



หลักการกำกับดูแลกิจการที่ดี

**THE GOOD  
CORPORATE  
GOVERNANCE  
PRINCIPLES**

より良いコーポレート・ガバナンスへの原則

บริษัท สหพัฒนอินเตอร์โฮลดิ้ง จำกัด (มหาชน)  
SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED

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# The Good Corporate Governance Principles

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The Board of Directors developed the Good Corporate Governance Principles of the Company in accordance with the “Principles of Good Corporate Governance for Listed Companies 2012”. This harmonizes with the ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard), consisting of :

1. Corporate Governance Policies
2. The Principles of Corporate Governance are divided into 5 categories
3. Business Ethics
4. Code of Conduct for Company Directors, Executives and Employees

# Corporate Governance Policies



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The Board of Directors is confident that a proper, transparent and accountable governance system is in place along with checks and balances and an internal control system that is sufficient and appropriate. Alongside these mechanisms are due respect for the rights and equality of shareholders and accountability to all stakeholders. These key factors contribute to the enhancement of the organization's immunity and promotion of a balanced and sustainable growth in the long-term.

**In pursuance thereof, the Board of Directors thereby prescribed the following corporate governance policies as a practice guideline for the Company Directors, Executives and all employees.**

1. Company Directors, Executives and all employees are fully committed to the application of corporate governance principles, business ethics and Codes of Conduct for Company Directors, Executives and employees to Company operations.
2. Company Directors, Executives and all employees must perform their duties responsibly, prudently, earnestly and honestly in accordance with the relevant laws, Company Articles and Notifications.
3. Actions shall be taken to ensure that the Company management structure contains clear prescriptions of powers, duties and responsibilities of each Company Committees and Executives.
4. An internal control system shall be installed and risks management shall be managed at suitable levels, including an accounting system and financial statement which are accurate and reliable.
5. Information shall be disclosed in a sufficient, reliable and timely manner to the extent that the legitimate interests of the Company are not prejudiced.
6. The ownership rights of shareholders shall be appreciated and respected. Shareholders shall be treated equitably.
7. Undertakings shall have regard to the responsibilities of shareholders, stakeholders, communities, society and the environment.
8. There shall be a determination to strive towards business excellence with commitment to the creation of customer satisfaction by receiving comments and self-assessments in order to enhance management capabilities and continually promote productive creativity.
9. Virtue, ethics and good values shall be instilled. Employees shall be treated fairly with a commitment to develop and enhance the capabilities of personnel.
10. Dishonest conduct, corruption and intellectual property violations shall be suppressed. Laws and human rights shall be respected.
11. Conflict of interests shall be dealt with prudently and reasonably with due regard for the Company's interests.

**The Principles of Corporate  
Governance are divided  
into 5 categories**



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# 1 Rights of Shareholders

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- 1.1 The Board of Directors appreciates and respects the ownership rights of shareholders. No actions are taken to violate or infringe the rights of shareholders. The interests of shareholders are fairly safeguarded and the exercise of rights by all shareholder groups are supported and promoted, whether domestic or foreign, major shareholders, minority shareholders or institutional shareholders, incorporating both the fundamental rights of shareholders, access rights to information in a sufficient and timely manner, and the right to attend shareholders' meetings to determine directions for operations and decisions on matters having a significant impact on the Company.
- 1.2 The Board of Directors provides opportunities for shareholders to propose items to be included in the meeting agenda and submit questions prior to the shareholders' meeting day. Rules for the proposal of agenda item and advance submission of questions have been published in the Company website.
- 1.3 The Board of Directors ensures that information pertaining to the day, time, venue and agenda of the meeting are provided together with explanations and reasons supporting each agenda in the meeting notice. The shareholders' meeting venue shall be conveniently accessible.
- 1.4 The Board of Directors has granted shareholders with the authority to approve the remunerations of Company Directors on a yearly basis as well as to determine the rules for paying remuneration to each Company Committee.
- 1.5 The Board of Directors promotes the use of technology in shareholders' meetings in order to promote accuracy and speed. Votes are taken for each item on the agenda. Shareholders are given the right to elect Company Directors individually and ballot papers are used and independent overseers of the vote count are engaged.
- 1.6 The Board of Directors publishes shareholders' meeting resolutions along with the voting results for each agenda on the Company website on the day following the meeting.
- 1.7 The Board of Directors prepares minutes of the shareholders' meeting. The minutes provide an explanation of voting procedures, list of Company Directors, members of Company Committees, and Executives present and absent from the meeting, the voting results in each agenda together with questions and answers. Items which have not been specified in the meeting notice are not added to the agenda. The minutes are published on the Company website.

## 2 Equitable Treatment of Shareholders

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- 2.1 The Board of Directors treats all shareholders fairly and equitably. Shares of the same class carry equal voting rights, i.e. one vote per share.
- 2.2 The Board of Directors encourages shareholders who are unable to attend a meeting in person to grant proxies to attend the meeting and vote on their behalves. The proxy form used allows shareholders to determine voting directions and at least 1 independent director will be provided as an alternative for the grant of shareholder's proxy.
- 2.3 The Board of Directors provides an opportunity for minority shareholders to nominate candidates for election to become Company Directors in the annual general meeting of shareholders.
- 2.4 The Board of Directors publishes the shareholders' meeting notice in both Thai and English on the Company website at least 30 days in advance of the shareholders' meeting day.
- 2.5 The Board of Directors encourages all shareholders to exercise their shareholders' rights. Meeting notices as well as supporting documents are sent to shareholders in advance. An English version is also prepared for foreign shareholders.
- 2.6 The Board of Directors pursues a policy to prevent the use of inside information and has implemented measures to prevent the exploitation of inside information for wrongful interests of oneself or of others. Company Directors, Executives and employees who are in units which expose them to inside information are prohibited from trading in the Company shares in the one month period prior to the public disclosure of financial statements.
- 2.7 The Board of Directors has directed Company Directors and Executives to declare their interests and the interests of connected persons, to act prudently in regard to the management of conflicts of interests and to comply with rules of the Office of the Securities and Exchange Commission.

