

## **CONFLICT OF INTEREST POLICY**

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**Neo Corporate Public Company Limited**

## Conflict of Interest Policy

Neo Corporate Public Company Limited (“**Company**”) has established this Conflict of Interest Policy on the basis that any decisions to carry out a business activity must be made for the best interest of the Company and its shareholders and actions which may cause a conflict of interest, i.e., any actions which the related parties or the parties will, directly or indirectly, gain interest or lose a benefit from the entering into transaction by the Company, should be avoided. The related parties or the persons having interest in the transaction to be considered must notify the Company of their relationship or interest in such transactions and must refrain from participating in the consideration and must have no power to approve such transaction. Set out below is a guide of practice in this regard.

- (1) Directors, executives, and employees should refrain from, whether for one’s own personal benefit or for the benefit of others, engaging in a business that is in the same and competitive nature with any business of the Company and/or its subsidiary company which may cause damage, whether directly or indirectly, to the Company and/or its subsidiary company. Directors, executives, and employees should also refrain from becoming a partner or shareholder with decision-making power or executive in a business which is in the same and competitive nature with any business of the Company and/or its subsidiary company, except for the cases where measures are taken for the best interest of the Company in accordance with the Code of Conduct and Business Ethics of the Company.
- (2) Directors, executives, and employees should refrain from holding a significant amount of shares in a business that is in the same and competitive nature with any business of the Company and/or its subsidiary company if such action would cause the directors, executives, and employees to be unable to do or omit to do things ought to be done by them under their duties or would affect the works under their duties. If a director, executive or employee acquired such shares before being director, executive, or employee (as applicable) or before the Company or its subsidiary company operates such business or he/she acquired such shares by inheritance, the director, executive and employee must immediately report the same to the Company’s secretary.
- (3) Directors and executives must disclose the business transactions or businesses in which they personally engage or the business transactions or businesses of their family, relatives, siblings or subordinates that may cause a conflict of interest against the Company and/or its subsidiary company by reporting the same to the Company’s secretary. Examples of such transactions and businesses are as follows:
  - (a) Investing or having a benefit with a merchant who conducts business with the Company or the Company’s customers.
  - (b) Holding any position including advisor of a merchant who conducts business with the Company or the Company’s customers.
  - (c) Trading goods with or providing services to the Company and/or its subsidiary company directly or through other persons.
- (4) Directors, executives, and employees should refrain from carry out any actions which is a conflict of interest against the Company, whether caused by contacts with the Company’s commercially related persons, such as business partners, customers, competitors, or caused by using opportunities or confidential information obtained from being a director, executive, or employee to seek one’s own personal benefits or benefits of others (whether that causes damage to the Company or not). Directors,

executives, and employees must strictly comply with the Company's Inside Information Policy.

- (5) Directors, executives, and employees must refrain from entering into transactions with themselves or their related persons which may cause a conflict of interest against the Company. In the event that such transaction is necessary, such transaction must be in compliance with the Company's Connected Transaction Policy and Connected Transaction Procedure as approved by the Board of Directors with transparency and fairness and on an arm's length basis, taking into account the best interest of the Company.
- (6) The Board of Directors will oversee to ensure that the Company and the management accurately and completely disclose the transactions which may have a conflict of interest in the annual registration statement/annual report (Form 56-1 One Report). It will also oversee to ensure that the Company strictly comply with the rules, procedure, and disclosure of information on connected transactions prescribed by law or regulatory bodies and follow the Company's regulations.
- (7) Directors, executives, and employees including the sub-committees having an interest in any agenda of a meeting will have no right to vote nor participate in the meeting on such agenda with respect to matters which they have a conflict of interest.

This Conflict of Interest Policy is effective from 31 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors  
Neo Corporate Public Company Limited