

Code of Conduct and Business Ethics
Alpha Capital Partners Group Company Limited

Alpha Capital Partners Group Company Limited (the “**Company**”) and subsidiaries are committed to conduct its business in accordance with the principles of good corporate governance by adhering to the law, ethics and morality, transparency, and responsibilities towards its stakeholders to achieve sustainable growth for the business. This Code of Conduct shall be applied to directors, executives, employees and hired workers, advisers, representatives, or delegated persons to act on behalf of the Company or of the persons specified above. Therefore, the Company encourages the business operations and performance of the relevant parties of the Company and its subsidiaries to comply with the ethical and ethical practices as follows:

Code of Conduct and Business Ethics

1. Ethics to Shareholders

- 1.1 To be committed to conducting business for good operating results, continued and secured profitability in order to enhance competitiveness and long-term add value for shareholders;
- 1.2 To perform duties with honesty and fairness for all shareholders for the overall best interests;
- 1.3 To use best effort in managing business based on management knowledge and skills and to make any decisions based on transparency, carefulness and prudence;
- 1.4 To report on financial position, operating results and non-financial information of the Company to its shareholders on an equal, regular, complete and accurate basis.
- 1.5 To refrain from exploiting any non-public information of the Company either for own personal benefit or for the benefit of others, and from carrying out any act which could give rise to possible conflict of interests;
- 1.6 To ensure that shareholders have equal access to information relating to conditions and operating results of the Company;
- 1.7 To ensure that shareholders have equal share to profits in the form of dividend;
- 1.8 To ensure that shareholders have equal rights to attend general meetings by informing shareholders of the requirements relating to the rules of the general meetings, voting rights according to each class of shares, voting procedures and expression of opinions;
- 1.9 The Company shall hold an annual general meeting of shareholders, which shall be called the ‘Annual General Meeting of Shareholders’ or AGM or such other general meetings of

shareholders as may be necessary, which shall be called the 'Extraordinary General Meeting of Shareholders or EGM;

1.10 The Company shall send notice of invitation to general meetings of shareholders in both Thai and English including details of agenda items and opinions of the Board of Directors to the stock exchange in advance of the general meetings in accordance with the requirements of the law. The Thailand Security Depository Company Limited (TSD) shall be appointed to act as the securities registrar of the Company with respect to the distribution of documents and information to shareholders of the Company.

1.11 Shareholders' rights at the general meeting of shareholders are as follows:

- 1) Minority shareholders (holding in aggregate at least five percent of total voting rights of the Company) have the right to nominate persons to be appointed to the Board of Directors by submitting a name list of nominated persons to the Nomination and Remuneration Committee including background details of the nominated persons for the consideration regarding their qualifications and consents. In case such minority shareholders propose the additional agenda on appointment of director, the Board of Directors will facilitate such minority shareholders and will consider whether to include the proposal in the agenda items. Any refusal to include the proposal in the agenda item shall be accompanied by justifications to the general meetings of shareholders.
- 2) All shareholders have the right to attend and vote on matters at any general meetings and in every agenda item except for matters in which such shareholders have an interest and votes by such interested shareholders are prohibited by the law.
- 3) The Company will disseminate sufficient information about the business of the Company to its shareholders to assist with their decision at each general meeting. The dissemination of information will be made in accordance with relevant laws and guidelines of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.
- 4) Shareholders have the right to appoint an individual candidate for directorship and to remove directors in accordance with the requirements of the law.
- 5) Shareholders have the right to appoint auditors.
- 6) Shareholders may grant a proxy for other persons to represent them in attending and voting at the general meeting of shareholders by issuing a proxy form prescribed by the law.
- 7) Shareholders have the right to validate information on their shareholding as on the book closure date at the Company or at the TSD.

