



SIAM GLOBAL HOUSE PUBLIC COMPANY LIMITED  
AND SUBSIDIARIES

# Corporate Governance Manual

Code of Conduct & Business Ethics

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Corporate Governance Manual  
Code of Conduct & Business Ethics

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PART

# 01

## General Information

- Message from the Chairman
- Vision and Mission

## Message from the Chairman

The board of directors has intention to promote Siam Global House Public Company Limited and subsidiaries, to operate its business follows the good corporate governance and code of conduct principles. Under responsibilities towards all stakeholders to maximize benefit to shareholders which lead to the sustainable growth.

This Corporate governance, business ethics and code of conduct manual was established for all directors, executives, managers and employees of the company, to be guidelines for operation, compliance with standard, quality, fairness and transparency according to the corporate governance of listed company in the Stock Exchange of Thailand where have good corporate governance.

The board of directors extremely aims to directors, executives and employees to usually comply with the corporate governance policy, business ethics and code of conduct regulations according to this manual in any cases. As well as adhere to be good work principles for corporate objectives achievement with security and sustainable growth onwards.

A handwritten signature in blue ink, consisting of a stylized 'A' followed by a long horizontal stroke.

(Mr. Apisit Rujikeatkamjorn)

Chairman

Siam Global House Public Company Limited

## Vision

A center for building materials and home furnishings that meet the highest satisfaction along with the innovation development for sustainable growth. (A Better Choice for A Better Home)

## Mission

The company is committed to creating products and services to meet the needs of customers in each area, while managing costs and expenses at an appropriate level. This is to ensure that the company can deliver the maximum value of products and services to customers, aiming to achieve the vision of becoming a center for construction materials and home decoration that meets the highest satisfaction of customers. In addition to operating under corporate governance principles and focusing on excellence in processes, the company will strive to develop product distribution channels, build relationships with customers, collaborate with business partners, innovation and information technology development, employee development, and fulfill social and environmental responsibilities. This is to create sustainable growth and value for the business.

PART

# 02

## Corporate Governance Policy

- Shareholders' right
- Equitable Treatment of Shareholders
- Stakeholders' role
- Information disclosure and Transparency
- Accountability of the Board of Directors

## Corporate Governance Policy

The company gives an importance of good corporate governance, transparent and accountable management to build trust in shareholders, investors and all concerned sectors. The company applied Code of Best Practices in the company's operations which cover 5 categories as follow;

### Category 1 Shareholder's right

The company recognizes the importance of shareholders' basic rights such as rights to buy, sell, transfer their shares, right to receive dividends from the company, right to receive sufficient and timely news and information of the company, rights to attend the shareholders' meetings, express their opinions, election or discharging directors, appointing external auditors, and important transactions affecting the company for instance dividend allocation, determining or revision of regulations and memorandum of association, reduction without any actions regarding infringement the rights of others, as well as supports and promotes all Shareholders to exercise their votes..

#### Practical Guidelines

- 1.1 Providing Annual General Meeting annually by holding within 4 months from the end of accounting period for each year. The company will control to provide information, time schedule, place, and meeting agenda, including deliver meeting materials for each agenda to shareholders in advance at least 21 days prior to the date of the Shareholders Meeting and publicize in the newspaper 3 days continuously and in advance not less than 3 days prior to the date of the Shareholders Meeting. By having the opinion of the Board of Directors in each agenda together with correctly and completely minutes to facilitate shareholders in making their decisions and fully exercise their rights.
- 1.2 The company gives shareholders and minority shareholders for the right to propose an agenda, question in the Company's annual general meeting of shareholders and to nominate appropriated candidates to be considered for the position of the Company's director in advance before the annual general meeting of shareholders. Shareholders can find details of the criteria and guidelines on the Company's website. <https://investor.globalhouse.co.th/>
- 1.3 For those shareholders unable to attend the meeting, these shareholders have the right to authorize a person or an independent director as their proxy to attend the meeting and vote on their behalf, using one of the proxy forms sent with the invitation letter.
- 1.4 The company shall disclose the Letters of Invitation to the Shareholders Meeting, the meeting agendas supporting documentations, together with clarify the rights and regulations in the meeting, included the exercising vote procedure, to all Shareholders, to give all shareholders sufficient time to study the information in advance not less than 21 days prior to the date of the Shareholders Meeting.
- 1.5 The company also promotes investors from all institutions to participate in the Shareholders Meeting by coordinating to facilitate the registration in advance at least 1 day prior to the date of the Shareholders Meeting.
- 1.6 The Company implements the use of ballots and the barcode system for the voting process, this helps accelerate, and ensure the accuracy of the vote counting process efficiently. Including representatives witness in the vote counting and disclosing in the reports clearly together with agreement, disagreement, and abstaining votes for each agenda.



