



## **CODE OF CONDUCT AND BUSINESS ETHICS**

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**Neo Corporate Public Company Limited**

## Code of Conduct and Business Ethics

Neo Corporate Public Company Limited (“**Company**”) has its Code of Conduct and Business Ethics that must be adhered to by directors, executives and employees of the Company and its subsidiary company as a guide of practice as agent of the group Company. The Code of Conduct and Business Ethics, which is an important foundation to enable stable and sustainable business growth, is as follows:

### **Definitions**

<b>Company</b>	means	Neo Corporate Public Company Limited.
<b>Subsidiary Company</b>	means	(1) a limited company or public company which the Company has control over its business; (2) a limited company or public company which the subsidiary company under (1) has control over its business; (3) a limited company or public company under successive levels of control, starting from being under the control of the company under (2).
<b>Director(s)</b>	means	director(s) of the Company.
<b>Executive(s)</b>	means	the Chief Executive Officer and executive(s) in positions below Chief Executive Officer down to Director of Department.
<b>Employee(s)</b>	means	employee(s) of the Company and the Subsidiary Company in positions lower than Director of Department, including permanent employees, temporary employees, employees under special contract, and contract employees.
<b>Stakeholders</b>	means	shareholders, Employees, business partners, customers, creditors, competitors, society, and the public.

### **Business ethics towards Stakeholders**

- 1. Shareholders** The Company and the Subsidiary Company will operate their businesses with transparency and efficiency to create sustainable value for the businesses. The Company and the Subsidiary Company are committed to create good operating results and stable growth, and ensure that the organization is managed with diligence and prudence to prevent damages to the Company as to provide maximum benefits to the shareholders in the long term. That includes transparent and reliable disclosure of accurate and complete information to the shareholders pursuant to applicable rules and regulations.

## **2. Employees**

The Company and the Subsidiary Company will treat all Employees on an equal and fair basis and will respect and refrain from violating their human rights and dignity. The Company and the Subsidiary Company will oversee, and pay attention to, the creation of an atmosphere, environment, hygiene, and safety in the workplace as well as the welfare and safety for the life and properties of all Employees, and provision of appropriate remuneration to the Employees. Moreover, the Company and the Subsidiary Company place importance on regular development of skills, knowledge, capabilities, and potentials, such as organizing trainings, seminars, and workshops, where opportunities will be provided thoroughly to all Employees. The Company and the Subsidiary Company will make efforts to motivate highly skilled and knowledgeable Employees to stay with the Company and the Subsidiary Company to continue to improve the organization. In addition, guidelines for combating corruption have been established and channels for whistleblowing about corruption have been arranged. All Employees are also inculcated to abide by applicable laws and regulations, for example, use of inside information is strictly prohibited, etc.

## **3. Business partners**

The Company and the Subsidiary Company have a business partner selection process in which business partners are allowed to compete based on equal information and business partners will be selected on a fair basis under the Company's criteria for evaluating and selecting its business partners. Moreover, the Company has prepared a form of contract which is appropriate and fair to all contracting parties, and arranged a monitoring system to ensure full compliance with all conditions of the contract and prevention of corruption and misconduct at every stage of the procurement process. The Company and the Subsidiary Company enter into transactions or agreements with business partners based on commercial terms and they strictly comply with the agreements with business partners.

**4. Customers**

The Company and the Subsidiary Company take responsibilities towards customers by getting involved in maintaining the quality and standards of the products and services, including responding to customer needs as much completely and comprehensively as possible, focusing on creating long-term customer satisfaction. Moreover, the Company and the Subsidiary Company take into account the hygiene and sanitation of customers when using the products and receiving the services of the Company and the Subsidiary Company, and the provision to their customers of accurate and complete information about the products and services. The Company and the Subsidiary Company also provide channels for customers to report problems on products and inappropriate services so that the Company and the Subsidiary Company can prevent and quickly solve the problems. The confidentiality of customers' confidential information will be maintained and will not be misused for personal benefits or for the benefits of relevant persons.

