

(Translation)



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**Document Name:** Prevention of Conflict of Interest Policy  
**Document Number:** AWC/CS/AWCCENTER/2019/POL009  
**Effective Date:** 22 January 2019 (By virtue of the resolution of the Board of Directors' meeting No. 1/2019)  
**Amendment Number:** 2<sup>nd</sup> (By virtue of the resolution of the Board of Directors' meeting No. 6/2019 held on 13 August 2019)

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## Prevention of Conflict of Interest Policy

  
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## **Prevention of Conflict of Interest Policy**

### **Asset World Corp Public Company Limited**

Asset World Corp Public Company Limited (the “**Company**”) places importance on the principles of good corporate governance, by expecting the directors, executives, and employees of the Company to perform their duties in an efficient, transparent, and accountable manner which will benefit the business operations of the Company and bring about confidence of its customers and all stakeholders. Therefore, the Company has formulated a policy in relation to the prevention of conflict of interest, which is based on the principles that any decision-making with respect to the operation of business activities shall be in the best interests of the Company and its shareholders; any action that leads to any conflict of interest must be avoided; any related person or any person who has an interest in the contemplated transaction shall inform the Company of his or her relationship or interest in that transaction and shall not take part in the consideration thereof, as well as not be entitled to approve that transaction. The main principles are described as follows:

1. Conflict of Interest normally refers to a conflict between self-interest of employee of Asset World Corp Public Company Limited (“**Company**”) and common interest. In other words, a situation or action of employee who has a personal’s interest influences a decision or duties that gain over the company’s common interest. In that circumstance, the employee may have an unfair preference of judgment.

  
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2. Any person who is nominated for appointment as director who may have an interest in and/or a conflict of interest with the Company with respect to the operation of business activities shall inform his or her relationship, interest, and/or conflict of interest to the Company in writing via the Company Secretary in order for the Company to deliver the relevant details to the shareholders for acknowledgement, for no less than 14 days in advance of the date of the shareholders meeting to pass the resolution to appoint such director. The Company Secretary will monitor and coordinate to ensure that this policy is strictly complied with.
3. The Company will endeavor to eliminate problems of conflict of interest by adhering to the principles of prudence, honesty, reasonableness, and independence within the scope of good ethics, as well as will ensure full disclosure of information for the overall interest of the Company and its customers.
4. The Company adheres to the code of conduct and has a duty to ensure the transparency of its operations. It also exercises its best endeavors to protect its assets and maintain its reputation. It is committed to treating every party who has a business relationship with the Company fairly. In addition, it refrains from partiality and avoids any circumstance which may give rise to a conflict of interest.
5. The Board of Directors oversees the prudent compliance with the specified procedures, in accordance with the principles of reason and independence, the approval process for entering into transactions that is transparent and takes into full consideration the best interests of the Company, in accordance with the criteria of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.
6. The directors, executives, employees, or any persons, including any sub-committee, who have an interest in any agenda item shall not be entitled to cast his or her vote or take part in the consideration of the agenda item in which he or she has a conflict of interest.

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In the case of any consideration of the exercising of the rights under the of the Right of First Offer and Right of First Refusal Agreement (ROFO/ROFR Agreement), the agenda must be approved by more than half of the total number of independent directors, provided that all independent directors must attend the meeting. If any independent director is unable to attend the meeting in person during the time that the agenda item on whether or not to exercise the rights under the ROFO/ROFR Agreement is being considered, such independent director may attend the meeting and cast a vote by electronic means, whether he or she is residing inside or outside the Kingdom of Thailand. Such independent director shall ratify the minutes of that meeting at a later date.

7. In the case that the Company Secretary and/or the secretary of a sub-committee (as the case may be) is of the view that any meeting agenda is bound to cause a conflict of interest of any director and/or any member of a sub-committee or any director and/or any member of a sub-committee may have an interest in that meeting agenda, the Company Secretary and/or the secretary of that sub-committee (as the case may be) shall inform the Board of Directors and/or the sub-committee, or procure that the Board of Directors and/or the sub-committee is informed, of such possible conflict of interest (and shall inform the Audit Committee of this matter for acknowledgement), together with the names of directors and/or members of the sub-committee who may have an interest and/or a conflict of interest, prior to delivering the invitation letter to the meeting of the Board of Directors and/or the sub-committee for further consideration of such meeting agenda.
8. The Board of Directors ensures that the Company and the Management fully and correctly disclose information of transactions which may cause a conflict of interest in the Annual Report and Form 56-1.

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9. The directors, executives, and employees shall comply with the code of conduct by not seeking personal interests which are contrary to those of the Company or its customers, and shall not allow personal or his or her own family's reasons to influence his or her decision-making to deviate from the principles, by taking into consideration the interests of the Company and its customers.
10. The directors, executives, and employees shall strictly comply with the Information Disclosure Policy. The Company has a policy that the organization shall be structured in a way that the units and employees with duties and responsibilities or job descriptions that may cause conflict of interest are segregated.
11. The Company shall provide channels for lodging complaints in order for the directors, executives, and employees, who find or have evidence that can establish that some staff members of the Company perform their duties dishonestly, or that there may be some circumstances in which conflict of interest with the Company arises, to lodge complaints with or act as whistleblower to the Company.

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The Prevention of Conflict of Interest Policy was considered and approved by the Board of Directors' meeting No. 1/2019, convened on 22 January 2019, and shall be effective from 22 January 2019.

This policy is proposed to revise as follows:

1. In accordance with the resolution of the Board of Directors' Meeting No. 6/2019 held on 13 August 2019,
2. In accordance with the resolution of the Board of Directors meeting No. 1/2021 held on 15 February 2021.

.....—Signature—.....

(Mr. Charoen Sirivadhanabhakdi)

Chairman of the Board of Directors

Asset World Corp Public Company Limited

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