



Conflict of Interest Policy

Document No. : PD-IR-015

Revision No. : REV00

Effective Date :December 8, 2023

Page :1/8

Conflict of Interest Policy



	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :2/8

Table of Contents

Topic	Page
Introduction	3
Objective	3
Scope of Work	3
Principles and Rationale	3
Definition	4
Conflict of Interest Policy	5-7
Approval of the Policy	7
Records of Revision	8

 Jaymart <small>GROUP</small>	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :3/8

Introduction

Jaymart Group Holdings Public Company Limited and its subsidiaries and affiliates ("Jaymart Group") place great importance on and understand the objectives of conducting business for the maximum benefit of shareholders, stakeholders, and relevant parties in a fair and transparent manner. The company exercises caution in dealing with matters that may involve conflicts of interest. Therefore, the company has established this policy as a guideline to ensure proper conduct.

Objective


1. To establish a conflict of interest policy for Jaymart Group Holdings Public Company Limited and its subsidiaries and affiliates ("Jaymart Group") to ensure consistent adherence across the organization.
2. To serve as a tool for communicating the written conflict of interest policy to all personnel at every level of Jaymart Group, fostering a shared understanding.

Scope of Work

This conflict of interest policy applies to the business operations of Jaymart Group Holdings Public Company Limited and its subsidiaries and affiliates ("Jaymart Group") to prevent the occurrence of conflicts of interest and to provide guidelines for appropriate conduct.

Principles and Rationale

Jaymart Group Holdings Public Company Limited and its subsidiaries and affiliates ("Jaymart Group") are committed to conducting business with honesty, integrity, and reasonableness, with independence, and treating shareholders, stakeholders, and all related parties equally. This follows the principles of good corporate governance, which ensures the company's stable and sustainable growth. In transactions with individuals who have the authority or can influence decision-making within the company, such as directors, major shareholders, or executives, which may lead to conflicts of interest, the company will prioritize and always consider the best interests of the company, just as it would in transactions with external parties.


 Jaymart <small>GROUP</small>	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :4/8

Definition

“**Related Parties**” refers to individuals or legal entities that have a relationship with directors, major shareholders, or executives in one of the following ways:

1. The spouse of the aforementioned individuals.
2. The minor children of the aforementioned individuals.
3. A general partnership in which the aforementioned individuals, or the individuals in items 1 or 2, are partners.
4. A limited partnership in which the aforementioned individuals, or the individuals in items 1 or 2, are partners with unlimited liability, or are partners with limited liability who hold more than 30% of the total shares of the limited partnership.
5. A limited company or public limited company in which the aforementioned individuals, or the individuals in items 1 or 2, or a partnership mentioned in items 3 or 4, hold more than 30% of the total issued shares of that company.
6. A limited company or public limited company in which the aforementioned individuals, or the individuals in items 1 or 2, or a partnership mentioned in items 3 or 4, or a company mentioned in item 5, hold more than 30% of the total issued shares of that company.
7. A legal entity in which the aforementioned individuals have the power to manage on behalf of the entity.

“**Conflict of Interest**” refers to the situation where an individual performs duties that are intended to achieve the objectives or benefits of the company, but instead, the individual benefits personally or benefits others in a way that prevents the company from receiving its rightful benefits or may cause harm to the company in any way.

 Jaymart <small>GROUP</small>	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :5/8

Conflict of Interest Policy

Jaymart Group Holdings Public Company Limited and its affiliates and subsidiaries (“Jaymart Group”) recognize the importance of conducting business with integrity, transparency, and accountability, in accordance with good corporate governance principles that enhance organizational efficiency. Therefore, the company has established this policy to require directors, executives, and employees to avoid any actions that may conflict with the company's interests, which may arise from the following transactions.

- Engaging with the company's business-related parties, such as customers and partners.
- Exploiting company opportunities or internal information for personal gain.
- Conducting transactions with the company.
- Operating a business that competes with the company, etc.


In cases where such transactions are unavoidable, the company will ensure that they are conducted with transparency, fairness, and in the same manner as transactions with external parties, prioritizing the best interests of the company while ensuring fairness to all stakeholders.

