



**Conflicts of Interest
Policy and Guidelines
Ascend Group of Companies**



Revision History
Conflicts of Interest Policy and Guidelines
Charoen Pokphand Group

Version	Responsible Department	Description	Reviewer	Approver	Effective Date
1)	Corporate Governance Department, Charoen Pokphand Group Co., Ltd.	Revised the template in accordance with the policy and guidelines as approved by Charoen Pokphand Group Co., Ltd.'s Corporate Governance, Risk and Audit Steering Committee and approved by the Executive Board in August 2021	-	-	August 2021
2)	Corporate Governance Department, Charoen Pokphand Group Co., Ltd.	<ul style="list-style-type: none">- Revised contents in "Roles and Responsibilities"- Revised and added the number of guidelines from 4 to 10 in "Guidelines"- Added additional related laws and policies in "Related Laws, Regulations, and Policies"- Added Definitions in "Appendix A"	Corporate Governance, Risk and Audit Steering Committee	Executive Board	30 March 2022

Notice: this table is intended for internal use only.



Revision History
Conflicts of Interest Policy and Guidelines
Ascend Group of Companies

Version	Responsible Department	Description	Reviewer	Approver	Effective Date
1)	Corporate Governance Department, Ascend Group Co., Ltd.	- Revised in accordance with the second revision of Charoen Pokphand Group's Conflicts of Interest Policy and Guidelines	Corporate Governance Working Team, Ascend Group of Companies	Board of Directors, Ascend Group Co., Ltd. and Management, Ascend Group of Companies	1 December 2022



Contents

1. Intent	1
2. Scope	1
3. Objective	1
4. Roles and Responsibilities	1
5. Guidelines	2
6. Training	3
7. Whistleblowing	3
8. Policy Guidance	3
9. Penalties	4
10. Related Laws, Regulations, and Policies	4
11. Appendices	4
Appendix A Definitions	5
Appendix B Examples of Possible Conflicts of Interest	7



Conflicts of Interest Policy and Guidelines

Ascend Group of Companies

1. Intent

Ascend Group of Companies is committed to operating transparently in line with corporate governance principles and acting in the best interests of the company. Business activities and decision-making shall not involve conflicts of interest, including self-interests and interests of related persons. Failure to do so can result in the loss of the company's interests and lead to misconduct or corruption.

2. Scope

This Conflicts of Interest Policy and Guidelines apply to Charoen Pokphand Group (hereafter "the Group"), which includes Charoen Pokphand Group Co., Ltd., and all of its subsidiary companies. The term "company" hereafter refers to any such company individually that has adopted this Conflicts of Interest Policy and Guidelines. This document shall be reviewed at least once a year or as conditions require.

3. Objective

To provide directors, management, and staff with guidelines on protecting the company's best interest in carrying out their duties with integrity, transparency, and accountability.

4. Roles and Responsibilities

4.1 Board of Directors

- 4.1.1 Consider and approve the Conflicts of Interest Policy and Guidelines.
- 4.1.2 Oversee business operations and their compliance with related laws, rules, regulations, policies and guidelines to ensure the proper implementation and execution of this Policy and Guidelines.

4.2 Management

- 4.2.1 Establish rules and procedures according to the business context that are consistent with its strategy, policy and guidelines.
- 4.2.2 Determine the corporate structure and responsible persons with appropriate roles and responsibilities.
- 4.2.3 Establish relevant risk management and internal control systems.

- 4.2.4 Communicate the Policy and Guidelines to promote awareness for managers and staff at all levels.
- 4.2.5 Monitor, supervise, and support compliance with related laws, policies, guidelines, regulations, and standards.
- 4.2.6 Establish whistleblowing and grievance channels for reporting conflicts of interest, including whistleblower and reporter protection measures.
- 4.2.7 Consider conflict of interest management progress reports and identify areas for improvement.