# 3

## Role of Stakeholders

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- 3.1 The Board of Directors appreciates and respects the rights of various stakeholders by having regard to rights under the law or agreement with the Company. Stakeholders are ensured that their rights are protected and that they are treated fairly and equitably. A policy has been prescribed as a guideline for the treatment of each stakeholder group, which has also taken into consideration the community, society and the environment, to promote sustainable development, suppress dishonest acts and corruption, avoid intellectual property infringements, including giving due respect to human rights.
- 3.2 The Board of Directors supports the corporate social responsibility reporting which has been an integral part of the Annual Report.
- 3.3 The Board of Directors provides channels and procedures for all stakeholder groups to report or file a complaint on any matter which poses a risk of loss to the Company, the accuracy of financial statements or an unfair treatment.
- 3.4 The Board of Directors has prescribed policies or guidelines for protecting employees or informants of matters which pose a risk of loss to the Company or an unfair treatment.

# 4

## Disclosure and Transparency

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- 4.1 The Board of Directors oversees that there is proper, transparent and timely disclosure of significant information in accordance with the relevant laws and regulations. These disclosures include reports filed in accordance with accounting periods and reports of events having an impact on shareholders' interests, as well as the disclosure of other information pursuant to the principles of good corporate governance prescribed by the Stock Exchange of Thailand. Disclosure is made to the extent that the Company's legitimate interests are not prejudiced. Information is published in both Thai and English on the Company's website, disclosure channels of the Stock Exchange of Thailand and other channels which are comprehensively and equitably accessible.

- 4.2 The Board of Directors has established units or responsible persons to perform investor relations functions to communicate with external persons equitably and fairly.

## 5 Responsibilities of the Board

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- 5.1 The Board of Directors has prescribed a structure for the Board of Directors comprising of persons having a diverse range of knowledge, competencies and experiences, without limitation to gender, and having the qualifications required by law. At least one Company Director is a Non-Executive Director who has experience in the Company's business undertaking. There are also Independent Directors as required under the Notification of the Office of the Securities and Exchange Commission.
- 5.2 The Board of Directors has provided a definition for an Independent Director which meets the minimum requirements of the Office of the Securities and Exchange Commission.
- 5.3 The Board of Directors has appointed Committees to screen key matters prior to submission to the Board of Directors.
- 5.4 The Board of Directors has issued a charter for each Company Committee by prescribing the tenure and scope of powers and duties to clearly demarcate the roles, duties and responsibilities of each Company Committee and the management.
- 5.5 The Board of Directors has a policy which requires Company Directors and Executives holding directorial positions in other companies to make a disclosure to the Company Chairman and Chairman of the Audit Committee.
- 5.6 The Board of Directors has provided for a Company Secretary to perform duties prescribed by law and as entrusted. The qualifications of a Company Secretary should be a person possessing knowledge of law or accounting, or who has completed training relating to the performance of company secretarial duties. Continual training and knowledge development are also continually provided.
- 5.7 The Board of Directors has prescribed policies for governance,

business ethics and codes of conduct for Company Directors, Executives and employees to ensure a harmonized approach.

- 5.8 The Board of Directors has prescribed a Company vision and mission so that the Company Directors, Executives and employees would strive towards the same goal.
- 5.9 The Board of Directors has a policy of continually promoting and sponsoring the development of knowledge amongst Company Directors, Executives and employees.
- 5.10 The Board of Directors prescribes an annual meeting schedule in advance every year. The determination of agenda takes into account the fair interests of shareholders and all stakeholders. All Company Directors enjoy independence in the expression of opinions. A Company Director having an interest in an agenda shall not have the right to vote in such agenda.
- 5.11 The Board of Directors prescribes a duty for Company Directors to attend all Board Meetings unless there is a necessary cause.
- 5.12 The Board of Directors has a policy of encouraging senior Executives to attend Board Meetings.
- 5.13 The Board of Directors provides Non-Executive Directors with opportunities to meet among themselves in the absence of the management when necessary. The Managing Director shall be notified of the meeting outcome.
- 5.14 The Board of Directors has a policy of promoting the Company Directors' access to essential additional information from the Managing Director, Company Secretary or other assigned Executives within the scope of the set policies. In the event of necessity, the Board of Directors may obtain independent opinions from advisors or external professionals on the Company's expenses.
- 5.15 The Board of Directors has implemented measures pertaining to conflicts of interest which are prudent, rational and in compliance with the rules and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 5.16 The Board of Directors prohibits Company Directors and Executives from trading in Company shares in the 1-month period prior to the public disclosure of financial statements.

- 5.17 The Board of Directors has directed Company Directors and Executives as well as their spouses and children who have not attained legal age to have the duty to disclose shares holdings and changes in holdings of the Company shares to the Office of the Securities and Exchange Commission, and to submit a copy to the Company Secretary for reporting to the Board of Directors in the subsequent Board Meeting.
- 5.18 The Board of Directors has directed Company Directors and Executives to disclose personal interests and interests of connected persons in accordance with the prescribed rules.
- 5.19 The Board of Directors has established an internal audit unit as an internal agency accountable to the Audit Committee.
- 5.20 The Board of Directors requires an annual assessment of the Board of Directors' performance.
- 5.21 The Board of Directors prepares a report on the responsibilities of the Board of Directors pertaining to the financial statements submitted in the Annual Report.
- 5.22 The Board of Directors oversees and determines the payment of appropriate remuneration to each committee member pursuant to the powers, duties and responsibilities and draws comparison to the operation levels in the same business sector.
- 5.23 The Board of Directors has prescribed a succession plan for employees in various positions in view of their advancement to higher positions.
- 5.24 The Board of Directors provides an orientation for first term Company Directors.
- 5.25 The Board of Directors has established an internal control system and risk management system.
- 5.26 The Board of Directors has provided for the monitoring and assessment of corporate governance by establishing a corporate governance committee.