- 1.7 After the Meeting has started, allowing Shareholders/Proxies to join the Meeting as well as to exercise their votes for any Agenda Item still being considered at the time or thereafter, for which votes have not been taken.
- 1.8 During the meeting, the chairman of the meeting gives all shareholders the opportunity to express their opinions, ask questions or give suggestions on any agenda items related to the company within the appropriate timeframe.
- 1.9 During the shareholders meeting, if an agenda has several items, such as the election of directors, the company determines that shareholders have right to vote on an individual basis.
- 1.10 The Company records the minutes of the shareholders' meeting completely and correctly and submits them to the Stock Exchange of Thailand (SET) both in Thai and English language within 14 days after the meeting date.

## Category 2 Equitable and fair treatment of shareholders

The company has set its policy to treat the shareholders equally in inspection and giving their opinions to the company's operation, by determining an independent director to be responsible for minority shareholder's treatment. Minority shareholders have rights to propose, express their opinions or complaints to an independent director, the director shall consider the appropriateness of each matter. The board of directors has set a measure to prevent the exploit of insider information by its directors, executives, employees of the company and other companies related to that information, to use insider information with non-disclosure for their own benefit either to buy, sell, transfer or receive within 30 days prior to the period of financial statement presenting to the Securities and Exchange Commission, Thailand (SEC) or prior to the disclosure of that information.

### Practical Guidelines

- 2.1 Shareholders have right to appoint a proxy, or any person, to attend the Meeting and exercise the vote on his/her behalf, have right to receive documents and suggestions regarding a proxy. A legal proxy has right to attend the Meeting and exercise the vote all same as shareholders together with receiving details or documents both in Thai and English languages. In case that shareholders give a proxy to an independent director, shareholders have right to receive the history and work experience of each independent director with completely and properly in letter of invitations for their consideration.
- 2.2 The company maintains shareholders' right and treats to shareholders equally. All shareholders have voting right in the shareholders' meeting equal to number of shares held, one share equal to one vote.
- 2.3 The company supports shareholders to exercise their rights to propose agendas or to nominate qualified candidates to be considered for the position of the Company's director in advance at least 90 days prior to the shareholders' meeting through the company's website.
- 2.4 The company designates the report of any changes for holding securities of the company's directors and Chief executives (involve married couple and underage children of such person) according to the notifications of the Securities and Exchange Commission (SEC) including disclose in the One report (Form 56-1).

- 2.5 The company designates the disciplinary action for the concerned person in using the inside information for personal interest in case of that has information not been disclosed to the public. Inclusive of communicating the policy to their Directors and Management for their acknowledgement in writing under the Code of Conducts.

### Category 3 Stakeholders' role.

The company respects the rights of all stakeholders related to the company, both internal stakeholders such as shareholders, employees, executives of the company or external stakeholders such as competitors, suppliers, customers, creditors, community, society and environment. The company realizes that supporting and listening to the opinions included building relationship with all stakeholders, benefit to the operation and develop the company's business to be growth and widespread in the future. The company treats all stakeholders equally and fairly included comply with the legal regulations and laws.

