



*Insider Information and Securities Trading of  
Directors and Executives Policy*

*Jasmine International Public Company Limited*

## Insider Information and Securities Trading of Directors and Executives Policy

### Preface

Jasmine International Public Company Limited (the "Company") strives to treat all shareholders and stakeholders equally and transparently and is in accordance with Good Corporate Governance Principles. To achieve such objectives, the Company has determined the use of Insider Information and Securities Trading Policy to prevent its directors and the first four top-ranking executives or other 4<sup>th</sup> ranking equivalent (as defined by The Securities and Exchange Commission ("SEC")) from using significant insider information which is not disclosed to the public for its own and relevant individuals' benefits. To achieve this commitment, the Board of Directors has prepared and implemented the Insider Trading by Directors and Executives Policy (the "Policy") for compliance.

### 1. Objectives

This Policy is part of the Business Code of Conduct, and its main objectives are to:

- 1.1 Specify rules and practice guidelines related to Securities Trading of directors and executives of the Company;
- 1.2 Facilitate the Company's directors and executives to comply with the Securities and Exchange Act B.E. 2535 (the "Securities Act") including any other related Notifications governing Securities Trading and other relevant laws; and
- 1.3 Establish compliance and practices for directors and executives in compliance with the regulations of the capital market authorities and the Notifications of the Securities and Exchange Commission ("SEC").
- 1.4 To enhance and maintain the Company shareholders' and investors' trust in the Company's securities.

### 2. Scope

- 2.1 The Policy applies to the Company's directors and executives. In addition, the partial contents of the Policy also cover the spouse and underage child of the said persons.
- 2.2 The Policy covers the treatment of confidentiality and insider information of the Company.

### 3. Definition

Any statement or wording being used in this Policy shall have the following meanings unless such statement is being displayed or explained in other contexts.

3.1 **“Policy”** means the Company’s Insider Information and Securities Trading of Directors and Executives Policy;

3.2 **“Company”** means Jasmine International Public Company Limited;

3.3 **“Securities”** means shares (common and preferred), and convertible securities which are debentures, convertible debentures, warrants or transferable subscription rights (“TSR”), stock options, derivatives (e.g. futures and options), and any other financial instruments which is eligible for trading in the financial market;

3.4 **“Trading”** means purchase, sell, transfer or accept a transfer of securities and/or any benefits under the law including the exercise of the rights under stock options, warrants or convertible debentures;

3.5 **“Short Selling”** means the sale of securities which borrows from the security for delivering;

3.6 **“Insider Information”** means any material facts, which could influence any changes in securities prices, and is not being disclosed to the public. Examples of Inside Information are as follows:

- a) Financial position and financial turnover;
- b) Financial Projections;
- c) Joint venture, merger & acquisition, acquisition and disposition of business and/or material assets;
- d) Declaration of dividend payment, non-payment, or profit and loss;
- e) Change of par value or payment of stock dividend;
- f) Acquisition or loss of material commercial contracts and/or licenses for operating businesses;
- g) Launching of key new products, important development related to technologies, products, service
- h) offerings and marketing or important discovery related to products, service offerings and new technologies which lead to patent registration;

- i) Changes to controlling power or material changes to the board of directors and executives;
- j) Taking out a significant amount of loan which has a material impact on financial status and operating
- k) results;
- l) Issuance of right offerings in significant amounts by offer for sale to the public or specific persons;
- m) Material legal disputes;
- n) Delisting of Company Group's Securities from the Stock Exchange;
- o) Business plan, Strategic Plan, and Marketing plan.

3.7 **“Directors”** means the Directors of the Company;

3.8 **“Executives”** means the persons who hold the first four executive level offices descending from the Managing Director and includes the person who holds the executive level office in the accounting or financial line in the level of department manager or equivalent of the Company (in the definition of the Office of the SEC)

3.9 **“Designated Persons”** means the persons who are in the office or duty to perceive the inside information of the Company. The sample of the persons who may perceive the insider information is as follows:

- a) Director
- b) Executive or equivalent
- c) Auditor

3.10 **“Relatives”** means the persons have the following relationship with the director, top executive, and the first four top-ranking executives as defined by the Stock Exchange of Thailand and the Securities and Exchange Commission Including the person designated by the Company.