1.12 It is the policy of the Company to require all directors to attend every general meeting of shareholders except in case where it is necessary and appropriate for such directors to be absent from the general meeting. The Company Secretary shall be responsible for ensuring that the organization of the general meeting of shareholders is orderly, transparent, efficient, convenient, and facilitative for shareholders so they can exercise their rights. Details are as follows:

1) Date, time, and venue of the general meeting

- With regards to the date, time and venue of the general meeting, the Company will organize the general meeting of shareholders within the locality of the head office of the Company or in other neighboring province. The venue of the general meeting shall be adequate to accommodate shareholders in attendance and shall be equipped with facilities and equipment necessary for the appropriate organization of the general meeting.

2) Voting

- The Company will require that shareholders consider and vote for each agenda item separately. If an agenda item contains various sub-items, such sub-items shall be considered and voted on separately, e.g. agenda item on the appointment of directors.
- The Company requires the use of technology in running the general meeting of shareholders including the registration of attendance, vote counting and vote results to ensure that the organization of the general meeting is time-efficient, correct and accurate.
- Chairman of the meeting or a delegated person will report to the meeting on vote counting results which comprise votes received in advance in proxy forms and votes counted at the meeting.
- The Company will arrange to have an independent person or a volunteer shareholder to observe the vote counting procedure or vote validation at the AGM and/or EGM and shall disclose information about such independent observation to the meeting and record the same in the minutes of meeting.

3) Agenda items

- The Company will include in the notice of invitation to AGM and/or EGM or in relevant supporting documents clarifications and rationales for each of the

agenda item or resolution. The Company shall refrain from any act which would restrict the opportunity of shareholders to review information of the Company.

4) Preparation of minutes of meeting

- The Company will have minutes of meeting prepared after each meeting which will include number of shareholders who attend the meeting both in person and by proxy and the number of shares held including percentage of shares in attendance as compared to the total number of issued shares.
- Such minutes of meeting shall be completed within 14 days from the date of the general meeting of shareholders. The minutes shall include at least the following information: name of directors and executives in attendance and the percentage of attendance by the directors as compared to those who are absent, methods of voting and vote counting, resolutions of the meeting and voting results (approval, disapproval or abstention) of each agenda item, questions and answers at the meeting including name and surname of persons who ask the questions and respond to the questions. Shareholders may review and download copies of such minutes of meeting from the Company's website.
- The Company will make public disclosure of voting results of each agenda item for the AGM and/or EGM on the following business day in accordance with the requirements of the law.

2. Ethics to Customers

- 2.1 The Company strives towards creating satisfaction and trust for customers that they will receive good quality products and services that meet relevant standards at a reasonable price.
- 2.2 The Company shall make timely, complete and accurate information about its products and services, and shall maintain good and sustainable relationship with its customers taking into consideration the interests of customers. Information on services will be communicated with customers in a transparent manner via communication channels that are easy to understand.
- 2.3 The Company shall strictly comply with all contractual conditions agreed with its customers and will notify its customers of any case where it cannot comply with such conditions in order to allow both parties to jointly consider and identify relevant solutions.
- 2.4 The Company will put in place a system to allow customers and the general public to lodge complaints regarding its products and services. The Company will do its best to

ensure that customers and the general public can have their complaints addressed quickly.

- 2.5 The Company will use commercial terms that are fair for the customers.
- 2.6 The Company will maintain polite contact with its customers and will compose itself to earn trust from customers.
- 2.7 The Company will protect the confidentiality of its customers and will not abuse confidential information of customers for its own benefit and for the benefits of any related person.
- 2.8 The Company will not demand for, accept or pay any benefits which give rise to the implication that the acts are not in good faith in respect of anti-corruption policy.

3. Ethics to Business Partners and Competitors

3.1 Ethics to business partners

- 1) The Company will select its business partners based on their potentials and suitability taking into consideration the missions of the Company.
- 2) Procurement or contracting with business partners shall comply with the procurement policy of the Company which provides procedures and requirements of selecting business partners based on fairness, transparency and accountability. The Company will avoid transacting with any business partners which offer any benefits that are not in good faith.
- 3) The Company will treat all business partners equally and fairly and will strictly comply with any conditions agreed with them in good faith. Any solutions will be identified based on business relationship.
- 4) The Company will not demand for, accept or pay any benefits that are not in good faith to business partners.
- 5) The Company will strictly comply with conditions agreed with its business partners.
- 6) The Company will notify its business partners of any case where it cannot comply with such conditions in order to allow both parties to jointly consider and identify relevant solutions based on the principle of reasonableness.
- 7) The Company respects the rights of its business partners in relation to treatment of their employees based on the principle of human rights and non-discrimination.

