

Working Procedures under Financial Advisor's Code of Conduct

(Revised As of October, 2016)

Translation Version

Compliance Manual for Financial Advisor

Introduction

Following to the preparation of the Working Procedures under Financial Advisor's Code of Conduct by the Investment Banking Club, the Association of Thai Securities Companies, since 2011, where it was aimed to establish the financial advisor's performance standards under the frame of the Code of Conduct for the use of those investment banker fellow members of the Investment Banking Club as working supervisory performance manual which shall be in accordance with the governing laws. This is in order to prevent any risk or damage which may occur resulting from his / her performance of duties as financial advisor. 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 advisor that should be consistent with performance standards and the anti-corruption scheme that have been focused.

The Investment Banking Club, has therefore, improved the Working Procedures under Financial Advisor's Code of Conduct so that all performance areas which include financial advisor's performance quality control and law compliances with respect to additional pieces of legislations, i.e., anti-money laundering, counter-terrorism financing and anti-corruption have been incorporated. It is important to note that these Working Procedures shall be used in association with the following documents:

1. Due diligence procedures applicable to financial advisor;
2. Anti-Money Laundering Office's guidelines, Re: "*Investigation in order to ascertain any factual information of the customer which requires professions undertaking the provision of advice or being an advisor in transaction, relating to the investment or the movement of capital under Section 16 (1) of the Anti-Money Laundering Act*"; and
3. Samples of guidelines of the Investment Banking Club with respect to "*Know Your Customer*" or "*KYC*" and the due diligence investigation on customer of the financial advisor ("*Customer Due Diligence*" or "*CDD*").

In this connection, all member fellows are encouraged to apply the aforementioned guidelines as they deem fit. Member fellows may stipulate the working rules and regulations which cover the financial advisor's professional code of conduct¹ which should bind upon his / her employees.

The Club certainly wishes that company member fellows would adopt the working procedures stipulated herein as his / her *financial advisor's performance guidelines* so that his / her work performance would conform to the standard and ethics which shall promote the reliability and be widely accepted to the public as a whole.

In this regard, the Investment Banking Club would like to extend its gratitude to the committees and working panel who act as the Self-Regulatory Organization, spending his / her valuable time, producing these Working Procedures under Financial Advisor's Code of Conduct.

¹ In this version of the Working Procedures under Financial Advisor's Code of Conduct, the term "Code of Conduct" shall be referred to as "Ethics".

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

- | | | |
|----|------------------------------|---|
| 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:

- | | | |
|----|-----------------------------------|---|
| 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 |

Investment Banking Club,

Association of Thai Securities Companies

October, 2016

Table of Contents

	Page	
Introduction		
Chapter 1	Laws and Regulations Concerning Financial Advisor's Business	7
Chapter 2	Purposes, Duties and Responsibilities of the Compliance Unit	8
Chapter 3	Principles and Ethics	9
Chapter 4	Duties to Customer	14
Chapter 5	Performances and Responsibilities of Executives	16
Chapter 6	Registration of Records and Supervisor	17
Chapter 7	Rules and Procedures Regarding Employee' Securities Trading	19
Chapter 8	Performance Standards	23
Chapter 9	Conflicts of Interest	27
Chapter 10	Contact with External Regulators	28
Chapter 11	Relationships Between Employee and Customer or Third Party	29
Chapter 12	External Activities of Employee Relating to Financial Advisor's Business	30
Chapter 13	Documents Archiving and Storage of Customer' s Accounts	31
Chapter 14	Anti-Money Laundering and Counter Terrorist Financing	32
Chapter 15	Anti-Corruption	33
Attachments		
	- Subscription form for employee's handbook	
	- Report detailing information related to employees.	
	- Report detailing information related to family members	
	- Report on holding securities outside the Stock Exchange	
	- Report on securities trading of employee / his / her spouses	
	- Report on securities trading of spouse / children's accounts	

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 advisor	Any financial institution or any legal entity established under the laws of Thailand as financial advisor(s) with an approval pursuant to the Announcement of the Securities and Exchange Commission ² , regarding the approval in relation to financial advisor and the scopes of services
Independent Financial Advisor	Financial advisor, performing his / her tasks as independent financial advisor in acquiring securities for the purpose of acquisition of securities for business take-over, connected transactions, business acquisition and subsequent disposal or independent financial advisor pursuant to any regulations with respect to any government bodies.
Regulators	Persons who have been delegated to supervise the performance of financial advisor.
Executives (Supervisory Employee)	Departmental directors or personnel of equivalent level, responsible for financial advisory services.
Employee	Any personnel or executive of financial advisor related to the financial advisory performance.
Government Agency	The Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
Office	The Office of the SEC.

² In this version of the Working Procedures under Financial Advisor's Code of Conduct, the term "the Securities and Exchange Commission" shall be referred to as the "SEC".

Chapter 1

Laws and Regulations Concerning Financial Advisor's Business

1. The Undertaking of Finance Business, Securities Business, and Credit Foncier Business Act, B.E. 2522 (1979)
2. The Securities and Stock Exchange Act, B.E. 2535 (A.D. 1992)
3. The Public Company Act, B.E. 2535(A.D. 1992)
4. Anti-Money Laundering Act, B.E. 2542 (A.D. 1999);
5. Counter Terrorist Financing Act, B.E. 2556 (A.D. 2013);
6. Announcements of the Capital Market Committees;
7. Announcements of the SEC Committee;
8. Announcements of the Office of the SEC;
9. Rules and Regulations and the Announcements of the Stock Exchange of Thailand³; and
10. Ministerial Regulations / Announcements of the Anti-Money Laundering Commission / Orders of the Minister of Justice.

³ In this version of the Working Procedures under Financial Advisor's Code of Conduct, the term "the Stock Exchange of Thailand" shall be referred to as the "SET".

Chapter 2

Purposes, Duties and Responsibilities of Compliance Unit

Purposes

Financial advisor's Compliance Unit is established with an aim to provide the financial advisor to have SRO (Self-Regulatory Organization) which is in accordance with the relevant governing laws, rules and regulations and to prevent any unlawful performance which is not in compliance with such those governing laws, rules and regulations as well as Ethics in transacting business of financial advisor.

However, performance supervision would be effective or not would depend upon the cooperation of employee who is required to perform his / her task within his / her responsibility subject to the frame of the relevant laws, rules and regulations and Ethics.