# Business Ethics

## 1 Responsibilities to Stakeholders

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# 1.1 Shareholders

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**The Board of Directors performs duties responsibly, prudently, earnestly and honestly in order to generate good returns to shareholders on a continual and sustainable basis. In this regard, the following policies and practice guidelines have been prescribed.**

1. The ownership rights of shareholders are equitably and fairly respected.
2. Operations are undertaken in accordance with the principles of good corporate governance, which will foster the trust and confidence of shareholders and eventually lead to sustainable growth.
3. The Company's businesses are continually advanced to ensure proper returns to shareholders.
4. Significant information which affects or potentially affects shareholders' interests shall be disclosed, whether reports made pursuant to the accounting period or situation reports, pursuant to the relevant laws and notifications. However, no action shall be taken to restrict shareholders' access to Company information.
5. A report of the Board of Directors' responsibility for the financial statements in the Annual Report shall be prepared.
6. Minority shareholders shall be given an opportunity to propose matter for inclusion in the meeting agenda and/or to nominate persons for election as Company Directors in the Annual General Meeting of Shareholders.
7. Shareholders are given an opportunity to submit questions relevant to the meeting prior to the shareholders' meeting.
8. Shareholders' meeting notices in both Thai and English are published on the Company website at least 30 days prior to the shareholders' meeting day as information for shareholders and to enable the study of information prior to meetings.
9. Shareholders' meeting shall be facilitated. The date, time, venue and procedure must not pose an obstacle to the shareholders' attendance of the meeting. Shareholders who are not able to attend in person must have the opportunity to grant a proxy to other persons to attend the meeting and vote on their behalves.

10. Conflicts of interests must be dealt with prudently, rationally and information must be fully disclosed.
11. The Company's interests and assets shall be safeguarded as a reasonable person would safeguard his/her property. Wrongful interests, whether obtained by direct or indirect means, shall be eliminated.

## 1.2 Customers

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**The Board of Directors realizes that customer satisfaction and confidence are key factors which contribute to the Company's sustainable success. The following policies and guidelines have been prescribed in this regard:**

1. The Company operates the businesses of manufacturing, product distribution and services which are safe for consumers and environmentally friendly.
2. Businesses are operated with commitment to develop goods and services, introduce new innovations and add value to goods and services in order to continually meet the demands of customers along with the disclosure of necessary information for decision-making without concealment or distortion of facts.
3. Businesses are operated in earnest, honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets are maintained and not exploited for wrongful personal gains or for the gains of others.
4. The Company does not demand, receive or consent to the direct or indirect receipt of properties or other dishonest benefits from customers.
5. The Company adheres to trade agreements. In the case where adherence is not possible, the customer would be notified in advance in order to jointly find a remedy and prevent loss.

6. The Company provides communication channels to enable customers to file complaints to the Company. Complaints are processed with care and dealt with fairly.

## 1.3 Trading Partners

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**The Board of Directors treats trading partners equitably and takes into account mutual interests by prescribing the following policies and guidelines.**

1. The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards, and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.
2. The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of oneself or of others.
3. Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and services are jointly undertaken to promote mutual growth.
4. The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy and loss prevention solution.
5. The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements.

## 1.4 Competitors

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**The Board of Directors operates businesses in accordance with the provisions of law. In this regard, the following policies and guidelines have been prescribed.**

1. The Company shall conduct its businesses within the rules of fair competition with due regard to business ethics and trade competition laws of various countries in which the Company operates.
2. The Company will not damage the reputation of its trade competitors.

## 1.5 Creditors

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**The Board of Directors is committed to undertaking business operations in a principled and disciplined manner in order to build the trust of creditors by prescribing the following policies and guidelines.**

1. All creditor groups shall be treated equitably and fairly.
2. Contracts and terms will be strictly adhered to.
3. Operations will be administered to ensure the confidence of creditors in the Company's financial standing and credit rating.
4. Financial standings shall be accurately and timely disclosed.
5. In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

## 1.6 Employees

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**The Board of Directors regards employees as valuable resources and a key factor to the Company's success. The following policies and guidelines have been prescribed in this regard.**

1. Human dignity and fundamental rights of employees are respected at work. Employee data or confidential information is not disclosed or transmitted to third parties or unrelated persons.
2. Employees are treated in accordance with the provisions of law, regulations and articles governing the Company's operations.
3. Employment equality is promoted. There is no discrimination on the grounds of gender, skin colour, race, religion, age, disability or other status that is not directly related to the works.
4. Training and knowledge exchange are sponsored and promoted to encourage learning and skill development throughout, strengthen career security and offer opportunities for advancements pursuant to each person's potential.
5. Employee participation in the determination of the Company's direction and development are promoted.
6. Fair compensation is given as suitable for the knowledge, skill, duties, responsibilities and performance.
7. Appropriate welfare and benefits are given to employees, e.g. medical expenses, provident fund and a savings cooperative.
8. Channels are provided for employees to communicate suggestions and complaints pertaining to work. These suggestions are considered and remedies will be determined in the interest of all parties and in view of the creation of good working relations.
9. Facilities necessary for work operations are provided and working conditions are maintained with due regard to safety and occupational hygiene as a means of promoting and raising the quality of lives of employees.
10. Employees of all levels are encouraged to participate in social responsibility activities.

# 1.7 Community and Society

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The Board of Directors operates businesses with due regard for the duties and responsibilities owed to the nation, community and society as well as local traditions in order to maintain a desirable society and participation. In this regard, the following policies and guidelines have been prescribed.