**5. Creditors**

The Company and the Subsidiary Company will comply with the conditions under the contracts with their creditors, including making payment of principals and interests and taking care of collaterals under relevant contracts.

**6. Competitors**

The Company and the Subsidiary Company conduct in accordance with the good competition framework, and they do not seek confidential information of business competitors through dishonest or inappropriate means. The Company and the Subsidiary Company act ethically and within the legal framework. The Company and the Subsidiary Company also support and encourage free and fair competition policies.

**7. Society and the public**

The Company and the Subsidiary Company care and place importance on the safety of society, the environment, and the quality of life of the people involved in the operations of the Company and the Subsidiary Company. The Company and the Subsidiary Company encourage Employees to have awareness and responsibilities towards the environment and the society and ensure their strict compliance with relevant laws and regulations. Moreover, the Company and the Subsidiary Company endeavor to participate in various activities that create and preserve the environment and the society, as well as promoting local cultures in the localities where the Company operates.

## **Code of Conduct for Directors, Executives and Employees**

### **1. Policy on conflict of interest**

#### **1.1. Directors and Executives**

- 1.1.1. The Company will comply with the requirements under the law on securities and exchange, including relevant regulations, notifications, orders, or requirements of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand. Directors and Executives must carefully, honestly, reasonably, and independently consider the conflict of interest related to related party transactions between the Company and/or a Subsidiary Company and connected persons under the framework of good ethics, mainly taking into consideration the Company's interest to ensure that such transactions are reasonable and are for the best interest of the Company.
- 1.1.2. Directors and Executives must refrain from operating a business that is in the same and competitive nature with any business of the Company and/or the Subsidiary Company, unless the same has been notified to the shareholders' meeting and/or the Board of Directors' meeting before the resolution for their appointment (as the case may be).

#### **1.2. Employees**

- 1.2.1. Employees should avoid any actions which are a conflict of interest against the Company and the Subsidiary Company, whether caused by contacting with those commercially related, such as business partners, customers, competitors, or from using opportunities or information obtained from being an Employee to seek personal benefits, or from doing a competitive business with the Company and the Subsidiary Company.
- 1.2.2. Employees must not work for other persons or any other organizations for remuneration during work hours of the Company and the Subsidiary Company, unless a written permission is obtained from the Chief Executive Officer or the person designated by the Chief Executive Officer.
- 1.2.3. Employees must, to the fullest of their abilities, protect the interests of the Company and the Subsidiary Company.
- 1.2.4. Employees must not do anything which is a conflict of interest against the Company and the Subsidiary Company, whether directly or indirectly.
- 1.2.5. Employees must not get involved in any other business operations which may affect the interests of the Company and the Subsidiary Company or compete with the Company and the Subsidiary Company.

### **2. Policy on the maintenance and the use of properties and information/confidential information of the Company and the Subsidiary Company**

- 2.1. All methods, processes, ideas as well as technical knowledge or any other knowledge and/or techniques, methods related to the business, works, or operations of the Company that arise from ideas, researches, studies and/or any other actions resulting from the performance of duties and in accordance with contracts of Executives and Employees in all cases are considered intellectual properties of the Company and the

Subsidiary Company, whether they have been registered pursuant to the law on intellectual property or not. In this regard, further publication thereof without a written approval from the Chief Executive Officer or the person designated by the Chief Executive Officer is prohibited.

- 2.2. During the employment period and after the end of employment, in the event that an Executive or Employee has access to the information of the Company and the Subsidiary Company which are considered “trade secrets”, the Executive or Employee agrees to keep confidential all “trade secrets” of the Company and the Subsidiary Company that have been known or become known to him/her as a result of his/her performance of works for the Company and the Subsidiary Company, or that have been obtained, whereby the Executive or the Employee will not contact or send the same to other persons or make a copy thereof without approval, and will not disclose and/or do or omit to do any act which causes any damage to the reputation of the Company and the Subsidiary Company or causes any business damage to the Company and the Subsidiary Company. The Executive or the Employee will not engage in employment or become an executive or employee or give advice, consultation, or assistance to, or enter into any agreements with, any legal entity or business of the persons who are business competitors of the Company and the Subsidiary Company or do business that is similar to the business of the Company and the Subsidiary Company.

