

(Translation)



Document Name: Subsidiary Governance Policy
Document Number: AWC/CS/AWCCENTER/2019/POL015
Effective Date: 7 March 2019 (By virtue of the resolution of Board of Director's meeting No. 2/2019)
Amendment Number: 2 (By virtue of the resolution of Board of Director's meeting No. 2/2026 held on 26 February 2026)

Subsidiary Governance Policy Asset World Corp Public Company Limited

Asset World Corp Public Company Limited (the “**Company**”) has a main objective to do businesses by being a holding company, holding shares in other companies. In this regard, the Company, hence, approved Subsidiary Governance Policy.

1. Objective

- 1.1 Specifying both direct and indirect measures so that the Company being able to supervise and manage subsidiary's businesses to have a good management system, well transparency, auditability
- 1.2 Specify direction of management of subsidiaries which the Company effectively invests or intends to invest in the future
- 1.3 Tracking the administration and operation of the invested subsidiaries in order to protect the best interest of the Company's investment as well as the Company supervise one of its departments or sectors by itself.

2. Scope

- 2.1 Governing subsidiaries that have their core businesses in property management (the “**Subsidiary with Core Business**”), not including subsidiary that owns property with no revenue from property management (the “**Subsidiary with Non-Core Business**”)
- 2.2 Supervising measures for the Subsidiary with Non-Core Business in conform with rules regarding regulations to supervise subsidiary

3. Principles

The Company will establish the principle framework for its Subsidiary with Core Business and Subsidiary with Non-Core Business as follows:

A) Subsidiary with Core Business

For the purpose of supervising Subsidiary with Core Business, any transactions or any operations of the Subsidiary with Core Business for the following matters must be prior approved by the Company's board of directors meeting and/or the Company's shareholders meeting (as the case may be):

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(1) Matters that must be approved by the Company's board of directors meeting

- (a) Appointing or nominating persons to be directors or executives in Subsidiary with Core Business at least in proportion of shares holding in the Subsidiary with Core Business. Unless this Policy or the Board of Directors of the Company has specified otherwise. The directors and executives nominated or appointed by the Company have discretion in voting in the Subsidiary with Core Business's board of directors' meeting regarding regular management and normal business of the Subsidiary with Core Business as such directors and executives would see appropriate for the highest benefit of the Company and/or the Subsidiary with Core Business (as the case may be) except for the subject that must be approved by the Company's board of directors meeting and/or the Company's shareholders meeting.

For this case, the nominated directors or the executives mentioned above, must be in the White List of directors and executives of securities issuing company, as well as having qualification, role, duty and responsibility, and carrying no untrustworthy characteristics in accordance with Notification of the Securities and Exchange Commission Re: Determination of Untrustworthy Characteristics of Company Directors and Executives.

- (b) Consideration for approval the annual dividend payment and interim dividend payment (if any) of Subsidiary with Core Business except in the case where the Subsidiary with Core Business pays annual dividend in the amount not less than specified in the annual budget of each company.
- (c) The amendment of Articles of Association of the Subsidiary with Core Business (the "AOA") except for the amendment in material matters according to (2)(a) which has to be approved by the Company Shareholders Meeting.
- (d) Consideration for approval annual budget of Subsidiary with Core Business except where specified in the Delegation of Authority which approved by the Company's board of directors meeting.
- (e) Increase capital by issuing additional shares of the Subsidiary with Core Business and the allocation of shares, including decrease capital of the Subsidiary with Core Business which affects the proportion of shares of the existing shareholders, or any transaction that would affect the proportion of shareholding and/or the Company's voting right, whether direct or indirect, in the Subsidiary with Core Business's shareholders meeting, regardless of any levels, to be decrease more than 10 (ten) percent of the registered capital of the Subsidiary with Core Business or of the total number of votes of the Subsidiary with Core Business (as the case may be) except for the case stipulated in the business plan or annual budget of the Subsidiary with Core Business that have been approved by the Company's Board of Director.

Before Subsidiary with Core Business doing any material transactions from (f) – (n) in which those transactions may result in material affect to the Subsidiary with Core Business's financial status and performance, the Board of Directors' of the Company shall prior approve those transaction before arranging Subsidiary with Core Business's board of directors' meeting.

