

## Use of Inside information

The Company formulates measures and clearly advises its directors and management of the prohibition of directors, management and staff from department managers and higher, and those involved with inside information from trading the Company's securities within 1 month before disclosing the financial statements and for 48 hours after such information disclosure (Blackout Period), which shall be notified in writing by the Investor Relations Unit to the concerned persons in advance. In addition, the Company's regulations provide sanctions for violations by misusing the Company's inside information for personal gains and others, from verbal warning to dismissal.

Directors and management shall report their holding of the Company's securities upon their appointment for the first time as directors or high-ranking management of the Company (Form 59-1) to the SEC within 30 business days from their assumption of such positions, and shall report any change in their holding of the Company's securities due to purchase, sale, transfer or acceptance of transfer of the Company's securities (Form 59-2) within 3 business days from such change.

In 2017, there were no violations by directors, high-ranking management and staff relating to use of inside information.

## Anti-Corruption

The Company operates its business with integrity, transparency and in compliance with the Corporate Governance Code. As a token of its commitment, the Company has decided to sign up for the Thai Private Sector Collective Action Coalition against Corruption or CAC initiated by the Thai Institute of Directors Association, in order to demonstrate its intention and commitment to anti-corruption and prevention of fraud of every form. The application for certification process is currently underway.

## Whistleblowing

The Company also arranges for whistleblowing channels to accept complaints, comments or suggestions to demonstrate that all groups of the stakeholders are affected or threatened to be affected by the Company's business operations or such actions by the Company's staff that violate the law or the code of ethics, including such behavior which may give the impression of corruption, unequal treatment or careless and imprudent actions, as follows:

1. Via website at [www.taokaenoi.co.th](http://www.taokaenoi.co.th)
2. Via e-mail at [whistleblower@taokaenoi.co.th](mailto:whistleblower@taokaenoi.co.th)
3. By post to any director  
Taokaenoi Food & Marketing Public Company Limited  
337 Bond Street, Bangpood,  
Pakkred, Nonthaburi 11120

## Chapter 5 Responsibilities of the Board of Directors

The Board of Directors shall be responsible to the shareholders for the Company's business operations, and compliance with the laws, objectives, the Company's articles of association and resolutions of the shareholders' meetings.

### Board Structure

The Company's Board of Directors is composed of 8 directors, 3 of whom are independent directors. Members of the Board of Directors are qualified experts from various industrial sectors, namely, business, engineering and manufacturing, sales and marketing, accounting and finance, which are related to and supportive of the Company's business. Moreover, the Company has appointed its Company Secretary to provide suggestions in terms of legal and regulatory compliance, of which the Board of Directors must be aware, perform his or her function of facilitating the Board's activities, and ensure the compliance with the Board's resolutions.

### Scope of Power and Authority of the Board of Directors

1. The Board of Directors is authorized to oversee and manage the Company's affairs to ensure its compliance with the laws, objectives, its articles of association and the Board's resolutions and resolutions of the shareholders' meetings, with accountability, integrity, due care and caution to protect the Company's interests on the basis of good governance.
2. The Board of Directors is authorized to appoint any director(s) and/or management of the Company to perform any or several tasks in order to fulfill such assignments given by the Board. The Board of Directors is also authorized to appoint the Chief Executive Officer (CEO) and other subcommittees, such as the Audit Committee and the Nomination and Remuneration Committee, as appropriate and