1. A business which could lead to a deterioration of society shall not be undertaken and the rights of others in the community and society shall not be violated.
2. Consciousness of responsibilities towards the community and society as a whole shall be instilled continuously for the benefit of the Company and all levels of employees.
3. Measures shall be provided for the prevention and remedy of impact on the community and society as a consequence of the Company's operations.
4. The preservation of local culture and traditions shall be promoted.
5. Cooperation shall be entered into with various agencies for the development of communities.
6. Public benefit activities shall be sponsored.
7. Incomes shall be generated and the community economy shall be promoted through employment of community members and use of community products.
8. Good relations shall be fostered between the Company and the community and society on the basis of propriety, transparency and fairness.

# 1.8 Environment

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**The Board of Directors undertakes businesses with due regard for responsibilities to the environment. In this regard, the following policies and guidelines have been prescribed.**

1. Businesses shall be undertaken in accordance with laws, regulations and policies on the environment with due regard for the impact on natural resources and the environment and regular revisions and assessments of performance results shall be undertaken.
2. An organizational culture and consciousness of employees at all levels shall be promoted to encourage cooperation and responsibility for the efficient and sustainable management of the environment and utilization of resources.
3. Knowledge promotion and environmental training shall be extended to employees.
4. Environmental management system shall be promoted, from the economical use of resources to the sustainable treatment and rehabilitation, replacement, monitoring and prevention of impact on natural resources.
5. There is a system for selection of trade partners in the value chain who undertake businesses in an environmentally friendly manner.
6. Environmentally friendly technology are developed and published.

# 1.9 State Sector

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**The Board of Directors undertakes businesses in compliance with the rules and regulations enacted by the State. In this regard, the following policies and guidelines have been prescribed.**

1. Knowledge and understanding of the laws governing operations are acquired and no activities are undertaken which would be inconsistent with the law.
2. Proper action shall be taken when conducting transactions with an official or agency of the State.
3. Good relations are fostered between the Company and the State sector within suitable bounds.
4. Relevant laws and business traditions are observed in each country or locality.

# Business Ethics

## 2 Conflict of Interest



**The Board of Directors has a policy for dealing with conflict of interest. The following guidelines have been prescribed.**

1. The administration of conflict of interest or connected transactions is undertaken prudently, fairly and rationally. There is a transparent system for approving transactions which primarily takes into account the Company's interests. Interested Company Directors do not have the right to vote and must make a full disclosure in accordance with the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
2. The Company's interests shall be upheld subject to legality. No action shall be taken that would be a conflict with the Company's interests, and no benefits or privileges will be given to any person.
3. Company Directors and Executives must disclose personal interests and the interests of related persons in accordance with the prescribed rules.
4. Company Directors, Executives and employees who acquire inside information are prohibited from trading in Company shares in the 1-month period prior to public disclosure of financial statements.
5. Company Directors, Executives as well as their spouses and children who have not yet attained legal age shall have the duty to report Company securities holdings and changes in such holdings to the Board of Directors in the subsequent Board Meeting.
6. Company information or secrecy acquired or acknowledged shall not be disclosed or transmitted to third parties or unrelated persons.
7. Disclosure shall be made by authorized Company employees. Classes of secrecy may be prescribed in accordance with the significance of the information. Disclosure shall be made within the assigned scope of duties and responsibilities.

# Business Ethics

## 3 Receptions, Receipts and Grants of Gifts

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**The Board of Directors aspires to undertake the Company's businesses in line with fair competition. Nevertheless, receptions, receipts and grants of gifts or attendance at receptions in accordance with traditions and practices to maintain good relations are necessary and desirable. In this regard, the following guidelines have been prescribed.**

1. No receipts or grants of gifts, tokens or receptions which may influence a decision shall be made. If there is a necessity to receive or grant a gift, token or reception in accordance with tradition to a value in excess of normal circumstances, a report shall be filed with the respective supervisors.
2. In the case of an assignment or authorization by a supervisor to assist in an external agency, monies, objects or gifts may be received in accordance with the generally applicable rules or standards prescribed by such an agency, e.g. gifts, tokens or lucky draws.
3. In the case where an agent, contractual party, partner or any other person wishes to grant a gift, token or reception to the Company, prior authorization must be obtained from the Company.
4. Expenses pertaining to these matters shall be maintained within a reasonable budget.

# Business Ethics

## 4 Combating Dishonest Acts Corruption

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**The Board of Directors has a policy of compliance with the law on combating Dishonest Acts Corruption. In this regard, the following guidelines have been prescribed.**

1. A consciousness, value and attitude to comply with laws and regulations honestly and in good faith shall be instilled in employees.
2. An internal control system which is efficient and effective shall be in place. There shall be suitable oversight and checks of powers to prevent employee abuses or involvements in combating Dishonest Acts Corruption.
3. Company Directors, Executives and employees are prohibited from performing any act which amounts to a demand or acceptance of properties or other benefits for oneself or for others as an inducement to wrongfully perform or refrain from performing a duty or which could result in a loss of the Company's legitimate benefits.
4. Company Directors, Executives and employees are prohibited from giving or offering to give properties or any other benefits to third parties to induce such person to unlawfully or wrongfully perform or refrain from an act.
5. There shall be a financial reporting system which is transparent and accurate.
6. There shall be a channel for employees and related persons to provide notices of causes for suspicion with confidence of protection. Personnel must be appointed to examine all notices of suspicion given.

# Business Ethics

## 5 Non-infringement of Intellectual Property

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**The Board of Directors pursues a policy of non-infringement of intellectual property by prescribing the following guidelines.**

1. Business undertakings shall be consistent with laws, regulations and contractual obligations governing intellectual property rights.
2. Intellectual property works of the Company shall be maintained. Such intellectual properties shall not be used or allowed to be used by others without authorization.
3. The intellectual property rights of others shall be respected. The works of others shall not be infringed or applied to personal use except where a license has been obtained or a fee paid to the owner of the work.
4. Intellectual property of creative works produced by employees shall vest in the Company. Upon termination of employment, such intellectual property works must be returned to the Company regardless of the form which it is stored.

