

Financial Advisors' Code of Conduct
(Revised As of October, 2016)

Translation Version

Introduction

Following to the preparation of the financial advisor' code of conduct by the Investment Banking Club, the Association of Thai Securities Companies since 2011, with an aim to promote and foster the integrity, standards, prestige, reputation and status of those investment bankers who are member fellows of the Investment Banking Club professing as the financial advisors so as to enable them to perform their duties which shall be entirely beneficial to the business and shall be recognizable to customers and general public as a whole. Nevertheless, at present, the trends and developments of business sectors have changed whereby additional pieces of laws have been enforced which promote the quality control of the performances of financial advisors that should synchronize with performance standards and the anti-corruption scheme that has been focused.

The Investment Banking Club, has therefore, improved the financial advisor' code of conduct so that all areas which include financial advisors' performance quality control and law compliances with respect to anti-money laundering, counter-terrorism financing and anti-corruption have been added. In this connection, the Investment Banking Club would like to extend its gratitude to the working panel who act as the Self-Regulatory Organization spending their valuable time improving this edition of the Financial Advisors' Professional Ethics so that financial advisors could apply as the guidelines for their future performance.

Committees of Investment Banking Club responsible for Self-Regulatory Organization:

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|----|------------------------------|--|
| 1. | Khun Norachate Sangruji | Phatra Securities Public Company Limited |
| 2. | Khun Montree Sornpaisarn | Maybank Kim Eng Securities (Thailand) Public Company Limited |
| 3. | Khun Patchara Netsuwan | Capital Advantage Company Limited |
| 4. | Khun Ratchai Teratanavat | RHB Securities(Thailand) Public Company Limited |
| 5. | Khun Somsak Sirichainarumitr | Asset Pro Management Company Limited |
| 6. | Khun Nitikorn Sirikhirin | Asia Plus Advisory Company Limited |

Representatives of the member companies of Investment Banking Club:

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|----|-----------------------------------|--|
| 1. | Khun Praset Patradilok | Advisory Plus Company Limited |
| 2. | Khun Siriporn Laoratanakul | Asia Plus Advisory Company Limited |
| 3. | Khun Saowaluck Chonglertham | Asia Plus Advisory Company Limited |
| 4. | Khun Patraporn Milindasuta | Phatra Securities Public Company Limited |
| 5. | Khun Aphichart Chongsanguanpradab | Phatra Securities Public Company Limited |
| 6. | Khun Chanont Kaopaiboon | Phatra Securities Public Company Limited |
| 7. | Khun Sukanya Kerngfak | Phatra Securities Public Company Limited |
| 8. | Khun Wantana Petchlerkwong | Maybank Kim Eng Securities (Thailand) Public Company Limited |

The Investment Banking Club truly hopes that members of the Club would apply and implement the Financial Advisors' Professional Ethics as their guidelines in performing their tasks so that the investment banking practice of all members would be conducted with integrity within the standards and to nurture and promote the reputation and status of the members which shall be entirely beneficial to the business and shall be recognizable to customers and general public as a whole.

Investment Banking Club,
Association of Thai Securities Companies
October, 2016

Purposes

- These Investment Banking Professional Code of Conduct (“**Ethics**”) are prepared with an aim to be applied as the guidelines for those Investment Banking Club’s financial advisor member fellows, performing investment banking tasks so that their tasks would be performed with integrity, fair dealing, including prestige, reputation and status of those investment bankers who are member fellows of the Investment Banking Club so that they would perform their duties which shall be entirely beneficial to the business and shall be recognizable to customers and general public as a whole.
- These Ethics cover the ethics covering investment banking services of the company member fellows, regardless of whether such services are rendered as general financial advisors or independent financial advisors.

Application and Implementation of these Ethics

- In performing financial advisor’s tasks, these Ethics should be applied and implemented in compliance with the terms and conditions, regulations, laws and such other guidelines in connection with the financial advisors. It is noted that these Ethics are not aimed to replace any existing laws or announcements of any relevant government agencies. In case of discrepancies between these Ethics and the regulations of the government agencies, financial advisors must comply with the more restrictive regulations.
- Unless otherwise specifically provided in these Ethics, any references made to financial advisors shall mean to include independent financial advisors.
- In determining and defining the term “Related Person”, particularly in determining the Personal Account Dealings, financial advisors should take into account the appropriateness and conformity of certain circumstances. As such, the definition of the term “Related Person” should at least conform to “person” under Section 258 of the Securities and Stock Exchange of Thailand, B.E. 2535 (A.D. 1992) and its relevant amendments.

