

BT Wealth Industries Public Company Limited

Business Code of Conduct

Apart from good corporate governance, the Corporate Group also establishes Business Code of Conduct to provide guidelines to business operations, ensuring that it operates fairly. It is the duty and responsibility of the directors, management and employees to understand and strictly adhere to the Business Code of Conduct, as follow:

1. The Health and Safety of Employees, Customers and Surrounding Community

The Corporate Group places extreme importance on the health and safety of employees, customers, and surrounding community. The operations of employees' tasks must comply with the health and safety regulations of the agency, including related laws and regulations. This also includes all stakeholders who enter into work area of the Company. This is to prevent accidents in the work area, which may affect the employees, customers, and surrounding community. For any occurrence of an accident, those involved must report the cause of accident, losses, or any impact it might has, so that those effected can be compensated accordingly, and preventive measures can be established to prevent future occurrence.

2. Anti-corruption and Anti-bribery

The Corporate Group encourages employees to abide by the law in good citizenship as well as support business partners in operating legally with transparency and fairness. The Corporate Group emphasizes in anti-corruption and anti-bribery policy, treating it as extremely important policy that all employees must adhere and follow. In order to ensure that the anti-corruption and anti-bribery policy is put into actual practice, the Company has provide guidelines for giving and receiving of gifts or assets as follow:

1) Employees are prohibited from accepting or requesting for gifts, assets, or other benefits from persons who are involved in the business of the Corporate Group.

2) Employees are prohibited from giving gifts, assets, or other benefits that might affect decision-making of the persons who are involved in the business of the Corporate Group.

3) In normal tradition of gift giving within appropriate price range, and in fostering relationship between the Corporate Group and stakeholders, giving or acceptance of gifts must be reported to the supervisors for transparency and to prevent future conflicts of interests. However, when in doubt, the supervisors have the authority to order to return the gifts to senders.

The Corporate Group has proper accounting records of all financial transactions, including payment of commission, fees or gratuities.

3. Fair Competition

The Corporate Group promotes fair and honest business competition under the laws and good Business Code of Conduct, by focusing on honest competition, avoid destroying competitors' reputation through accusation, as well as not seeking competitors' confidential information through improper means.

4. Legal and Fair Employment, Anti-violations of Human Rights

The Corporate Group will adhere to the laws and related regulations with regards to employment and the principles of basic human rights according to international standard. The Company will not discriminate against national origin, race, gender, age, skin color, religion, disability, economic status, family origin, place of education, or any other status that are not related directly to business operation, as well as respect the individuality and human dignity.

5. Anti-violation of Intellectual Properties and Copyrights

The Corporate Group specifies that all directors, management and employees operate according to Intellectual Property and Copyright laws, in particular with non-infringement of computer software in accordance to the Corporate Group's Information Technology System Policy.

6. Usage of Information Technology and Communication

The Corporate Group places importance on the usage of information technology and communication, as such the management has set up Information Technology System Policy, which will be used as guidelines in monitoring the operations of Information Technology officers, as well as all employees who use the Company's system. This will be in accordance to the Computer Crime Act B.E. 2550 and the notice from Ministry of Information and Communication Technology's Computer Traffic B.E. 2550

The Corporate Group requires all employees be responsible for strict compliance to the Corporate Group's Information Technology System Policy.

7. Usage of Internal Information

The Company has set up policy on the use of internal information, by which the directors, management and employees of the Corporate Group must comply with the following guidelines as follows:

1) The Company informed all directors and executives of the Company and the subsidiaries of their duties to report the holding of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 59 and the penal provisions under Section 275 of the Securities and Exchange Act B.E. 2535 as well as to report the acquisition or divestment of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 246 and the penal provisions pursuant to Section 298 of the Securities and Exchange Act B.E. 2535. (Including additional amendments)

2) The directors and executives of the Company and the subsidiaries, including their spouse and minor child(ren) prepared and submitted the reports on their holding of the Company's securities including the changes thereto to the SEC within 3 business days from the date of such changes. Copies of such reports were delivered to the Company Secretary on the same day of the report submission to the SEC.

3) The Company and the subsidiaries restricted the non-public information access to only involved personnel on a need-to-know basis and ensured the security of non-public information. Information owners reinforced involved personnel to strictly comply with the policy.

