

PHOTON CAPITAL ADVISORS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I. Introduction

This Code of Conduct for Directors & Senior Management Personnel is a guide to help Senior Management team & Directors on the Board of PHOTON CAPITAL ADVISORS LIMITED. Though it summarizes many of the laws that PHOTON, as Company is required to follow, it also goes beyond the legal minimums by describing the ethical values we share at PHOTON.

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company. The Directors and Senior Management Personnel may contact the Compliance Officer of the Company for assistance in interpreting the requirements of this Code.

The Board of Directors of the Company adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest.

This model code of conduct shall be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors.

II. Applicability

The Directors, both executive and non-executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. In the position of Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

This code of conduct is applicable to:

The Directors, both executive and non-executive Directors, Senior Management team comprising of members of Management one level below the Executive Directors including all functional heads.

III. Honest & Ethical Conduct

The Directors & Senior Management Personnel are required to act in accordance with the highest standards of personal and professional integrity, honestly, ethical and legal conduct when acting on behalf of the Company or in connection with the Company's business or operation and at social events.

An honest conduct is considered as such when a conduct is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct and include ethical handling of actual or apparent conflicts of interests between personal and professional relationships.

The Directors and the Senior Management personnel shall

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous and respectful manner;
- Act in the best interests of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfil their fiduciary duties to the stakeholders of the Company;
- Act in good faith, with responsibility, due care, competence, diligence and independence;
- Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner;

IV. Conflict of Interest

General Guidance

The Directors and Senior Management Personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. The Directors & the Senior Management Personnel are required to disclose to the Board any situation that may be, or appear to be, a conflict of interest. When in doubt, Disclose.

V. Legal Compliance

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance of the laws, rules regulations, agreements, guidelines; standards including accounting standards governing its operations in the geographic area in which the Company operates. The Directors and Senior Management Personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors and Senior Management Personnel shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with Prohibition of Insider Trading policy of the Company.

VI. Corporate Disclosure Policy

It is the policy of the Company to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors and Senior Management Personnel shall provide only public information to the analyst / research person / large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Senior Management Personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

VII. Competition and Fair Dealing

The Directors and Senior Management Personnel are obligated to deal fairly and honestly with each other, with the associates of the Company, with the customers, suppliers, competitors and other third parties of the Company. The Directors and Senior Management Personnel shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace. The Directors and Senior Management Personnel shall avoid actions that could reasonably be construed as being anticompetitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and / or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

VIII. Compliance of Code of Conduct

It is the duty and obligation of every Director and Senior Management Person to comply with this code of conduct and he / she shall acknowledge and affirm on-going compliance with the code on an annual basis. Any violation of the code shall be reported to the Chairman of the Board and to the Compliance Officer of the Company. This code of conduct shall be posted on the website of the Company.

IX. Acknowledgement

The Directors and Senior Management Personnel shall read and fully understand this model code of conduct and comply with the policies procedures and principles contained therein.