3.2 Ethics to competitors and trade competition

- 1) The Company promotes the policy of fair competition

- 2) The Company will refrain from obtaining confidential information of its competitors using approaches that are unlawful, in bad faith or inappropriate. The Company will not attempt to damage reputation of its competitors by way of untrue and unfair accusations.
- 3) The Company may contact its competitors to exchange ideas from time to time. However, in such contacts, discussion about pricing, market approaches, sale points and targets including non-public marketing studies and confidential information shall be avoided.

4. Ethics to Employees

- 4.1 The Company shall strictly comply with all laws and regulations relating to its employees with no discrimination.
- 4.2 The Company shall treat all employees equally and fairly. Respect for individually and respect the privacy of employees by not disclosing the employee's information without permission, unless disclosed in accordance with the provisions of the law including complying with labour laws and other laws strictly related.
- 4.3 Remunerations in form of monthly salary, incentives and/or bonus for employees will be determined based on assessment of performance and key performance index (KPI) set by the Company to be in line with the labour market and operating results of the Company both in short term and long term.
- 4.4 The Company shall ensure that the working environments for the employees are always safe for the life and properties of employees. Safety shall be promoted as a priority. The safety, occupational health and working environment of employees shall not be lower than the requirements of the law. Appropriate welfare benefits shall be provided in the establishment in accordance with the occupational health standard.
- 4.5 Promotion, relocation, reward, and sanctions shall be based on the principle of equality, good faith and on the merit of knowledge, capability and appropriateness.
- 4.6 The Company shall recognize the importance of development of potentials, knowledge and capability of employees. Employees shall be given equal and regular access to the opportunity for development.
- 4.7 All levels of employees shall have their opinion and recommendations listened to equally.
- 4.8 In the management of business, the Company shall refrain from any unfair act which could have an impact on the security of employment of its employees.

- 4.9 The Company shall treat its employees with politeness and respect for individualism and human dignity of such employees.
- 4.10 The Company shall make available channels for employees to lodge their complaints when they are treated with unfairness as opposed to the specified system and procedures.

5. Ethics to Society and Environment

- 5.1 The Company shall strictly comply with or ensure strict compliance with the intentions of the law and rules and regulations issued by relevant regulatory authorities, including all such regulations and standards relating to the environment, occupational health and safety.
- 5.2 The Company shall consider alternatives for the use of natural resources to minimize impacts on the society, the environment and the quality of life of the general public.
- 5.3 The Company encourages education, sports or religious projects and activities or otherwise that are beneficial for the society and the environment.
- 5.4 The Company shall continuously promote awareness of social and environmental responsibilities among its employees.
- 5.5 The Company recognizes the importance of transacting with business partners who share same value with the Company with respect to social and environmental responsibilities.
- 5.6 The Company shall recognize the importance of participation in activities of the community and the society with focus on developments for the society, the community and the environment. The Company shall promote preservation efforts for the natural resources and activities done for the public interests for the empowerment of underprivileged community.

6. Treatment with Political Community

- 6.1 Directors, executives, and employees shall exercise their rights as a good citizen under the Constitution and other relevant laws.
- 6.2 Directors, executives, and employees have the right to participate in any political activities in their own name outside work hours and not in the name of the Company and its subsidiaries.
- 6.3 Directors, executives, and employees are prohibited from participating in any activities which could cause the Company and its subsidiaries to be understood as taking parts in or providing support to any political party.

6.4 Directors, executives, and employees are prohibited from using assets of the Company and its subsidiaries in providing support to any political party.