For the benefit of interpreting this provision, “trade secret(s)” means trade information that is not generally known or is still not accessible by the people that is normally related to it, which is commercially useful information as it is confidential and is information that the Company and/or the Subsidiary Company have taken appropriate measures to keep confidential. In this regard, it may be in the regulations, contracts, or any other agreements as prescribed and to be prescribed by the Company and the Subsidiary Company or as prescribed by the Trade Secrets Act, B.E. 2545 (2002) (including the amendments thereof).

- 2.3. Executives or Employees must not work for any other persons or organizations which is a business competitor of the Company and the Subsidiary Company or do business in a similar nature with the business of the Company and the Subsidiary Company, whether for a benefit in return or not, unless a written approval is obtained from the Chief Executive Officer or the person designated by the Chief Executive Officer.
- 2.4. Directors, Executives or Employees must not do anything which is a conflict of interest against the Company and the Subsidiary Company, whether directly or indirectly, and whether by themselves or with others.
- 2.5. Executives or Employees must not bring/use the properties or the internet of the Company and the Subsidiary Company for a commercial purpose or a personal benefit other than for the direct benefit of the Company and the Subsidiary Company.
- 2.6. Executives or Employees must strictly adhere to and comply with the policy on the information systems of the Company and the Subsidiary Company, such as:
- They must not interfere with the privacy of others in any cases;
  - They must not use confidential information of the Company and the Subsidiary Company, and must use only the information for which the Executives or the Employees have a direct responsibility;

- The must adhere to the rules and regulations on the use of equipment, tools and appliances in the computer systems;
  - They are prohibited from accessing the data and documents of other users without approval.
- 2.7. Executives or Employees must acknowledge and correctly and appropriately follow the guidelines on the use of computer systems and network systems.
  - 2.8. Installation or saving of software in the computer systems of the Company and the Subsidiary Company without approval is prohibited.
  - 2.9. The Company and the Subsidiary Company's software must not be provided to any other persons including business partners, contracting parties, customers of the Company and the Subsidiary Company, nor must it be installed for personal use. Moreover, Executives or Employees are prohibited from using the internet or from connecting to the internet system, to transfer data, publish obscene things, send and receive information through electronic systems (emails) in violation of the law or the law on copyrights, or in contrary to the intent or purpose of the Company's policies or procedures or information system policies, or in violation of the Computer Crime Act, B.E. 2550 (2007) (including the amendments thereof) or other laws.
  - 2.10. During the performance of their works pursuant to their employment contracts, Executives or Employees must not do and/or omit to do anything or refrain from any actions causing damages to the Company and the Subsidiary Company due to inaccurate information, news, reports, records, or communication in whichever way, whether intentionally or with gross negligence.
  - 2.11. Executives or Employees must not infringe any copyrights of the Company and the Subsidiary Company and/or any other Company which grants the Company and the Subsidiary Company the license to use a computer program, whether by contract and/or any means, and/or whether by reproducing or modifying or publishing to the public or providing the original or copies thereof for rent, whether for seeking profits or not. If an Executive or Employee fails to comply with this clause of the Code of Conduct and Business Ethics, the Company is entitled to immediately terminate the employment of such person.
  - 2.12. Executives or Employees must use the properties of the Company and the Subsidiary Company carefully and responsibly and always take care of the tools and equipment received from the Company and the Subsidiary Company to be in a good condition. When damaged, they must make contacts for reparation. Assets and resources of the Company and the Subsidiary Company must be used economically and to achieve the maximum benefits. They must not allow any properties of the Company and the Subsidiary Company to unduly depreciate or lost.
  - 2.13. Executives or Employees must not conduct any violation of the regulations or the orders of the Company and the Subsidiary Company which may cause an accident or damage to the properties of the Company and the Subsidiary Company.
  - 2.14. Executives or Employees must protect the properties of the Company and the Subsidiary Company against loss or destruction even though it is not their direct responsibility.
  - 2.15. Executives or Employees must not use the equipment or properties of the Company and the Subsidiary Company other than to perform their works for the Company and the Subsidiary Company.

