



- 3) Directors, management, and the persons in the management level in the accounting and finance department holding the positions of managers upwards or equivalent are required to report every stock trading transaction to the Office of Securities and Exchange Commission within three working days, according to the Securities and Exchange Act. In addition, any changes in security holding shall be informed to the Company's secretary.

Movement of directors and managements' share holdings in 2019, details as follows:

Name	Beginning Balance at 1 Jan. 2019	Purchase/ Exercise Warrant	Dividend received	Sell	Ending Balance at 31 Dec. 2019
1. Mr. Sukont Kanjanahuttakit	-	-	-	-	-
2. Mr. Vinai Vittavasgarvej	-	-	-	-	-
3. Pol.Lt.Gen. Pharnu Kerdlarpphon	-	-	-	-	-
4. Mr. Weerachai Ngamdeevilaisak	-	-	-	-	-
5. . Mr. Sumate Maneewattana	-	-	-	-	-
6. Mr. Pinit Puapan	-	-	-	-	-
7. Ms. Thida Kaewbootta	364,831,624	-	36,483,160	-	401,314,784
8. Ms. Doungchai Kaewbootta	88,141,959	-	8,814,195	-	96,956,154
9. Mr. Chatchai Kaewbootta	43,006,909	-	4,300,690	-	47,307,599
10. Mr. Somyot Ngerndamrong	-	-	-	-	-
11. Mr. Veera Veerakool	174,770	72,000	24,677	-	174,770
12. Mr. Tzung-Han Tsai	-	-	-	-	-
13. Mr. Prayong Saennual	791,666	-	70,006	(361,672)	500,000
14. Mrs. Wanaporn Pornkitipong	918,181	14,844	91,818	-	1,024,843
15. Mrs. Chomchaba Sathapornpong	-	-	-	-	-

9.3 Code of Conduct

The Company's code of conduct is set for all management of the all companies under SAWAD Group and all employees at all levels whether or not they sign the acknowledgement.



According to the business operation principles, a reputation for being honest is extremely valuable to the Company. The issue also has an impact on the business success and earnings growth of the Company. Similarly, a good reputation of executive officers from the department head upwards is also important. The standard of code of conduct has a direct impact on the trustworthiness of the Company as a whole.

1) **To comply with laws and regulations**

The Company's objective is to run business in compliance with laws and regulations and with respects for the rights of the Company's counter parties and customers.

2) **The Company's policies and codes of conduct**

2.1 **To follow rules, regulations, announcements and orders**

This code of conduct is announced in addition to existing rules, regulations, announcements and other orders of the Company. Should there be any statements in existing rules, regulations, announcements or orders that contradict any statements in this code of conduct, the statements in this code of conduct shall be deemed as the final guideline.

All management members or executive officers shall follow the rules, regulations, announcements and orders of the Company and those in superior positions.

- (1) They shall ensure that all employees acknowledge the Company's policies and rules, regulations, orders, agreements, announcements or circular notices.
- (2) They shall perform duties with honesty and fairness and shall inform of any events that may damage the reputation and assets of the Company.
- (3) They shall treat colleagues with polite manners and respects.
- (4) They shall perform duties with determination and diligence, maintaining the Company's traditions and good governance and acting as a good model for all employees, in order to drive the Company's growth in righteous ways.
- (5) They shall retain the benefits and secrecy of the Company, customers or any related parties. Information about the Company's financial data and individuals must be accurately and appropriately disclosed in cautious and effective manners. Throughout the duration for which the employees work for the Company and after they resign from the Company, they shall keep the aforementioned information strictly confidential. Any employees who disclose the information to outsiders or use the information in other matters apart from work-related matters



shall agree to take responsibility for compensations of any damages to the Company, based on the actual degree of damage.

- (6) They shall do their best to protect the Company's assets, prevent damages and loss, either caused by individuals or natural disasters. In addition, they shall not use the Company's equipment or assets for their personal purposes.
- (7) They shall perform their management duties with righteousness and also try to promote ethics, morals and righteousness among employees at all levels. They shall also solve problems in regard to conflicts of interests in the Company.
- (8) They shall treat their subordinates closely and fairly, without bias.
- (9) They shall be willing to work as a team, being opened to team members' ideas and opinions.
- (10) They shall follow the Company's rules and regulations as well as ensuring that their subordinates follow the rules about computer usage, computer information, computer traffic data; this is to ensure that the use of computer in the Company complies with computer laws, copyright laws or other related laws and also to prevent any damages to the Company's reputations and images.

