HaadThip Public Company Limited
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Conflict of Interest Policy and Guidelines	Effective Date: 15 July 2026
	Revision: 2
Responsible Unit: Corporate Governance	Document No: CG & Risk/04

Conflict of Interest Policy and Guidelines

1. Principles and Rationale

HaadThip Public Company Limited and its subsidiaries ("Company") are committed to conducting business with integrity, transparency, and fairness in accordance with good corporate governance principles. The Company recognizes that conflicts of interest whether direct or indirect may arise in the course of business operations. Without appropriate measures, such conflicts may lead to decisions that serve personal or related-party interests, which could result in damage to the Company, undermine its credibility, and constitute a risk factor that may give rise to misconduct or corruption.

The Company has therefore established this Conflict of Interest Policy and Guidelines to serve as a systematic framework for the prevention, disclosure, and management of Conflicts of Interest, forming an integral part of the Company's Anti-Corruption Policy.

2. Definitions

Definitions	Meaning
Company	HaadThip Public Company Limited and its subsidiaries.
Conflict of Interest	A situation in which a person's personal interests, whether financial or non-financial, may influence or be perceived to influence their judgment, decision-making, or the performance of duties on behalf of the Company, potentially preventing them from acting in the best interests of the Company. This includes actual, potential, and perceived Conflicts of Interest.
Related Person	Directors, executives, major shareholders, and persons associated with them as defined under the Securities and Exchange Act and applicable Capital Market Supervisory Board regulations, including spouses, minor children, parents, siblings, and other close associates who may reasonably be considered to be under the influence of such persons.
Financial Interest	Any direct or indirect financial interests, including but not limited to shareholding, investment, dividends, interest, compensation, benefits, or any other financial returns from a business that has dealings or a relationship with the Company.
Family and Personal Relationship	A relationship between an individual and related persons as defined above, which may influence impartiality in decision-making, approval, or performance of duties in a manner that could give rise to a conflict of interest with the Company.
Outside Activity or Business	Participation in business activities or employment outside the individual's duties with the company, including but not limited to business ownership, partnership, employment or services rendered, consultancy, or investment in a business that competes with or has a relationship with the Company.
Business Ecosystem Relationship	Any connection with the Company's business partners, customers, suppliers, distributors, contractors, or other stakeholders that may affect impartiality or independence in performing of duties.

Definitions	Meaning
External Directorship or Advisory Role	Holding as a director, advisor, committee member, or in any other role in an external organization that may conflict with the individual's duties, responsibilities, or obligations to the Company.
Related Party Transaction	A transaction between the Company and a related party, including directors, executives, major shareholders, close relatives, or entities under their control or significant influence, which must comply with disclosure and approval requirements prescribed by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

3. Roles and Responsibilities

To ensure the effective management of conflicts of interest, the Company assigns the following roles and responsibilities at each level of the organization:

Responsible Party	Responsible Party
Board of Directors	▪ Establish, approve, and maintain a Conflict of Interest Policy and Guidelines to provide a framework for directors, executives, and employees to perform their duties with clear, integrity, honesty, transparency, and in a manner that avoids conflicts of interest that may adversely affect the Company. ▪ Oversee the implementation of mechanisms for the prevention, disclosure, and management of conflicts of interest in an appropriate and effective manner. ▪ Oversee the establishment of effective mechanisms for the prevention, disclosure, and management of Conflicts of Interest. ▪ Review and approve significant transactions that may involve Conflicts of Interest in accordance with applicable laws and regulatory requirements. Any director with a personal interest in such transactions must abstain from voting. ▪ Review this Policy on a regular basis, or whenever significant changes occur, to ensure ongoing alignment with laws, regulations, and best practices.
Audit Committee	▪ Review the adequacy and effectiveness of the Company's conflict of interest management processes, including Related Party Transactions. ▪ Provide opinions and recommendations to the Board of Directors regarding transactions that may involve conflicts of interest, in accordance with applicable laws and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). ▪ Monitor the implementation of this Policy and report any significant observations or concerns to the Board of Directors.
Chief Executive Officer (CEO) and Senior Management	▪ Ensure the effective implementation of this Policy and Guidelines by establishing internal procedures consistent with good corporate governance principles, the Code of Business Conduct, and applicable laws. ▪ Establish a clear organizational structure and assign responsible personnel to oversee compliance with respect to applicable requirements.