# Business Ethics

## 6 Non-violation of Human Rights

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**The Board of Directors respects human rights. In this regard, the following policies and guidelines have been prescribed.**

1. There shall be no activities or support of activities which violate human rights.
2. Employees are provided with knowledge and understanding of human rights which are applied to work operations.
3. There are no limitations to independence or differences in ideology, gender, race, religion, politics or other matters. The expression of opinions which could cause conflicts or divisions should be avoided.
4. Channels shall be provided for employees or persons who believe that their personal rights have been violated or that they have been treated unfairly to file a complaint with the Company. Such complaints shall be given attention and processed fairly.

# Business Ethics

## 7 Safety and Occupational Hygiene



**The Board of Directors attaches importance to safety and occupational hygiene. In this regard, the following guidelines have been prescribed.**

1. Business undertakings shall comply with laws, regulations and policies on safety, occupational hygiene and working environment with due regard to the safety of life and properties as well as to the impact on the health of employees, trading partners and stakeholders. Regular monitors and safety assessments must be conducted.
2. Occupational safety shall be promoted. Work regulations, procedures and standards are prescribed to ensure working safety consistent with risks. Working environment and safe work procedures are improved. Tools and equipment for safety protection are also provided to employees.
3. Preparations are made for emergency events. An emergency plan has been devised and regular drills and improvements are carried out. This is to prevent and minimize any loss to life or properties of the Company, employees, trading partners and related persons.
4. A safe working culture has been built for the entire organization to ensure sustainably safe work operations.

# Code of Conduct for Company Directors, Executives and Employees



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# 1 Formal Responsibilities

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The Board of Directors appreciates the importance of good governance. Continual undertakings are implemented to ensure that Company Directors, Executives and employees are aware and comply with standards under the framework of the Code of Conduct and conduct oneself honestly, cautiously and prudently for the greatest benefit of the Company and all related parties. As a consequence, the following Code of Conduct has been prescribed.

## Company Directors and Executives

1. Duties shall be performed responsibly, prudently, honestly and in good faith in compliance with the law, Company Articles and relevant notifications.
2. Duties shall be performed to the utmost of ability in order to generate the greatest returns to the Company. This includes attendance at all meetings, except where there is an unavoidable necessity.
3. Duties shall be performed impartially. In a Board Meeting, Company Directors and Executives shall not vote on matters which they have interests.
4. Conflicts of interests shall be administered prudently and reasonably, in adherence to the Company's interests, to ensure transparent management of operations.
5. The acquisition or disposal of assets of the Company, Company Directors and Executives, including their spouses and children who have not attained legal age, shall comply with the relevant rules and a disclosure shall be made to the Board Meeting in the subsequent meeting.
6. Company Directors and Executives are prohibited from buying or selling Company shares in the 1-month period prior to the public disclosure of financial statements.
7. Company Directors and Executives must disclose personal interests and those of related persons in accordance with the prescribed rules.
8. There shall be regular appraisals of the Board of Directors' performance every year.

## Employees

1. Employees must support and cooperate in the Company's activities on a regular basis. Assigned tasks must be performed to the best of ability in order to ensure good results and advancement of the Company and employees.
2. Employees must comply with the relevant law, policies, terms of employment, regulations and notifications.
3. Persons contacting the Company must be treated courteously, hospitably and provided with an excellent service in order to preserve the Company's image and reputation.
4. Trade secrets must be kept and the Company's inside information must not be disclosed to third parties.
5. Loans shall not be obtained from customers, persons connected to customers or business counterparts of the Company, except for loans obtained from a bank or financial institution.
6. Lawful orders of supervisors shall be complied.
7. There shall be a commitment to teamwork, mutual assistance, harmony and mutual respect for the benefit of the Company and employees.
8. Co-workers must be treated generously and with good human relations. No groundless allegations shall be made against others. Credit shall not be claimed for the works of others.
9. Duties shall be performed with determination, in earnest and honesty, and the roles and responsibilities in the Company shall not be abused for the purpose of acquiring wrongful benefits for oneself or for others.
10. Duties shall be performed responsibly, cautiously and without neglect in such a manner which could cause a loss to works or properties of the Company.
11. Employees should conduct themselves as good citizens who comply with the Constitution and relevant laws. Political rights shall be exercised appropriately. Employees shall also avoid any involvement in an activity which is unlawful or inconsistent with public order or the good morals of the people.

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## Maintenance of Company Assets

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**Company Directors, Executives and employees are under a duty and responsibility to efficiently maintain Company assets and assets under the care of the Company. In this regard, the following guidelines have been prescribed.**

1. Assets shall be used for business operations and not used for personal gains or for the gains of third parties.
2. Interests shall be protected and assets shall be cared to prevent loss, damage or wrongful use pursuant to the standards of a reasonable man caring for one's property. Direct or indirect wrongful exploitation of benefits shall be eliminated.
3. Sufficient insurance protection from losses shall be obtained for assets.
4. The use of computers to harass, infringe, spy, corrupt other person's personal data or fabricate evidence which could lead to data theft shall be prohibited. An information security system consistent with international standards shall be installed.
5. E-mails and internet access provided shall be used for business purposes. They shall be used cautiously and not prejudice the Company's reputation.
6. Passwords for access to the Company's data shall be kept secret and shall not be disclosed to unauthorized persons.
7. The Company's intellectual property works shall not be reproduced, adapted or used for personal benefit or for the benefit of others without authorization from the Company.
8. The supervisor shall be reported of any finding of rights infringement or acts which could lead to a rights infringement or any act which could potentially lead to a dispute relating to the Company's intellectual property.
9. The safekeeping of important documents of the Company shall be overseen to ensure full compliance with the relevant laws and regulations. Upon the lapse of the safekeeping period, the relevant employee must oversee that the documents are destroyed by appropriate means.

## 3 Informants and Complaints

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The Board of Directors gives employees and stakeholders an opportunity to give information or file a complaint on a matter which could constitute a violation of the law, dishonest or wrongful act of an employee, including irregular behaviour which could cause a problem or loss to the Company. The Company also receives complaints on cases where the rights of an employee or stakeholder has been infringed or where they have been treated unfairly. Suitable channels and procedures have been provided by the Company in this regard.

