



Guidelines Conflict of Interest

บริษัท ผลชัยยูนิจ จำกัด (มหาชน)

Phol Dhanya Public Company Limited

Definition

Guidelines on conflicts of interest mean good practices in accordance with the policy to prevent a conflict of interest, which requires personnel of all levels to adhere to as guidelines for operation under the common standards of the Good Corporate Governance Policy set by covering Phol Dhanya Public Company Limited and its subsidiaries.

Company means Phol Dhanya Public Company Limited and its subsidiaries.

Subsidiary means

1) a company or juristic person of which Phol Dhanya Plc. owns or holds, directly or indirectly, more than 50 percent of the voting shares; or

2) a company or juristic person over which Phol Dhanya Plc. has controlling power to determine monetary and operational policies in order to acquire benefits from any activities of such company or juristic person.

Audit Committee means a sub-committee of the Board of Directors of the Company which appointed consists of the independent directors, to assist the Board in conducting its verify to ensure good corporate governance, the efficiency and effectiveness of internal operation, to ensure the completeness, correctness and reliability of the Company's financial report and to disclose the correct important information and standard internal control system, to comply the requirements of the Stock Exchange of Thailand with the law related.

Director means a director of Phol Dhanya Public Company Limited who is appointed by the shareholders to manage works in the capacity as shareholders' representative for the utmost benefit, responsible to determine the direction goals and policies and monitoring the management to be managed according to the principles of good corporate governance.

Executive means staff at the level of Director of Department or equivalent or higher, the Chief Executive Officer as the leader of the organization in accordance with the policies set by the Board of Directors, having a scope of responsibility concerning Management in accordance with the policies, strategies and plans approved by the Board of Directors, assigning and overseeing, giving of advice, monitoring and problem

solving for subordinate to ensure compliance with the objectives herein, such as Chief Executive Officer, Vice President, Managing Director's subsidiaries company and Director or equivalent position.

Staff means staff who has been accepted to work for the Company, including those who are employed for full-time work and on probation. Staff shall hold positions in the Company and receive remuneration, salary and welfare as required by the labor law and in accordance with the Company's human resource management guideline, which shall include staff of Company from Staff Level Operation to Middle Management and Manager.

Report of conflicts of interest means a form of the report of conflicts of interest (Form 1, Form 2)

Definition of Conflicts of Interest

Conflicts of personal and public interests mean any situation or act, in which an operator has so many personal interests that could affect his decision making, or any performance of duty under the operator's responsibility which has an impact to the public interest; for example, staff's decision making or performance of duty in his position which creates personal benefits or benefits of his friends, in the amount higher than the public benefits, regardless of whether he is aware of such act or it is done by intention or not, which might involve various behaviors or might become a normal practice without being aware that such practice is wrong, causing an unfair decision making by such staff due to the exploitation for personal benefit.

According to the Corporate Governance Policy, including Business Ethics and Business Code of Conduct, Phol Dhanya Public Company Limited has required the directors and staff of the Company to refrain from performing any activities which might cause a conflict of interest with the Company, and has defined **the conflict of interest as a conflict between personal interests and the interests of the Company, directly or indirectly.**

Form of Conflicts of Interest

Directors and staff of the Company may exploit an official capacity as a director, executive or staff of the Company for their personal benefit, which may be regarded as a conflict of personal and corporate

interests. This act, which has affected the transparency of the Company's business operation, is mainly caused by:

1. Entering into any transaction related to oneself which has potential conflicts of interest;
2. Having participation in approving any matters which have potential conflicts of interest;
3. Using internal information of the Company or disclosing it to a third party;
4. Carrying on the business or becoming a partnership or shareholder of the business that is in competition or in relation to the Company's business;
5. Using position to receive gifts or other benefits for personal benefits or benefits of others;
6. Using influence or position to secure a hiring contract, employment contract or special job with the Company.