Duties and Responsibilities

Compliance unit's duties and responsibilities are as follows:

1. To supervise and investigate any and all performance and operation to be in compliance with rules, regulations and conditions stipulated by the SEC, the SET and the applicable regulations of the company.
 - 1.1 performance supervision shall cover all business activities, for example, the provision of financial advisor in relation to public offering and registering a company in the Stock Exchange, the provision of financial advisor for a person providing tender offer or any independent financial advisor task, etc;
 - 1.2 to use its reasonable endeavor to ensure that Supervisor possesses appropriate qualifications and performs his / her tasks according to his / her duties and responsibilities;
 - 1.3 occasionally review any performance or activities in order to ensure that such performance or activities are not inaccurate; and
 - 1.4 delegate specific Supervisor in each business activity.
2. To act as advisor and to provide any compliance advice as to the relevant governing laws, rules and regulations, including financial advisor's professional Ethics;
3. To arrange or organize meetings and employee training from time to time;
4. To prescribe any rules and regulations, conditions or guidelines in relation to the company's financial advisor's business which must be in compliance with the laws, rules and regulations, including financial advisor's Ethics, whereby specific policies and procedures in each relevant matters are properly prescribed.
5. To coordinate with the relevant Regulators, e.g. the Office of the SEC and the SET and such other relevant authorities;
6. To review and improve Compliance Manual which must be up-to-dated at all times.

Chapter 3

Principles and Ethics

Employee must perform his / her duties with integrity, honesty, neutrality and responsibility to public with the business principles and standards. Moreover, employee must possess knowledge in connection with his / her profession and perform his / her task without conflicts of interest. Performance guidelines which are also stipulated in the Financial Advisor' Professional Ethics are as follows:

1. Performance Standards

Financial advisor's employee shall perform his / her task in accordance with his / her professional standards with honesty, equality and fairness to his / her customer in order to build up his / her professional image and confidence to his / her customer without any discrimination.

Financial advisor shall prescribe written employee's policy, working procedures and ethics. Such policy shall include the policy for employee to perform his / her task with honesty, fairness and strict compliance with any existing or future rules and regulations and such other legislative requirements. Such employee's policy shall be appropriately reviewed and improved in a timely manner. It is noted that such employee's policy, working procedures and ethics as prescribed by the company shall contain at least minimum requirements under the relevant announcements in relation to the performance of financial advisor, Ethics, guidelines and such other professional standards as issued by the Office of the SEC or the Investment Banking Club. Such announcements in relation to the performance of financial advisor, Ethics, guidelines and such other professional standards shall be communicated with employee on regular basis.

Last but not least, one final crucial performance standards is the disclosure of information to public, which must be disclosed accurately and in reliable manner. Any comments or suggestions must be provided on good faith and based upon the factual information.

2. Performance guidelines

1) Honesty toward customer

Employee shall perform his / her task with honesty, fairness and shall be responsible to the public by adhering to the equality in providing services to customer. Likewise, information distributed to customer and public must be reliable information and be distributed with equality.

It is important to note that '*honesty*' in providing services to customer is one of the most crucial principles for employee to adhere to. This is to build up confidence in financial advisor. Financial advisor must provide services to customer with expeditious and fair manners, regardless of whether such customer is major customer or retail customer. This is to achieve the purposes entrusted upon financial advisor which is in accordance with the existing rules and regulations and any legislations in force.

Employee must not cause any confusion about his / her qualifications which he / she does not possess. Moreover, employee must not misbehave nor perform any dishonest act or cause any misunderstanding in providing inaccurate or incomplete information or omitting any material information required for any recommendation to be provided to customer. Employee must perform his/ her task with utter care, full responsibility and prudent as much as professionals would perform.

2) **Compliances**

In carrying out financial advisor's business, one must comply with all applicable rules and regulations, including any relevant legislation in order to maintain accurateness and orders. Thus, employees must ensure that they comprehend all applicable rules and regulations, including any relevant legislation within the sphere of his / her responsibilities which shall enhance efficiency in providing services to his / her customer. As such, employee should adhere to and comply with the followings:

- 2.1 Apart from the scopes of services entrusted by the financial advisor, employee must not represent himself / herself as the customer's representative, regardless of types of business activities. Employee must not raise funds for any companies whether such fund-raising is conducted independently or for any joint investment, unless a prior written permission is obtained from the company.
- 2.2 In the event that employee becomes the party to any civil or criminal action, employee must promptly keep his / her supervisor and the regulatory body of the financial advisor informed. Employee also have the report duty in the event that employee is required to provide any information under any interrogation or investigation, regardless of whether it is related to the financial advisor's business under any regulations or such other requirements in which employee is subject to.

3) **Conflicts of Interest**

In certain circumstances, there is 'Conflicts of Interest' in the relationships between employee and customer. In order to prevent any Conflicts of Interest, the following rules are to complied with:

- 3.1 Employee shall not cause anything to be done which creates Conflicts of Interest with his / her customer. Employee shall also be prohibited from accepting any benefits offered by customer. Financial advisor may stipulate specific rules for the acceptance of gifts or benefits from customer or from any third parties as a result of his / her work performance, including the realms of acceptance of gifts with excessive value;
- 3.2 Employee shall take into account the interest of customer rather than his / her own interest;
- 3.3 Employee shall keep his / her customer informed of any occurrence or any possible occurrence of the Conflicts of interest. Employee may also withdraw themselves from the task if the Conflicts of interest cannot be eliminated; and
- 3.4 Employee must disclose his / her personal data and information, including his / her family members' data and information in relation to the holding of shares (regardless of whether such shares are in private companies or listed in the Stock Exchange). Employee shall have the duty to report information related to his / her own or his / her spouse's or children of under legal age's

securities trading transactions at least once a year. Such report and disclosure requirements shall include securities trading transactions at each time of trading (Details of which are listed in the Attachment).

4) **Customer's confidential information handling**

Employee shall have the duties to keep customer's information confidential whether such information relates to any activities of the financial advisor which employee has obtained from his / her responsibility or from other members of employee. Employee shall not, directly or indirectly, cause anything to be done which may result in the distribution of such information to be known to any third parties. Employee is also required to safe-keeping any and all documents or such other supporting evidence obtained from his / her performance as financial advisor. Such documents and supporting evidences shall be kept for at least 5 years for future reference and investigation.

Financial advisor shall cause the confidentiality agreement to be executed by those existing employee and resigned employee in order to keep customer information confidential with a reasonable period of such confidentiality.

5) **Neutrality**

Independent financial advisor shall not accept any work or provide any services conditionally with the service fee that depends upon the result of the operation or recommendation to be provided in the independent financial advisor's report, which operation or recommendation may be hostile to his / her independence, honesty and neutrality.

6) **Readiness**

6.1 Financial advisor should be readily prepared and possesses proper qualifications in performing the task as financial advisor. Likewise, financial advisor should be approved as financial advisor by the company to perform financial advisor's task.

6.2 Financial advisor should manage his / her task appropriately, including but not limited to, the following management schemes:

- Concise management system and internal control;
- Appropriate financial control system and operational system;
- Risk management system which conforms to his / her own business;
- Proper allocation and development of human resources:
 - 1) to provide sufficient knowledgeable, keen and experienced personnel readily prepared for the work; and
 - 2) to continuously and sufficiently provide any necessary training to personnel readily prepared for the work.