7. Respect for Human Rights

7.1 The Company and employees will treat each other with politeness and mutual respect. All employees shall be treated with equality wherever they are and in whatever position. All employees shall fully have the opportunity to learn and develop their potentials. They shall have the liberty to express their opinion as far as such opinion does not violate the liberty of others in accordance with the provisions of the law.

7.2 The Company shall promote, protect, and encourage respect for the rights to protection and fundamental human rights at all levels. No one shall be treated with unfairness or discrimination based on race, religion, ethnicity, colors, social status, gender, age, characters or physical appearances, language, political opinion, property, or such other matters that are protected under the law.

7.3 Directors, executives, and employees have the duty and responsibility to promote the rights in accordance with the regulations of the society and with international rules wherever they conduct their business and shall ensure that in doing such business they do not take part in or shall refrain from any acts that violate human rights.

7.4 Employees shall inform each level of their supervisors of circumstances where they or any of their family members take part in or become shareholders in a business that competes with the Company and/or circumstances which could give rise to possible conflict of interests with the Company.

If employees are in doubt as to whether such circumstances that they are facing would give rise to the possible conflict of interests with the Company, advice shall be sought from the responsible supervisors. However, in the case of a conflict of interests which is for the benefit of the Company, the relevant transaction may be entered into as if it is entered into with a third party. Such director, executive and employees having an interest in the matter shall not have the right to vote and shall not participate in the approval process.

8. Conflict of Interests

8.1 Directors, executives, and employees shall not use their Company time or resources for their own business such as to conduct searches of information or make personal contacts during work hours and shall refrain from accepting external work or activities which could reduce their efficiencies at work.

- 8.2 Directors, executives, and employees shall avoid situations where their performance or judgement can be influenced or their honesty towards the Company can be affected such as the use of one's position within the Company to procure services from their family members, friends or their close contacts, the use of positions in the Company to create power for their own personal benefit.
- 8.3 Directors, executives, and employees shall not seek personal benefits that are contradictory to those of the Company and shall not allow personal excuses of themselves or their family members to have influence in diverging their decisions from the principle of safeguarding the best interests of the Company.

9. Intellectual property and copyrighted work

- 9.1 Directors and executives have the duty to create awareness for directors, executives, and all employees to respect and honor intellectual property of third parties. The Company shall seek permission from the proprietor of the intellectual property following relevant legal procedures before using such intellectual property.
- 9.2 Directors and executives shall encourage and promote all employees to create innovations that are relevant to the business of the Company and to avoid repetition with those under the protection of registered trademarks, copyrights, or patents of others.
- 9.3 Directors, executives, and employees shall not use intellectual property of others without the permission.
- 9.4 Directors, executives and employees shall not make public disclosure of information and confidential information of the Company including conceptual ideas, researches and technological knowledge relating to or occurring in the course of work of the Company irrespective of whether such information is registered in accordance with the law on intellectual property.
- 9.5 Directors, executives, and employees shall not use intellectual property of the Company for their own personal benefits or make public disclosure of such intellectual property without the prior permission from the Company.
- 9.6 Directors, executives, and employees shall protect intellectual properties of the Company against any infringement or unauthorized use.
- 9.7 Directors, executives, and employees shall respect and comply with the agreements or contractual obligations bound upon the Company in relation to the use of intellectual property such as the law on copyrights, the law on patents, the law on trademarks and the law on trade secrets.

10. Offering money, incentives, or special benefits

The Company has a policy to prohibit its directors, executives, and employees from engaging in or accepting all forms of corruption, both directly and indirectly. Such prohibitions shall extend to business transactions in all countries that the company operate its business and all relevant agencies under the conditions specified in the Company and its subsidiaries' anti-corruption policy.

11. Donations to charities and funding

The Company provides oversight of donations or grants by having a written letter or memorandum and considering the implementation of the approval authority. This is to confirm that donations or financial support are correct, complete, and transparent. Must have a receipt and/or a thank you letter and/or a letter of acceptance and/or a photograph for reference.

