

Policy for Use of the Inside Information and
Securities Trading of the Company's Directors,
Executives and Employees

Nova Empire Public Company Limited

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Policy for Use of Inside Information and Securities Trading of the Company's Directors,
Executives and Employees

1. Objective

- (1) To prescribe the rules and practical guidelines relating to the securities trading of the directors, executives and employees.
- (2) To ensure the compliance of the Company's directors, executives, and employees with the Securities and Exchange Act B.E. 2535 (1992) regarding securities trading using inside information.
- (3) To maintain the confidence of the shareholders and investors in the Company's securities.

2. Scope

This Policy is enforced with all directors, executives and employees of the Company and its subsidiaries. In addition, some part of the contents hereof is also extended to their spouse and minor children, and juristic person under the control power of the said persons.

3. Definition

Any statements or words used herein have the following meanings unless the said statements are otherwise presented or described.

"Securities" mean (ordinary and preference) shares, debentures, Stock Options, derivatives (such as futures and options), Warrants to Purchase Shares or Debentures, and other financial instruments tradable in the financial market.

"Trading" includes purchase, sales, transfer or acceptance of the transfer of legal interests in securities, and exercise of the right to purchase shares or exercise of the right under Warrants to Purchase Shares or Debentures.

"Inside Information" means the fact that is the business materiality that affects the financial position, turnover, reputation, and corporate image, or affects the changes in securities prices, which have not yet been publicly disclosed. The samples of inside information are:

- a) Joint venture, merger of an entity or acquisition of an entity
- b) Declaration of dividend payment or non-dividend payment, or declaration of profit or loss
- c) Change in par value or dividend payment
- d) Acquisition or loss of the important trade contract

- e) Launch of new important products or services, the important development of resources, product technology and market or crucial discovery of the natural resources
- f) Change in the control power, or crucial change in the Board of Directors and executives
- g) Call for securities redemption
- h) Borrowing of money in the amount significant for financial position and performance
- i) Issuance of shares for a capital increase in a significant amount by offering to the public or any persons
- j) Crucial legal disputes
- k) Purchase or sales of important assets
- l) Important changes in the investment projects
- m) Change in the Company's objectives
- n) Key disputes on labor, sub-contractors and sellers of the goods to the Company
- o) Tender offer of other companies' securities
- p) Change in the important accounting policies

"Persons Designated by the Company" mean the persons with the position or duty, who perceive the inside information of the Company (including the spouse and minor children, and juristic person under the control power of such persons), such as

- (a) Director
- (b) First Four Executives
- (c) Executives and employees of the Company and its subsidiaries, who perceive the inside information of the Company
- (d) Spouse and minor children of the persons under (a) (c)

"First Four Executives" mean the executives under the definition in the Notification of the Securities and Exchange Commission.

4. Duties and Responsibilities

- (1) The Board of Directors assigns the Nomination, Remuneration, and Corporate Governance Committee to have the duty to govern this Policy.
- (2) Company Secretary Office has the duty to be responsible for advising the directors, executives, and employees in complying with this Policy, and has the duty to communicate, organize training, provide cognizance, and clarify and reply to queries and

interpret in the case of doubts, and to be responsible for maintaining the Registration of the Name List of Persons Designated by the Company

- (3) All executives have the duty and responsibility to ensure that their subordinates realize the importance and understand this Policy.
- (4) All directors, executives, and employees shall strictly comply with this Policy in trading the Company's listed securities in the Stock Exchange of Thailand or the securities traded in the Securities Trading Center, and communicate this Policy to their spouse and minor children for acknowledgement.

5. Practical Guidelines

5.1 Prohibition of Securities Trading Using Inside Information

All directors, executives, and employees shall comply with the prohibition of the securities trading using inside information prescribed in Section 241 of the Securities and Exchange Act B.E. 2535 (1992) “ *In purchase or sales of the listed securities in the Stock Exchange or the securities traded in the Securities Trading Center, any person is prohibited from purchase or sales or offer for purchase or offer for sales or persuade other persons to purchase or sell or offer for purchase or offer for sales of the listed securities in the Stock Exchange or the securities traded in the Securities Trading Center either directly or indirectly in the respects that likely takes advantage of the third party using the material fact on the change of securities price, which has not yet been publicly disclosed and perceived by him/her in such position or status, and whether the said act is performed for self- or other persons' benefits or disclose such facts to allow other persons to perform such acts, where he/she obtains the benefit in return.* ”

5.2 Blackout Period

The persons designated by the Company are first prohibited from trading the Company's securities in the 30 (thirty) days period and within twenty-four hours after disclosure of quarterly and yearly financial statements and another period periodically scheduled by the Company.