- Appropriate supervision and performance control. In this connection, supervision and performance control systems must be procured to ensure that the operation of financial advisor's personnel shall be in accordance with the Performance Standards (as stipulated in Chapter 8), including any proper punishment measurements.
- Follow-up and evaluate the quality control by monitoring the performance appropriately. In this connection, monitoring of the quality control of the performance of executives, supervisors and employee, providing financial advisory services must be carried out closely.

7) **Explanatory duties**

Financial advisor should provide customer with full explanation as to the applicable rules, regulations, terms and conditions of those governmental authorities so that the customer would apprehend the same. If it comes to the knowledge of the financial advisor that the customer fails to adhere to or comply with those aforementioned rules, regulations, terms and conditions, financial advisor should recommend customer to seek advice from such government authorities as a priority. If the customer denies such recommendation without any reasonable grounds, financial advisor must enforce any measurement to terminate the services.

In the event that financial advisor receives any written request or information inquiry, financial advisor should cooperate in providing clarifications in good faith to those government authorities so inquired.

8) **Acting on behalf of customer**

In performing his / her task, acting on behalf of customer, financial advisor should:

- ensure that information prepared to be provided to customer is accurate, complete and contains data that does not cause any misapprehensions;
- elucidate all data and information, including any applicable rules, regulations, terms and conditions to the customer so that the latter would apply such elucidation for his / her decision;
- readily prepared to clarify his / her responsibilities in performing the financial advisor's duties which may affect customer; and
- ensure that the information disclosure is sufficiently carried out toward customer.

9) **Contract and agreement with customer**

Financial advisor should enter into contract / agreement with customer to ensure that customer is aware of and apprehend that services fee will be collected and terms and conditions and scopes of services are clearly specified. Financial advisor shall not cause anything to be done, resulting that financial advisor would receive any benefit rather than the remuneration the financial advisor would normally receive from the general provisions of financial advisory services.

In addition, financial advisor must ensure that the service contract or agreement contains the condition that if customer refuses to adhere to or comply with any legal requirements or fails to cooperate with financial advisor in verifying the accurateness or completeness of such data and information, or such data or information, indicating customer's information or undertakings are found falsified or misrepresented in any material aspects, financial advisor would be able to terminate the contract or agreement.

Chapter 4

Duties to Customer

Apart from the general duties towards customer, financial advisor must focus on the following matters:

1. To stipulate Performance Standards. Details of which are prescribed in Chapter 8;
2. To prevent any Conflicts of Interest. Details of which are prescribed in Chapter 9;
3. To prescribe rules and guidelines in respect of Relationships between Employee and Customer or Third party. Details of which are prescribed in Chapter 11;
4. To store documents and archive customer' accounts. Details of which are prescribed in Chapter 13; and
5. To prevent and suppress the money laundering and to counter terrorist financing. Details of which are prescribed in Chapter 15.

Financial advisor should pay special attention in accepting the work from customer, the improvement of data and information and the change of Supervisors and employee who perform the following tasks:

1. **Policy in relation to the acceptance of work and the termination of work**

Financial advisor should procure and set out policy and guidelines in relation to the stage prior to the acceptance of work and the investigation of preliminary information about customer before accepting the work.

The following agenda should be focused in accepting the work:

- 1) Independence of financial advisor in accepting the work whereby criteria in relation to financial advisor's independence should be taken into account;
- 2) Readiness of financial advisor's human resources whereby the level of complication of work must be taken into account. This is to evaluate the promptness of personnel of the company in providing financial advisory services. The following criteria must be focused, i.e. knowledge, skills, capacity and working experience of personnel which should be able to accommodate the complexity of the work. Moreover, the length of time in providing services and sufficiency of manpower must also be taken in account in order to provide the services with quality and according to the standards;
- 3) Customer Due Diligence (CDD). It is advisable that financial advisor should investigate preliminary information on the prospective customer. If inappropriateness on customer is found, financial advisor should evaluate the risk prior to accepting the work from customer.

In this connection, Supervisor should report to his / her executives and authorized representatives of financial advisor as to the investigation outcome of the KYC (Know-Your-Customer) and CDD (Customer Due Diligence) and such other

issues and possible risk resulting from the investigation of KYC and CDD so that the aforementioned information could be used in considering the acceptance of work from customer.

In addition, financial advisor should set out policy in withdrawing oneself from the work in the event that the company obtains any information or finds that the customer may not be cooperative in the CDD; or in resolving any problem which may subsequently renders the company not to be able to perform its task as financial advisor in accordance with the applicable laws, ethics and professional standards.

2. Information update

If the work is required to be performed for more than 6 months, the Supervisors and employee of financial advisor must follow up the changes of customer's information. Such changes must be recorded and any relevant documents must be requested for the updates every time.

3. Remodeling of operational supervisor and responsible employee of financial advisor

In the event that there is a change or a remodeling of the Supervisor and responsible employee of financial advisor, delivery of data, documents and evidences among customer must be made in discreet. This is to ensure the continuity of services to customer and to assure the understanding of the chains of work that have been transferred to the new Supervisor and employee.

Chapter 5

Performances and Responsibilities of Executive

Employee of executive levels (*executives*) shall have the duties and responsibilities in the performance of work and shall have the duty to supervise his / her subordinate to ensure that the subordinate shall perform his / her task in accordance with the relevant laws, regulations, SET Act, Announcements of the SEC and the Announcements of the SET and such other related organizations and the policies of financial advisor.

Duties and responsibilities of executives shall cover the entire operation of financial advisor, approvals in accepting customer, the revision of all kinds of report to ensure the accuracy thereof, including the preparation of due diligence reports, the submission of work for approval, supervisory services and the report on Conflicts of Interest, which shall include the duties to:

- investigate and verify the completeness and the accuracy of the due diligence⁴ report on data which are disclosed in a number of subscription forms which are in accordance with the guidelines or standards so stipulated;
- investigate data and information obtained from customer; according to the Professional Standards;
- supervise and control the performance of the Supervisor according to rules and the Ethics
- provide recommendation to customer which recommendation must be sufficiently and appropriately provided in order to avoid any misunderstanding or lack of material information;
- review the data prepared to be disclosed to public;
- ensure that the data and information prepared for customer shall not duplicate or refer to information of others or infringes any intellectual property of any third party; and
- review the contract / agreement to be entered into with customer and be able to terminate the services if the customer refuses to comply with the governing laws; or if the customer fails to cooperate with financial advisor in the due diligence process.

⁴ To download forms, please click: http://www.asco.or.th/uploads/upfiles/files/DD_Guideline_IPO%20%26%20IFA.pdf

Chapter 6

Registration of Records and Supervisor

1. Employee Registry

Employee, having supervisory and control duties, shall be directly responsible for the registration of the Supervisor, including the modification of such registration with the Office of SEC, such as, bio data, downgrade or resignation, etc. Such data must be submitted to the Human Resources Director or such other personnel of executive levels who have been entrusted for such responsibility in order to enlist such employee as the Supervisor.