- 2.16. All Executives or Employees of the Company and the Subsidiary Company must maintain the confidentiality of the confidential information of customers, contracting parties, or business partners or any other persons having confidentiality information towards the Company and the Subsidiary Company.
- 2.17. Every person holding an Executive position or every Employee of the Company must not disclose such confidential information or documents or trade secrets for another 2 years after leaving the position/duties.
- 2.18. Executives or Employees of the Company and the Subsidiary Company must know, and comply with, the steps and procedures of data security protection to prevent unintended disclosure of confidential information.
- 2.19. The Chief Executive Officer or the designated person will be the one who approves the information to be disclosed or presented to the public.

### **3. Policy on accepting or giving gift or entertainment**

- 3.1. Directors, Executives or Employees must not demand, accept, or agree to accept money or any other benefits from any persons involved in the business.
- 3.2. Directors, Executives or Employees may accept or give gifts according to tradition, but such acceptance of gift must not affect any business decision of the recipient.
- 3.3. If, on a traditional occasion, an Executive or Employee receives a gift with an unusually high value from any person involved in the business with the Company and the Subsidiary Company, such Executive or Employee must report it to the supervisor(s) according to the hierarchy of positions.

### **4. Policy on securities trading and use of inside information**

- 4.1. Directors or Executives of the Company have a duty to report the changes in their securities holding pursuant to the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.
- 4.2. The Company, the Subsidiary Company and the affiliated Company must comply with the law on the use of inside information. They must proceed and treat every shareholder on an equal, equitable and fair basis. To prevent wrongdoings by all levels of personnel of the Company and the family of every person who knows or may know inside information that has not been disclosed to the public, the Company prohibits the Directors, Executives, persons having control over the business, staffs and Employees of the Company, the Subsidiary Company, and the affiliated Company of the Company from trading, or soliciting others to trade, or offering to sell or purchase shares in the Company, the Subsidiary Company, and/or affiliated Company of the Company that are listed on the Stock Exchange of Thailand, whether by themselves or through brokers, while holding the information that has not yet been disclosed to the public. The Company and the Stock Exchange of Thailand consider that trading of securities in such a manner is trading of securities for speculation or to create an advantage for a group of people. (Please consider further information in the Company's policy on the use of inside information.)
- 4.3. The Company and the Subsidiary Company will provide a security system in the workplace to protect confidential files and documents. Access of information that is not disclosed to the public has been restricted only to the relevant persons on a need-to-know basis. It is considered to be the responsibility of the owner or holder of



information that has not yet been disclosed to the public to remind those involved to strictly comply with the security procedures. In this regard, those who violate the use of inside information must be subject to disciplinary action and/or punishment under the law, as the case may be.

## **5. Policy on internal control and audit system and accounting and financial reports**

### **5.1. Policy on internal control and audit system**

An effective internal control and audit system under the supervision of the internal auditor and the review of the Audit Committee must be established.

### **5.2. Policy on accounting and financial reports**

The management of the Company and the Subsidiary Company are responsible for timely preparation of accurate and complete financial reports, both annual and quarterly statements, in accordance with accepted accounting standards for further presentation to the Audit Committee and the Board of Directors of the Company.