The Company will hear and process all complaints impartially, transparently and fairly. Systematic and just measures for the protection of complainants are provided. Information provided by the complainant is kept confidential in the Company.

### Measures for the Protection of Complainants

1. A complainant may choose to remain anonymous if he/she deems that disclosure could lead to insecurity or loss concerns.
2. The Company will keep relevant information secret and take into account the safety of the complainant. Measures have been prescribed for the protection of complainants who are employees, including those who cooperate in the investigation of facts. These persons will be protected from unfair treatment as a consequence of the complaint, e.g. disturbances during work, reassignment or termination of employment.

## 4 Interpretations

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A supervisor shall be under a duty to take responsibility and give advice to subordinates to ensure knowledge and understanding as well as compliance with the prescribed Code of Conduct. If the Code of Conduct does not provide for any instance, or if there remains a question which renders performance not possible or that a decision cannot be made, the matter shall be consulted with the respectively higher level superior. In the case of a conflict, the decision of the Managing Director, Executive Board and Board of Directors shall be final.

# **Anti-Corruption Policy**



(Translation)

Anti-Corruption Policy

Saha Pathana Inter-Holding Public Company Limited

The Board of Directors of Saha Pathana Inter-Holding Company Limited has approved the resolution to sign a Declaration of Intent of Collective Action Coalition against Corruption enacted by Thai Private Sector on 14 January 2014. In order to be in compliance with the Company's Corporate Governance as well as corroborate its aims and Corporate Social Responsibility as a whole, the Company follows the policy relevant to laws countering corruption by prohibiting the Company Directors, Executives and Employees from accepting or supporting every type of corruption both in a direct and indirect manner, The policy is detailed as follows;

1. The Company will not be a party to pay bribes. In the case of contributions to charity, to political parties as well as offering gifts in a business manner, this must be transparent, explainable and audited.

2. Supporting enhancement of awareness and value for anti-corruption among the Company Directors, Executives and Employees to perform their duties in accordance with relevant laws, notifications and regulations by preparing a manual for guidelines.

3. The Company Directors, Executives and Employees must not act as an intermediary in demanding and accepting gifts or benefits from government sectors or private sector, which induces it to violate any laws. Moreover, it is illegal to use positions and/or duties to use the Company's data to seek benefits for themselves or others.

4. Setting the system to report financial status transparently and accurately, providing an efficient and effective internal control system and controlling a check-and-balance system to be appropriate in order to prevent conducting any fraud or taking part in any fraud and corruption.

5. Monitoring and reviewing the anti-corruption policy, guidelines and regulations consistently for the operation in order to adjust to business changes, laws and regulations.

6. Opening a channel for reporting any suspicious activities and ensuring that such reporters receive protection.

This Anti-Corruption Policy has been approved by the Board of Directors Meeting resolutions No. 11 (Board #21) on 12 March 2015 and effective since 13 March 2015.

Somkid Jatusripitak

(Mr. Somkid Jatusripitak)

Chairman

# **Practices of Anti-Corruption Policy**



(Translation)

**Practices of Anti-corruption Policy**

**Saha Pathana Inter-Holding Public Co., Ltd.**

**No. 1**

The Company considers the corruption, bribery and misconduct and malpractice as a serious threat to the nation in security, social and economic practices. When the Collective Action Coalition of Thailand's Private Sector Collective Action Coalition Against Corruption has invited the Company to sign the Declaration of Intention for Collective Action Coalition of Thailand's private sector in anti-corruption. According to the resolution of the Board of Directors Meeting No. 9 (Board#20) held on 14 January 2014, the Company approved the signing of such a declaration. On 12 March 2015, the Board of Directors Meeting No. 11 (Board#21) approved the Anti-corruption Policy.

The Company has established the practices of the Anti - Policy in order to be the operational guidelines as follows;

**1. Definitions and Forms of Corruption**

Details are shown in an attachment of Practices of Anti-corruption Policy.

**2. Responsibilities**

2.1 The Board of Directors shall be responsible for policy establishment and supervision of effective anti-corruption to ensure that the Management has focused on anti-corruption and to instill a corporate culture.

2.2 The Audit Committee shall be responsible for the review of financial and accounting reports, internal control system, internal audit system, risk management system, and possible corruption risk, including supervision and review of anti-corruption measures to ensure that such measures are appropriate and effective and meet the international standards.

2.3 Good Governance and Risk Management Committee shall be responsible for supervision and adequate support in good governance, Risk Management, and anti-corruption and review of corporate governance measures, risk management and anti-corruption, including reporting to the Board of Directors.

2.4 The Executive Board and Executives shall be responsible for the system establishment and promotion and support of anti-corruption policy in order to communicate to the Employees and related stakeholders, including a review of the appropriateness of the systems and measures to comply with the change of business, laws, regulations of the Company, operational regulations, rules, announcement and other measures (if any).



### 3. Practices

3.1 The Company should not take any action which encourages or causes any bribery or malpractice to be undertaken whether directly or indirectly.

Directors, Executives and Employees must not be ignored or neglected if they may expose any action of corruption to be associated with the company. Employees must notify supervisors or the person in charge to inform of any suspicious action and to cooperate in the investigation. If they have any doubts or questions, they should consult with their superiors or the person designated as responsible for monitoring compliance with the business ethics policy.

3.2 The Company shall cooperate and provide support to organizations, public or private that are in opposition to corruption or that supports misconduct or fraud against someone acting illegally.

3.3 The Company shall not support any political party or commit an act of devotion to one political party. If you wish to support a political party or to promote democracy, such support must not be contrary to the law or to act with the expectation to be treated as a special reward.

3.4 No receipts or grants of gifts, tokens or receptions which may influence a decision shall be made. If there is a necessity to receive or grant a gift, token or reception in accordance with tradition to a value in excess of normal circumstances. Details are in the attachment of Practices of Anti-corruption Policy.

