



## Insider Trading Control

The company has a written guideline to prevent the use of inside information strictly in the Corporate Governance and Business Ethics of the Company, in order to prevent the use of inside information for improper benefits for oneself and others. It is the duty and responsibility of the supervisor to control and ensure the maintenance of internal information according to principles. The use of inside information that has not been disclosed to the public or general shareholders for the benefit of trading securities by themselves or for others is considered an unethical act of the company.

In 2019, the Directors, executives, and employees of the Company strictly complied with the guidelines for the prevention of internal information usage and no trading was carried out utilizing internal data in any way.

Guideline for Prevention of Use of inside information of the company has been approved from the Board of Directors meeting No. 1/2016 held on July 28, 2016. TTW has distributed this guideline in a circulating letter for the Director, Executives and Staff to acknowledge, and to comply strictly with it.

### Guideline for Prevention of Use of Inside Information

#### Rationale

TTW is a listed company in the Stock Exchange of Thailand and has run its business in compliance with Public Limited Companies Act B.E.2535 (on the part of share trading), and with the Securities and Exchange Act B.E. 2535 (on the part of securities and exchange), through the performance of duties by directors, executive management, employees of TTW, and the employees of subsidiary companies. There has been a prohibition for such persons from using the essential and unpublicized facts and information that can significantly impose an effect on the price of shares, which they have learned from performing their duties or from holding a position in the company; otherwise, they would be considered as committing a criminal offence and subject to punishments as provided by laws. There were some amendments made to Securities and Exchange Act B.E. 2559 (5th edition) as announced in Thai Royal Gazette on 11 December 2016. TTW has notified these

changes in a circulating letter to directors, executive management, employees of TTW, and employees of subsidiary companies to acknowledge and comply with.

In order to prevent the directors, executive management, employees of TTW and employees of subsidiary companies, as well as TTW Company itself, from facing a charge on violating such laws, and in order to implement good corporate government approach of TTW; the company has defined the guideline for the prevention of internal information usage for all directors, executive management, employees of TTW and employees of subsidiary companies to compile with very strictly. All these persons shall comply with the provisions in Securities and Exchange Act (5th edition) B.E. 2559. TTW has defined the guideline for the prevention of internal information usage as follows.

#### **Directors**

- (1) Directors shall not use the information acquired from holding the position as a director of the company in a wrongful manner or in a way that would cause damages to the company.
- (2) Directors shall not disclose to any third party the business confidential information or any information that may affect company's business.
- (3) Directors, their spouses and their minors shall not conduct share trading while having access to internal information of the company, which will affect the price of the shares if these information are disclosed to public.
- (4) Directors shall not reveal any unpublicized information to a third party, which may lead to a reservation of purchase or a sale of company's shares.

#### **Employees**

- (1) Employees shall strictly comply with the regulations defined by SET/SEC and applicable laws, which cover the equitable disclosure of information for shareholders and/or public.
- (2) For a disclosure of any information that may affect the business or the share price of the company, an approval must be sought from the Managing Director who may disclose the information himself or assign a responsible person to do so.
- (3) The work units in central administration that take function in providing information to public and investors include Investors Relation and Company Secretary Units (under the Corporate Affairs Division) and so on. The work units that own information have a duty to provide support of such information. The directors, executive management and employees who have access to

information about financial statement are prohibited by the company from trading shares within a period of 45 days prior to the disclosure of information and within a period of 24 hours after such disclosure. For any other significant information, executive management and employees who have access to the information are prohibited from trading shares during the period from the date that they have known about the information to 24 hours after the disclosure of such information to SET. In addition, TTW has adopted an internal control system to prevent the leakage of information thoroughly and cautiously. This is to prevent internal information from being revealed to outside prior to a formal disclosure. These measures and control system are considered as a part of significant risk control measures of the company. It is the duty and responsibility of supervisors to oversee the protection of internal information in line with such measures. If an employee uses unpublicized internal information, or the ones that have not been revealed to general shareholders, for personal or other people's benefits from share trading shall be considered as violating the code of conduct defined by the company.

## **Securities Trading Based on the Use of Internal Information**

### **Prohibited Persons**

The persons who shall not trade the securities as per the prohibition set in the guideline for the prevention of internal information usage include:

- (1) Executive directors or the persons with an authority to control the operation of the company.
- (2) Worker or employees in the chain companies or the persons holding a position, or working in a line of duty that holds responsibility for, or can have access to, internal information.
- (3) The persons holding a status in favor of acknowledging internal information from performing their duties as an auditor, financial consultant, legal advisor, property price appraisal expert, or any other person doing duties related to internal information.
- (4) Parents, descendants, adoptive parents, or adopted children of the persons mentioned in (1) (2) and (3).
- (5) Siblings from the same mother and father, or the siblings from either a same mother or a same father, of the persons mentioned in (1) (2) and (3).
- (6) The spouses of, or the persons cohabitated with, the persons mentioned in (1) (2) and (3).

## **Prohibited Securities**

Securities mean the shares, share warrants, convertible debentures, and transferable subscription rights that are issued by the company.

## **General Practice Guideline**

- (1) Prohibited persons shall not trade the securities at any given moment, as long as they know or should have known the essential and unpublicized information that may affect the price of TTW securities in the Stock Exchange.
- (2) Prohibited persons who have acknowledged such essential information from performing their duties and/or from holding a position in the company and its subsidiaries shall not reveal such information to other persons while it has not been publicized yet; except the revealing through the duties they perform in the company

## **Specific Practice Guideline**

Apart from the general practice guideline for the prevention of internal information usage, there are some specific practice guidelines that the prohibited persons shall comply with, as detailed below.

- (1) The prohibited persons who have direct involvement in the preparation of TTW financial statements shall not trade TTW securities during the period from the commencement of such preparation to the end of the following day after the date of disclosing such statements.
- (2) Any directors, executive management and employees who have received a draft copy of TTW financial statements shall not trade TTW securities during the period from the day that they received the draft of financial statements to the end of the date of disclosing such statements.
- (3) Prohibited persons who know or should have known that the company will reveal essential information that may affect the prices of TTW securities in the Stock Exchange shall not trade TTW securities starting from the date that they know or should have known about the event to the end of the following day after the date of revealing and distributing such information.
- (4) The company requires to the directors and executive management report of changes in securities holding in TTW Public Company Limited.

- (5) The Company has set a policy for directors and executive management to report to the Board of Directors at least 1 day in advance before trading the company's shares.

## **Reporting Procedures of Prohibited Persons**

### **The Required Duty to Prepare the Report**

- (1) Managing Director or a person holding an executive management position in accordance with Securities and Exchange Act shall prepare a report on their initial possession of securities and any changes in the possession of such securities afterward, as required by applicable laws and regulations; and shall submit such report to TTW simultaneously.
- (2) Executive management holding a position as a department head or higher shall prepare a report on the acquisition and the selling of TTW securities in their possession in the case that the volume of such acquisition or sale is equal to or over 5% of the total securities that have been sold.

### **Reporting Method**

- (1) Managing Director or a person holding an executive management position that have a duty as required by laws shall prepare and submit a report on the possession of TTW securities of their own, and that of their spouses and minor descendants. They are required to submit a copy of such report to the company on the same day that they have sent it to a respective government authority or a regulatory agency.
- (2) Executive management holding a position as a department head or higher shall prepare a report on the possession and the changes in the possession of TTW securities of their own, and that of their spouses and minor descendants; and submit to the company within 7 working days from the date of ownership transfer of such securities