- a) Spouse or unmarried life partners
- b) Minor children
- c) Being a juristic person responsible for reporting on spouse, unmarried life partners, or minor children holding shares in aggregate more than 30% of the total voting

rights of that juristic person and such combined shareholding is the largest proportion of that juristic person.

#### **4. Duties and Responsibilities**

4.1 The Board of Directors has assigned the Audit and Corporate Governance Committee to perform duties concerning supervising this Policy in order to ensure that all directors and executives are in compliance with the specified requirements and practice guidelines concerning Trading of the Company's Securities.

4.2 Company Secretary and Compliance and Regulatory Department has a duty to enforce and implement this Policy including conducting a follow-up on the effectiveness of this Policy as well as clarifying any issues, answering any questions and providing any interpretation in case of doubts; submitting the Company's securities trading report and the report on changes in the securities holdings of the Company Group received from the Person designated by the Company to the Board of Directors by e-mail and deliver it to SEC if requested, and summarizing the changes in the Company's securities holdings of the directors and executives for the Board of Directors every quarter.

4.3 All directors, executives and Employees shall strictly comply with this Policy concerning the Company's Securities Trading in order to prevent any unfair Trading of Company's Securities, and they shall also communicate to persons with close relationships to acknowledge this Policy in order to promote transparency and enhance good corporate governance of the Company.

#### **5. Policy and Practice Guidelines**

##### **5.1 Prohibition of Using Inside Information to Trade Securities**

All directors, executives and Employees shall comply with the requirements concerning prohibitions to use inside information to trade securities which is prescribed under Section 242 of the Securities and Exchange Act B.E. 2535 that "Any persons, who are aware or possess any inside information related to issuer, are prohibited to undertake the followings:

5.1.1 Purchase or sell securities or enter into futures contract related to securities whether for themselves or others except it

- (a) complies with the law, court's orders or orders issued by the public supervisory agencies having the authority in accordance with the law;
- (b) complies with the obligations under the futures contracts which was entered prior to such person becoming aware or possessing inside information of issuer;
- (c) an action that such person was not aware of or made a decision in relation thereto, but assigned approved or registered person under the law to manage such capital or investments or;
- (d) ) acting in the manner deemed as not taking advantage of other people or in the manner in accordance with the Notification of the Securities and Exchange Commission;

5.1.2 Discloses any inside information to third parties, whether directly or indirectly, or by any other means provided that such person is aware or should have been awarded that the recipient may use such information to purchase or sell securities or enter into futures contract related to securities, whether for themselves or others, except such person is acting in the manner deemed as not taking advantage of other people or in the manner in accordance with the Notification of the SEC.”

## 5.2 Blackout Period

- 5.2.1 Directors and Executives are prohibited from Trading Company's Securities within the period of 30 days prior to the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of the financial statements, including during the period as specified by the Company (material events which will impact on the securities price).
- 5.2.2 The Compliance and Regulatory Department shall announce the blackout period in advance through an e-mail individually in order to facilitate directors and executives to comply with the requirements hereunder.

### 5.3 Reporting of Securities Holding

#### 5.3.1 First-time Reporting

In case of newly appointed directors or executives whose names have not been shown in the director and executive database has to report the purchase, sale, transfer, or acceptance of transfer of securities or futures contracts of yourself and those associated with them through the electronic system of the SEC within 7 business days from the date of purchase, sale, transfer or acceptance of transfer of securities or futures contracts or filing one of the following reports.

- 1) Submit a report when the total value of the transaction exceeds 3 million Baht within 3 workdays from the transaction date.
- 2) Submit a report when the completion of 6 months from the date of the first transaction and it must be submitted within 3 workdays from the date specified by the conditions.