Such registration with the Office of the SEC must be made within 15 days from the date on which such employee is enrolled with the company as 'financial advisor' or after the resignation from the company. In this connection, the Human Resources Director or such other personnel of executive levels shall have the duties to oversee such registration.

2. Training and Testing

Employee, having supervisory and control duties, shall be responsible for providing trainings to those Supervisors and employee and / or procure them training sessions and tests pursuant the stipulated curriculum. For the purposes of registering of the bio data of employee, all information in relation to the training and test shall be compiled by the Human Resources Director or such other personnel of executive levels.

In addition, the financial advisor shall make available any personnel or employee suitable for the position of financial advisor whereby such personnel or employee shall have to be knowledgeable and capable in the financial advisor's career in order that he / she could be capable of providing decent and beneficial advice to customer. Such personnel / employee shall perform his / her duties as financial advisor to the fullest extent. Financial advisor shall perform the following duties:

1) to procure suitable personnel to provide financial advisory consultation. Such personnel must fit into the required qualifications and due performances of the financial advisory duties;

2) to provide support to those personnel performing financial advisory services so that they are knowledgeable, capable, morals and ethics, including responsible and duties and care. Such support shall include providing regular professional training programs or enrolling personnel in other trainings with different curriculum;

3) to provide working units with explicit responsibilities in providing financial advisory services. Such working units shall require those personnel with responsibilities in providing financial advisory services to act as Supervisor in accordance with the requirements of the Investment Banking Club⁵;

⁵ At present, (October, 2016), the followings are relevant guidelines of the Investment Banking Club:

- 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 Committee, Re: Qualifications of the Applicants for the Investment Banking Club Memberships, announced on the 8th of January, 2009 (To download, please click: http://www.asco.or.th/club_standard.php?clubid=2);

4) to stipulate the duties and responsibilities of those Supervisor in monitoring, supervising and controlling performance of those employee within his / her team. In the event that material issues which may have impact on the quality of work, the Supervisor shall have the duties to report to or consult with those executives responsible directly in the investment banking area.

3. Responsibilities as the Supervisor

Financial advisor shall procure at least 1 Supervisor to be responsible in each of the provision of services. Such Supervisor shall be responsible for ensuring the accurateness and completeness of the due diligence investigation. Procedures of which are as follows:

3.1 Planning for investigation

1) The Supervisor shall cause his / her team member to study information and data in order to comprehend the customer so that such study shall be analyzed and evaluated the risk of customer and to determine the matters which require special investigation in addition to those regular investigations. All necessary and suitable methods of investigation to evaluate the risk and such surrounding circumstances for each particular customer must also be stipulated;

2) In laying the investigation plan, one must take into account the guidelines and standards so stipulated. Information received from customer must also be discreetly and reasonably scrutinized;

3) If the investigation has taken place for a length of time and there occurs some peculiarity on the customer, the Supervisor shall have to consider modifying, adding or expanding the investigation methods as he / she deems fit.

3.2 Following up and controlling performance of team members

1) The Supervisor shall have to delegate each of his / her team members according to the level and skill of work, capability and experiences suitable for the work assignment;

2) Financial advisor's team members shall have to ensure the correctness and completeness of the data during due diligence investigation, including analyzing crucial issues. They are also required to promptly identify the material issues or any peculiarities related to customer to the Supervisor; and

3) The Supervisor shall have to re-examine the issues identified in (2) with any suitable methods to ensure that the team members have performed their duties with cautions and according to the Performance Standards.

3) *Announcement of the Investment Banking Club Committee, Re: Maintenance of the Memberships of the Investment Banking Club, announced on the 22nd of 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 26th 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).*

Chapter 7

Rules and Procedures Regarding Employee's Securities Trading

Financial advisor shall stipulate rules and procedures regarding company's employee's securities trading as follows:

1. **System governing employee's securities trading (regardless of whether purchasing or selling) either in forms of securities, derivatives or restricted list of securities whereby employee shall have to obtain permission from and report to the financial advisor of such securities trading pursuant to the forms prescribed or according to the guidelines prescribed by the financial advisor.**

2. **Rules and procedures relating to securities or derivatives trading**

In the event that securities trading account / derivatives trading account is / are opened, employee shall have to notify the financial advisor of the following particulars:

- 1) Name of the securities company which employee or employee's spouse opens the securities trading account / derivatives trading account with;
- 2) Particulars of the Account, such as, Account Name, Account Number, Type of Account, Date of opening the Account and Approved Amount of Trading;
- 3) Data and information regarding securities / derivatives trading in each month. Report on the aforementioned data and information shall be made in such form prescribed and must be submitted to the company within 15th day of the subsequent month;

The rules and procedures mentioned above in clauses 1, 2 and 3 shall apply to those accounts of employee's children who are under legal age, opened with the securities company.

In this regard, the Human Resources Director or such other personnel entrusted by Executives for the investigation duties shall be responsible for the safe-keeping and the record of employee's securities / derivative trading accounts.

3. **Rules governing securities trading of the company while performing his / her duties toward customer as consultant**

3.1 Employee providing consultancy services to customer is prohibited from securities trading in the customer's company. Such prohibition shall apply to spouse and children under legal age. Violators shall be subject to disciplinary and / or legal action, as the case maybe;

3.2 Financial advisor shall stipulate any appropriate measurements prohibiting or restricting any relevant employee from trading securities in the customer's company in which the company is currently providing consultancy services to;

4. **Rules preventing the use of internal information for the purpose of securities trading**

The company shall stipulate the rules preventing the use of the confidential information amongst its internal business units within the company as follows:

- 1) To establish the responsible personnel and employee within such unit who shall be responsible for the safe-keeping of confidential information in appropriate and accurate manner. Such confidential information must be kept without any leakage to those irrelevant persons. Further, those responsible personnel and employee shall prevent any unauthorized person to have access to such confidential information;
- 2) Employee within such unit shall be prohibited from disclosing any internal material information to public whether within or outside its organization. In the event that, it is necessary to disclose any information, the disclosure thereof shall be made to certain extent or shall be disclosed to those persons on the need-to-know basis. Such disclosure of confidential information shall be subject to the written request made to the responsible personnel;
- 3) Responsible personnel and employee within the unit shall be prohibited from using internal information or information obtained from the business transaction for his / her own use or for the benefit of any third parties;
- 4) Responsible personnel within the unit shall have to keep all information, reports and documentary evidences in discreet and in appropriate place so as to prevent any information leakage;
- 5) Employee having the following responsibilities shall strictly comply with the following policies. In the event that the company finds any performance of the employee is not in compliance with the stipulated policies, the company may consider the punishment as the company deems fit.
- 6) The Compliance unit of the company shall be responsible for the supervision and monitoring of the Watch List (securities accounts, the transactions of which must be monitored) and the Restricted List (securities accounts, the transactions of which must be restricted). The following rules shall apply to the Watch List and the Restricted List:

6.1 Watch List Accounts

Registration of the securities list

The Supervisor shall be required to notify the Compliance unit of any data of such securities accounts list so that such list shall be registered as Watch List Accounts, upon the company entering into the contract or agreements with the customer company or during the engagement with the customer company.