Donations may be in the form of money, items, or participation in activities such as scholarships, research and development funds, educational donations, or participation in various social activities. However, all forms of donations or providing financial support, must not act as an excuse for corruption in any way.

12. Protecting and maintaining the Company's assets

Directors, executives and employees have a duty and a responsibility to take care of the Company's property with care and with the best interest of the Company not to be used for personal benefit or other activities not related to the Company without permission. In this regard, the Company has documented and recorded complete assets of the Company for the convenience of inspection.

13. Use of inside information and trading of the Company's securities

Directors, executives and employees at all levels including those who know inside information about the operations of the Company and its subsidiaries must not use such internal information to trade the Company's securities and prohibiting the disclosure of insider information that is price sensitive or which may have an impact on the decision-making of investors in purchasing or selling securities of the Company, or which may cause damage to investors who wish to invest in securities of the Company.

Directors, executives and employees of the Company and subsidiaries have the right to invest and trade the Company's securities but to prevent any conflicts of interest. Therefore, trading is prohibited during one month before the financial statements is publicized and will be able to trade at least 24 hours after the information has been disclosed. It is also prohibited to disclose such material information to any person by any means.

14. Information Disclosure

The disclosure of any information about the Company and its subsidiaries must be based on truthful information, correctness, and carefully handled. The person responsible for the disclosure of the Company's information must be assigned only by the authority of the Company in order to prevent the information disclosed to the public to affect the reputation and business of the Company.

Directors, executives and employees must properly control confidential information and must not communicate any material information that has not yet been disclosed to the public, regardless of the perceived information from their duties or channels and ensuring the utmost effort to protect the confidential information, including the storage of confidential information as well.

15. Related Party Transactions

The Company has a policy to enter into related party transactions or connected transactions of the Company and its subsidiaries in order to be a guideline for supervising the operations of the Company and its subsidiaries.

In the event that there is a connected transaction, whether within the Company, every person or juristic person that is connected with the Company and subsidiaries must comply with the criteria and procedures for consideration and approval, taking into account the best interests of the Company is important and must be done in line with the normal business within the relevant industry under the conditions specified in the Company and its subsidiaries' related party transactions and connected transactions policy.

16. Money Laundering Prevention

Directors, executives and employees of the Company and its subsidiaries will not transfer or changing property conditions or supporting the transfer or changing of property related to the offense to prevent people from using the Company's business channel for transferring conceal or disguise the source of unlawful property, regardless of whether it causes damage to the Company and/or various stakeholders of the Company.

17. Breach or Non-compliance with Code of Conduct

To ensure that the Code of Conduct is complied with, the Company imposes sanctions against directors, executives, employees including its hired workers, advisers, representatives or persons delegated to perform duties on behalf of the Company or of the persons specified above for non-compliance or for any act that is not in line with this Code of Conduct. The sanction measures are as follows:

- 1) Verbal or written warning;
- 2) Suspension of increase in salary or annual bonus;
- 3) Probation or suspension of work;
- 4) Dismissal, removal, or termination

The Company will regularly monitor breaches of the Code of Conduct. If such breach amounts to an offence under the law, the offender may be liable for fines and criminal actions or may be required to be responsible for other legal remedies.

18. Channels for Complaints

Any interested party witnessing the breach or non-compliance with the Code of Conduct may inquire or express opinions to the Company Secretary by:

- 1) Email address: companysecretary@acpg.co.th
- 2) Post: 12th Floor, Capital Tower, All Seasons Place, 87/1 Wireless Road,
Lumpini, Pathumwan, Bangkok 10330, Thailand
- 3) Telephone: +66 2781 6020

The Board of Directors considered and approved this Code of Conduct in the Board of Directors' Meeting No. 7/2022, which was held on 4 November 2022. The Code of Conduct shall come into force as from 4 November 2022.



(Mr. Christopher Michael Nacson)
Chairman of the Board of Directors
Alpha Capital Partners Group Company Limited