4.3 Responsible Department/Persons

- 4.3.1 Assess and manage conflicts of interest risks.
- 4.3.2 Determine conflicts of interest procedures and preventive measures.
- 4.3.3 Determine conflicts of interest disclosure procedures and declarations.
- 4.3.4 Raise awareness and advise employees as well as stakeholders on managing conflicts of interest.
- 4.3.5 Prepare conflicts of interest management progress reports.

4.4 Staff

- 4.4.1 Read, understand, and comply with rules, regulations, policies and guidelines.
- 4.4.2 Immediately report any actual or potential misconduct related to this Policy and Guidelines.

5. Guidelines

- 5.1 Perform duties by refraining from the improper use of influence or authority that will impact the performance of other employees, other departments, and contractors, as well as preventing others from using an employee's position to seek company interests.
- 5.2 Protect company interests by not using company assets, which include employees and business opportunities, for personal benefit or for the benefit of related persons.
- 5.3 Perform duties by refraining from accepting or offering gifts and valuables, including seeking personal benefits or the benefit of related persons that may potentially cause a conflict of interest.
- 5.4 Discharge duties and responsibilities in the best interests of the company and not using work hours for personal benefits or the benefit of related persons.



- 5.5 Protect company documents and sensitive business information by never directly or indirectly disclosing or using such information for personal benefits or the benefits of related persons when working for the company and after ceasing employment.
- 5.6 Employees shall not have any outside employment that conflicts with the company's interests, including with other companies within the same industry or the company's competitors.
- 5.7 Trade securities of subsidiary companies are permitted without the use of inside information and non-public information in compliance with criteria set by the security exchange authority.
- 5.8 Engage in related-party transactions with subsidiary companies at an arm's length basis or on mutually-beneficial terms.
- 5.9 Inform the meetings of potential conflicts of interest concerning any agenda item before refraining from discussions or decision-making on the matter, and record the reported conflict of interest in the minutes.
- 5.10 Disclose all actual and potential conflicts of interest involving employees and their related persons on an annual basis and when there are any changes in circumstances.

6. Training

The Company shall communicate the Conflicts of Interest Policy and Guidelines through training programs, conferences, and other appropriate channels to its directors, management, and staff. The effectiveness of such training and communications programs shall be evaluated on a regular basis.

7. Whistleblowing

Report any apparent violations related to this Policy in accordance with the Whistleblowing Policy and Guidelines. All whistleblowers or reporters shall be protected from retaliation regarding their employment status, with their information to be kept confidential both during and after the investigation process.

8. Policy Guidance

If in doubt that the action may violate laws, regulations, and this Conflicts of Interest Policy and Guidelines, employees can seek guidance from their supervisor, team, or persons



responsible for monitoring conflicts of interests, the Compliance Department or Legal Department before making any decision or carrying out any action.

9. Penalties

All employees must fully cooperate with internal and external authorities in the event of an investigation. Any direct and indirect violations or failure to comply with this Policy and Guidelines will be subject to disciplinary action in accordance with Company's regulations.

10. Related Laws, Regulations, and Policies

- 10.1 Relevant Public Company Laws
- 10.2 Relevant Securities Exchange Laws
- 10.3 Notification of the Office of the Securities and Exchange Commission
- 10.4 Ascend Group of Companies' Anti-Bribery and Anti-Corruption Policy and Guidelines
- 10.5 Ascend Group of Companies' Gifts and Benefits Policy and Guidelines
- 10.6 Ascend Group of Companies' Anti-Money Laundering Policy and Guidelines
- 10.7 Ascend Group of Companies' Whistleblowing Policy and Guidelines

11. Appendices

The following Appendices are attached to this Policy and Guidelines:

- 11.1 Appendix A: Definitions
- 11.2 Appendix B: Examples of Possible Conflicts of Interest

Appendix A

Definitions

1. Conflicts of Interest

Any situation, action, or inaction in which the individual in question has a personal interest that contradicts the company's interests and, as a result, may affect their ability to make decisions or discharge their responsibilities, harm the company's interests, or lead to misconduct or corruption.

