



## **CHARTER OF THE BOARD OF DIRECTORS**

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**MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED**

27 November 2023

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# CHARTER OF THE BOARD OF DIRECTORS

## 1. INTRODUCTION

- 1.1 This Charter sets out the processes, roles and responsibilities, composition and the functions of the Board of Directors (the “**Board**”) of MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”) with the aim of enhancing corporate governance practices towards accountability, transparency, sustainability and business integrity.
- 1.2 This Charter is established in accordance with the provisions of:
  - 1.2.1 the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the “**PLCA**”);
  - 1.2.2 the Securities and Exchange Act, B.E. 2535 (1992) (as amended) (the “**SEC Act**”);
  - 1.2.3 the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended) (the “**SEC Notification No. TorJor 39/2559**”);
  - 1.2.4 Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) (as amended) (the “**SET Listing Regulation**”); and
  - 1.2.5 the Articles of Association of the Company and any other applicable laws or regulatory requirements as issued by the Office of the Securities and Exchange Commission (the “**SEC**”) and the Stock Exchange of Thailand (the “**SET**”).

## 2. PURPOSE OF BOARD

- 2.1 The role of the Board is to protect the interests, and to manage the business and affairs of the Company and its subsidiaries (“**Group**”).
- 2.2 The Board has the primary responsibility for the governance and management of the Company (the “**Management**”), and a statutory obligation to act in the best interest of the Company with honesty and prudence.
- 2.3 The Board will establish sub-committees with having their relevant charters in place and delegate some of the responsibilities of the Board to them in discharging its functions and responsibilities including those required by the SEC Notification No. TorJor 39/2559 and the SET Listing Regulation.

- 2.4 While the Board may appropriately delegate its authority to its sub-committees or Management, it should not abdicate its responsibility and should at all times exercise collective oversight of all the subcommittees and Management.
- 2.5 Each sub-committee shall report to the Board with their recommendations. The ultimate responsibility for decision-making lies with the Board.

### **3. BOARD STRUCTURE AND COMPOSITION**

- 3.1 The Board shall strive to achieve an optimum balance and dynamic mix of competencies and diverse skill sets amongst its Board members. In seeking potential candidate(s) for new appointments, the Board shall take into account the objective criteria, merit and various diversity factors including knowledge, skills, experience, character traits, age and gender of the Directors to strengthen the Board composition so as to meet the objectives and strategic goals of the Company.
- 3.2 The Board shall comprise:
  - 3.2.1 no less than five (5) members, at least half of which must reside in Thailand; and
  - 3.2.2 at least three (3) Independent Directors or one-third (1/3) of the total members of the Board being Independent Directors, whichever is higher.
- 3.3 The Chairman of the Board shall be approved by the Board, and shall neither be an executive Director nor the Chief Executive Officer of the Company (the “**CEO**”).
- 3.4 The Board may elect one or more directors to assume Vice Chairman of the Board.
- 3.5 The Board, through the Nomination and Remuneration Committee (the “**NRC**”), shall review the size, composition and effectiveness of the Board and its sub-committees on a periodic basis to ensure that members of the Board possess the relevant knowledge, skills, qualifications, competencies, functional and management experience, characteristics and mind-set to contribute effectively to the Board and to ensure an appropriate balance of skills, experiences, qualifications and diversity.

### **4. QUALIFICATIONS**

- 4.1 All Directors must be capable and knowledgeable persons fully equipped with leadership, wide-ranging visions, experiences beneficial to the Group, and knowledge of the Group’s businesses while performing their duty and be able to independently express their opinions with loyalty and integrity, to conduct the business with morality, and to devote sufficient time to perform their duties.
- 4.2 All Directors must have all required qualifications and shall not possess any prohibited characteristics as stipulated in the PLCA and the SEC Act, including

applicable notifications, requirements, and/or regulations as well as the Articles of Association of the Company. The Directors shall not possess any characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as stipulated by the notification of the Capital Market Supervisory Board.