In a special situation, the persons designated by the Company may sell the Company's securities during the blackout period. If it is within the situations, such as severe financial difficulty, or the law requirements must be complied or it is subject to the court's order, the Note specifying the reason to propose the request of the following approval shall be prepared.

- Chairman of the Board of Directors (in the case where the seller is a director or the Company Secretary.)
- Chairman of the Audit Committee (in the case where the seller is the Chairman of the Board of Directors.)
- Topmost Head of the Management (in the case where the seller is the person designated by the Company, who is not the director and the Company Secretary). However, a copy of the said Request Note shall also be submitted to the Company Secretary.

The Company Secretary shall declare the blackout period for advance acknowledgement.

5.3 Reporting of the Securities Holding

First Reporting

The persons designated by the Company shall report the Company's securities holding (including securities holding of the spouse, minor children and juristic person under the control power of the said persons). The report shall be submitted to the Company Secretary as follows.

- (1) In the case of the directors and the first four executives, they shall report within 7 (seven) working days from the appointment date using the Interest Report and Profile of Directors and Executives Form (Form 89/14)
- (2) In the case of the persons designated by the Company other than the directors and the first four executives, report within 7 (seven) working days from the notification date of the Company Secretary using the Company's Securities Holding Report Form.

Reporting upon Changes

The persons designed by the Company shall report the changes in holding the Company's securities (including securities holding of the spouse and minor children and juristic person under control power of the said persons) within 3 (three) working days from the securities trading date. The report shall be submitted to the Company Secretary as follows.

- (1) In the case of the directors and the first four executives, the Changes in Interest Report and Profile of Directors and Executives Form (Form 89/14) shall be used.

- (2) In the case of the person designated by the Company other than the directors and the first four executives, the Changes in the Company's Securities Holding Report Form shall be used.

The Company Secretary shall prepare a copy of the Changes in Securities Holding Report and submit it to the Chairman of the Board of Directors, the Chairman of the Audit Committee, and Chief Executive Officer within 7 (seven) working days from the received date of the report, and report the Board of Directors for acknowledgement in the next Meeting.

5.4 Exempted Securities Trading

This Policy is not enforced in the following situations.

- Securities acquired by the right offering
- Shares acquired from the exercise of the right under the convertible securities
- Securities acquired by the estate
- Securities acquired from the ESOP/EJIP Project
- Securities acquired from the transfer or acceptance of transfer from depositing as a trading guarantee of the futures contract

5.5 Other Limitations of the Securities Trading

The Company supports the persons designated by the Company to invest in the Company's securities in long run. However, the Company should not trade its securities in short term or it is the speculation of the Company's securities. The short term herein means 3 (three) months or lesser period.

The persons designed by the Company should avoid entering the following transactions.

- Short Sales of the Company's securities, which may signal to the Stock Exchange of Thailand that the seller is not confident on the Company.
- Trading of derivatives (such as futures and options) that is related to the Company's securities and may cause the nature of securities trading using inside information.
- Hold the Company's securities in the Margin Account for Securities Trading, which may be forced by the securities company to sell the said securities without consent in the case of the inability to deposit additional guarantee.

6. Policy Violation

Any director, executive or employee who violates this Policy may be considered for disciplinary punishment up to the stage of dismissal and may have both criminal and civil liabilities under the Securities and Exchange Act B.E. 2535 (1992).

7. Related Policies

All directors, executives and employees should read and endeavor to grasp this Policy and other policies as follows.

- Corporate Governance Policy
- Code of Business Conduct
- Rules and Procedures for Reporting the Interests of Directors and Executives

8. Case of Doubts

In the case of queries or doubts about this Policy, consult with the Company Secretary Office.

9. Policy Review

The Company Secretary shall yearly review this Policy and propose the Nomination, Remuneration, and Corporate Governance Committee, and the Board of Directors considers the approval in the case of changes.

The Policy for Use of Inside Information and Securities Trading of the Directors, Executives and Employees is effective from 9 November 2020 onwards.



(Parleerat Panboonhom)

Chairman of the Board of Directors
Nova Empire Public Company Limited