Revocation of the securities list

The Supervisor shall be required to notify the Compliance unit of any data of such securities accounts of the customer company upon providing services in relation to securities of the customer company so that such information can be disclosed to public. The Compliance unit shall have the duties to revoke the list of such securities from the Watch List and such securities shall be transferred to the Restricted List Account.

Distribution of the Securities List

The Compliance unit shall distribute the securities in the Watch List to those responsible and related employees dealing with the list.

Transactions Monitoring

The Compliance unit shall have the duties to monitor and follow up the securities related transactions in order to prevent the use of the internal information for the securities trading purposes.

Employees in the Compliance unit entrusted with the transactions monitoring task in the Watch List are prohibited from trading securities under the company's name or on his/her own accounts.

6.2 Restricted List Accounts

Registration of the securities list

The Supervisor shall be required to notify the Compliance Unit of any data of such securities accounts list so that such list shall be registered as 'Restricted List Accounts', upon such securities have been revoked from the Watch List that has been disclosed to the public.

Revocation of the securities list

The Compliance unit shall be required to revoke the securities list from the Restricted List Accounts. Details of which have been informed by the Supervisor. Such revocation of the securities list shall be made after 3 days from the disclosure thereof to the public.

Distribution of the Securities List

The Compliance unit shall distribute the securities in the Restricted List to those responsible and related employees dealing with the list.

Transactions Monitoring

Financial advisor shall manage the transactions under the Restricted List as follows:

- Securities under the Restricted List are prohibited for any trading transactions for the benefit of the employee's account or financial advisor's account;
- No solicitation on trading of securities under the Restricted List;

5. Prohibitions

- 1) Employee are prohibited from be granted a power of attorney from any third parties to deal with any securities / derivatives trading transactions; and

- 2) Employee are prohibited to use nominee's account in any securities / derivatives trading transactions whether for its own account or under the customer's account in dealing with the securities / derivatives trading transactions.

6. Ethics

Employee must bear in mind that in trading his / her own securities / derivatives, such trading transactions must not cause any damage to the work or prejudice his / her working hours. Employee is also reminded that he / she shall not use any internal information or customer's information on trading transaction for his / her own benefit.

7. Punishments

Employee's failure to conform to the company's rules and regulations so stipulated shall be subject to disciplinary actions as the company deems appropriate.

Chapter 8

Performance Standards

In performing his / her functions as the financial advisor, such performances of such functions shall be in accordance with the standards to the following extents:

1. Financial advisor shall conduct the due diligence investigation to ensure the accurateness and completeness of the data disclosed in any relevant disclosure forms which shall accord with the guidelines or standards acceptable or stipulated by the relevant government authorities.

1.1 Due Diligence Procedures and Methods

Financial advisor shall study the customer's information and such other relevant information to ensure his / her understanding and confident that all information and data contained in the Securities trading application or the disclosed information provided to the investor are accurate and complete. Procedures and investigation methods must at least contain the following procedures:

- 1.1.1 Study to ensure the clear understanding of the customer's nature of business and the material risk;
- 1.1.2 Verification of the identity and the accurateness of the trading information with crucial business partners;
- 1.1.3 Verification of the existence of the customer's material assets;
- 1.1.4 Verification of the bio data, the past violation, qualifications and capacities of the directors and executives obtained from the public information;
- 1.1.5 Study and ensure the understanding of the operating results and the financial status of the customer in the recent period;
- 1.1.6 Following to the date on which the audited financial statements of the customer has been issued, financial advisor shall evaluate the material changes or the business environment of the customer which may have an adverse impact on the platform of business, operating results, financial status and future business plan of the customer;
- 1.1.7 Evaluate the performance or the business operation of the customer to ensure whether the customer has fully and accurately complied with the laws or business operation regulations or the customer may be subject to any dispute or legal actions which may have an adverse impact, financial advisor cooperate with the legal advisor in case of necessity;
- 1.1.8 Verification of any internal documents or records of the customer and further investigation of any data or document from any external reliable sources; and
- 1.1.9 Meeting with the auditor of the customer (without customer's directors, executive or employee) in order to interview or interrogate any high risk, peculiar or unconfordable issues digested by the financial advisor from

assorted sources of information, including any issues raised or founded by the auditor during his / her investigation of the customer's financial status in order to incorporate such information in the preparation of the due diligence report and to plan any further necessary investigation.

1.2 Preparation of due diligence report and archiving documentary evidences in relation to such due diligence

- 1.2.1 The company shall cause the archiving system to be built and to store the documents in relation to the due diligence investigation according to the professional standards;
 - 1.2.2 All papers documented as investigation records and the outcome of such investigation in the customer's due diligence processes, including any relevant supporting documents must be kept for at least 5 years from the last day of such due diligence;
 - 1.2.3 All papers documented in relation to the due diligence investigation must, at least, contain the following particulars:
 - (a) Names of the Compliance Unit Supervisor, responsible personnel carrying out the due diligence investigation and each of the employee delegated to be responsible for the due diligence investigation;
 - (b) Records or documents archiving, indicating the crucial particulars and issues found upon the due diligence investigation, notes on issues and the supporting reasons made on such notes;
 - (c) Records or documents archiving, indicating the matters evaluated as risks which must be especially investigated for such particular customer, the operating results or issues which financial advisor recommends the customer to rectify or improve and the outcomes of such rectification or improvement;
 - (d) Records or notes from external expertise (e.g., auditor, appraiser, internal audit, legal advisor, etc.) who conducted due diligence investigation. Observations made by such external expertise shall be put down in the report of the financial advisor (if any);
 - (e) Any communications or correspondences relating to any crucial issues which may have material affects on the investors, shareholders or capital market made with the SEC Office and such other Regulators must also be recorded.
2. Upon financial advisor using the information and data obtained from the customer as supporting evidences in analyzing, providing recommendation and preparing information memorandum for filings to the government agencies and distributing the same to investors, financial advisor shall carefully use such information and data in a prudent and reasonable manner according to the professional standards as much as professionals would do. Any recommendation to be provided to customer in relation to his / her responsibilities shall have to be sufficiently and appropriately made in order that

such information is accurate and suffices. Such recommendation shall not cause any misunderstandings nor lack of any material information which might have resulted in the analysis and recommendation of financial advisor or might have impact on the decision of the investors.