#### Practical Guidelines

- 3.1 The company emphasizes to be good representative of shareholders in business operation in order to build satisfaction to shareholders by consideration to the progress of company in long term included having good control system and internal audit, transparent disclosure of information.
- 3.2 The company supports to maximize the development of Human Resource's performance by arranging the training to enhance employees' ability in order to be good quality and efficient employees. Due to the company realizes that employees are the main resource which is important to develop the company growth. So, the company has treated to all employees equally by providing compensations and welfares suitable for their jobs and performances.
- 3.3 The company has policy to provide fairly compensations and welfares to employees and executives appropriated by their knowledges, abilities, responsibilities and performance of each person.
- 3.4 The company conducts business in honest manner with suppliers by holding principles to follow trade agreement and commitment with suppliers in order to build good business relationship beneficial to all sides.
- 3.5 The company treats business competitors ethically under related laws regarding trade competition principles with non-infringement of trade secrets of competitors by fraudulent actions with aims for defaming competitors.
- 3.6 The company committed to give good service and customer's satisfaction by providing quality products and services, conducting business with customers honesty and fairly as well as improving and developing service continuously and building good relationship in long term with customers.
- 3.7 The company strictly complies with contracts or conditions committed to creditors, the capital management according to the objective and controlling the refund to creditors on time, including follows to the loan terms and agreement completely.
- 3.8 The company gives the importance of environment care of communities around the company by providing energy saving campaign including operating business not against cultures and traditions or not cause damages to society.

3.9 The company provides contact channel to all stakeholders to ask questions, informs any acts regarding non-complying with the good corporate governance from people in the organization; employees and other stakeholders, as well as incorrect financial statements or faulty internal control system, directly to the board of directors (Whistle Blow). In order to facilitate more effective supervision of the company's benefits by contact channels as follow;

Email : secretary@globalhouse.co.th  
 Website : http://www.globalhouse.co.th  
 Post Mail : Company Secretary  
 Siam Global house Public Company Limited  
 232 Moo 19, Rob Muang Rd., Muang district, Roi-Et province 45000  
 Tel : 043-519777, 043-519596, Call center 1160  
 Fax : 043-519649

3.10 The company established the Anti-Corruption policy and guidelines in supporting and promoting the personnel in the company to realize consciousness of Anti-Corruption, comply with the laws and related regulations. Including setting well-organized operation process in order to protect any corruptions, extortion, and receiving or giving any form of bribes.

3.11 The company has policies and practical guidelines concerning the non-infringement of intellectual property by do not support any acts infringed the Intellectual Property or copyright as stated by intellectual property law. Anyway, in the event that the company has been notified or acknowledged of any disputes related to intellectual property infringement, the company shall take action sharply and properly following to the measures to stop or refrain the accused infringing access.

#### Category 4 Information Disclosure and Transparency

The board of directors realizes to the importance of information disclosure correctly, completely, transparent and timely according to the criteria of information disclosure by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) through accessible channels for giving reliable information to all stakeholders equally.

##### Practical guidelines

- 4.1 The board of directors provides financial reports to declare the financial position, operating results of the company according to the laws and general accounting standard. The company has appointed the audit and risk management committee to be responsible for reviewing the financial reports to be accuracy, completely and trustworthy.
- 4.2 The company has policy to disclose the financial reports, general information with important impacts to the company's share price; which affect to the decision making of investors and stakeholders, to be completely, accuracy and timely according to the regulations of controlling department.
- 4.3 The company has disclosed further information in the one report (Form 56-1)
  - Roles, duties and attendance of the meeting of the board of directors and every subcommittee.
  - Remuneration payments for directors and Chief executives.