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Subsidiary with Core Business. In this regard, the consideration must take into account the type of the transactions, for examples, size of the transaction, and the person performing the transaction in accordance with Notification of CMSB and SEC regarding acquisition and disposition of assets and/or connected transactions (as the case may be), whether that transaction requires approval from the Company's board of directors' meeting as following:

- (f) Any matters where Subsidiary with Core Business agrees to enter into transactions with a connected person of the Company or of any Subsidiary with Core Business, or a transaction regarding acquisition and disposition of assets of the Subsidiary with Core Business;
 - (g) Transfer or waiver of benefits, including waiver of claims against the person held responsible for the damage of the Subsidiary with Core Business;
 - (h) Sale or transfer of whole or material part of Subsidiary with Core Business to third party;
 - (i) Acquisition or transfer of other company to the Subsidiary with Core Business;
 - (j) Entering, amendment, termination of agreement regarding Subsidiary with Core Business whole or partial business lease, authorization of third party to manage the Subsidiary with Core Business's business, or merger of the Subsidiary with Core Business with third party, with the objectives to share benefits and loss among each other;
 - (k) Leasing or hire purchase, of whole or material part, of business or property of Subsidiary with Core Business;
 - (l) Loan, lending, granting credit, warranty, juristic acts that binding the Subsidiary with Core Business to bear more financial burden, or any financial aid to third party which is not ordinary business of the Subsidiary with Core Business, except for a loan between the Company and the Subsidiary with Core Business, or between subsidiaries in the Company's group;
 - (m) Dissolution of the Subsidiary with Core Business;
 - (n) Any transactions which are not ordinary business transactions of the Subsidiary with Core Business, and any transactions that materially affect the Subsidiary with Core Business.
- (2) Matters that must be approved by the Company's shareholders meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the voting rights:**
- (a) Amendment of Subsidiary with Core Business's AOA on the matter that may materially affect financial status and performance of the Subsidiary with Core Business, including but not limited to, an amendment of Subsidiary with Core Business's AOA which affects voting rights of the Company at the Subsidiary with Core Business's board of directors meeting, and/or at the

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Subsidiary with Core Business's shareholders meeting, or the Subsidiary with Core Business's dividend payment.

Before Subsidiary with Core Business doing any material transactions from (b) – (k) in which those transactions may result in material affect to the Subsidiary with Core Business's financial status and performance, the Shareholders' of the Company shall prior approve those transaction before arranging Subsidiary with Core Business's board of directors' meeting. In this regard, the consideration must take into account the type of the transactions, for examples, size of the transaction, and the person performing the transaction in accordance with Notification of CMSB and SEC regarding acquisition and disposition of assets and/or connected transactions (as the case may be), whether that transaction requires approval from the Company Shareholders' meeting as following:

- (b) Any matters which Subsidiary with Core Business agrees to enter into transactions with connected person of the Company or of the Subsidiary with Core Business, or any transactions regarding acquisition and disposition of property of the Subsidiary with Core Business;
- (c) Capital increasing by issuing additional shares of the Subsidiary with Core Business, and the allocation of shares, including registered capital reduction of the Subsidiary with Core Business which affects the proportion of shares of the existing shareholders, or any transactions that may affect the proportion of shareholding and/or the Company's voting right, whether direct or indirect, in the Subsidiary with Core Business meeting, regardless of any levels, to be decrease more than the proportion specify by law governing the Subsidiary with Core Business which cause the Company to lose its control power over the Subsidiary with Core Business;
- (d) Transfer or waiver of benefits, including waiver of claims against the person held responsible for the damage of the Subsidiary with Core Business;
- (e) Sale or transfer of whole or material part of Subsidiary with Core Business to third party;
- (f) Acquisition or transfer of other company to the Subsidiary with Core Business;
- (g) Entering, amendment, termination of agreement regarding Subsidiary with Core Business's whole or partial business lease, authorization of third party to manage the Subsidiary with Core Business's business, or merger of the Subsidiary with Core Business with third party, with the objectives to share benefits and loss among each other;
- (h) Leasing or hire purchase, of whole or material part, of business or property of Subsidiary with Core Business;
- (i) Loan, lending, granting credit, warranty, juristic acts that binding the Subsidiary with Core Business bear more financial burden, or any financial aid to third party which is not ordinary business of the Subsidiary with Core Business, except for a loan between the Company and the Subsidiary with Core Business, or between subsidiaries in the Company's group;

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- (j) Dissolution of the Subsidiary with Core Business;
- (k) Any transactions which are not ordinary business transactions of the Subsidiary with Core Business, and any transactions that materially affect the Subsidiary with Core Business.