3. If financial advisor participates in the preparation of the information memorandum which shall be publicly distributed, financial advisor must ensure that such information memorandum is complete and accurate and should not cause any misunderstanding or lack of material information which might have impact on the decision of the investors.
4. Financial advisor must not brag, claim or over-exaggerate his / her qualifications, professional knowledge, work experiences or expertise in order to be engaged for the services;
5. Financial advisor shall use work products of other financial advisor without the latter's consent. Work products of other financial advisor could only be used on selective basis, taking into account the appropriateness and timing. Financial advisor shall also have to carefully re-examine to ensure the reliability of such work products as much as professionals would have done;
6. Financial advisor shall have the duties to present the services by explicit distinguishing between data, factual information, analysis and recommendation of financial advisor for a better understanding and in order to avoid any confusion by those who are beneficial from the report;
7. Financial advisor shall not engage or consent to any person whether individual or legal entity to act as financial advisor either in whole or in part, using financial advisor's name. Financial advisor must bear in mind that by signing to certify or second the recommendation in the report shall be deemed that financial advisor is fully responsible for the contents and accurateness of such report, including the contents of its references;
8. In providing financial advisory services, expertise in specific areas is required, such as property appraiser or legal advisor. Financial advisor should recommend customer to engage such expertise to provide recommendation to bring the maximum benefit to customer without being in violation of any laws or regulations;
9. In the event that financial advisor is not specialized or keen in any area which he / she is required to prepare such information or to provide any recommendation as financial advisor. Financial advisor may use information of other expertise as his references or supporting recommendation. In this regard, financial advisor shall be selective in choosing sources of information or creditable expertise which is specialized in such area within such period of time, taking into account certain qualifications, such as working experiences, specialties and licenses, etc. In addition, the reliability of work products of such expertise should also be taken into account. Financial advisor should carefully re-examine such other expertise's work product as much as ordinary prudent professional would do. Financial advisor should consider providing credential for such expertise by presenting the expertise's report in the report of financial advisor;
10. Financial advisor should accept the work assignment only if he / she is capable of providing services within his / her knowledge and capabilities;

11. Financial advisor should require each of the directors, executives or employees to identify any shortcoming or keystone he / she learnt or found during his / her investigation to the executive who is responsible for the quality control of the work assignment; and
12. In the event that the top executive of the investment banking executive may be involved in the shortcoming operation or in the violation of any relevant regulations, financial advisor shall require the employee to report to any appropriate executive who is impartially capable of managing such shortcoming or rectify such violation. Additionally, financial advisor should consider improving or remedying working trails.

Chapter 9

Conflicts of Interest

Financial advisor should avoid any possible Conflicts of Interest between himself / herself with his / her customer; such other possible Conflicts of Interest between employee and the company in all respects, including any relationships between employee and customer in certain circumstances which may cause Conflicts of Interest thereof or which may cause any discrimination or inequality toward certain groups of customer and / or individual customer.

As such, in order to reach maximum benefit in providing services to customer with equality, in order to prevent any Conflicts of Interest, the following employee's rules and working procedures are prescribed:

1. Roles of financial advisor in providing services to customer should be clearly prescribed, such as roles as principle, agent or advisor, etc. This is in order to prevent any Conflicts of Interest;
2. Financial advisor must regard the benefit of the customer rather his / her own benefit;
3. Measurements or system in checking Conflicts of Interest should be prescribed and such measurements should be strictly complied with in accordance with the company's regulations;
4. Customer will be notified upon the occurrence or the possible occurrence of any Conflicts of Interest. If the Conflicts of Interest could not capable of being eliminated to the satisfaction of the customer, financial advisor should withdraw himself / herself from the provision of services. However, financial advisor may continue providing services to customer if an agreement between the customer and the financial advisor can be reached and such provision of services is not contrary to the governing laws or any general principles;
5. Financial advisor shall act appropriately and acceptable in terms of business ethics. His / her work performance shall be carried out pursuant to the relevant regulations. That is, the "*Assets Acquisition and Disposal Criteria*", "*Connected Transactions*", including the Announcement regarding the approval of financial advisor and the scopes of work;
6. The company shall set up "Chinese Wall" by classifying appropriate working departmental within its organization or group of companies in order to prevent any Conflicts of Interest or the use of confidential information; and
7. Financial advisor should not offer or accept any offer, the nature of which is to acquire the interest related to business without disclosing any information related to Conflicts of Interest with customer.

Chapter 10

Contact with External Regulators

In order to ensure the accurateness, convenience and promptness of the company's interrelationships with external Regulators, such as the SEC, SET or such other related organizations, the company is to set out rules and procedures, concerning the communications and relationships with external Regulators as follows:

1. Disclosure of information or data reports as specifically demanded by external Regulators

The company's Compliance Unit shall be responsible for the monitoring and compilation of data and information obtained from the relevant authorities. The Compliance Unit shall also have the duties to review such information prior to delivery of the same to the requesting external Regulators.

2. Validation of the operation of the company by the external auditor of the external Regulators

2.1 The Director of the Compliance Unit shall be responsible for facilitating and coordinating with the compliance official of the external Regulators;

2.2 The Director of the Compliance Unit shall be responsible for summarizing any operation errors preliminary opposed or remarked by the compliance official of the external Regulators and reporting such oppositions or remarks to the company's board of directors.

3. Inquiries of Operational Data

Employee, responsible for each function, shall inquire any clarifications or queries in relation to the operation from his / her Supervisor particularly on any issues relating to the governments' rules or regulations which require the Supervisor in each unit to inquire from the Compliance Unit. If the Compliance Unit is not capable of clarifying such regulatory-related issues, the Compliance Unit shall inquire for such clarification from the external Regulators so that such clarification shall be subsequently identified to those inquiring unit.

Chapter 11

Relationships between Employee and Customer or Third Party

In order to prevent any Conflicts of Interest of each of the employee, the company or the customer, the company generally shall set out guidelines and procedures governing the relationships between the employee, the customer or such other third party from the employee's performance, including the regulations or conditions concerning the employee's activities as follows:

1. Employee shall adhere to the equilibrium in providing services to each of customer with equality;
2. Employee is prohibited from accepting gifts or any benefits from customer, except for any festive gifts with the value of not exceeding Baht Five Thousand. If the value of such gifts is over Baht Five Thousand up to Baht Ten Thousand, employee shall have to obtain written approval from the managing director. If the value of such gifts is above Baht Ten Thousand, employee is barred from accepting such gifts from the customer;
3. Employee is prohibited from providing any consultations or recommendations to customer other than the professional consultations or recommendations;
4. Employee is prohibited from disclosing the customer's information or using such information in *bad faith* which may subsequently cause damage to the customer or to the company. Employee shall not, by his / her functions employ or use the company's or the customer's or the company's intra-business partners for his / her own benefit or for his / her family's benefit or such other person's benefit whether directly or indirectly, unless it is the lawful performance according to his / her functions or performance; or such information disclosure is required by any court proceedings or required to be disclosed by the officials or such other person having the authorities under any legislation;
5. Employee is required to reveal any information in relation to the benefits which he / she obtains from his / her performance rather than the functions performed for the company's course of business which benefits may result in the Conflicts of Interest in performing his / her financial advisory services;
6. Employee shall not involve in the customer's financial matters or assets, regardless of whether by way of offer, acceptance, lending or business coordinating or any such like manners; and
7. In entertaining the customer, employee should entertain customer for the purposes of doing business on behalf of the company only and such customer entertainment must not be carried out in such fashion to cause damage to the image of the company or the customer. Such customer entertainment shall be considered on case-by-case basis.