- Holding securities details of directors and chief executives.
  - History details and development and training of individual directors
  - Corporate governance Policy
  - Social, environment, safety and labors relations Policies
- 4.4 The company publicizes its information through company's website by having important contents as follow;
- Good Corporate Governance and business ethic policies
  - Shareholder's structure of the company
  - The board of directors' structure
  - Vision and Mission
  - One report (Form 56-1)
  - Financial Statements
  - Other publicized documents such as Human resources management and treatment for employee's policy, social, environment, safety and labor relations policies.
- 4.5 The company provides the person in charge of investors relations and discloses contact channels clearly in the company's website page at follow link;  
<https://investor.globalhouse.co.th/investor-contact/>

## Category 5 Responsibilities of the board of directors

The board of directors practice in accordance to laws, regulation and objective of the company as well as playing a role of corporate governance for the highest benefit of the company, value-added to shareholders in long term, and responsible for practice results to stakeholders.

### Practical guidelines

#### **5.1 The board of directors**

##### **Structure of the Board of directors**

The board of directors comprises of qualified person in knowledge, abilities and experiences beneficial to the company by playing an important role in giving an agreement to set policies and business plan. In addition, the board also gives the importance of internal control system and internal audit for the benefit of the company and shareholders in overall.

At present, the board of directors has 10 persons, consist of executive directors 2 directors and non-executive directors 8 directors and qualified as independent director 4 directors; which is one-third directors' proportion of board of directors to balance the voting in any matters as well as reviewing the management of executive's directors to maximize benefit to the company. In addition, the company has appointed subcommittee which composite of audit committee, nomination and remuneration committee, and management committee by determining distinctly scope of authorities and responsibilities in operations of mentioned committee.

##### **Roles, duties, and responsibilities of the board of directors**

- 1) The board of directors perform duties to determine vision, objectives, strategies and business operation's goal as well as considering, regularly reviewing strategies and operation goal annually.

- 2) The board of directors shall perform duty of responsibilities, duty of care, duty of loyalty and control the operation in accordance with laws, regulations, the resolutions of the shareholder's meeting to maximize benefit and fairness to stakeholders.
- 3) The board of directors shall consider and determine the business plan and annual budget in accordance with the objective and main target of the company by considering to the resource allocation and properly controlling the operation including analyzing the environment, factors and risks which may impact to stakeholders.
- 4) The board of directors shall control to apply the company's strategies and follow-up operation assessment by determining regularly report the operating results as well as developing and improving business operation regard of safety and sanitation, Social and environmental responsibility.
- 5) The board of directors shall establish the charter of the board, corporate governance policy and business ethics of the company to be guidelines for directors, executives and employees to comply together with the company's rules and regulations for the fairness to stakeholders.
- 6) The board of directors shall control and support to build the innovation beneficial to the company, customers, suppliers, society and environment.
- 7) The board of directors shall arrange the accounting system, financial reports, accounting audit, risk management, internal controls, and reliable internal audit. In addition, the Board shall also regularly review and assess the risk management and internal control system for the efficiency and effectiveness.
- 8) The board of directors shall control the information technology management and use of technology for building competency in competitions by complying based on social and environmental responsibility.
- 9) The board of directors has duties to control the Anti-corruption practical guidelines, together with promote all employees to comply with the policies, laws, and related regulations. Plus, regularly follow-up the compliance to the Anti-Corruption policy.
- 10) The board of directors has duties to consider the development planning and the succession planning of the company's top executives and arrange annually the performance assessment of the company's top executives.
- 11) The board of directors shall arrange the reviewing and assessment of their performances and regularly individual assessment at least once a year.
- 12) The board of directors shall provide development of knowledge and abilities in operations continuously by attending the training course concerning the directors' practices or attending the seminar activities to increase their knowledge in operation continuously.
- 13) The board of directors shall attend the meeting every time, unless there are unexpected events to unable to attend the meeting, they need to inform the chairman or company secretary in advance before the date of meeting.

#### **Approval Authorities of the board of directors**

- 1) Approves vision, mission, strategies and important policies such as corporate governance policy, business ethics, risk management policy, insider information controlling, Anti-Corruption policy, internal control policy, related transaction policy, conflict of interest policy.