4) Directors, executives and employees are prohibited from using internal information for the purpose of trading the company's securities and prohibited them from passing inside information to external parties or unauthorized persons before the public disclosure of the information:

- Directors, executives and management of the Accounting and Finance Division, including their related parties, are prohibited from trading in the Company's securities during the period of 1 month before the release of quarterly and annual financial statements and within 24 hours from the release of such financial statements.

- If directors, executives and employees have access to non-public and material information that may affect the prices of the Company's securities, they shall refrain from trading in the Company's securities within 48 hours after the public release of such information.

If the executives or employees of the Company and its subsidiaries violate the terms of the use of such insider information, in addition to having penalties under the Securities and Exchange Act, still considered to be guilty of violating the work regulations of the group and having disciplinary action. The disciplinary penalty is based on the nature of the offense or the severity of the outcomes, ranging from written warning, written warning and suspension, dismissal with compensation, to termination without compensation.

8. Prevention of Conflicts of Interests

To safeguard against transactions that might create conflicts of interest between the Company and shareholders, and to uphold good corporate governance, the Board of Directors has set up policy on transactions that might create conflicts of interest of the Company and its subsidiaries as follow:

1) Policy in making connected transactions involving trade agreement done in similar manner a reasonable person would do to his counter-party in similar situation.

The Board of directors has authorized policy in principles for making connected transactions of the Company/its subsidiaries with the directors, management or related persons, whose trading condition is normal and/or according to market price, as per trade agreement done in similar manner a reasonable person would do to his counter-party in similar situation, with bargaining power free from the influence of their status as directors, management or related persons, in accordance to Section 89/12 of the Securities and Exchange

Act (Issue no. 4) B.E. 2551. For connected transactions with trading condition that is not normal and/or according to market price, the Company shall adhere to the rules and regulations of related agencies.

2) Policy in making new venture.

The Company and its subsidiaries are required to present detailed business plan for new venture to the Board of Directors or its designated person, and arrange for evaluation of investment plan, which takes into consideration the compensation and benefits that will arise to the Company and its shareholders as a whole. However, the Company has no policy in new venture with the directors, management, major shareholder, or related persons, unless necessary or as a support to the Company's operation, and for the best benefit of the Company and the shareholders as a whole. The Company must also act in accordance to the Notification of the Capital Market Committee TorJor 21/2551, Re: Rules on Connected Transactions (including amendments), and the Notification of Stock Exchange of Thailand, Re: Disclosure of Information and the Execution of Listed Company in Connected Transactions B.E. 2546 (including amendments), or relevant rules and regulations in place.

3) Policy in shareholding of companies that the Company and its subsidiaries have invested in.

In any investment, the Company and its subsidiaries will follow the policy of holding the shares themselves, unless necessity arises and only for the best benefits of the Company and its shareholders as a whole. This must be presented to the Audit Committee and the Board of Directors for consideration and authorization. In addition, any person who has any conflict of interests on a given matter shall not be present in such agenda consideration and shall not be allowed to vote for such matter.

4) Policy in lending to joint ventured company

Lending is not the main business of the Company. However, if the Company and its subsidiaries need to lend to their joint ventured company that requires financial support in term of shareholders' loans, the Company and its subsidiaries will provide loans in proportion to investment, except when necessary and deemed appropriate by the Board of Directors, which will be considered for authorization on a case-by-case basis. However, the Company has no policy of lending to the directors, management or major shareholders, and/or related person, or to businesses that the Company and its subsidiaries have joint ventured with that individual, unless as shareholders' loans in proportion to investment, or for the best benefits of the Company and its shareholders as a whole. The Company must also act in accordance to the Notification of the Capital Market Committee (TorJor) 21/2551, Re: Rules on Connected Transactions (including amendments), and the Notification of Stock Exchange of Thailand, Re: Disclosure of Information and the Execution of Listed Company in Connected Transactions B.E. 2546 (including amendments), or relevant rules and regulations in place. In cases where transaction size is lower than standard required for disclosure, the Company will also report the transaction to the Audit Committee for information.

5) Policy in preparation of written documents.

The Company and its subsidiaries will concisely issue promissory notes, loan agreements and/or financial assistance contracts in written documents, and will properly file and store the evidences, regardless of lending to their affiliated company.

9. Penalties

If the management or employees of the Corporate Group do not comply with the Business Code of Conduct, they are in violation of the Corporate Group's work regulations and face disciplinary penalty. The disciplinary penalty is based on the nature of the offense or the severity of the outcomes, ranging from written warning, written warning and suspension, dismissal with compensation, to termination without compensation.