

**Prevention of Conflicts of Interest Policy**  
**SCG Chemicals Public Company Limited**

The Board of Directors Meeting of SCG Chemicals Public Company Limited (“the Company”) No. 277 (13/2021) held on October 22, 2021 resolved to approve the first Prevention of Conflicts of Interest Policy and the Board Meeting No. 282 (3/2022) held on March 30, 2022 subsequently endorsed the continuous enforcement of the Policy upon the conversion of the Company into a public limited company.

With commitment to conduct business operations fairly, transparently and auditable, the Company, thus, put emphasis on considering transaction that may cause conflicts of interest, connected transactions or related party transactions including determining clear shareholding structure and prohibiting cross shareholding so as to prevent any conflicts of interest that might occur. The abovementioned Board of Directors Meeting, therefore, resolved to develop this Prevention of Conflicts of Interest Policy to control and prevent such inappropriate transactions while ensuring that the Directors, executives and employees of the Company recognize and perform their duties consistent with all relevant laws and regulations as well as code of conduct to gain the utmost benefit to the Company.

Terms used in this policy shall mean the same as those stipulated in the Public Limited Company Act B.E. 2535 (and its amendments) (“PLC Act”), Securities and Exchange Act B.E. 2535 (and its amendments) and the regulations, notifications and orders of the Office of the Securities and Exchange Commission (“Office of SEC”) and the Stock Exchange of Thailand (“SET”) (all together to be called “Securities Laws”). The Directors, executives as well as employees of the Company must comply with the rules and regulations as follows:

1. Directors and top executives must file a report stating their own and their related persons’ interests in the management of the Company or its subsidiaries to the Company Secretary. The Company Secretary shall deliver a copy of such a report to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee within seven days upon the receipt of the report so as to immediately notify them of any relation and transaction with the Company and its subsidiaries, which may lead to conflicts of interest, beforehand. In addition, the Company has assigned the Company Secretary to conducting an annual interest survey of Directors, top executives and/or their related persons, and related employees, at the end of each year. The aforementioned survey shall also be proposed for the Audit and Risk Management Committee and the Board of Directors’ acknowledgement at least once a year.
2. Directors, executives and employees of the Company must refrain from doing any transaction related to oneself and/or related persons, which may lead to conflicts of interest with the Company and its subsidiaries, must avoid any action which leads to conflicts of interest with the Company or its subsidiaries or aims for benefits of their own and/or related persons, and must strictly comply with the Company’s Code of Conduct.
3. In case any director has a vested interest or conflict of interest, both directly and indirectly, in any agenda item under consideration, such a director must inform the Company’s Board of Directors and must not attend the meeting and must abstain from voting and sharing opinions on such an agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of the Company and shareholders. This shall be recorded in the meeting minutes as written evidence.

Nonetheless, in case the aforesaid director has more competency on such agenda item than any other directors present or upon request of other directors, such director may stay in the meeting only to answer queries or give additional information related to the said matter to the Board of Directors. Yet, such director must not be present during approving process so as to enable the remaining directors to independently resolve the matter at their discretion for the utmost benefit of the Company.

4. The following acts giving the Directors, executives or related persons more financial benefits than a normal course of business or incurring damage to the Company or its subsidiaries are deemed to have significant conflicts of interest with the Company and its subsidiaries:
  - (a) The transactions between the Company or its subsidiaries and the Directors, executives or related persons made outside of the rules on connected transactions;
  - (b) The use of information of the Company or its subsidiaries unless it has been already disclosed publicly;
  - (c) The use of assets or business opportunities of the Company or its subsidiaries contravening to the rules or regulations prescribed by the Capital Market Supervisory Board.
5. The Management shall submit quarterly reports to the Audit and Risk Management Committee and the Board of Directors of the Company for their acknowledgement and giving opinion in regard to the normal business transactions made with general trading conditions as a reasonable person would agree with any unrelated party under similar circumstance on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person as approved in principle by the Board of Directors of the Company.
6. The Audit and Risk Management Committee shall consider and give opinion in regard to the necessity and appropriateness of price before the Company's entering into the connected transactions not categorized as normal business transactions and the Company shall comply with applicable rules concerning connected transactions under the Securities Laws and the connected transaction policy of the Company.
7. The Board of Directors must oversee that the Company and its subsidiaries comply with Securities Laws and other applicable laws as well as disclose information according to rules and regulations prescribed by SET and other relevant agencies.
8. The Management must establish a clear system to assure that subsidiaries of the Company have sufficient system for disclosing material transactions consistently and trustworthy and provide channels that the Board of Directors and executives of the Company could receive information of the subsidiaries efficiently regarding their operating and financial performances, connected transactions made with the directors and executives, and material transactions. Moreover, the Management must set up a mechanism for auditing such system in the subsidiaries that independent directors, Audit and Risk Management Committee members and internal auditors could directly access said information and report the audit results to the directors, Audit and Risk Management Committee members and executives for their acknowledgement in order to assure that the subsidiaries have implemented the established system consistently.
9. The Directors, executives as well as employees of the Company should avoid holding shares, positions as the directors, executives, or advisors in other companies doing business having similar nature of the Company or its subsidiaries or the business competing commercially with the Company or its subsidiaries. Holding shares and positions as the directors, executives, or advisors in other companies could be done in the event that such holding shares and positions have neither conflicts of interest with the Company nor their duties in the Company or its subsidiaries and complies with rules prescribed in the Securities Laws.

This Policy shall be effective from October 22, 2021 onwards.

**Announced on April 4, 2022**

*-signed by-*

**(Mr. Chumpol NaLamlieng)  
Chairman of the Board of Directors**