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Definitions

Code of Conduct	Ethics in relation to the provisions of investment banking services provided by financial advisors who are members of the Investment Banking Club.
Financial Advisors	Any financial institutions or any legal entities established under the laws of Thailand as financial advisors with the approval pursuant to the Announcement of the S.E.C. Commission, regarding the approval in relation to financial advisors and the scope of services
Independent Financial Advisors	Financial Advisors performing their tasks as independent financial advisors in acquiring securities for the purpose of acquisition of securities for business take-over, connected transactions, business acquisition and subsequent disposal or independent financial advisors pursuant to any regulations with respect to any government bodies.
Regulators	Persons who have been delegated to supervise the performance of financial advisors.
Government Agency	The Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
Related Person	Personnel or executives of financial advisors who have access to confidential information of customers , including subsidiary companies, related companies, personnel or executives of subsidiary companies, related companies and related persons of financial advisors.
Office	The Office of the Securities and Exchange Commission

1. Integrity Fairness and Responsibility to Public

“Financial advisors are to perform their duties with integrity, fairness and responsibility to Public”.

Guidelines

Integrity

- 1.1 Financial advisors shall not act or perform in such fashion that is dishonest or which may cause misrepresentation in offering inaccurate or incomplete information or understate any material information in relation to any opinion which might have affected the understanding of the information receivers.
- 1.2 Financial advisors shall not deliberately consent to any misunderstanding in their attribution which they do not possess.
- 1.3 Financial advisors shall supervise their subordinates to ensure that their subordinates to strictly comply with these Ethics.
- 1.4 Financial advisors shall perform their duties with due care, responsibility, honesty and reliability as ordinary prudent professional might have performed.

Fairness

- 1.5 In performing the duties as independent financial advisors, independent financial advisors shall perform their duties independently, in straightforward manner and without bias and without any personal interest.
- 1.6 Independent financial advisors are to provide their opinion in a straightforward manner. Such opinion must be made objectively without any confusion by any stipulated primary objective. Such opinion should not either concordantly provided in line with the primary objective or information without any supporting fundamental information.
- 1.7 Independent financial advisors must not accept any task or provide any service whereby the service fee would depend on the outcome of the operation. The opinion provided in the report must not be hostile to their independence, honesty and fair performance.
- 1.8 Financial advisors must not provide any recommendation based on any material information obtained from customers or such other sources of information, without specifying the conditions or confirmation from independent sources. Provided however that, such recommendation is reserved that it is provided under the limitation and is provided particularly under the duty of financial advisors. In this connection, financial advisors shall have to carefully consider such information as much as ordinary prudent person would consider.
- 1.9 Financial advisors must not provide any recommendation based on any conclusion which is made without any sufficient supporting reasons or any biased conclusion which might have reflected on financial advisors' recommendation.

Responsibility to Public

- 1.10 Financial advisors shall perform the mission that has been entrusted with the responsibility towards not only customers or counterparties, but towards any interested parties, including public, capital markets and such other retail investors.
- 1.11 Financial advisors must not behave in any manner that is defamatory, disrespectability, or against confidence and trustworthiness to those customers or the public who have confident towards the profession of financial advisors.

2. Conduct of Business and Standard of Work

“Financial advisors should ensure that they are ‘Fit and Proper’ in providing investment banking services at all times. In addition, financial advisors have procured qualified and professional personnel who shall readily provide standardized services.”

Guidelines

Availability of Financial Advisors

- 2.1 Financial advisors should be qualified professional persons who are readily prepared to provide investment banking services. Likewise, financial advisors should be approved their offices to perform their duties as financial advisor.
- 2.2 Chores carried out by financial advisors should be managed properly which shall include, but not limited to, the following:
 - concise and careful system management and internal control;
 - proper financial control system and operation;
 - risk management system compatible to their business; and
 - proper and sufficient allocation of human resources, taking into account the quality and standard of work.

Document Storage

- 2.3 Documentation and supporting evidence in relation to the financial advisors’ tasks should be readily prepared as reference for audit trial and regulators’ inspection.

Performance supervision (Regulatory Practices)

- 2.4 Financial advisors should:
 - procure regulatory practice agency which shall perform any supervision task over any personnel in order to ensure the compliance of regulations, conditions, ethics and relevant governing laws;
 - provide expertise who is adequately experienced in supervising the operations;
 - regulatory practice agency overseeing the operations should be independent, not under control of any department within the organization whereby such regulatory practice agency should report directly to the chief executive officer of the organization. However, independent executives of small size-financial adviser organization with limited manpower may also perform the regulatory practice agency; and
- 2.5 Internal supervision handbook covering the financial advisory services should be prepared which should be in compliance with any relevant regulations, governing rules, ethics and governing laws.