Chapter 12

External Activities of Employee Relating to Financial Advisor's Business

In order to drive all employees of the company to work for the company to the fullest extent and in order to prevent them from the misappropriation of the company's benefit for their own benefits by doing any activities that relate to the company's business which may compete with the business activities of the company, the company should set out the following governing rules:

1. The company prohibits staff and employees from any external activities which relate to the company's businesses, unless an approval of the board of directors is obtained;
2. The scopes of external business activities relating to the company's businesses as referred to in item 1, above, staff and employees shall be required to provide the board of directors of the company with written explanation regarding the requested activities whereby staff and employees shall have to explicitly identify whether such requested activities are to be performed for his / her own benefits or for the interest of the company. Approval of the board of directors regarding the requested activities shall have to be made in writing;
3. Employee is prohibited from using the company's documents or marks for his / her own businesses or for his / her own activities outside the company's premises;
4. Employee must devote his / her time in operating businesses for the company to the fullest extent. Employee is to obey and comply with the lawful orders of his / her supervisors. Employee must not violate the managing authorities of his / her supervisors or the company. In addition, employee must concentrate in performing his / her tasks to achieve the goals. Likewise, employee must be innovative for the work so entrusted. Employee must possess positive attitudes toward his / her supervisors and must adopt themselves to accord with his / her supervisors;
5. Employee must behave himself / herself so that he / she would be respectable to his / her subordinates. Employee must treat his / her subordinates fairly and in equitable manner and shall promote and foster the advancement of his / her subordinates. Employee should be readily prepared to listen to his / her subordinates' problems and resolve the same with kindheartedness. Employee should promote those well-behaved subordinates and patronize his / her subordinates as he / she deems fit; and
6. Employee should promote and maintain cohesion, good understandings and generosity amongst his / her peerage.

Chapter 13

Documents Archiving and Storage of Customer' Accounts

1. Documents and customer's data archiving

- Evidences and data in relation to due diligence investigation must be archived in orderly fashioned and in safe place. Such evidences and data could be subsequently used within a reasonable time and must be easy accessed to and convenient for subsequent research, especially for the evidences and data during the first 2 years;
- Any supporting evidences and data in relation to the financial advisory services shall be kept at least for 5 years, following to the termination of the transactions;
- Document archiving must be kept in forms of documentary papers or such other forms which can be accessed to or printed out within a reasonable time.

2. Financial advisor's documents and data storage

1) Throughout the lifetime of the financial advisor

Articles of Association and Memorandum of Association, Meeting Minutes Books and Share Register Books and Shareholders' Minutes of the Meetings;

2) Documents that must be kept for the period of 5 years

Ledger Record

- Assets accounts, liabilities and income and expenses Accounts;
- Any documents relating to the contract / agreement or such other agreement for the fee allocation and the appropriation of profits and expenses;
- Financial creditors' Accounts; and
- Any financial documents.

Chapter 14
Anti-Money Laundering
And
Counter Terrorist Financing

Financial advisor should set out the guidelines on “KYC” or “Know Your Customer” and “CDD” or Customer Due Diligence so as to enable his / her employees to acknowledge and comply with in accordance with the Anti-Money Laundering Act, B.E. 2542 (A.D. 1999) and the Counter Terrorist Financing Act, B.E. 2556 (A.D. 2013) and such related Ministerial Regulations, Orders or relevant Announcements.

Incidentally, details of which shall be in accordance with the following documents:

1. Performance guidelines of the AMLO, regarding Due Diligence on customer according to the Anti-Money Laundering Law applicable to those professionals carrying out financial advisory services in the investment transactions or capital movement (Section 16(1))⁶; and
2. Samples of the guidelines of the Investment Banking Club, regarding “Know Your Customer” (KYC) and “Customer Due Diligence” (CDD) of the financial advisor⁷.

⁶ To download, please click: <http://www.amlo.go.th> : on the menu “Information which Financial Institutes and Persons with responsibility to report transaction should know”. Click: “Guidelines on Investigation on Information of Customer pursuant to the law governing anti-money laundering”.

⁷ To download, please click: http://www.asco.or.th/club_standard.php?clubid=2

Chapter 15

Anti-Corruption

1. Financial advisor should make available written anti-corruption policy which policy is approved by the Company's board of directors. The elements of such policy should contain prohibitions applicable to directors, executives, employees and any third parties, having the interest in the organization, whom shall be barred from acting impliedly, whether directly or indirectly, in such corruption manners in all aspects, and whether by way of 'offering', 'promising', 'soliciting', 'demanding', or 'giving or accepting bribes'. The anti-corruption guidelines should accord with the anti-corruption policy. Likewise, financial advisor should represent himself / herself in such a way that he / she is determined in developing anti-corruption measurements, for example, anti-corruption measurements should be addressed in the Organization's Values, Codes of Conduct, policy and risk management regulations, internal and external communications, trainings, internal controls, monitoring and inspection, etc.;

2. Sample under anti-corruption policy is that *"The company is determined and aims to combat any forms of corruptions whether directly or indirectly which would cover business and all transactions in any related country and any relevant units. Together with this determination and aim, the company has set out anti-corruption procedures whereby directors, executives and all employees shall be obligated to comply with. In this connection, the company shall regularly review such procedures in order to ensure that such procedures conform to the changes on business laws."*;

3. Compliance of anti-corruption policy must be recorded in writing as same as such other compliances in order to define roles, duties and responsibilities on regular basis. Guidelines, monitoring and performance improvements must also be recorded for further investigation. In addition, financial advisor should disclose any information in relation to anti-corruption measurements compliance to public;

4. Efficient anti-corruption measurements should be formatted to fit with the business conditions and risks of the organization on case-by-case basis;

5. Financial advisor should set out written policy, covering *"Political Contributions"* whether directly or indirectly. In the event that financial advisor does not have the Political Contributions policy in place, financial advisor should also set out procedures to prevent such political activities. On the contrary, if the Political Contributions policy is available, financial advisor should ensure that procedures, re-examination and approval procedures in relation thereto be set out appropriately;

6. Financial advisor should set out written policy, covering *"Charity Donation"* which is irrelevant to corruption. In addition, financial advisor should ensure that re-examination and approval procedures in relation to 'Charity Donation' shall be carried out by the authorized person of the organization;

7. Financial advisor should set out written policy, covering *"Sponsorships"* and shall make available procedures and control measurements to ensure that monetary sponsorships shall not be used for any corruptions. Financial advisor should make available approval process and spending procedures which must conform to general procurement procedures in relation to the goods and services;