In the event that any actions are found to constitute a conflict of interest with the company, directors, executives, and employees must report or submit whistleblowing and complaints through the following channels:

1. **Email:** ir@jaymart.co.th
2. **Website:** <https://www.jaymart.co.th/th/investor-relations/whistleblowing-and-complaint-form>
3. **Postal Mail:** Addressed to the "Audit Committee" at 187,189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Sub district, Saphan Sung District, Bangkok 10240, Thailand.
4. **Suggestion Box:** Located at Jay Mart Building, Tower A, at the reception counter, as specified in the company's whistleblowing and complaint policy.

The company has established the following guidelines to prevent conflicts of interest:


1. Directors, executives, and employees must refrain from engaging in any business activities that are similar to or in competition with the company's or its subsidiaries' business, whether for personal gain or for the benefit of others. Such actions could potentially cause direct or indirect harm to the company. Additionally,

 Jaymart <small>GROUP</small>	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :6/8

they must not become partners, shareholders with decision-making authority, or executives in competing businesses or businesses with a similar nature to the company, its affiliates, or subsidiaries.

However, if it can be demonstrated that there are mechanisms in place to ensure that such activities do not negatively impact the company, and that appropriate measures are implemented to safeguard the best interests of the company and its shareholders as a whole, an exception may be considered. In such cases, directors, executives, and employees must immediately report the matter to the Chairman of the Audit Committee.

2. Directors, executives, and employees should refrain from holding a significant share in a competitor's business if such ownership could prevent them from performing their duties or impact their responsibilities. In cases where directors, executives, or employees acquired such shares before assuming their position, before the company entered into the business, or through inheritance, they must immediately report the matter to the company in accordance with the procedures established by the Board of Directors.
3. Directors, executives, and employees must not use the company's confidential information or assets for their own benefit or for the benefit of others, including engaging in businesses that compete with the company or related businesses.
4. Directors, major shareholders, and executives who have a vested interest in any agenda item must abstain from voting or refrain from participating in discussions on matters where they or related parties have a conflict of interest or a vested interest that may result in a conflict of interest with the company.
5. Directors, major shareholders, executives, and employees are required to disclose any business activities or enterprises conducted personally or with family members, relatives, or dependents that may create a potential conflict of interest with the company or its subsidiaries. The company secretary is responsible for coordinating the documentation of disclosed interests, both direct and indirect, on an annual basis, or when there are significant changes to previously disclosed information. The company secretary will compile and report this information to the board of directors at least once a year.
 - 5.1. Investment or interests in business dealings with the company's suppliers or customers.
 - 5.2. Holding any position or serving as an advisor for suppliers or customers doing business with the company.
 - 5.3. Engaging in the trade of goods or providing services to the company or its subsidiaries, either directly or through intermediaries.
6. The Board of Directors must oversee the company's compliance with the Securities and Exchange Act, regulations, announcements, orders, or rules of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Securities and Exchange Market Supervisory Board. Furthermore, the company must

	Conflict of Interest Policy	
	Document No. : PD-IR-015	Revision No. : REV00
	Effective Date :December 8, 2023	Page :7/8

disclose related party transaction information in accordance with the guidelines of the Stock Exchange of Thailand and other relevant authorities.

7. Directors, executives, and employees of the company must make decisions regarding the company's business operations for the greatest benefit of the company.
8. Directors, executives, and employees of the company must perform their duties full-time to the best of their abilities, without engaging in any personal business that may interfere with the performance of their duties or the company's working hours.
9. Directors, executives, and employees of the company must not engage in any actions that involve managing or operating in a way that undermines the company's interests or benefits any individual or legal entity, whether for their own benefit or for the benefit of others.
10. Directors, executives, and employees of the company must avoid financial involvement and/or relationships with external individuals or entities that may result in the company losing its benefits, create conflicts of interest, or hinder the effective performance of their duties.

Announced to be effective from December 8, 2023 onwards.



.....
Approver Conflict of Interest Policy

Mr. Pisnu Pong-acha
Chairman of the Board of Director