Policies in relation to the acceptance of work and termination of work

- 2.6 Companies should set out policies and guidelines as to the acceptance of works from clientele. Such work acceptance policies must take into account the independency of the company in accepting the work from clients, the availability of human resources and the monitoring mechanism of clients' primary information; and
- 2.7 Companies should set up policies in withdrawing themselves from the work accepted in the event that companies receive or discover any information following to the acceptance of such work which information indicates that the clients are not collaborative in any inspection or do not resolve any problems which may result in companies' disabilities to perform the financial advisor's duties in accordance with the provisions of laws, ethics or professional standards.

Accurateness and completion of the information disclosure

- 2.8 Financial advisors should conduct proper due diligence on the accurateness and completion of the information that have been disclosed in various relevant forms according to the guidelines and standards in compliance with the rules and acceptable to the government agencies.
- 2.9 In the event that information received from clients has been utilised for the purposes of analysis, recommendation and preparation of documents to be distributed to investors and filing with the relevant government agencies, financial advisors must use careful and rationale skills in accordance the professional standards. Recommendations provided to clients as to responsibilities must be sufficiently and appropriately provided in order to ensure that such information suffice and accurate and does not cause any confusion or lack of any material information which might have caused adverse effects on the analysis and recommendation of financial advisors which may also impact on the decision of investors.
- 2.10 Financial advisors should participate in the preparation of information to be disclosed to the public so as to ensure the completeness and accurateness of the documents for complete and clear understanding in material information which might affect the decision of investors.
- 2.11 Financial advisors must not imitate, reproduce work products or information of other persons or arrogate or falsely claim that such work product or information is their work product or information or act in any manner that would be considered a copyright or intellectual property infringement when it comes to the presentation of work to their clients.
- 2.12 In providing the services, financial advisors shall present the outcome of the services by explicitly distinguishing between the factual elements, analysis and opinion of the financial advisors so as to avoid any doubt or confusion for those using such information.
- 2.13 Financial advisors must not engage or consent for any third party, regardless of whether they are individuals or legal entities, to perform the financial advisor's duties either in whole or in part under the name of the financial advisor. Incidentally, financial advisors must be aware that they shall be fully responsible for the contents and accurateness of the report, including any referenced contents which are work products of others by signing their names in the report.

**Entering into
contracts or
agreements
with clients**

- 2.14 It is advisable that financial advisors prepare and enter into contracts or agreements with clients so as to enable the clients to be aware of the professional fees to be collected, including terms and conditions and the scope of services to be rendered to the clients which must be made crystal clear. Financial advisors must not cause anything to be done with an agreement that financial advisors would be supererogatory remunerated other than the remuneration that the financial advisors would normally received in an ordinary course of business; and
- 2.15 Prior to the execution of the financial advisory services agreement, financial advisors shall use reasonable endeavor to review the agreement to ensure that financial advisors would be able to end the provisions of services if the client refuses to comply with the laws; or the client is not cooperative in the due diligence processes.

3. Competence

Financial advisors shall perform their duties with competence.

Guidelines

Competencies of financial advisors

- 3.1 Financial advisors should accept the financial advisory tasks which they are competent to do so. Such competencies should include academic knowledge and awareness in the client's industry.
- 3.2 In order to be engaged by the clients, financial advisors must not advertise or over-exaggerate about their professional qualifications, knowledge, expertise nor their working experiences.
- 3.3 Financial advisors must not use other financial advisors work product without having obtained such other financial advisors' consent. In using work products of such other financial advisors, the financial advisors must use their discretion in using such work products taking into account the timing appropriateness. Financial advisors must review such work products with due care as much as the professional would do.

Financial advisor's personnel

- 3.4 Financial advisors must ensure that:
 - (1) personnel providing financial advisory services possesses appropriate qualifications in providing such services;
 - (2) staff shall possess professional standards. Professional training would be regularly and continuously provided to those staff so as to enable them to be knowledgeable and capable of performing their duties with proper ethics, responsibilities and due care.
 - (3) mandate of line of accountability in relation to the financial advisory services is clearly allocated and led by the suitable supervisor who possesses qualification in accordance with the qualifications set out by the Investment Banking Club¹.