- 4.3 A Director must not undertake any business of the same nature as and competing with that of the Group nor may he/she be a partner in an ordinary partnership, a partner with unlimited liability in a limited partnership or a director in another legal entity carrying on a business of the same nature as and competing with that of the Group, either for his/her own benefits or others. This restriction disappplies when a meeting of shareholders acknowledges his or her competing activities before the appointment.
- 4.4 Independent Directors shall have qualifications as stipulated by the Company and in accordance with the SEC Notification No. TorJor 39/2559.

## **5. INDEPENDENT DIRECTOR**

- 5.1 An Independent Director means a Director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.
- 5.2 The following are the criteria for independence of Independent Director.
  - 5.2.1 An Independent Director shall hold shares of not exceeding one (1) percent of the total voting rights of the Company, parent company, subsidiaries, associated companies, major shareholder or control person of the Company, including shareholding of related persons of the said Independent Director.
  - 5.2.2 An Independent Director neither is nor was an executive director, nor employee, staff, salaried adviser, nor person with control over the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or control person of the Company, unless the status of being the said person or entity was ceased for not less than two (2) years prior to the date of becoming a Director. In this regard, such forbidden characteristics exclude the case of the Independent Director serving as a government official or a government adviser, of the government entity who is a major shareholder or control person of the Company.
  - 5.2.3 An Independent Director is not related by blood or by law in a paternal, maternal, matrimonial, sibling, descendent (or spouse thereof) relationship with other Directors, executives, major shareholder, control person or persons to be nominated as Director, executive or control person of the Company or subsidiaries.

- 5.2.4 An Independent Director neither has nor had business relationship with the Company, parent company, subsidiaries, associated companies, major shareholder, or control person of the Company in a manner that may interfere with independent exercise of his/her discretion; and neither is nor was a significant shareholder nor control person of the person in business relationship with the Company, parent company, subsidiaries, associated companies, major shareholder or control person of the Company, unless the status of being the said person or entity was ceased not less than two (2) years prior to the date of becoming a Director.

The term 'business relationship' as mentioned above includes trading transactions carried out in the ordinary course of business, renting or letting of properties, transactions related to assets or services, or provision or acceptance of financial assistance by means of lending or borrowing or guarantee or asset collateralisation, including other similar acts resulting in liabilities to be settled to or from the Company or counterparty to the agreement and *vice versa*, at the rate of three (3) percent or more of the net tangible asset of the Company or THB 20,000,000 (twenty million Baht), whichever is lower. In this regard, calculation of such liabilities shall comply with the calculation method for related transactions as per the notification of the Capital Market Supervisory Board RE: Rules on Execution of Related Party Transactions, *mutatis mutandis*. However, such calculation shall include liabilities incurred during one (1) year prior to the commencing date of such business relationship with the same person.

- 5.2.5 An Independent Director neither is nor was the auditor of the Company, parent company, subsidiaries, associated companies, major shareholder, or control person of the Company, nor significant shareholder, control person, or partner of the audit firm whose employees are auditors of the Company, parent company, subsidiaries, associates, major shareholder, or control person of the Company, unless the status of being the said person or entity was ceased not less than two (2) years prior to the date of becoming a Director.
- 5.2.6 An Independent Director neither is nor was professional service provider, including legal or financial adviser, receiving service fee of more than THB 2,000,000 (two million Baht) per year from the Company, parent company, subsidiaries, associated companies, major shareholder or control person of the Company, nor significant shareholder, control person or partner of such professional service provision firm, unless the status of being the said person or entity was ceased not less than two (2) years prior to the date of becoming a Director.
- 5.2.7 An Independent Director is not the Director appointed to represent any of the Directors of the Company, major shareholder or shareholders related to major shareholder.