- 2) Approves procuring and purchasing in exceeded credit amount from the approval limit of the executives.
- 3) Approves the investment project and important operations of the company under regulations of laws, objectives, regulations, and resolutions of the shareholder's meeting. And also control the operations to be accordance with determinate policy and planning with efficiency and effectiveness.
- 4) Approves transactions as criteria stipulated by the Securities and Exchange Act including related laws such as related transactions, Acquisition or Disposal of Assets.
- 5) Approves the interim dividend payments to shareholders.

#### **Roles, duties, and responsibilities of the Chairman**

- 1) Control and follow-up the performance of the board of directors and subcommittee with efficiency and effectiveness.
- 2) Control to ensure that the board of directors has participate in promoting ethics in corporate culture and good corporate governance.
- 3) Determine the board of director's meeting agendas and provide information to directors with accuracy, completely and timely before the meeting for properly making decision of the directors.
- 4) To be a leader of the board of directors and the Chairman in the board of director's meeting, control and operate the meeting within the sufficient time. In addition, the chairman gives all directors an opportunity to express opinions fully and freely, considerate carefully and efficiently.
- 5) To be a leader in the shareholder's meeting following to the agenda, the company's regulations, and laws including giving shareholders to express their opinions equally and providing responses appropriate and transparent.
- 6) Building good relationship between executive directors and non-executive directors.

#### **The board of director's meeting**

The Board of directors shall regularly attend the board of director's meeting to be acknowledged and make decision in the business operation by practices as follow;

- 1) The board of directors has determined the board of directors' meeting at least 6 times per year by each director shall attend the meeting at least 75% of total numbers of meeting for each year. And establish a policy regarding the minimum number of meetings, whereby the Board of Directors will decide at the board meeting that there must be at least 2 out of 3 directors present. Anyway, in case that directors have necessary reason to unable to attend the meeting, may attend the meeting though teleconference.
- 2) Determines the agenda obviously in advance for each meeting, the company arrange the supporting documentations to directors, in advance at least 5 working days prior to the board meeting date, to give all directors sufficient time to study the information.
- 3) In the board of director's meeting, the company allows the executives to attend the meeting to be directly acknowledged beneficial information and policies for compliance with efficiency.
- 4) The board of directors shall access to necessary information for requesting documents, information, suggestions, and any services concerning the company's operation from the top executive for supporting the meeting.

- 5) During the meeting in other considerations agenda, the Chairman gives directors an opportunity to express their opinions freely with sufficient timeframe.

**Roles and duties separation between the board of directors and executives.**

The company has distinctly separated roles and duties between the board of directors and executives. The company has duties to determine the policy and control the operation of executives. The executives have duties to manage operations according to the determinate policy. Therefore, the chairman, the directors, and the chief executive officers are not the same person.

**5.2 The subcommittee**

The board of directors has appointed the subcommittee to consider the important operation carefully and efficiency as follow;

**1) The Audit Committee**

The Audit Committee comprises of independent director at least 3 directors and need to consist of at least 1 director qualified with accounting and financial knowledge. All audit directors need to be qualified completely as stipulated by the securities and exchange commission (SEC) and the Stock Exchange of Thailand (SET).

The Audit Committee need to be qualified with knowledge, understanding and have acceptable experience in accounting and financial by performing their duties to review the operation to be correct according to policies, regulations, laws, practices rules and regulations of governance sector, promoting the operations and development of accounting and financial report system to be in accordance with the international standard. Including reviewing internal control systems, internal audit systems and risk management systems concisely, appropriately, and efficiently.

The Audit Committee shall perform their duty and express their opinions freely by the audit department is operating agency and report directly to the audit committee including regularly consulting with external auditors. The audit committee shall arrange the meeting with external auditors without management at least once a year in order to ask the opinions from the external auditors in any matters.

**2) Nomination and Remuneration Committee**

Nomination and remuneration committee comprises of 3 directors by one of the committees shall be an independent director.