In the case where this Policy specifies that any transactions or any operations which are material or have material effects to financial status and performance of the Subsidiary with Core Business, shall be approved by the Company's board of directors, or the Company's shareholders meeting (as the case may be), the Company's director has a duty to organize the Company's board of directors meeting, and/or the Company's shareholders meeting in order to approve such matters prior to the Subsidiary with Core Business having its board of directors, and/or, shareholders meeting to approve such matters or operations. The Company shall disclose information and comply by the regulations, conditions, procedures and measures in connection with such matters required for approval as designated in the Public Company Law, Civil and Commercial Code, Securities Law, other relevant laws, including notification, regulations and rules of CMSB, SEC and SET, applying mutatis mutandis, to the extent that they do not conflict, entirely and correctly.

B) Subsidiary with Non-Core Business

- (1) Company shall send its representatives to be directors in each of Subsidiary with Non-Core Business at least according to the proportion of shareholding in each company, unless this Policy or the Company's board of directors specify otherwise, in order to supervise the Subsidiary with Non-Core Business to perform in accordance with the laws, good corporate governance policy and other Company's policies. However, sending representatives to be directors in each of Subsidiary with Non-Core Business shall be an authority of the Company's Board of Executive Committee meeting, by considering the suitability of each company.
- (2) If any transactions or operations of the -Subsidiary with Non-Core Business that may be included or being an acquisition or disposition of property in accordance with Notification on acquisition and disposition of property or connected transaction in accordance with Notification on connected transaction which cause the Company to acquire approval from the meeting of the board of directors and/or the meeting of the Company's shareholders or relevant organization according to the law prior to the transaction, Subsidiary with Non-Core Business may make such transactions or such operations when already receive approval from the meeting of Company's board of directors and/or the meeting of Company's shareholders and/or relevant organization (as the case may be).

Moreover, in making any transactions or any events of Non-Subsidiary with Non-Core Business which establish a duty of the Company to disclose information to SET according to relevant SEC regulations and notifications, the Non-Subsidiary with Non-Core Business's director must inform the Company's management division as soon as knowing that the Non-Subsidiary with Non-Core Business has a plan in making such transactions or such events.

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- (3) The Company shall, according to relevant laws, specify significant scope of power, duties and responsibilities of Subsidiary with Non-Core Business's board of directors and executives, for example, disclosure of financial status and performance to the Company, any relevant CMSB and SEC notifications shall be deemed applicable; disclosure and deliver of stakes information of oneself and related person to the Company's board of directors concerning relationship, transactions with the Company and/or Non-Subsidiary with Non-Core Business which may create conflict of interest, and, avoidance of any transactions which may cause conflict of interest.
- (4) The company shall stipulate the plans and take the necessary actions to ensure that Subsidiary with Non-Core Business disclose information regarding performance and financial status, and the Company shall take necessary steps and supervise the Subsidiary with Non-Core have sufficient and appropriate information disclosure system, and internal control system for conducting business; and to submit financial report and financial statements reviewed by auditor; including supporting information for preparing the said financial statements for the company for preparation of consolidated financial statement or Company's business turnover.
- (5) Sale or transfer of whole or material part of Subsidiary with Non-Core Business to third party and/or acquisition or transfer of other company's business to Subsidiary with Non-Core Business and/or any transactions that are not ordinary business of the Subsidiary with Non-Core Business; and transactions materially affect the Subsidiary with Non-Core Business, must be approved by the meeting of the Company's board of directors prior to conduct such transactions.

Moreover, Company shall acquire an approval from the Company's shareholder meeting in cases where the size of the transaction can be calculated (the calculation of the size of the transaction as specified under the notification of the CMSB and the SEC regarding acquisition and disposition of property or connected transaction and any amendment notification as applicable on such date shall be enforceable), cause the Company to receive approval from the Company's shareholders meeting.

