

**POLICY ON INVESTMENT AND  
OPERATIONAL SUPERVISION OF  
SUBSIDIARY COMPANY AND  
ASSOCIATED COMPANIES**

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**Neo Corporate Public Company Limited**

## **Policy on Investment and Operational Supervision of Subsidiary Company and Associated Companies**

### **1. Investment Policy**

Neo Corporate Public Company Limited (“**Company**”) has an investment policy that corresponds to its goals, vision, and strategic plans for the Company’s growth. This will cause the improvement of the Company’s operating results or the increase in the Company’s profit. The Company also has a policy to invest in businesses for synergy purpose to increase the Company’s competitiveness and for the Company to achieve its goal of being a leading operator of its main business. In this regard, the Company, its subsidiary company and/or associated companies may additionally consider investing in other businesses if such businesses are relevant or similar businesses, have potential, are growing or expandable, or beneficial to the businesses of the group companies, and which can generate a good return on investment. In the consideration on investment of the Company, the subsidiary company and/or associated companies, the Company will analyze the investment feasibility and consider the potential and the risk factors from the investment and consider the investment proportion, expected profits, potential risks, and financial positions of the Company before making an investment decision with respect to each project. The investment analysis must be undertaken with appropriate procedure and the investment requires an approval from the Board of Directors’ meeting and/or the shareholders’ meeting (as applicable). In this regard, the request for the approval for investment and the disclosure of relevant information must be in accordance with the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand.

### **2. Policy on operational supervision in subsidiary company and associated companies**

The Company establishes the policy on operational supervision in subsidiary company and associated companies with the objective to prescribe direct and indirect measures and mechanisms to allow the Company to supervise and manage the businesses of its subsidiary company and associated companies, as well as monitoring and overseeing to ensure that the subsidiary and affiliated companies follow the measures and mechanisms prescribed and comply with the Company’s policies including applicable laws, notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. This is for protection of the interests of the Company’s investment in such subsidiary and affiliated companies. The following actions must be undertaken:

- 2.1 The Company will send its representatives to be directors in its subsidiary company and/or associated companies in accordance with its shareholding in each company and/or the mutual agreements in case of associated companies. Such persons must have suitable qualifications and experience for such business and have no conflict of interest against the business of such subsidiary and/or affiliated companies. Such representatives must manage the business of the subsidiary and/or affiliated companies in accordance with the Company’s policies and applicable laws.
- 2.2 If any transaction or action of a subsidiary company falls under the scope of, or is, an acquisition or disposal of asset and/or a connected transaction under applicable laws and notifications relating to securities and exchange, which will result in the Company being required to request for an approval from the

Board of Directors' meeting and/or the shareholders' meeting (as applicable) or request for an approval from relevant authorities under the law before entering into the transaction, the subsidiary company may enter into such transaction or carry out such action only upon the approval(s) having been obtained from the Board of Directors' meeting and/or the shareholders' meeting and/or the relevant authorities (as applicable).

Moreover, if the entering into any transaction or an occurrence of any event relating to a subsidiary company results in the Company being required to disclose information to the Stock Exchange of Thailand in accordance with the relevant rules, the representative directors of such subsidiary company have the duty to notify the management of the Company immediately upon becoming aware that the subsidiary company plans to enter into such transaction or that such event occurs.

- 2.3 The scope of key powers, duties, and responsibilities of the Board of Directors and the executives of each subsidiary company and/or associated companies must be in accordance with applicable laws, such as disclosure of information on financial position and operating results to the Company. The relevant notifications of the Capital Market Supervisory Board and the notifications of the Board of Governors of the Stock Exchange of Thailand must be applied to the extent practicable. The information on their interest and the interest of their related persons must be disclosed and delivered to the Board of Directors so that it is aware of the relationship and the entering into the transactions with the Company, the subsidiary company and/or the associated companies in such a manner that may cause a conflict of interest and that it avoids entering into transactions which may cause a conflict of interest.
- 2.4 The Company will establish work plans and take necessary actions to ensure that the subsidiary company and/or the associated companies disclose information on operating results and financial positions. The Company will also take necessary actions and monitor to ensure that the subsidiary company and/or the associated companies have put in place adequate and appropriate information disclosure and internal control systems for business operations.
- 2.5 The Company will closely monitor the performance and the operations of such subsidiary company and/or associated companies and supervise to ensure data storage and accounting records of the subsidiary company and/or the associated companies. The Company will present the analysis results and express opinions or suggestions to the Company's Board of Directors and the Board of Directors of such subsidiary company and/or associated companies to support the consideration on policy setting or for the improvement and promotion of the businesses of the subsidiary company and/or associated companies for continued development and growth.

This Policy on Investment and Operational Supervision of Subsidiary Companies and Associated Companies is effective from 31 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors  
Neo Corporate Public Company Limited