Nomination

Responsible for nomination, selection to be directors or top executives of the company in order to be completely qualified according to laws and related regulations. Considering by board diversities such as skills, experiences, gender, special abilities beneficial to the company.

Remuneration

Responsible for considering the criteria and determining compensations for the company's directors including top executives. The objective for proposing the remuneration policy to be accordance with the company's operating results comparing the compensation rate with other companies in the same industry. In addition, to assess the operation's performance and consider the remuneration to top executives by proposing to the board of directors for regularly approval annually.

Anyway, the nomination and remuneration committee shall arrange the meeting at least twice a year for considering to nominate and assess the operation's performance.

### 3) Sustainability and Corporate Governance Committee

The Sustainability and Corporate Governance Committee of the company shall consist of at least 3 members, with the majority being independent directors, for over 50%. Members may be selected from the company's board of directors and/or top management. To support the company's board of directors in formulating operational policies related to the sustainability of the company and its subsidiaries. They aim to foster sustainable growth for the company. The committee will consider appointing an independent director with suitable qualifications to serve as the chairman of the Sustainability and Corporate Governance Committee.

#### 5.3 Independent director

To be followed with the corporate governance policy of the company and conform to the criteria of the Stock Exchange of Thailand (SET), the company has determined the independent director definition as follow;

An independent director means independent director who is independent in expression opinions to the company's operation and must be a non-involved and non-interested person to the company's operation either directly and indirectly. The company has determined the qualifications of an independent director as below;

- 1) Holding shares not exceeding 1% of total number of shares with voting rights of the company, including shares held by related persons of such independent director.
- 2) Neither being nor used to be an executive director, employee, advisor who receives salary, or controlling person of the Company during two years previously, unless the foregoing status has ended not less than two years prior to taking the independent dictatorship.
- 3) Not being a person related by blood or legal registration with the directors and executives.
- 4) Never had a business relationship with the company or being significant major shareholders or controlling person of juristic person having a trading transaction with the company with its value from 20 million baht or more, or from 3% of total tangible assets value (NTA) whichever amount is lower in past 2 years before appointment.
- 5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, during the previous 2 years.
- 6) Neither being nor used to be a provider of other professional services or a significant shareholder, controlling person or partner of the provider of professional services, who receives service fees exceeding two million Baht during the previous 2 years. \*In case that a person being unqualified from No.4 and No. 6, can be an independent director if only the board of directors shows that the board has considered the issue in accordance with the Section 89/7 that there is no interference in the independent opinion, and the following information shall be disclosed in the notice of shareholders meeting under the agenda considering the appointment of independent director.
- 7) Not a person who is nominated to be the representative of directors, major shareholders, or any other related person to major shareholders.
- 8) Do not operate the same and competitive business with the business of the company, or its subsidiaries, or holds shares for more than 1% of the total shares, or is not an executive director, employee, staff, advisor who receives salary, an Entity with Controlling Authority over the mentioned business.
- 9) Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company.



- 10) An independent director can be an independent director for affiliates of the company but the audit director has been prohibited to be a director for the parent company, a Subsidiary, or a subsidiary listed company.
- 11) After being appointed as the independent director, such independent director may be assigned by the Board of Directors to make decision in respect of collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint venture / Associated Company, a Subsidiary of Equal Level, a Major Shareholder or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.

#### **5.4 Establishing the number of listed companies that the directors and top executives take a position of director for.**

The Board of directors has established a policy on the number of listed companies that the Directors can serve for, in order to assure that the directors devote their time and effort to perform their duties adequately and efficiently for the Company.

Thus, the company's Directors can serve no more than 5 listed companies, Anyway, for the Chief Executive Officer who will take a position of director for other listed companies need to get approval from the board of directors first.