This is to be in accordance with Securities Act B.E. 2535, Section 59 with additional amendment (No.5) B.E. 2559

#### 5.3.2 Subsequent Reporting

The directors, executives, and auditors of the Company have a duty to report on the purchase, sale, transfer or acceptance of transfer of securities or futures contracts of themselves and those associated with themselves through the electronic system (Form 59) of the Securities and Exchange Commission as follows:

- 1) In cases where the transaction value is greater than or equivalent to 3 million Baht, it must be reported within 3 workdays from the date of the purchase, sale, transfer, or receipt of securities and futures contracts.
- 2) In cases where the transaction value does not exceed 3 million Baht, the report must be submitted in one of the following ways:
  - 2.1) Report within 3 workdays from the date of the purchase, sale, transfer, or receipt of securities and futures contracts.

2.2) Submit a report when the completion of a 6-month period from the date of the first transaction and it must be submitted within 3 workdays from the date specified by the conditions.

- 3) The reporting requirement for directors or executives who are spouses or unmarried life partners, served as directors or executives in the same listed company, is waived if one of them has already reported to the SEC as it is considered complete.
- 4) Set the date on which the reporting obligation arises. In cases of receiving additional capital shares and convertible securities, it must be reported by complying with the criteria of the Securities and Exchange Act, Section 59, as amended (No. 5) B.E. 2559.

#### **5.4 Other Restrictions Pertaining to Securities Trading**

5.4.1 The Company encourages Designated Persons to invest in the Company's Securities on a long-term basis, hence, such persons shall not trade the Company's Securities in the manner of short term or as speculation on the securities of the Company's group.

5.4.2 Designated Persons shall **avoid conducting the following transactions:**

- 1) Short sales Company's Securities which may signal to the market that the seller has no confidence in the Company and/or its subsidiaries;
- 2) Trading derivatives instruments (i.e. futures and options) that are related to the Company's Securities, which is Short-term Speculation by nature, and encourages insider trading;
- 3) Holding of Company's Securities in a margin account which may be subject to a force sell order issued by stock brokers, especially under circumstances where the collateral could not be placed.

## 6. In Case of Doubts

If any directors and executives have any questions or doubts related to this Policy or are unclear whether or not the Insider Information is material or has been disclosed to the public or whether such Securities is eligible for Trading under certain circumstances, please contact Compliance and Regulatory Department via following channels:

Compliance and Regulatory Department  
Jasmine International Public Company Limited  
Tel. 0-2100-3097  
E-mail: [rc@jasmine.com](mailto:rc@jasmine.com)

## 7. Penalties for Violating the Policy according to Securities and Exchange Act (No.5) B.E. 2559

Directors and executives, if charged by the SEC with any wrongdoing, will face penalties as stipulated under Section 275 of the Securities and Exchange Act (No. 5) B.E. 2559 (as amended), stipulating that “any director, executive, person who contravenes or fails to comply with Section 59, or contravenes or fails to comply with the rules or procedures issued in accordance with Section 59 shall be liable to a fine not exceeding five hundred thousand baht and a further fine not exceeding ten thousand baht for every day during which the contravention continues.”

## 8. Monitoring Compliance with Policy

8.1 Compliance and Regulatory Department will notify the prohibited securities trading dates in advance via email.

8.2 The Company directors, executives, auditors, and related persons who engage in the buying, selling, transferring, or receiving of securities must submit 1 copy of the transaction report to the Company Secretary or the Compliance and Sustainability Department for archival purposes.

8.3 Company Secretary shall compile reports on changes in securities holdings by the Company's directors, executives, auditors, and related persons, and propose reports at each Board of Directors meeting.

8.4 The Company has disseminated and communicated the Insider trading policy to directors and executives, encouraging their active participation in adhering to the policy.

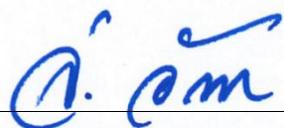
## 9. Revision of Policy

Company Secretary shall, on an annual basis, review this Policy and propose any changes thereof to the Audit and Corporate Governance Committee for reviewing and further propose to the Board of Directors to concur and approve such changes, respectively.

## 10. Confidentiality

Securities trading information of directors, Top Four Executives or Designated Persons shall be kept confidential except for a formal written request from competent authorities, the Stock Exchange or court orders.

This policy on Insider trading by directors and executives has been approved by the Board of Directors meeting No. 2/2025 on 27 March 2025. Therefore, this policy shall be effective from 27 March 2025, onwards.



Dr.Soraj Asavaphra

Chairman of the Board of Directors