2.2 Prohibition

All employees at the management level shall not act in a way that may damage good images of themselves and the Company:

- (1) They shall not act or perform any actions on personal purposes during office hours
- (2) They shall not run the same business to compete with the Company, either for their own benefits or the benefits of others; they shall not hold stake in a company with controlling power, which may have negative impacts on the Company, either directly or indirectly.
- (3) They shall not behave in a way that that damage good images of their positions and the honor of the Company.
- (4) They shall not disclose false information or conceal important information of the Company.
- (5) They shall not work with carelessness or do something inappropriate to their position.
- (6) They shall not conceal or distort information, which may directly or indirectly damage the Company, for their own benefits or benefits of other people.
- (7) They shall not attempt to obstruct performance of authorized individuals in the Company nor order other employees to perform morally bad things.



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- (8) They shall not violate civil and criminal laws that ruin themselves or others, either directly or indirectly.
 - (9) They shall not disclose wages, salaries or salary increases of themselves or others, either intentionally or unintentionally.
 - (10) They shall not ask for or receive any assets or any other benefits from customers, partners, competitors or any individuals that do business with the Company; they shall not offer inappropriate treats, except for some traditional and seasonal gifts, normal business luncheons, or any expenses that help to promote the Company's business for traditional business exchanges. However, if the value exceeds Baht 3,000, they shall report to their managers or those in superior positions, i.e., vice president upwards.
 - (11) They shall not involve in bribery, either directly or indirectly through the third party and/or inappropriately use influence with state agencies, customers or partners.
 - (12) They shall not make additions, reductions, or revisions in any records or information in order to intentionally alter or distort the Company's performance and account booking regardless of their purposes.
 - (13) They shall not make payment or any business transactions with intention to make other people understand that part of the payment or the business transactions are done for other purposes apart from the purpose indicated in the documents.
 - (14) They shall not hold massive debts or be indicated by law that they are in huge debt.
 - (15) They shall not fail to keep the Company's intellectual information or any information obtained from the employees' performance.
 - (16) They shall not copy performance or intellectual property of other people.
 - (17) They shall not do immorally bad things to seek benefits for themselves or other people.
 - (18) They shall not assign any departments not relating to the purchasing functions to seek supports from traders or partners (in case that it is necessary to seek such support from the Company's benefits, such departments shall consult with the purchasing department so that the purchasing department will proceed with further actions, except for the matters relating to marketing activities for which the marketing and business development department will be in charge).



- (19) They shall not do anything in favor of any individuals to seek benefits from the Company or access or do something with the Company's computer system, computer information and computer traffic information without permissions; they shall not intend to support or allow users to violate computer laws, copyright laws or any other related laws.

3) **Disciplinary Actions**

- (1) Minor violation: Any management member who fails to follow the code of conduct but the degree of violation is rather minor, he shall receive a warning in written, indicating nature of the violation and reasons. The management is entitled to defend himself against the allegation with the person holding a superior position. If the problem remains unsolved, the matter will be submitted to the scrutinizing committee appointed by the chief executive office. The ruling from the securitizing committee shall be deemed final. If the management still involves in the second violation or fails to correct the mistakes from the first violation, he shall face disciplinary actions, including employment termination.
- (2) Severe violation: Acts of severe violations include bribery, corruption, disclosure of the Company's confidential information or intellectual property to the third party, actions against the Company's honor and deliberate concealment of information, discussion or important document to the person in the superior position: The Company is entitled to terminate the employment without any compensation or a warning in written.

4) **Anti-Corruption Policy**

In order to provide clear standards and procedures for the Company's measures to effectively prevent corruption, the roles and responsibilities of the relevant parties are determined as follows:

1.1 **The Board of Directors** has the following duties:

- 1.1.1 Determine and approve anti-corruption policies.
- 1.1.2 Approve and review guidelines for anti-corruption measures.
- 1.1.3 Supervise to have a system that supports anti-corruption measures that is effective.

1.2 **The Audit Committee** has the following duties:

- 1.2.1 Review to ensure that the Company has adequate internal controls in place.
- 1.2.2 Review to ensure compliance with the anti-corruption policy.

1.3 **The Chairman of the Executive Committee and the President** have the following duties:

- 1.3.1 Promote, support, and supervise to ensure that all employees and related parties comply with the anti-corruption policy, anti-corruption measures, and various related regulations by communicating to all employees and related parties.