4. Policy Implementation

The Board of Directors is responsible for overseeing that the operations of the Subsidiary with Core Business and the Subsidiary with Non-Core Business are conducted in a transparent and independent manner, and in compliance with the regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand. The Board also has a duty to provide strategic oversight and to approve significant matters that may have an impact on the group.

Meanwhile, the Boards of the Subsidiary with Core Business and the Subsidiary with Non-Core Business are responsible for ensuring that their operations comply with the policies, standards, and governance principles established by the Company. The management of each subsidiary is responsible for operational execution and day-to-day management in alignment with such direction.

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In addition, the Company will conduct internal control reviews by assigning its internal audit department to examine whether the operations of the subsidiaries aforesaid comply with the policies, standards, and governance principles prescribed by the Company.

5. Monitoring and Measurement

- 5.1 The Company shall manage the Subsidiary with Core Business to have internal control system, risk management system, anti-corruption system, and other necessary system, including imposing Subsidiary with Core Business appropriate performance monitoring measure, effective and cautious enough to ensure that any operations of the Subsidiary with Core Business will truly and consistently be in line with Company's plan and policies and this Policy; including relevant notification, regulation and rules of CMSB, SEC and SET.
- 5.2 The Company shall manage the Subsidiary with Core Business to to disclose information, financial status, performance, connected transactions, conflict of interest transaction, and/or acquisition and disposition of material property, and/or any material transactions to the Company, and, taking any procedures to entirely and correctly comply with rules in supervising and administrating Subsidiary with Core Business as specify in the Company's policy and AOA.

6. Communication, Reporting and Engagement

- 6.1 The Company shall supervise Subsidiary with Core Business's directors and executives who have been nominated or appointed by the Company, to have the following duties:
- (1) To disclose of information regarding financial status and performance, connected transactions, including acquisition or disposition of property, and/or any material transactions of Subsidiary with Core Business, to the Company, entirely, correctly and within designated reasonable period of time.
 - (2) To disclose and deliver stake information of oneself and related person to the Company or Subsidiary with Core Business's board of directors concerning relationship and transactions with Company and/or Subsidiary with Core Business which may create conflict of interest, and, the Subsidiary with Core Business's board of directors have the duty to inform such matters to the Company's board of directors within designated period of time, in order to be a supporting information for consideration or approval.

Such consideration shall reflect an overall benefit of the Company and the Subsidiary with Core Business. directors and executives of Subsidiary with Core Business must not involve in approving any matters that they directly and/or indirectly have an interest or a conflict of interest.

The following acts which cause the directors, or executives, or related persons to the directors or executives of the Subsidiary with Core Business receive more financial benefits than usual, or cause

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the Company or the Subsidiary with Core Business any harm, shall be presumed to be a significant violation of the interests of the company or Subsidiary with Core Business.

- (a) Transaction between Company and/or Subsidiary with Core Business, and directors or executives of Subsidiary with Core Business or any related persons to the directors or executives of Subsidiary with Core Business without complying the regulations regarding connected transactions, and/or the amended notification effective during that time;
 - (b) Using of Company, and/or Subsidiary with Core Business's information except for the information already disclosed to the public;
 - (c) Using of property, or business opportunities of the Company and/or the Subsidiary with Core Business which have similar business with the Company or the Subsidiary with Core Business (as the case may be) and contradict to CMSB regulations or practices.
- 6.2 The Company shall supervise the Subsidiary with Core Business to reporting of business plan, expansion of business, large investment project approved by the Company, reduction of business size, dissolution, suspending operation of organization, including co-investment with other entrepreneurs, to the Company through monthly or quarterly operation report, and explanatories meeting, and/or delivery of document for consideration in such matters at the Company requests.
- 6.3 The Company shall supervise the Subsidiary with Core Business to Explanatory meeting and/or delivery of information or documents in relevant to operation to the Company as appropriately requested.
- 6.4 The Company shall supervise the Subsidiary with Core Business to explanatory meeting and/or delivery of relevant information or documents to the Company, in case where the Company discovers any material issues.
- 6.5 The Company shall prohibit the directors, executives, officers, employees, or any assignee of the Subsidiary with Core Business, including their spouses and children who have not reached the legal ages (20 years old), must not use the internal information of the Company and/or the Subsidiary with Core Business, whether receive such information from the performance of their own duties or from any other way, which may or cause any material impact to the Company and/or the Subsidiary with Core Business, for their own benefit or any other person's benefit, directly or indirectly, and with or without any compensation.
- 6.6 The directors, executives, or any related persons of the Subsidiary with Core Business may enter into any transactions with the Subsidiary with Core Business upon the approval of the meeting of the board of directors of the Subsidiary with Core Business and/or board of directors of the Company and/or the meeting of the shareholders of the Subsidiary with Core Business and/or the meeting of the shareholders of the Company (as the case may be), according to the size of the transaction as been calculated (the calculation of the size of the transaction as specified under the notification of the CMSB and the SEC regarding the related transaction (and any amendment notification as applicable on such date shall be enforceable). However if the transaction is the trading agreement in the same