- 5.2.8 An Independent Director neither engages in similar business, which substantially competes against the Company or subsidiaries, nor is a significant partner in a partnership or an executive director, employees, staff, salaried adviser, nor holds more than one (1) percent share of the total voting shares of companies engaging in similar business, which substantially compete against the Company or subsidiaries.
- 5.2.9 An Independent Director does not carry other traits which impede him/her from independent view about the business operations of the Company.
- 5.2.10 After being appointed as an Independent Director with the qualifications stipulated in accordance with paragraphs 5.2.1 - 5.2.9, the Independent Director may be assigned by the Board to make a decision on the business operation of the Company, its parent company, subsidiary, associated companies, same-level subsidiaries, major shareholder or control person of the Company in the form of collective decision.
- 5.2.11 The Company may appoint a person who has (or used to have) a business relationship or provides (or used to provide) professional services at a value exceeding the specified amount described in paragraphs 5.2.4 or 5.2.6 as an Independent Director provided that the Board carefully considers and is of the opinion that appointment of such person does not affect the performance of duties and the giving of independent opinions or views. Following information must be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of Independent Director:
- (a) the nature of the business relationship or professional service that prevents the nominated person from being an Independent Director in accordance with the requirements;
  - (b) the reason and necessity for keeping or appointing such person as an Independent Director; and
  - (c) the Board's opinion on proposing the appointment of such person as an Independent Director.

## **6. APPOINTMENT AND TERM**

- 6.1 Directors shall be elected at a meeting of shareholders in accordance with the Company's Articles of Association. However, in the event of vacancy due to reasons other than retirement by rotation, the Board shall select qualified persons without any forbidden characteristics as stated in applicable laws to fill in such vacancy in the following meeting of the Board except in a case where the remaining term of office of such Director is less than two (2) months. Such substituting Directors shall serve for a period equivalent to the remaining term of office of the previous Directors.

- 6.2 One-third (1/3) of the total members of the Board shall retire at each annual general meeting of shareholders. If total numbers of Directors could not be divided by three (3), the closest numbers shall be adopted. Retiring Directors shall be ones with the longest length of service. However, they may be re-elected for another term.
- 6.3 The office of a Director shall become vacant in any of the following events:
- 6.3.1 becoming disqualified or having a forbidden characteristic as prescribed in the Articles of Association of the Company, the PLCA, the SEC Act or relevant laws and regulations governing the Company;
  - 6.3.2 resignation by giving notice in writing to the Company and the Board, which shall take effect from the date on which the notice reaches the Company;
  - 6.3.3 being displaced by the resolution of the shareholders' meeting pursuant to the voting requirements under the PLCA;
  - 6.3.4 being displaced by the court order; and
  - 6.3.5 death.
- Any Director intending to resign shall submit a resignation letter together with a reason to the Company.
- 6.4 In the event that all the offices of all the Directors become vacant, such Directors shall remain in the position to continue the business as deemed necessary until the new Board commences its duty, unless otherwise ordered by the court in case where the Board vacates office under Clause 6.3.4.
- 6.5 In the event that the numbers of the Directors could not constitute a quorum, the remaining Directors are only allowed to act on behalf of the Board to call for a meeting of shareholders in order to elect new Directors to fill in such vacancy. Such election shall be made within one (1) month of such vacancy and the substituting Directors shall serve for a period equivalent to the remaining term of the previous Directors.
- 6.6 The term of office of each Independent Director shall not be more than a cumulative term of nine (9) years. Upon the expiration of such term, such Independent Director may continue to serve or be reappointed on the Board, subject to a rigorous scrutiny of his or her independence by the Board.

## **7. ROLES AND RESPONSIBILITIES**

### **7.1 Board of Directors**

7.1.1 The Board assumes the following principal responsibilities to:

- (a) ensure compliance with the laws, Articles of Association, objectives and resolutions of the meetings of the Board and the shareholders

with responsibility, prudence and honesty in the best interest of the Company;

- (b) set the corporate values and promote a good corporate governance culture within the Group, which reinforces ethical, prudent and professional behaviour and ensure that its obligations to shareholders and other stakeholders are met;
- (c) review, challenge and decide on proposals put forward by the Management for the Company, and monitor its implementation by Management;
- (d) review and oversee the implementation of the strategic business plan of the Group to ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations;
- (e) oversee the conduct of the Group's business and operations to ensure that the businesses are being properly managed;
- (f) review and ensure the adequacy and integrity of the internal controls, internal audit and management systems of the Group, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (g) identify the principal risks of the business of the Group through consideration of internal and external factors and recognise that the business decisions involve the taking of appropriate risks;
- (h) set the risk appetite and risk management policy within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (i) ensure that all members of the Board and the Management are of sufficient calibre, including having in place a process to provide for the orderly succession of the Board and the Management;
- (j) ensure that the Group has in place the appropriate corporate disclosure procedures to ensure effective communication with its shareholders and other stakeholders;
- (k) ensure that all members of the Board are able to understand financial statements and form a view on the information presented;