¹ At present, (October, 2016), the following are relevant guidelines:

1. Rules and regulations of the Investment Banking Club: (To download, please click: http://www.asco.or.th/club_rules.php?clubid=2);
2. Announcement of the Investment Banking Club: Re: Qualifications of the Applicants of the Investment Banking Club, announced on the 8th January, 2009: (To download, please click: http://www.asco.or.th/club_standard.php?clubid=2);
3. Announcement of the Investment Banking Club: Re: Maintenance of Memberships of the Investment Banking Club, announced on the 22nd August, 2008: (To download, please click: http://www.asco.or.th/club_standard.php?clubid=2); and
4. Memorandum of the Investment Banking Club, dated 26 March, 2014: Re: Clarifications on the Qualifications and Maintenance of Memberships of the Investment Banking Club for those companies applying for memberships of the Club since 2009 onwards. (To download, please click: http://www.asco.or.th/club_standard.php?clubid=2)

Engagement of other expertise

- 3.5 In providing services which require special expertise, financial advisors should advise the client to engage expertise who would be able to provide recommendation so that the client obtains most beneficial services which recommendation would be in compliance with the rules, regulations and laws.
- 3.6 In the event that the financial advisors are not keen in any particular areas in which require the financial advisors to prepare or jointly prepare or provide any recommendations in any aspects, financial advisors may use data or information belonging to other expertise as their references or supporting opinion, provided that, financial advisors must use their own discretion in selecting sources of information or reliable expertise who is specialized in such area and is appropriate at such time. Financial advisors shall review data or information obtained by taking into account the accountability of such expertise's work products as much as an ordinary prudent person would have done. It is important to note that financial advisors must appropriately present such reference of expertise in financial advisor's report.

4. Conflicts of Interest

“In providing financial advisory services, financial advisors must avoid any conflicts of interest they may have against their clients, including any conflicts of interest between staff and the company in all aspects.”

Guidelines

Roles of financial advisors

- 4.1 Financial advisors should
- explicitly set out the roles of financial advisors in providing services to their clients at the time of rendering such services. For example, the participation roles as Principle, Agent or Advisor, etc, this is in order to avoid any conflicts of interest.
 - taking into account the interests of the clients rather than their own benefits.

Conflicts of Interest Management

- 4.2 Financial advisors should arrange for the ‘conflicts of interest’ check or systemize the supervision over the ‘conflicts of interest’ issues.
- 4.3 Financial advisors should advise their clients upon the occurrence of conflicts of interest or the possible conflicts of interest and in the event that the conflicts of interest are not capable of being eliminated, financial advisors may consider withdrawing themselves for the provisions of services to the satisfaction of their clients. However, financial advisors may continue providing services to their clients if the agreement between their clients and themselves could be reached and such agreement and provisions are not contrary to the general practices and the governing laws.
- 4.4 Proper processes and management acceptable to business dealings ethics must be carried out in case of conflicts of interest as being the financial advisors. Such conflicts of interest management must be carried out based upon the relevant rules, such as, the rules governing the “*criteria for the acquisition and disposition of assets*”; the “*connected transactions*”, including the announcement regarding the approval of the financial advisors and the scopes of services.

Internal policies of the financial advisors regarding the prevention of conflicts of interest

- 4.5 Financial advisors should set out proper “Chinese Wall” scheme, classifying the responsible departmental within its companies/ group of companies in order to prevent any conflicts of interest and the use of classified information.
- 4.6 Financial advisors:-
- must not offer or accept any offer, the nature of which is to acquire the benefit for its business without disclosing any relevant information concerning the conflicts

of interest against their clients;

- set out policies for their personnel to disclose information regarding the benefit to be obtained from their performance outside the company; and
- set out policies in relation to the acceptance of gifts or such other benefits from the clients.

4.7 Financial advisors must set out rules governing monitoring standards and the internal use of information within its company.

5. Duties to clients

“Financial advisors should ensure that their performances will be carried out in the most favorable manner to their clients rather than the benefits to themselves. However, in performing the duties of independent financial advisors, the status of the independent financial advisors shall include shareholders, minority of shareholders and public.”

Guidelines

Explanatory duties of financial advisors in relation to the relevant rules

- 5.1 Financial advisors should explain to their clients of the governing rules and regulations imposed by the governing authorities. If the financial advisors become aware that their clients fail to comply or abide by the governing rules and regulations, financial advisors should advise their clients to submit the matter to the governing authorities for consideration. If the clients refuse to do so without any sufficient supporting grounds, financial advisors shall take reasonable precautions to end the provisions of services rendered to their clients.

Financial advisors should be cooperative in answering or clarifying any issues to the governing authorities. In the event that they receive any request for clarification, financial advisors shall, in good faith, coordinate with the governing authorities in such matter.

