material to changes in securities prices.
Related Persons	Spouses (whether legally registered or not) or persons living together as husband and wife, as well as children and adopted children who have not yet reached legal age of the directors or executives.
Juristic Persons under Control	A juristic person over which a person has control in any of the following manners: <ol style="list-style-type: none"> <li>1. Holding shares with voting rights in excess of 50 percent of the total voting rights of such juristic person.</li> <li>2. Having control over the majority voting rights at the shareholders' meeting of a juristic person, whether directly or indirectly, or by any other means.</li> <li>3. Having the authority to appoint or remove at least half of the total directors, whether directly or indirectly.</li> </ol>
Inside Information	Information that has not yet been disclosed to the public and is material to changes in the price or value of securities.

■ Requirements and Conditions

1. Reporting of Securities Holdings (SEG)

The Company requires directors and executives to report their trading of SEG securities by themselves through the online system, formerly Form 59-2, and to submit a copy or notify the Company Secretary Office within three business days from the date of such securities trading.

2. Prohibition on Trading of the Company's Shares (SEG)

2.1 The Company requires directors and executives, including persons holding managerial positions in the accounting or finance function at the level of department manager or equivalent and relevant personnel, including persons who are presumed to have knowledge or possession of inside information under the Securities and Exchange Act, who have become aware of material inside information that may affect the price or value of securities, to refrain from trading, making an offer to purchase or sell, or soliciting any other person to trade, purchase, or sell the Company's securities, whether directly or indirectly, during the period prior to the publication of the financial statements or disclosure of information relating to the Company's financial position and status, until such information has been disclosed to the public by the Company. Such restriction shall apply throughout the Embargo Period, meaning the period of one month prior to and until the date of announcement of the Company's quarterly and annual financial results. The Company shall notify directors and executives in writing to refrain from trading the Company's securities at least one month prior to the public disclosure of such information. They should also wait at least 24 hours after the information has been disclosed to the public. In addition, they are prohibited from disclosing such material information to any other person, in accordance with the Company's Use of Inside Information Policy.

Directors and executives as specified by the Company may sell the Company's securities during the restricted trading period if the Company is required to comply with the Stock Exchange of Thailand's free float requirements, provided that the Stock Exchange of Thailand is notified in advance before the transaction is made.

2.2 Directors, executives, and employees of the Company and its subsidiaries, including persons who are presumed to have knowledge or possession of inside information under the Securities and Exchange Act, are prohibited from using inside information of the Company and its subsidiaries that has not yet been disclosed to the public and that has, or may have, an effect on changes in the price of the Company's securities, which they have become aware of, for the purpose of purchasing, selling, offering to purchase, offering to sell, or inducing any other person to purchase, sell, offer to purchase, or offer to sell the Company's securities, whether directly or indirectly, and regardless of whether such actions are undertaken for their own benefit or for the benefit of others. They are also prohibited from disclosing such information to enable others to

undertake such actions, irrespective of whether they receive any benefit or compensation therefrom. (This is in accordance with the Company's Use of Inside Information Policy.)

This Securities Trading Policy for Directors and Executives shall be effective from 30 October 2020 onwards.

(Mr. Chotiphat Bijananda)

Chief Executive Officer