2. Related-party transaction

A transaction conducted between the company and other subsidiary companies, joint ventures, employees or related persons.

3. Related person

A close relative, partner, or juristic person connected to the company's employees, which can be either of the following:

- (1) A close relative, which covers immediate family members with blood relations or legally recognized under local law, including fathers, mothers, full and half siblings, registered and common-law spouses, civil partners, biological and adopted children, in extension to persons with close personal relationships
- (2) Ordinary partnerships where the person as well as their spouse or underage children are partners
- (3) Limited partnership, limited company, or public company, where the person as well as their spouse or underage children collectively hold over 30% stakes in the partnership or company
- (4) Juristic person authorized to take actions on behalf of the juristic person

4. Employees

Directors, management, and staff employed by the company, including advisors under full-time and part-time contracts as well as persons contracted to work for management under special contracts.

5. Employment

Accepting a position or work, including both paid and unpaid work.



6. Inside Information

Any business information that is not yet revealed to the public which, if made public, would likely have a significant impact on the company's interests and business operations in the short and long term. Such disclosures are therefore illegal.



Appendix B

Examples of Possible Conflicts of Interest

1. An employee's close relative doing business with the company, with the employee being involved in the approval process.
2. Taking part in the selection, promotion, or performance evaluation process of employees who you have a personal relationship with.
3. Using property owned by the company for personal benefit.
4. Using company staff on personal work.
5. Accepting gifts or other benefits for oneself or on behalf of related persons from the company's suppliers.
6. Accepting loans, guarantees, or other benefits from the company's suppliers.
7. Accepting outside work or managing personal business during office hours.
8. Using the company's confidential information to benefit oneself and/or related persons.
9. Agreeing to a contract or business offer where the employee has a direct or indirect personal interest in the other party.
10. Accepting a position as a director, advisor, or staff at a competitor, customer or supplier.
11. Dealing personal business with the company's supplier while being involved in the selection process of that supplier.
12. A supervisor and his/her subordinate working in the same function are from the same family (spouse, children, or sibling).
13. Assisting or supporting a supplier, who the employee has a personal relationship with, over other suppliers.
14. Using one's position to favor a close relative or a close relative's company during the supplier selection process.
15. Being involved in the selection, bidding, price-setting, inspecting, or performance evaluation process of a supplier with whom they have a personal relationship.

Attachment
Frequently Asked Questions (FAQ) List

No.	Question	Answer
1)	This Policy and Guidelines applies to Charoen Pokphand Group (or C.P. Group), means Charoen Pokphand Co., Ltd. and all its subsidiary companies. How is it related to Ascend Group of Companies?	Ascend Group of Companies is one of the e-commerce and digital business entities under “Charoen Pokphand Group (or C.P. Group)”. Charoen Pokphand Group Co., Ltd. is a private company and the parent company of C.P. Group. It operates as a holding company that holds shares in both listed and non-listed companies (including Ascend Group of Companies) that form the Group. As a major shareholder of these companies, Charoen Pokphand Group Co., Ltd. determines the strategic direction and Corporate Governance (or CG) policy for non-listed companies. It also provides support and promotes the implementation and advancement of CG standards and practices in non-listed companies to reach the levels of its listed companies and meet international standards, as well as ensuring uniformity in CG across the Group.
2)	What does Ascend Group of Companies mean, and which companies are included in?	<p>“Ascend Group of Companies” means Ascend Group Co., Ltd. and all its subsidiaries where Ascend Group Co., Ltd. holds more than 50% of the shares, whether directly or indirectly, or has control over the business, which consists of companies that are both registered in and outside Thailand, in a total of 34 companies (as of September 1, 2022) as follows.</p> <ol style="list-style-type: none"> 1) Ascend Group Co., Ltd. (ACN) 2) Ascend Money Co., Ltd. (ACM) 3) ACM Holding Co., Ltd. (ACMH) 4) Ascend Nano Co., Ltd. (NNO) 5) Ascend Wealth Fund Brokerage Securities Co., Ltd. (ACW) 6) Ascend Assurance Broker Co., Ltd. (AAB) 7) True Money Co., Ltd. (TMN) 8) Ascend Innovation Co., Ltd. (AIN) 9) Ascend Digital Commerce Group Co., Ltd. (ACG) 10) Pantavanij Co., Ltd. (PTV) 11) Egg Digital Co., Ltd. (EGG) 12) Ascend Commerce Co., Ltd. (COM) 13) Ascend Travel Co., Ltd. (ACT) 14) Aden Fulfillment Co., Ltd. (ADN) 15) Sendit (Thailand) Co., Ltd. 16) Ascend Food Co., Ltd. (ACF)