- (l) ensure the integrity of the Group's financial and non-financial reporting and that timely and accurate disclosure of all material information is made consistent with applicable requirements;
- (m) impose: (i) a supervisory mechanism which enables the Company to oversee the management and the operations of the subsidiaries that operate core business in accordance with the SEC Notification No. TorJor 39/2559 as if being a unit of the Company; and (ii) measures for keeping track of and monitoring the management of such subsidiaries to protect the Company's investment in accordance with the requirements as stipulated in the SEC Notification No. TorJor 39/2559;
- (n) appoint company secretary in compliance with the SEC Act (the "**Company Secretary**"); and
- (o) fulfil other duties as determined in the notifications, requirements, acts or laws governing the Company.

7.1.2 The following are the matters reserved for collective decision of the Board and may be varied from time to time as determined by the Board:

- (a) Strategic and Operational
  - (1) Business strategy/plan, performance targets, annual budget (including capital expenditure budget) and any changes thereof;
  - (2) Investment or divestment in a company, business, property, undertaking or capital project which represents a significant diversification from the existing business activities;
  - (3) Major changes in the business activities and any other significant business decision of the Group;
  - (4) Bank mandate;
  - (5) Delegation of Authority (DOA);
  - (6) Acquisitions and dispositions of assets transactions and related party transactions in accordance with the SEC Act and relevant rules and regulations of the SET and Capital Market Supervisory Board;
  - (7) Various policies and guidelines, such as corporate governance policy, code of business ethics, anti-bribery and corruption policy, applicable to all Directors, executives, and employees of the Group; and
  - (8) Sustainability strategy and initiatives.

(b) Financial

- (1) Quarterly and annual financial statements and release of the said financial announcements;
- (2) Interim dividends and recommendation for yearly dividends;
- (3) Financing facilities and banking arrangements including changes to authorised signatories and approval limit;
- (4) Adoption of accounting policies; and
- (5) Review of the effectiveness of the group's system of internal controls. This function is delegated to the Audit and Risk Management Committee which will in turn report to the board on its findings.

(c) Conduct of the Board

- (1) Appointment of Directors (to the extent permitted by applicable laws) and Chairman, and recommendation for appointment or removal of Directors to shareholders' meeting;
- (2) Appointment and removal of a Company Secretary and determination of the scope of duties and responsibilities of the Company Secretary;
- (3) Appointment and removal of a CEO and determination of the scope of duties and responsibilities of the CEO;
- (4) Establishment of sub-committees and appointment/changes of sub-committees' members; and
- (5) Charters of sub-committees and amendments thereto.

(d) Remuneration and Succession Planning

- (1) Recommendation of the Directors' fee/remuneration as well as structure and policy arrangements for Directors;
- (2) Recommendation of any proposed Employees' Share Option Scheme and/or amendments to the scheme, subject to other approvals that may be required by laws or regulations; and
- (3) Succession planning for the Board and the key Management.

(e) Other Matters

- (1) Any other matters requiring the convening of a general meeting of shareholders; and
- (2) Any other matters as may be required by applicable laws or the governing authorities.

7.1.3 The Board is supported by the Company Secretary to provide sound governance advice, ensure adherence to the listing rules and applicable laws (including the PLCA and the SEC Act) and advocate adoption of corporate governance best practices.

**7.2 Directors**

7.2.1 A Director shall at all times exercise his powers for a proper purpose and in good faith in the best interests of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Company.

7.2.2 A Director shall at all times avoid conflict of interest and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his interest at a meeting of the Board. Every Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the statutory requirements of the PLCA and the SEC.