Acting on behalf of clients

- 5.2 In acting on behalf of their clients, financial advisors should:
- ensure that all information and data prepared for their clients are accurate and such information and data do not cause any misrepresentations or misinterpretations.
 - explain to their clients for clear understanding on the governing rules and regulations or conditions so as to enable their clients to apply and make decision.
 - be readily prepared to explain to their clients of the financial advisors' duties towards the clients.
 - ensure that information disclosure would be adequately provided to their clients.

Use of client's confidential information

- 5.3 Financial advisors should:
- possess explicit policies as to the handling of the clients' confidential information and non-public information obtained from the performance of duties as financial advisors
 - possess proper rules of thumb in order to ensure that in providing client's information to third parties, such information shall not leak unintentionally. Such information disclosure shall be made on the 'need-to-know' basis. The use of such information shall be for the purpose of the task specifically allocated. Such information must not be used in such manner that is advantageous over other investors.

6. Personal Account Dealings

“Financial advisors should ensure that in dealing with personal account related with any related transactions are managed properly.”

The following guidelines deal with preliminary guidelines for financial advisors to follow in order to eliminate any conflicts of interest when dealing with the securities trading transactions under the financial advisors’ accounts following the cessation of the financial advisors’ duties toward the clients.

Guidelines

Policies regarding staff’s securities trading

- 6.1 Financial advisors should set out written policies regarding staff’s securities trading whereby the Related Person must be permitted to trade securities or enter into the forward contract for his own account or not.
- 6.2 If the Related Person is permitted to trade securities or enter into the forward contract for his own account:
 - such written policies should specify the conditions concerning the Related Person trading securities or entering into the forward contract for his own account.
 - Related Person must report to the regulatory officers of any relevant transactions.
 - Related Person should trade securities through the financial advisor’s company or such other company as recommended by the financial advisors or such other financial advisors’ contracted company so as to inspect the internal information in trading securities. In such case, financial advisors shall require the Related Person to prepare copies of securities trading evidence and to report the same to the entrusted regulatory officers for further inspection.
 - Report on the securities trading transactions of the Related Person or any accounts concerning the Related Person must be properly and clearly recorded.
 - Trading transactions of the Related Person’s account and such other account of the Related Person must be reported to and monitored by the entrusted regulatory officers who have no interest in such transactions who shall inspect any irregularities in such transaction in order to ensure that the trading transactions or trading orders carried out by the company’s financial advisors or its subsidiaries would not prejudice the client’s interest.

Supervision of securities trading by staff

- 6.3 Financial advisors should systemize the watch list and restricted list in order to appropriately monitor and supervise the personal account dealings and the company’s securities trading account.

7. Anti-Money Laundering and Counter Terrorist Financing

“Financial advisors must strictly comply with the laws governing Anti-Money Laundering and Counter Terrorist Financing.”

Guidelines

- 7.1 Financial advisors must cause their clients to identify themselves and shall inspect the facts concerning their clients at all times. In other words, at the time of each engagement, financial advisors shall carry out “Know Your Customer” (KYC) or “Customer Due Diligence” (CDD).
- 7.2 Financial advisors must set out strict policies in relation to: anti-money laundering and counter terrorist financing; customers screening; and risk management in relation to money laundering in accordance with the Announcements, Ministerial Regulations and the Announcements of the Office of the Prime Minister, issued under the Anti-Money Laundering Act, B.E. 2542 (A.D. 1999) and the Counter Terrorist Financing Act, B.E.2556 (A.D. 2013).
- 7.3 Financial advisors must procure an agency or entrust responsible persons to carry out the compliance agent who shall regularly supervise and monitor the full compliance of the provisions under the Anti-Money Laundering Act, B.E. 2542 (A.D. 1999) and the Counter Terrorist Financing Act, B.E.2556 (A.D. 2013) including any of the relevant Ministerial Regulations, Announcements or Orders.

8. Anti-Corruption

“Financial advisors should be determined to counter any forms of corruption.”

Guidelines

Expressed intention and determination against corruption

- 8.1 Financial advisors must set out anti-corruption policies and guidelines which shall accord with the written policies that have been approved by the company’s board of directors. Such policies and guidelines shall address the issue concerning the offer and acceptance of gifts, reception fees and such other benefits from customers, charity donations and political financial supports. Such policies and guidelines shall include communications with executives and staff so that they would have realize and comprehend each of the policies and practices. In addition, financial advisors should disclose information and data in relation to the operations in the annual report or such other medium of the organization which should be known to the public.
- 8.2 Financial advisors should evaluate corruption risks in order to discover any weak or strong points and the efficiencies of the anti-corruption policies and processes so as to improve such policies and processes to be in line with the anti-corruption measures
- 8.3 Financial advisors must support and foster those customers who have good corporate governance and anti-corruption policy.