Responsible Party	Responsible Party
Chief Executive Officer (CEO) and Senior Management (Cont.)	▪ Communicate the policy and oversee its implementation to ensure that personnel at all levels are aware of, understand, and comply with its requirements, while regularly reviewing and enhancing related practices to continuously improve effectiveness. ▪ Demonstrate leadership integrity by setting a positive example (Tone at the Top) in avoiding and managing conflicts of interest. ▪ Periodically report the status of policy implementation and compliance to the Board of Directors and/or the Audit Committee.
Company Secretary Office and Corporate Governance Function	▪ Coordinate and manage the Conflict of Interest disclosure process, including the collection and maintenance of Declaration Forms. ▪ Provide advice and support to directors, executives, and employees on matters related to conflicts of interest and Related Party Transactions. ▪ Monitor and ensure that Related Party Transactions are properly disclosed in compliance with applicable laws, regulations, and regulatory requirements.
Internal Audit Department	▪ Review compliance with these Policy and Guidelines as part of the annual internal audit plan. ▪ Report audit findings, observations, and recommendations to the Audit Committee.
Directors, Executives, and Employees	▪ Strictly comply with this Policy and Guidelines. ▪ Disclose any conflict of interest via the Declaration Form in the following circumstances: • Annual Declaration • Upon assuming a new position or commencing employment with the Company • Upon any change in circumstances during the year that may give rise to a conflict of interest ▪ Report or provide information through the Company's designated channels if any actual or potential conflict of interest is identified or suspected. ▪ Refrain from participating in any discussion, decision-making process, or approval of matters in which they have a direct or indirect interest.

4. Responsible Functions and Operating Procedures

To ensure systematic management of conflicts of interest, the Company designates responsible functions and operational processes as follows:

Responsible Party	Roles, Responsibilities, and Operating Procedures
Department/Division	▪ Communicate these Policy and Guidelines to employees within their respective functions, provide guidance as necessary, and oversee compliance with the requirements of this Policy. ▪ Serve as the first point of contact when employees have questions or wish to report situations which may constitute a conflict of interest. ▪ Conduct a preliminary assessment and refer information to the Human Resources Department and Corporate Governance Function as appropriate.
Company Secretary Office	▪ Collect, maintain, and administer Conflict of Interest disclosure forms submitted by directors and senior executives. ▪ Coordinate the disclosure of Related Party Transactions to the Audit Committee, Board of Directors, and external regulators as required by law. ▪ Ensure that directors with a personal interest abstain from voting and do not participate in deliberations on related agenda items.
Human Resources Department	▪ Collect conflict of interest disclosure data from executives and employees and submit the information to the Corporate Governance and Risk Management Functions within the designated timeframe. ▪ Integrate the conflict of interest disclosure process into recruitment, onboarding, and appointment/transfer procedures. ▪ Implement disciplinary actions in accordance with Company regulations in cases of Policy violations, following the completion of a fact-finding investigation.
Corporate Governance Department	▪ Maintain and analyze Conflict of Interest disclosure information from personnel at all levels and prepare summary reports for submission to the Corporate Governance and Risk Management Committee. ▪ Provide guidance and support to business units in interpreting and complying with this Policy. ▪ Review these Policy and Guidelines at least once annually, or whenever there are material changes to laws, regulations, or the business environment, and present proposed amendments to the Board of Directors for approval. ▪ Monitor best practices in conflict of interest management to continuously improve the Company's processes.
Internal Audit Department	▪ Review compliance with these Policy and Guidelines as part of the annual internal audit plan. ▪ Assess the adequacy and effectiveness of internal control processes relating to conflicts of interest. ▪ Report audit findings, observations, and recommendations to the Audit Committee.