No.	Question	Answer
		17) True Internet Data Center Co., Ltd. (TID) 18) BBIX (Thailand) Co., Ltd. 19) Ascend Capital Co., Ltd. (CAP) 20) Ascend Bit Co., Ltd. (ABC) 21) Ascend AI Co., Ltd. 22) Ascend Technology Vietnam (ACN-TECH) 23) True Money (Cambodia) Plc. (TMN-KH) 24) PT Witami Tunai Mandiri (True Money Indonesia) (TMN-ID) 25) True Money Malaysia Sdn. Bhd. (TMN-MY) 26) True Money Myanmar Co., Ltd. (TMN-MM) 27) True Money Philippines Inc. (TMN-PH) 28) True Money Vietnam Joint Stock Company (TMN-VN) 29) Pantavanij (Vietnam) Co., Ltd. (PTV-VN) 30) True Internet Data Center (Cambodia) Limited (TID-KH) 31) True Internet Data Center (Malaysia) Sdn. Bhd. (TID-MY) 32) True IDC (Myanmar) Co., Ltd. (TID-MM) 33) True Internet Data Center (Vietnam) Co., Ltd. (TID-VN) 34) Ascend Bit (Singapore) Pte., Ltd.
3)	<p>When any company is under the definition of Ascend Group of Companies, is the company require to enforce this Policy and Guidelines automatically; and able to use this document to eliminate redundancy in the preparation or execution?</p>	<p>It is necessary for all companies within Ascend Group of Companies to abide by and strictly adhere to this group-level Policy and Guidelines without creating a new version. However, in case any business line (that Ascend Group Co., Ltd. holds shares directly) as follows:</p> <ol style="list-style-type: none"> 1) Ascend Money (ACM) 2) Ascend Digital Commerce Group (ACG) 3) True Internet Data Center (TID) 4) Ascend Capital (CAP) 5) Ascend Bit (ABC) 6) Ascend AI <p>Or company under such business lines is obliged to meet the specific requirements or the scope and nature of the business, an additional sub-policy can be established (but not being contrary to or inconsistent with, having measures which are more intense than, and being continuation of this document).</p>
4)	<p>In case any business line or company would like to conduct the training related to this Policy and Guidelines, what</p>	<p>Employees can contact CG department of Ascend Group Co., Ltd. to coordinate with the relevant department to provide appropriate and effective communication to all users of the business entities.</p>

No.	Question	Answer
	department in Ascend Group of Companies is responsible for?	
5)	In case employees would like to blow the whistle related to this Policy and Guidelines, what department in Ascend Group of Companies can be consulted with?	When employees feel uncomfortable raising a concern or unsure whether such action is within the scope of whistleblowing report or not, please notify CG department (grievance office). In any matter referred to it, all information will only be visible and limited to a very small number of people; as well as you can rest assured that the concern will be handled in the strictest confidence.
6)	In case of any query, what department in Ascend Group of Companies is responsible for this Policy and Guidelines?	Employees can seek guidance from CG department or working team, including their supervisors and relevant department or person in each business line or company such as Compliance, Legal, Risk and Fraud Management, Human Resources, Internal Audit, etc.