Director and Staff's Practices

In order to create fairness to all related parties, the Company has established a policy to prevent directors, executives and staff of the Company from seeking personal benefits. The Company has established the following guidelines for the directors and staff:

1. Avoid any transaction related to oneself, which may lead to a conflict of interest with the Company;
2. If it is necessary to carry out the connected transaction for the Company's benefit, conduct it as if it is a transaction done with a third party. However, directors and staff of the Company having an interest in a transaction must not be involved in its approval process;
3. Refrain from seeking benefits for oneself or for any related person by using or disclosing internal information not yet disclosed to public or confidential information to a third party;
4. Refrain from using documents or information obtained in the capacity of director or staff of the Company for carrying on the business in competition or in relation to the Company's business.

Preventing Conflicts of Interest

The Board of Directors of the Company has established the following activities to prevent any conflict of interest:

1. The Company has a clear and transparent shareholder structure. There is no cross-holding among major shareholders, thereby preventing any conflict of interest from any party. The shareholder structure of the Company and its subsidiaries is published in the Company's annual report in detail, as are each Board member's holdings of securities.
2. There is a clear separation of duties and responsibilities between the Board, executives/managements and shareholders, thereby ensuring no overlap of duty or responsibility. Any director or executive who may have a vested interest in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of shareholders.
3. The Company has an established policy governing the use of internal information and has incorporated it into employee regulations in writing, with clear penalties for the executives or staff in the event the internal information is disclosed to the public or used for personal benefit.
4. Determine policy and practices for conflicts of interest and related transactions to ensure suitability of the transactions that must be reviewed by Audit Committee, and supervise to make sure that the Company complies with criteria of Securities and Exchange Commission and Capital Market Advisory Board.
5. Stipulate that directors, executives, and employees who have interests in transactions of the Company or its subsidiaries be absent from the consideration or approval of the agenda of such transactions. Pricing of such transactions are determined fairly according to normal trading conditions as if they are transactions with unrelated parties.
6. Demand that related transactions be presented to Audit Committee to give opinion before proposing for approval from the BOD, consistent with the principle of good corporate governance and the rules imposed by the Securities and Exchange Commission.
7. Demand that related transactions and transactions that may lead to conflicts of interest be disclosed according to the rules of Securities and Exchange Commission and Capital Market Advisory Board in the Annual Registration Statement (Form 56-1) and annual reports or other reports depending on each case, including disclosure of inter-company transactions in noted to the financial statement under the topic "related transactions" with the maximum benefits of shareholders in mind.
8. The Company's ethics determines additional practices to prohibit employees from using the Company's properties or working hours to regularly search for information, make contacts, or

trade securities for their own benefits or others' benefits and not for the Company's benefits without reasonable necessity.

9. Employees and their families must not engage in any activity that obstruct the Company's benefit seeking by contacting relevant parties, including competitors, trading partners or customers, by using opportunities or information gained from being employees for their own benefits, by competing in the same business as the Company's, or by using office hours to do other jobs other which have effects on the Company's jobs.
10. Avoid or refrain from expressing opinion or making comments about the Company to external parties or press which may affects the Company's reputation or operation without having authorities or responsibilities to do so.

Principle for Preventing Conflicts of Interest

1. Principles and regulations for directors, executives and staff of the Company for the prevention of conflicts of interest are ineffective if they have not intended to comply with.
2. The prevention from conflicts of interest is the responsibility and duty of all directors, executives and staff of the Company. Therefore everyone has to understand, abide by and practice correctly.
3. The Company expects the directors, executives and staff of the Company to report to supervisor in good faith any activity which may lead to a conflict of interest or is suspected to be in conflict with principles, or request primary advisor from the supervisor. The supervisor shall have the role to oversee and advise to subordinate to ensure compliance with regulations and orders determined by the Company.
4. If there are any questions about practices for preventing conflicts of interest, the staff may primarily use his own discretion by asking himself with these questions: Is this proper action if one will do it? Is it acceptable action by society? Could this action be disclosed? and Does this action affect the image and reputation of the Company?