3.5 The Company's Directors, Management and Employees should seek to understand and comply with policies set down as against corrupt practices.

#### 3.6 Whistle-blowing and Complainant

Any stakeholder or Employee, who attempts to act on behalf of the Company or was involved in bribery or corruption, either directly or indirectly, shall be deemed to have committed a fraudulent offense against the rules, regulations, and company policies. Failure to follow the Code of Conduct of set out for Directors, Management and Employees may be reported to the company to act upon the complaint allowing for the accused to be treated fairly in practice.

##### 3.6.1 The channels of complaint, practices are as follows;

1. Direct verbal complaints or complaints in writing.
  - Internal Audit Manager Tel. 0-293-0030 Ext. 510
  - Human Resources Manager Tel. 0-293-0030 Ext. 400
  - Company Secretary Tel. 0-293-0030 Ext. 300
  - Accounting Manager Tel. 0-293-0030 Ext. 509
2. Via the E-mail Address: [cac@spi.co.th](mailto:cac@spi.co.th)
3. Feedback Box



4. Mail to PO Box. 3, Satupradit Post Office, Bangkok 10124

5. In case the complainant chooses not to reveal his name, they should provide details or facts with sufficient evidence to show that there are reasonable grounds to believe that any person is involved in bribery or corruption.

The Company will keep the relevant information confidential and take into account the safety of the complainant unless it must be disclosed as required by law.

#### **False Accusation**

If any complaint is found to be in bad faith or if the whistleblower decides not to testify or to provide any information that proves the acts did occur, then as a result, the complaining party will be deemed to have caused damage. If the company's employees are disciplined due to their actions and according to regulations regarding the operation and / or prosecution, if a third party is involved in the action and the company has been deemed to be damaged. The Company reserves the right to legal proceedings against the person.

#### **3.6.2 Criteria and consideration of complaints. Or the whereabouts of offenders**

1. Details of the complaint or the whereabouts of offenders must be true and such that they are clear enough to ascertain the facts in order to continue with the complaint.

2. The information received will be treated as confidential. A complainant may choose to remain anonymous if he/she deems that disclosure could lead to insecurity or loss concerns.

3. The complainant or the act of reporting a crime is deemed to be intended in good faith and will be treated with care and fairness. Whether it is from an employees or a third party.

4. The period of implementation of the complaints shall depend on the complexity of the matter and the sufficiency of the evidence given by the complainant including the documents and the statement of the complainant.

5. Those who are involved with the process to investigate will collect all possible relevant information while at the same time remaining confidential. Measures are in place for the protection of complainants who are employees, including those who cooperate in the investigation of facts.

#### **3.6.3 Related Parties**

1. The report refers to a complaint or to report a crime.

2. The complaint refers to a person under Clause 3.6.1 first.

### **3.7 Investigation Audit**

3.7.1 The investigators will investigate and gather facts or assign designated individuals or entities acting on behalf of the trustees.



3.7.2 Those investigators or receiving complaints can invite employees to give information or to send any documents relating to the investigation

3.7.3 Where a decision is made on the evidence of a complaint the recipient of the complaint shall report to senior management in order for them to report to the good governance and risk management Committee, The Audit Committee and The Board of Directors.

Should the investigation decide the complaint to be valid. There should be a ruling of any disciplinary action by the HR Department, who can offer an opinion on the matter together with senior management for action.

In the case of complaints, causing damage to anyone it is proposed to mitigate the damage to the victim's rights and in order to be fair.

### 3.8 Whistleblowing Protection Measures

The information shall confidential limited to only those with the responsibility to investigate the complaint or who shall be deemed to comply with measures to protect the complainant as defined in the Code of directors, management and employees.

### 3.9 Protection of Employees

Measures have been prescribed for the protection of complainants who are employees, including those who cooperate in the investigation of facts. These persons will be protected from unfair treatment as a consequence of the complaint.

### 3.10 Human Resources

The Company will adopt a strict regime to guard against any corruption on the part of the personnel management or those involved in the recruitment, selection, training, personnel evaluation, remuneration and promotion of employees. The supervisors at all levels are expected to understand and communicate to the staff their responsibilities and supervision practices to ensure efficiency in order to guard against corruption.

### 3.11 Training and Communication

3.11.1 The Company will provide education and training on anti-corruption functions regularly. Through various channels, such as Orientation courses, Training seminars, post, etc. in order to realize policies against corrupt behavior and the risk of involvement in corruption, as well as how to report a case of or report sightings of suspected corrupt. Know and understand the consequences of a policy violation.

3.11.2 The Company communicates policy against corruption applicable to the Company, subsidiaries, associated companies, directors, executives, employees, shareholders, customers, partners, and stakeholder groups and any related business or representatives of that business by ensuring everybody knows the proper channel.



### 3.12 Information Record and Storage

The company operates in accordance with the policy of the company and is committed to maintaining a standardized legal computer system and communication system. This information is based on the importance of creating an effective system of control. Company Directors, Executives and employees are under a duty and responsibility efficiently maintain Company assets and assets under the care of the Company, appropriate to the risks of information systems and computer systems.

To achieve such a commitment, the company has implemented the standards and procedures described below.

1. Define the responsibility of the user and administrative information systems, and computer systems.
2. To conduct a risk Assessment and employ risk control systems to suit the environment and when or if the environment changes.
3. Create a system to protect computer information systems and its related personnel
4. Create a system data protection to protect the information, and avoid anybody editing the information illegally whether it is done by accident or with intention

### 3.13 Audit process and internal controls.

The Company provides for an annual review process via the internal audit department of the company. The company is independent and does not limit the scope of the auditors in their performance, and they will also include a review/audit of The CPA quarterly and annually according to the regulations of the relevant authorities.

The Audit Committee will review the internal controls to ensure that the business operations are appropriate and comply with Company policies, laws and regulations applicable to the business.