#### **5.2.1. Accuracy of transaction records**

- Records of all types of business transactions of the Company and the Subsidiary Company must be accurate, complete, and auditable.
- Accounting entries and business records must be truthful, without distortion or false entries whether for any purposes.
- All levels of personnel must carry out business transactions in consistent and in compliance with the Company's regulations and requirements. There must be complete supporting documents with respect to each business transaction and useful information must be sufficiently and timely provided to enable the persons responsible for recording, preparing, and assessing accounting and financial reports to record and prepare all types of accounting and financial entries of the Company in the accounting system of the Company and the Subsidiary Company with accurate and complete details.

#### **5.2.2. Accounting and financial reports**

- Every Executive or Employee must not distort, conceal information, or create false entries, whether it is business transactions related to accounting and finance or operational transactions.
- Every Executive or Employee should realize that the accuracy of accounting and financial reports is a shared responsibility of the Board of Directors of the Company, the Executives, and the responsible Employee(s).
- Every Executive or Employee is responsible for preparing and/or providing information on business transactions.

#### **5.2.3. Good practices on legal compliance**

- Relevant personnel of all levels must comply with the regulations and requirements under applicable domestic and/or foreign laws of the countries where the Company and/or the Subsidiary Company operate their businesses to ensure that correct and complete accounts and

financial records of the Company and the Subsidiary Company are prepared.

- All levels of personnel must adhere to the principles of honesty, impartiality, and integrity in collecting and recording information.

**6. Policy on the responsibilities towards shareholders**

- Duties must be performed with honesty and activities must be carried out with fairness to all shareholders on an equal basis.
- The actual organization status must be completely and regularly reported to the shareholders.
- Both positive and negative aspects of future trends of the organization must be reported to the shareholders with sufficient reasonings.

**7. Policy on the treatment of Executives or Employees**

- Fair remuneration must be provided to Executives or Employees.
- Working environment must be taken care of for it to be safe for the life and properties of the Executives or Employees.
- Appointment and transfers of Employees including rewards and punishments must be carried out or given in good faith based on knowledge background, capabilities, appropriateness and work performance of the Executives or Employees.
- Importance must be placed on the development of knowledge, capabilities and skills of Employees and they must be thoroughly provided with regular opportunities.
- The laws and requirements concerning Executives or Employees must be strictly complied with.

**8. Policy on the conduct of Executives or Employees**

- Duties should be performed with determination, integrity, and transparency.
- Gift giving to supervisors or gift acceptance from subordinates should be refrained from.
- The rights of other Executives or Employees must be respected.
- Supervisors should behave in a way that is respectable by Employees and Employees should not do anything which is disrespectful towards supervisors.
- They should be disciplined and act in accordance with the organization's rules and regulations and good traditions, whether specified in writing or not.
- They must contribute to creating and maintaining an atmosphere of unity and solidarity among Employees. Any acts which may affect the reputation and image of the Company and the Subsidiary Company or may

subsequently cause any problem to the Company and the Subsidiary Company should be avoided.

**Monitoring to ensure compliance with the Code of Conduct and Business Ethics**

- 1) Executives or Employees must directly report to the Human Resource Department in the event that a violation of laws, regulations, work rules, the Code of Conduct and Business Ethics, or relevant policies of the Company is found. The Human Resource Department will further proceed with the steps set out in the policies and procedures in handling such matter.

In addition, questions, opinions, and complaints may be submitted through the following channels:

1. Be email to the Chairman of the Audit Committee/Audit Committee at [whistleblower@neo-corporate.com](mailto:whistleblower@neo-corporate.com) or other email address to be specified; or

2. By post to the following address:

Chairman of the Audit Committee/Audit Committee

Neo Corporate Public Company Limited

No. 888 Soi Sukhumvit 54, Phra Khanong Tai Subdistrict,

Phra Khanong District, Bangkok 10260

- 2) The Company will review the Code of Conduct and Business Ethics every 2 years to ensure that it is appropriate to the changing business circumstances and environment.

This Code of Conduct and Business Ethics is effective from 31 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors  
Neo Corporate Public Company Limited