Company's Conflicts of Interest Management

The Board of Directors of the Company has created mechanisms to promote transparency in the operation through organization, comprising two levels of operation as follows:

1. Conflicts of Interest for Staff Level Operation

The Company's staff from Staff Level Operation or higher to director of the Company are obliged to disclose the conflicts of interest with the following characteristics:

- (1) Acts or incidents regarded as a conflict of interest
 - Using the Company's information for personal benefits or benefits of others;
 - Holding a position of chief executive officer/managing director, director, manager or shareholder of businesses that are a contractual party of the Company or are in competition with the Company, except for a position of managing director, manager or other management position which has been assigned in writing by the Company, unless tenure the company has committed in written;
 - Having any family member holding a position of chief executive officer/managing director, director, manager or shareholder of businesses that are a contractual party of the Company or are in competition with the Company.
- (2) Giving or receiving of gifts, property or other benefits that is regarded as a conflict of interest refer to business code of conduct and Anti-Corruption Policy and Guidelines in accordance with the announcement of the National Anti-Corruption Commission

2. Conflicts of Interest which may Resulted from the Work Nature that might Cause Conflicts of Interest

Work natures which might lead to conflicts of interest both directly and indirectly include the followings:

- (1) Supervision between supervisors and subordinates;
- (2) Recruitment and settlement of staff in a place;
- (3) Promotion, relocation and performance evaluation;
- (4) Supporting education or supporting scholarship for staff;
- (5) Investigation of disciplinary action;
- (6) Procurement, sales and supply cover all government sector;
- (7) Internal audit;
- (8) Fund raising and source of fund; and
- (9) Other work characteristics which can prove intention of such act.

Conflict of Interest Reporting Guide

Director

A director shall report a conflict of interest using Form 1 of the report of conflicts of interest to Audit Committee on December of each year or when taking the position or when a conflict has occurred during a year, as the case may be.

In the event that a director has committed any act that causes a conflict of interest, he shall disclose relevant factual information to Audit Committee, and shall be withdrawn from participating in such act.

Executive

An executive position shall report a conflict of interest using Form 1 of the report of conflicts of interest to Audit Committee on December of each year or when taking the position or when a conflict has occurred during a year, as the case may be.

In the event that an executive has committed any act that causes a conflict of interest, he shall disclose relevant factual information to Audit Committee, and shall be withdrawn from participating in such act.

Staff

Any staff position, who has committed any act that causes a conflict of interest shall report relevant factual information to his supervisor immediately as soon as practicable and report such conflict in Form 2 of the report of conflicts of interest.

The supervisor shall review the conflict of interest.

If a conflict of interest exists, the supervisor shall make a decision and give orders accordingly. In this case, the supervisor shall attach his decision to Form 2 of the report of conflicts of interest and submit them to Executive for acknowledgement and shall inform the decision to the staff who has a conflict of interest and demand such staff to withdraw from participating in such act.

Retention of Reports of Conflicts of Interest

1. Human Resource Department is to collect such reports of conflicts of interest of the staff from Staff Level Operation (01) to Middle Management (M1) and forward to Company Secretary, Management and Organization Development Office.

2. Company Secretary shall be summarized report and presented to the Audit Committee and the Board of Director for acknowledgement.

3. Company Secretary shall keep all relevant reports of conflicts of interest yearly basis.

Retention Duration for Reports of Conflicts of Interest

Reports of conflicts of interest shall be kept at least 5 years or until the directorship, or executive or staff position in the Company is terminated.

Reference:

Structure Level according to the company announcement refer: Internal organizational structure management Human Resources Department which effective on 23 July 2018 onwards or company's structure amendment (if any)

The Board's Meeting has been approved to review Guidelines on conflicts of interest (revision 2) which effective on 18 January, 2019 onwards.

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Chairman of the Board