### 3.14 Penalties

The Company will discipline those who violate or ignore the policy against corruption and anti-corruption practices, and will be punished by the law (if any).

This Practices of Anti-corruption Policy has been approved by the Board of Directors Meeting resolution No. 11 (Board #22) on 14 March 2016 and effective since 15 March 2016.

Mr.Boonsithi Chokwatana

(Mr.Boonsithi Chokwatana)

Chairman



The attachment of Practices of Anti-corruption Policy  
Saha Pathana Inter-Holding Public Company Limited

No. 1

**Definitions**

Any terms used in this practice of this Policy shall have the following meaning unless otherwise specified.

"The corrupt" means:

1. The exercise of authority acquired by the duty to seek benefits for themselves or others.
2. The bribery, whether it is in any form by offering the promise, granting, receiving or claim benefits to motivate people to act either illegally or contrary to good morals or undermine the trust.

Unless the laws, regulations, notifications, rules, local traditions or trading conventions are permitted.

"Political Contributions" means any financial support to lend or donate equipment and advertising to promote or support a political party, any purchase of tickets to raise funds or financial or material donation to the organizations that have a close relationship with the political parties, including time devoting.

**Forms of Corruption**

**1. Political Support**

1.1 The Company adheres to the democratic system under the King as the Head of State and neutral political policy. The Company will not support or commit any act interested in any one political party.

1.2 If the Company wishes to provide political support in order to promote democracy, such support must not violate the applicable laws or may not align with the expectation to be treated as a special reward. Any support shall be performed in accordance with the regulations of "Disbursement" by specifying the recipients, objectives, particulars, amount of money, the date of disbursement, including all supporting documents and proposed to the approval consideration according to the authority of the company.

1.3 Employees have the freedom to participate in political activity under the provisions of the law. However, the Employees shall not use the status of an employee or the properties, equipment, or devices of the Company for political benefits. If the Employee wishes to participate in such activity, the Employees shall act in any appropriate way that may not cause any misunderstanding that the Company has provided support to or in favor of any political party.

**2. Charitable Contribution** The Company shall have the right to participate in charitable contribution, either in the form of financial assistance or other forms as part of social activities, to promote and reinforce a positive image for the company without any aim of the business in return. The guidelines for charitable contribution are detailed as follows:



2.1 The Company shall act carefully to ensure that the donations will not be used as a way to avoid bribery and be conducted in a transparent manner and in accordance with applicable law.

2.2 The Company shall conduct such charitable contribution in accordance with the regulations of charity expenses or donations by specifying the name of the recipient and objectives of the donation. The document of all expenses or charitable donations shall be submitted to the Human Resources Department, including the opinion and purpose to the appropriate authorities of the Company according to the limit of donation.

**3. Being The Sponsor** The Company may take on many forms to promote the Company's business, brand, and reputation, such as support for educational activities, art, culture, etc. The practices are described as follows;

3.1 The Company shall act carefully to ensure that such being the sponsor will not be used as a way to avoid bribery and be conducted in a transparent manner and in accordance with applicable law.

3.2 The Company shall conduct such charitable contribution in accordance with the regulations of "Disbursement" by specifying the recipients, objectives, particulars, amount of money, the date of disbursement, including all supporting documents and proposed to the approval consideration according to the authority of the company.

**4. Gift, Souvenir, and Entertainment** The expenses relating to gift, souvenir shall comply with the Code of Ethics of the Company.

4.1 The Employees may give/receive any gifts, souvenir and entertainment to/from any person under the following conditions:

- (1) If such action adheres to the practices of the Code of Ethics, Regulation, and related laws;
- (2) If such action is performed on behalf of the Company, not on behalf of the Board of Directors, management and employees and to the public.
- (3) If it is a gift in the form of cash or cash equivalents, such as gift cards or vouchers;
- (4) If it is deemed as the appropriate situation, such as festivals, upon normal tradition.

4.2 The Employees may receive any traditional souvenir with a value of not more than 3,000 Baht. For any souvenir valued over 3,000 Baht, the report should be made to the supervisor respectively.

**5. Conflict of interest** The Company has supervised a transaction with a conflict of interest, according to the Principles of Good Corporate Governance, Code of Ethics, and the announcement of the Capital Market Commission and The Stock Exchange of Thailand.

**6. Business Relationships and Procurement with Public or Private Sector** The Company's operations and contact with the public or private sector need to be transparent, honest and be conducted in accordance with the procedures of procurement and related laws. The Employees shall not give or receive any bribes in all kinds of business.

## Operational Procedure for Suitable Anti-Corruption Policy

<u>Operation Procedure</u>	<u>Explanation</u>
<div style="border: 1px solid black; border-radius: 15px; padding: 10px; margin-bottom: 10px;"> <p>(Start)</p> <p>Demonstrate support for Anti-Corruption</p> </div>	1. The Board of Directors shows its intention in anti-corruption
<div style="border: 1px solid black; padding: 10px; margin-bottom: 10px;"> <p>Display the intention and be Certified for Collective Action Coalition (CAC)</p> </div>	2. The President of Board of Directors shows the intention of accepting anti-corruption measures
<div style="border: 1px solid black; padding: 10px; margin-bottom: 10px;"> <p>Assign assessor to verify Anti-Corruption Process</p> </div>	3. The Board of Directors assigns audit committees to audit items that they have processed in relation to anti-corruption
<div style="border: 1px solid black; padding: 10px; margin-bottom: 10px;"> <p>Check &amp; Verify Result</p> </div>	4. The Auditors in organisation perform the audit and report to the audit committees and the board of directors for their consideration
<div style="border: 1px solid black; padding: 10px; margin-bottom: 10px;"> <p>Follow the Plan</p> </div>	5. All departments have their own roles in supporting anti-corruption measures
<div style="border: 1px solid black; border-radius: 15px; padding: 10px;"> <p>(Finish)</p> <p>The Plan will be assessed, results will be checked</p> </div>	6. Always Perform Yearly Audit