5. Guidelines

Guidelines	Description
1. Disclosure and Reporting	▪ Directors, executives, and employees shall disclose any personal interests, relationships, or activities that may give rise to a conflict of interest, including but not limited to relationships with business partners, shareholdings, investments, or personal business operations activities. Such disclosures must be complete, accurate, and submitted in a timely manner. ▪ Disclosure and/or review of information must be carried out in the following circumstances: • **Initial Disclosure** – Prior commencing duties or within the timeframe stipulated by the Company • **Position Change Disclosure** – Immediately upon becoming aware, or within 7 days • **Event-Driven Disclosure** – Upon the occurrence of any new event or circumstance that may give rise to a conflict of interest, with disclosure to be made immediately upon becoming aware of such event or within seven (7) days of any change in relevant facts or circumstances. • **Annual Disclosure** – Through the annual review and confirmation process within the timeframe prescribed by the Corporate Governance and Risk Management Function. ▪ The Company has established the following disclosure forms: • **Form 1:** Pre-Employment Conflict of Interests Disclosure Form • **Form 2:** Annual Conflict of Interest Disclosure Review Form (for Employees Levels 1–5)
2. Avoidance, Prevention, and Non-Self-Dealing	▪ Avoid situations that may give rise to conflicts of interest, such as participating in the selection, evaluation, or approval of business partners with whom the individual has a personal relationship or accepting external work that may affect the performance of duties. ▪ Strictly prohibited from using one's position, authority, or decision-making power to pursue personal benefit or to confer advantages upon Related Persons, whether directly or indirectly. ▪ Strictly prohibited from allowing others to exploit one's position, directly or indirectly to obtain benefits from the Company.
3. Abstention from Participation	Where a conflict of interest cannot be avoided, the person shall: ▪ Disclose the facts of the conflict to the direct supervisor or the Board, as applicable ▪ Refrain from participating in the review, consideration, approval, discussion, or expression of opinions that may influence the decision-making process relating to the matter concerned. ▪ Referring to the duty to another person as assigned by the direct supervisor ▪ Ensure that the abstention is documented in writing

Guidelines	Description
4. Use of Company Information and Assets	▪ Prohibited from using internal information, assets, or resources of the Company for personal benefit or for the benefit of Related Persons. ▪ Prohibited from disclosing confidential Company information without authorization from the appropriate authority. ▪ Prohibited from using inside information for the purpose of securities trading (Insider Trading) as prescribed by securities laws.
5. Giving and Receiving Gifts and Benefits	▪ All personnel shall strictly comply with the Company's policy on giving and receiving gifts and other benefits, avoiding the acceptance or provision of gifts, cash, or any other benefits that may influence decision-making or create a perception of a lack of transparency. ▪ All such conduct must conform to the criteria and monetary thresholds prescribed in the Company's Anti-Corruption Policy.
6. Transactions with Related Parties	▪ Transactions with related persons or entities shall be conducted transparently, fairly, and on normal commercial terms, as if they were conducted with unrelated third parties. ▪ Such transactions shall be reviewed and approved in accordance with the requirements of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), and the interested party must not participate in the approval process. ▪ Related Party Transactions shall be disclosed in accordance with applicable laws, regulations, and regulatory requirements.
7. Outside Employment or Business Activities	▪ Any secondary occupation or private business activity must not adversely affect working hours, job performance, or give rise to a conflict of interest with the Company. ▪ Prior approval from the Top Management Executive within function before commencing such activities, and disclosure must be made through the Company's designated Declaration Form. ▪ Engaging in any business that directly competes with the Company, or that may result in the misuse of the Company's trade secrets, is strictly prohibited.
8. Reporting and Advisory	▪ Upon identifying or suspecting a situation that may constitute a conflict of interest, the matter must be reported through the Company's designated channels, which include direct supervisor, Human Resources Department, Corporate Governance and Risk Management Function, or the Company's Whistleblowing Channel. ▪ Persons who report in good faith shall be protected in accordance with the Company's Whistleblowing and Whistleblower Protection Policy. ▪ Guidance on the interpretation or application of this Policy may be sought from the Corporate Governance and Risk Management function or the Company Secretariat.

Guidelines	Description
9. Monitoring and Disciplinary Actions	▪ The Company shall consistently monitor, track, and assess compliance with this Policy and Guidelines. ▪ Any person who violates or fails to comply with this Policy whether intentionally, through negligently, or by omission shall be subject to disciplinary action under Company's rules and regulations, taking into consideration the nature and severity of the violation, including: • **Verbal or Written Warning** – For minor or first-time violations, such as failure to submit a required disclosure form within the prescribed deadline • **Probation or Suspension** – For repeated violations or misconduct of a moderate nature. • **Termination of Employment** – For serious violations, such as the intentional concealment of conflict of interest or conduct causing material harm to the Company ▪ In addition to disciplinary measures, the Company reserves the right to pursue civil and/or criminal legal proceedings as it deems appropriate. ▪ All investigations shall be conducted in accordance with due process, affording the accused an opportunity to present their account before any sanction is imposed.

This Policy shall become effective on 15 July 2026 onward.

(Mr. Amrit Kumar Shrestha)

Deputy Chief Executive Officer