7.2.3 Each Director shall not hold more than five (5) directorships in listed companies. Before accepting any new directorship, Directors shall notify the Chairman of the Board, the notification of which shall include an indication of time that will be spent on the new appointment.

**7.3 CHAIRMAN**

7.3.1 The Chairman of the Board is primarily responsible for the orderly conduct and functioning of the Board, instilling good corporate governance practices, leadership and ensure effectiveness of the Board.

7.3.2 The key responsibilities of the Chairman of the Board include:

- (a) providing leadership to the Board and overseeing the Board in the effective discharge of its duties;
- (b) calling a meeting of the Board and encouraging all directors to attend the meeting;

- (c) setting the agenda for Board meetings and ensuring efficient and effective conduct of the Board meetings in compliance with the agendas, the Articles of Association, the PLCA, the SEC Act and applicable laws;
- (d) ensuring that complete and accurate information are provided to the Board members in a timely manner to facilitate decision-making;
- (e) leading Board meetings and encouraging active participation and allocating a sufficient time to each director to discuss and express their opinions freely as well as sums up the Board meeting resolutions and required further actions clearly;
- (f) chairing meetings of shareholders according to the agendas, the Company's Articles of Association, and relevant laws by allocating time appropriately along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded to appropriately and transparently;
- (g) promoting constructive and respectful relations between Board members and managing the interface between the Board and Management;
- (h) ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and
- (i) leading the Board in establishing and monitoring good corporate governance in the Company.

## **8. CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER**

- 8.1 The roles of the Chairman and the CEO are distinct and separate, and are to be held by separate individuals, to ensure there is a balance of power and authority, such that no individual has unfettered powers of decision-making.
- 8.2 The responsibilities of the Chairman include leading the Board in its collective oversight of Management.
- 8.3 The CEO shall be appointed by the Board and is responsible for implementing the policies and strategies approved by the Board for the purposes of running the business and the day-to-day management of the Group.

## **9. BOARD MEETINGS**

- 9.1 The Board shall meet at least four (4) times in a financial year, with additional meetings to be convened as and when necessary.

- 9.2 The Chairman or the Vice-Chairman (in a case where the Chairman is not available) shall submit the invitation with the relevant meeting papers to the meeting to Directors not less than three (3) days prior to the meeting date, except for any urgent matter to protect the right or interest of the Company whereby other methods may be adopted in making meeting appointment or earlier meeting date could be set.
- 9.3 The quorum for Board meetings, shall be at least 50 (fifty) percent of the total number of the Board members. In a case where the Chairman is not present in the meeting or could not carry out his/her duty, the Vice Chairman, if available, shall convene the meeting as the Chairman of the meeting. In a case where the Vice Chairman of the Board is not available or could not carry out his duty, the members of the Board present in the meeting shall elect a member to be the Chairman of the meeting.
- 9.4 Each Director is entitled to one (1) vote in deciding on matters deliberated at meetings of the Board, except when they have a vested interest in the matter being voted on, in which case they shall not be entitled to vote. All resolutions shall be made by a simple majority of votes by the Board. In the case of an equality of votes at any meeting of the Board, the Chairman shall have a casting vote.
- 9.5 A meeting of the Board may be conducted by electronic means in accordance with applicable laws and regulations.
- 9.6 Directors, to the extent permitted by applicable laws, may attend the Board meetings in conference via telephone, video, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, in which event such Director shall be deemed to be present at the meeting.
- 9.7 Directors are required to inform the Board of conflicts or potential conflict of interest that may have in relation to a particular subject matter or business transaction. These Directors shall abstain from deliberation and determination of those matters.
- 9.8 The Directors should have direct access to the key management and have unrestricted access to all information pertaining to the Group in a timely manner for the discharge of their duties effectively. The Board is entitled to obtain independent professional advice at the cost of the Company.
- 9.9 The Company Secretary shall act as the secretary of the Board who shall be in attendance and shall be responsible for keeping minutes of all Board Meetings as well as other matters as required by the SEC Act. The Board also has access to any form of independent professional advice, information, advice and services of the Company Secretary, if and when required, in carrying out its functions.
- 9.10 The minutes shall record the proceedings of the meeting, the tabling of pertinent issues, the substance of inquiry and response, relevant suggestions and decision made, including whether any Director abstained from voting or deliberating on a

particular matter, as well as the rationale behind those decisions. Minutes of meeting should be circulated to all members of the Board in a timely manner.