8. Financial advisor should set out written *"Expense Policy"*, covering gifts, hospitality services fee and such other expenses for those employees. Procedures and control must be stipulated whereby the minimum values of gifts, hospitality service fee or such other expenses should be appropriately set out. Such policy shall cover the reporting requirements in order to ensure that such Expense Policy, covering gifts, hospitality services fee and such other expenses are in compliance with the stipulated policy. Financial advisor should also set out procedures in order to communicate

on expenses on gifts, hospitality services fee and such other expenses for its employees and trading partners;

9. Financial advisor should have a policy in notifying the business affiliates or business subsidiaries or any other business which financial advisor has control over and the business representatives to adopt the anti-corruption policy;

10. Financial advisor should provide and arrange any necessary training programs related to the company's anti-corruption measurements to employees and directors with an aim to promote the organizational cultures as the "*Corruption-Free Organization*". Details of anti-corruption measurement compliance, including disciplinary actions against violations or non-compliance of such anti-corruption measurements must be clarified in such training programs;

11. Financial advisor should review the anti-corruption measurements on regular basis, taking into account any circumstances and diversified risks, including the acquisition of knowledge from past experiences and hearings and views from those interested-parties. In addition, financial advisor should arrange for the test and risk evaluation on continuance basis in order to adopt such anti-corruption policy in an efficient manner; and

12. Financial advisor should encourage his / her customer to disclose information in relation to the customer's corruption prevention measures in order to prevent the business of the customer's organization and its business affiliates from involvements in corruption regime.

Attachments

- Employee Handbook Subscription Form
- Report on Particulars of Employee's Related Person
- Report on Particulars of Family Members
- Report on Particulars of Employee
- Report on Particulars of Non-Listed Stock Holding
- Report on Securities Trading Account of Employee / Spouse
- Report on Securities Trading Account of Spouse / Children

**Employee Handbook Subscription Form Securities Public Company Limited/
Company Limited**

“Information Technology System Usage” Subscription Form

“Rules and Procedures Governing Employee’s Securities Trading” Subscription Form

No.	Employee I.D.	Name-Family Name	Department	Signature	Date of Receipt	Employment Commencement Date
1.		Mr..... Co., Ltd.			
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						

Please sign to acknowledge receipt. Please return this form to: Human Resources Department

Report on Particulars of Employee's Related Person

(Definitions of Related Persons Pursuant to the Announcement: Re: Rules, Conditions and Procedures in Securities Trading)

Employee

- (1) Spouse Not Applicable
 Applicable Name – Family Name.....
Identification Card No.....
- (2) Children of under legal age Not-Applicable
 Applicable Name – Family Name.....
Identification Card No.....
Name – Family Name.....
Identification Card No.....
- (3) Limited Company or Public Company Limited whose executives or persons under (1) or (2) jointly hold more than 50% (Fifty Per Cent) of the voting rights of the shares that have been sold entitled to vote in such Limited Company or Public Company Limited.
 Not-Applicable
 Applicable Name of Company.....
Company Registration No.
- (4) Limited Company or Public Company Limited which the company under (3) holds over 50% of voting rights of the shares that have been sold entitled to vote in such Limited Company or Public Company Limited
 Not-Applicable
 Applicable Name of Company.....
Company Registration No.
- (5) Limited Company or Public Company Limited whose shares are held by tiers, taking into account the Limited Company under (4) holding shares in Limited Company or Public Company Limited which each tier of shareholding is more than 50% of the voting rights of the shares that have been sold entitled to vote in such Limited Company or Public Company Limited
 Not Applicable
 ApplicableName of Company.....
Company Registration No.....
Name of Company.....
Company Registration No.....

SignedExecutive / Employee
Date.....

Re: Report on data of employee/ spouse/children who have securities trading account with securities public company limited

And

Report on data of employee/ spouse/children of under legal age who have securities trading account with other securities companies

No.	Employee Code	Name -Family Name	Please indicate if: Employee / Spouse / Children having maintained securities trading account with Securities Public Company Limited		Please indicate if: Employee / Spouse / Children of under Legal Age having maintained securities trading account with Securities Public Company Limited		Sign to acknowledge / Date (Please sign in person)	Employment Commencement Date
			Yes	No	Yes	No		

Remarks: In the event that employee or employee’s spouse has opened the securities trading account with _____ Securities Public Company; or in the event that employee or employee’s spouse or children of under legal age of any executives or of employees has maintained the securities trading account with any other Securities Public Company, executives or employees are requested to notify any details according to the forms of Report on data of employee/ spouse/children who have securities trading account with securities public company limited and Report on data of employee/ spouse/children under legal age who have securities trading account with other securities companies attached hereto.

ABC Co., Ltd.

Report on holding securities outside the Stock Exchange

Quarterly Report Information Changes during the quarter Data as of (Date)

(1) Informer holding shares

1.1. ABC Co., Ltd.

1.2. Executive Name – Family Name..... Previous Family Name..... (In case of any change)

Identification No. / Passport No. (In case of foreigner)

Current Position.....

(2) Details of Related Persons

Present Marital Status Single Married Divorced Number of Children.....

Name – Family Name of Spouse..... Maiden Name.....

Identification No./ Passport No. (In case of foreigner).....

Details of children

Item	Name – Family Name	Date / Month / Year of Birth	Age	Identification No. / Passport No. (In case of foreigner)

Form of Report

Securities Trading Account/ Derivatives Trading Account of employee/ employee's spouse opened at Securities Public Company Limited
And Securities Trading Account/ Derivatives Trading Account of employee/ employee's spouse or employee's children of under legal age opened at other
securities companies

Date

To Managing Director

I, hereby, inform particulars of
the account the employee or of spouse of the employee opened at securities company and the
Securities/ Derivatives Trading Accounts of the employee or employee's spouse or under-legal-age children of the employee opened with other securities
company as follows:

1. Name of Securities Company

Name of Account	Account Number
Type of Account	Date of Opening Account
Approved Trading Amount	

2. Name of Securities Company

Name of Account	Account Number
Type of Account	Date of Opening Account
Approved Trading Amount	

3. Name of Securities Company

Name of Account	Account Number
Type of Account	Date of Opening Account
Approved Trading Amount	

Please be informed accordingly,

Signed

(.....)

Informant

Report on Securities/ Derivatives Trading Transactions

Under the accounts of employee's spouse/ under-legal age children opening with other securities company

Month

Date

To Managing Director

I, hereby submit the Securities/ Derivatives Trading Transactions made under my spouse's/ under-legal age children's accounts opened with other securities company as follows:

Securities Trading Transactions

Date of Trading	Purchase / Sale	Name of Securities	Amount of Share	Price Per Share	Totaling Amount of Money

Derivatives Trading Transactions

Date of Trading Transaction	Purchase / Sale	Code	Derivative	Amount	Price	Totaling Amount of Money

Please be informed accordingly,

Signed

(.....)

Informor