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**AAI – 042 – 2022**

**Conflict of Interest Prevention Policy**

Asian Alliance International Public Company Limited (the “Company”) operates its business based on the principle that the directors, executives and all employees must perform their duties for the maximum benefits of the Company, so that any action or decision making must be made without any influence from their personal needs, that of their personal, family, relatives or other persons known personally to them by aligning with the Company’s procedure under the same standard; therefore, all personnel of the Company and its subsidiaries must perform as follows:

1. The directors and executives must not operate any similar business or one considered competitive to the business of the Company or its subsidiaries whether for their personal or others’ benefits which may cause damages to the Company or its subsidiaries directly or indirectly or become a partner or the decision making shareholder or executive in such business except when being able to demonstrate that such business will not cause any effect on the Company and its subsidiaries as well as a measurement to ensure the maximum benefits for the Company and its shareholders overall.
2. The directors and the executives should refrain from holding a significant number of shares of the competitors of the Company or its subsidiaries if such shareholding will be the cause of the incapability, omission to perform, or any impact to the preferred duties of the directors and the executives. In case such shares have been acquired before those persons become the directors and executives, or before the Company or its subsidiaries has started that business, or acquisition by inheritance, then the directors and executives must notify the Company secretary immediately.
3. The directors and executives must inform the Company secretary about any business transaction or any business incorporated by oneself, or with the family, or with the relatives or dependents which may be considered as a conflict of interest for the Company or its subsidiaries such as:
  - a) Joint investment or any interest with any of the Company’s business partners or customers.
  - b) Holding any position or being an advisor of the Company’s business partners or customers.
  - c) Selling any product or service to the Company or its subsidiaries directly or through other persons.
4. Employees and their family must not operate any business considered as the direct or indirect competitor of the Company and must not perform any act considered a conflict of interest for the Company or its subsidiaries, or use the inside information obtained by being the employees for self-benefits as well as not running a competing business to the Company or its subsidiaries, or any other work apart from working with the Company or its subsidiaries which affects the employees’ performance.
5. Employees must not improperly receive any benefits from the shareholders of the competitors or other businesses including the Company’s business partners. However, in case such competitors or business partners are the listed companies in the Stock Exchange, then holding of stocks of the listed companies in the Stock Exchange or any investment through any funding or investment unit shall not be considered as an act of conflict of interest as long as it does not affect the employees’ performance.
6. The directors, executives and employees must not get involved with any business which may cause a conflict of interest for the Company or its subsidiaries, or obstruct the efficient operating of duties.
7. The directors, executives and employees shall not seek benefits for themselves or others by using the Company’s confidential information such as working plan, income, meeting resolutions, business forecast, laboratory research outcome, or auction for self-benefits whether or not causing damage to the Company or its subsidiaries. They must strictly follow the Insider Trading Policy of the Company.
8. The Board of Directors shall instruct the Company and the administrator to disclose the conflict of interest transactions completely in the Annual Transaction Report/Annual Report and ensure compliance with the rules and methods and disclose the related transactions as stipulated by laws or any governing unit strictly and aligned with the Company’ regulations.
9. The directors, executives, employees and any person including the sub-committee members with any interest in any meeting agenda will have no voting right and no participation in the meeting during the consideration of such agenda with the conflict of interest.

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10. In case a related transaction is required, then the transaction must be made as the general trade condition as per the criteria approved by the Board of Directors with transparency and equitability as if it were a transaction made with an outsider by considering the highest benefits for the Company.
11. In case of a related transaction which is not a general trade condition as per the criteria approved by the Board of Directors, or its nature and size are beyond the scope of authority of the management, then it must be reviewed and consented to by the Audit Committee before proposing to the Board of Directors and/or the shareholders for approval (as the case may be).
12. In case of a newly appointed director, the Company secretary shall notify the nominee about the appointment for the newly appointed director, so that, he can provide in writing all details of any interest and/or any conflict of interest with the Company's business for acknowledgement enabling the Company to notify such details to all shareholders at least 14 days in advance before the date of the shareholders' meeting for the resolution for the appointment.

This policy was considered and approved in the Board of Directors Meeting No. 1/2022, dated 24 March 2022, which shall come into effect from 24 March 2022 onwards.

**Mr. Vichai Assarasakorn**

(Mr. Vichai Assarasakorn)

Chairman of the Board

Asian Alliance International Public Company Limited