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characteristic of the ordinary business transaction which shall be agreed by any ordinary persons in the same situation with the similar bargaining power which must be free from any influences of the related person who are the directors, executive, or other related person (as the case maybe). In addition, such transaction must be approved by the Company's board of directors or being as specified by the principle as approved by the Company's board of directors.

7. Governance

- 7.1 Responsible for the Subsidiary with Core Business to have internal governing system, risk management system and anti-corruption system and any other necessary system, including imposing Subsidiary with Core Business performance monitoring measure which is appropriate, effective and cautious enough to ensure that any operations of the Subsidiary with Core Business will truly be in line with Company's policy, the Company's AOA; including laws and notifications regarding good corporate governance for listed companies; as well as, relevant notification, regulations and rules of CMSB, SEC and SET.
- 7.2 Providing clear operation system to show that the Subsidiary with Core Business has sufficient system in disclosing material information as specify by the regulations in consistent and trustworthy manners; and providing access for directors and executives of the Company to the Subsidiary with Core Business information, for the purpose of effectively governing performance and financial status, transactions between Company and directors and executives of the Subsidiary with Core Business, and material transactions of the Subsidiary with Core Business.
- 7.3 Establish inspection mechanism to inspect such system in the Subsidiary with Core Business by allowing internal auditor team and the Company directors to directly access to information, and reporting such inspection to the Company's directors and executives, in order to ensure that the Subsidiary with Core Business consistently operates in accordance with provided system.

8. Compliance with Laws and Standards

The Company shall strictly comply with all applicable laws, rules, regulations, and notifications, including relevant governance practices and international standards. This includes, but is not limited to, the relevant notifications, regulations, and criteria issued by the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

9. Role and Responsibilities

Board of Directors

The Board of Directors is responsible for ensuring that all operations and decision-making processes are carried out with prudence, transparency, and independence, and in full compliance with the rules, regulations, and directives of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, with a view to safeguarding and promoting the best interests of the Company.

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Internal Audit Department

The internal audit department is responsible for examining and evaluating the operating systems of the Subsidiary with Core Business and the Subsidiary with Non-Core Business in order to ensure that all subsidiaries consistently adhere to, and operate in accordance with, the established policies, procedures, and internal control frameworks.

10. Review and Amendment

This Subsidiary Governance Policy shall be reviewed at least once a year, or when there is significant change in laws, regulations, governance standards, or the company's business context.

Any amendment, revision, or termination of this policy shall be approved by the Board of Director prior to its promulgation.

11. Effective Date

This Subsidiary Governance Policy was considered and approved by the Board of Directors at the Board of Directors' Meeting No. 2/2562 on 7 August 2019, and became effective from 7 August 2019 onwards.

Subsequent amendments were made as follows:

First amendment: Pursuant to the resolution of the Board of Directors' Meeting No. 5/2019 on 10 July 2019

Second amendment: Pursuant to the resolution of the Board of Directors' Meeting No. 2/2026 on 26 February 2026

-Signature-

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(Mr. Boontuck Wungcharoen)
Chairman of the Board
Asset World Corp Public Company Limited

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