

# AGBA GROUP HOLDING LIMITED

## CODE OF BUSINESS CONDUCT AND ETHICS

### 1. PURPOSE

The Board of Directors (the “Board”) of the Company has adopted this Code of Business Conduct and Ethics (this “Code”) to aid the Company and its subsidiaries (together, the “Group”) and the Group companies’ directors, officers, employees, and designated agents and representatives in making ethical and legal decisions when conducting the Group’s business and performing their day-to-day duties.

The Board, or a committee of the Board duly authorized by the Board, is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to the Head of the Legal and Compliance Department.

### 2. STANDARDS

The Company expects the Group’s directors, officers, employees, and designated agents and representatives (each a “**Covered Person**”) to adhere to the following principles governing their professional and ethical conduct in the fulfillment of their respective responsibilities:

- Each Covered Person shall act with honesty and integrity and in an ethical manner.
- Each Covered Person shall endeavor to deal fairly with the Group’s customers, suppliers, competitors, employees, and other persons that they interact with in the course of their professional duties. In particular:
  - Each Covered Person shall avoid conflicts of interest between his or her personal, private interests and the interests of the Group and seek to avoid the appearance of such conflicts of interest. A conflict of interest may arise when an individual takes actions or has interests that make it difficult to perform his or her work on behalf of the Group objectively and effectively, or when an individual or a member of his or her family, receives improper personal benefits as a result of his or her position.
  - Actual and potential conflicts of interest must be promptly called to the attention of the Head of the Legal and Compliance Department of the Company.
  - Any transactions or relationships of a director or executive officer potentially involving any such conflict of interest shall be prohibited except with the prior written consent of the Audit Committee of the Board or in accordance with the guidelines established by the Board.
  - Any such conflicts of interest or potential conflicts of interest shall be resolved in an ethical manner with due consideration being given to the legitimate interests of the Group.
- Each Covered Person shall perform his or her responsibilities and duties in such a manner as to ensure that periodic reports required to be filed with the U.S. Securities and Exchange Commission (the “SEC”) and other public communications made by

the Group, including press releases and spoken statements, contain information that is full, fair, accurate, timely, and understandable.

- Each Covered Person shall comply with all laws applicable to the Company, including the federal and state laws of the U.S, the laws of the British Virgin Islands, the laws of Hong Kong, and all rules and regulations of agencies having jurisdiction over the Company, such as the listing rules of the Nasdaq Stock Market LLC and including laws pertaining to insider trading of the Company's securities.
- Each Covered Person shall act in good faith, responsibly, with due care and diligence, without misrepresenting or omitting material facts or allowing his or her independent judgment to be compromised.
- Each Covered Person shall respect the confidentiality of information acquired in the course of the performance of his or her responsibilities, except when authorized by persons with appropriate authority or legally obligated to disclose such information.
- No Covered Person shall use confidential information acquired in the course of the performance of his or her responsibilities for improper personal advantage. The prohibitions of this paragraph are intended to be in addition to, and not in limitation of, any other obligations of confidentiality a director, officer, or employee owes to the Company or the Group.
- Each Covered Person shall proactively attempt to promote ethical behavior among his or her subordinates and peers.
- Each Covered Person shall use Group assets and resources employed by or entrusted to him or her in a responsible manner for legitimate business purposes and not for improper personal advantage.
- No Covered Person shall exploit the Company's corporate opportunities or compete with the Group in violation of a non-competition agreement with the Company or any member of the Group.
- Each Covered Person should avoid any actions that create a perception that favorable treatment of outside entities by the Group was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom the Group does or may do business. In addition, no Covered Person should give or accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate applicable laws, regulations, or policies of the Company or its customers, or would cause embarrassment or reflect negatively on the Group's reputation.
- Covered Persons may not, without the approval of the Head of the Legal and Compliance Department, use any Group funds for political contributions of any kind to any political candidate or holder of any national, state, or local government office. Covered Persons may make personal contributions but should not represent that they are making contributions on behalf of the Group.
- No Covered Person should offer, give, solicit, or receive any money or other item of

value for the purpose of obtaining, retaining, or directing business or bestowing or receiving any kind of favored treatment. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided directly or indirectly, and that has as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction/service. Covered Persons must fully comply with all anti-corruption laws of the countries in which the Company does business.

- Each Covered Person must honestly and accurately report all business transactions and is responsible for the accuracy of their own records and reports. All books, records, and accounts of the Group shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record.

### **3. ADDITIONAL PRINCIPLES**

- Any violation or potential violation of this Code by a Covered Person should be promptly reported to the Head of the Legal and Compliance Department of the Company, who will report all such reported violations and potential violations to the Board.
- There will be no reprisals for reporting an actual or possible violation of this Code, provided that the reporting person is not a party to or responsible for (alone or with others) the violation.
- With respect to directors and executive officers, the Audit Committee shall have the power and authority to monitor compliance with this Code, investigate potential or alleged violations of the Code, make determinations (including acting on requests for waivers from the provisions hereof), and make recommendations to appropriate executive officers or to the Board with respect to penalties and consequences for violations of this Code.
- The appropriate executive officers of the Company and, in the case of violations or alleged violations by executive officers of the Company, the Board are authorized to take appropriate disciplinary action, including dismissal of the offender (after opportunity to be heard). If, in the determination of the Board with the assistance of counsel, any violation amounts to, or potentially amounts to, illegal activity, the Company may report the violation to appropriate authorities.
- Employees who violate this Code may be subject to disciplinary action (after due opportunity to be heard). It is also important to understand that violation of certain of the policies set forth in this Code may subject the individual employee to civil liability and damages, regulatory sanction, and/or criminal prosecution. There will be no reprisals for reporting an actual or possible violation of this Code, provided that the reporting person is not a party to or responsible for (alone or with others) the violation.
- Each director and executive officer of the Company shall be required, on an annual basis, to acknowledge and certify as to his or her compliance with this Code to the Audit Committee. Any waivers of this Code for directors and executive officers of

the Company must be approved by the Board and must be promptly disclosed (including the reasons for the waiver) in the Company's public filings in accordance with law and the rules and regulations of the SEC and the NASDAQ Stock Market LLC Listing Rules.

- All amendments to the Code must be approved by the Board and promptly disclosed in the Company's public filings in accordance with law and the rules and regulations of the SEC and the NASDAQ Stock Market LLC Listing Rules.

### **Enforcement of the Code**

The Board has the sole and absolute discretionary authority to approve any deviation or waiver from this Code. Any change in or waiver from, and the grounds for such change or waiver of this Code shall be promptly disclosed through a filing with the SEC or through any other permissible means of disclosure.

### **Accountability and Compliance with the Code**

All Covered Persons will be expected to review and understand the provision of the Code. Each Covered Person is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if they are uncertain about Company policy. Anyone who has any questions or concerns about this Code should seek guidance from the Head of Legal and Compliance or the Chairman of the Audit Committee.

A person who knows of or suspect a violation of applicable laws or regulations or of this Code must promptly report that information to the Head of Legal and Compliance or the Chairman of the Audit Committee. No one will be subject to retaliation because of a good faith report of a suspected violation.

### **No Rights Created**

This Code is a statement of certain fundamental principles, policies, and procedures that govern the Covered Persons in the conduct of the Group's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder, or any other person or entity.

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**Adopted November 10, 2022.**