## **10. REMUNERATION**

- 10.1 The fees and benefits payable to the Directors shall be subject to a shareholder approval at a general meeting.
- 10.2 The Board has established a formal and transparent process for approving the remuneration of the Directors whereby the NRC is responsible for reviewing the remuneration policy and making recommendations on the same to the Board for approval. In its review, the NRC considers various factors including the Directors' statutory duties, time commitments expected of them and the Company's performance.

## **11. PERFORMANCE AND EFFECTIVENESS EVALUATION OF THE BOARD, SUB-COMMITTEES AND INDIVIDUAL DIRECTORS**

- 11.1 The NRC is entrusted by the Board to review the performance and effectiveness of the Board and sub-committees, including individual Directors, and independence of the Independent Directors, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, qualifications, experience and other qualities of Board members, be tabled to the Board for discussion.
- 11.2 This exercise is carried out after the end of each financial year or such other time as may be deemed appropriate.
- 11.3 The assessment results from the evaluation form the basis of the recommendation by the NRC to the Board for the re-election and/or re-appointment of Directors and sub-committee members as well as for further development of the Board and sub-committees.

## **12. TRAINING AND DEVELOPMENT**

- 12.1 All Directors shall attend appropriate training on a continuous basis to ensure that they keep abreast of regulatory changes, other developments and broad business trends and to improve their skill set to effectively discharge their duties as Board members.
- 12.2 When a person is appointed as a Director, the Company shall provide he/she with the Company's director orientation and present to every new director a director's handbook and various relevant information, so that he/she acknowledges his/her roles and duties as a Director.

### **13. DIRECTORS' CODE OF ETHICS**

The Directors shall adhere to the general principles of integrity, objectivity, accountability, openness, honesty and leadership. The Directors' Code of Ethics are set out in **Appendix**.

### **14. REVIEW OF CHARTER**

This Charter shall be reviewed at least once a year. If there is any proposed modification required to be made to this Charter, it shall escalate to the Board for consideration.

This Charter shall be effective from 27 November 2023 by approval of the Extraordinary General Meeting of Shareholders No. 3/2023.

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(Mr. Ong Chu Jin Adrian)

Chairman of the Board

MR. D.I.Y. Holding (Thailand) Public Company Limited

**DIRECTORS' CODE OF ETHICS**

**1. GENERAL**

The Directors shall observe the Directors' Code of Ethics as follows:

- 1.1 comply at all times with this Code of Ethics, the Charter and regulatory requirements expected to be adhered to by Directors of the Company;
- 1.2 observe high standards of corporate governance at all times;
- 1.3 act in good faith and in the best interests of the Company and Group;
- 1.4 not misuse information gained in the course of duties for personal gain or for any other purpose, nor seek the opportunity of the service as Directors to promote private interests or those of connected persons, firms, businesses or other organisations;
- 1.5 safeguard the Group's assets and resources;
- 1.6 not accept positions in Board Committees or working groups where a conflict of interest is likely to arise, without first declaring their interest at Board meeting;
- 1.7 declare any personal, professional or business interests that may conflict with their responsibilities as Directors of the Company, whereby the Directors shall adhere to the Group's conflict of interest policy; and
- 1.8 adhere to the regulatory requirements and the Group's policy pertaining to trading in the Company's securities, including insider trading.

**2. ANTI-CORRUPTION/ BRIBES**

- 2.1 The Directors (whether acting in their own capacity or on the Group's behalf) are expected to observe high standards of business, professional and ethical conduct, by refraining themselves from offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour, etc.) from persons or entities who deal with the Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.
- 2.2 The Directors shall adhere to the Group's policy on anti-corruption.