#### **5.5 Remuneration of board of directors and the Chief Executive Officer**

##### Remuneration for directors

The company has determined compensation for the directors obviously, transparent and appropriate with the company's operating result at levels comparable to the same industry. For the consideration, directors' compensation is linked to each Director's performance and responsibilities. The Nomination and Remuneration Committee sets the remuneration principles and payment method, and present it to the Board and the AGM for approval, respectively and disclose in the company's annual report.

##### Remuneration for Chief Executive Officer

Remuneration for Chief Executive Officer that is salary, bonus, special compensation and other compensations such as provident fund by considering from knowledge, abilities, experience, links CEO's performance and also the company's operating result.

#### **5.6 Performance Assessment of the board of directors, sub-committee and CEO.**

##### Board of directors' performance assessment.

The company regularly executed the Performance Assessment of the board of directors, sub-committee and Chief Executive Officer annually. The performance assessment has divided to be 2 forms that is the performance assessment forms of the Board of Directors on the basis of a committee as a whole and an individual (Self-Assessment of directors)

##### Chief Executive Officer's performance assessment.

The Nomination and Remuneration Committee is in charge of the performance assessment of the CEO/ President by considering from the company's business operating result, the operations follows to the policy by the board of directors, competency in business development and efficiency improvement of business operation each year including overall economic crisis and society.

## 5.7 Board of Director's development

- 1) The company encourages and supports all directors to attend trainings or seminars for regularly continuous increasing their knowledge at least 1 director per year. The company assigned the company secretary to be in charge of coordinating with directors to provide training courses and seminars.
- 2) When the composition of the Directors has been changed or there is a newly appointed executive, the company provides a welcoming orientation for new Directors in order to be acknowledged their roles, duties, responsibilities including the company's structure by preparing necessary documents such as the company's regulations, corporate governance manual, business ethics and code of conduct, and other details related to the business operation, including encourages Directors to attend trainings conducted by the Thai Institutes of Directors (IOD).
- 3) The board of directors arranges the director's development project by the Chief Executive Officer shall regularly report the progress of operations each year.

## 5.8 Appointment and the board of directors' tenure

### Appointment of directors

- Nomination and Remuneration Committee is responsible for selecting and nomination the appropriate qualified person to take a position of director or independent director of the company by considering from knowledge, abilities beneficial to the company and propose to the board of directors. The Board shall propose and express opinions to the Annual General Meeting to consider approved. The voting of director's selection must be approved resolution with majority vote of total number of shareholder's votes.
- The company gives shareholders the opportunity to nominate the appropriated qualified person to be selected to be director in advance according to the company's criteria prior to the date of the Shareholder's Annual General Meeting.

### Tenure

- In each Annual General Meeting of shareholders, one-third of the directors, of the number nearest to one-third if the number is not a multiple of three, must retire from the position. Retiring directors may be re-elected.
- Directors shall terminate from the position by the reason of the death, resignation, lacks of qualifications or possessing prohibited characteristics under the notification of the Securities and Exchange Commission, the shareholder's Meeting resolved to dismiss or the court order.
- The company has determined the number of years for each tenure of directors in accordance with the regulations, Public Limited Companies Act, B.E. 2535. Presently, the company has total 10 directors, each director has 3 years of tenure.
- An independent director has not exceeded 9 consecutive years of tenure without exception beginning from first tenure selected to be independent director.

### **5.9 Nomination of Chief Executive Officer and succession planning.**

The company has plan to select the person who will take a position and manage properly and transparent to ensure that the selected director has knowledge, skillful, professional and efficient management. The Nomination and remuneration shall arrange the succession planning and present to the board of directors to consider. The nomination processing will select the qualified person base on knowledge and abilities in management.

### **5.10 Risk Management and Internal Control**

#### **Risk Management**

Risk Management is important process to promote achievement of the company's objectives and determinate goals, conduce towards create values for the company and all stakeholders for the company's sustainable growth. The board of directors arranges risk management methodically including assigned the audit committee to be in charge of controlling, and efficiency assessment of risk management and regularly report to the board of directors.

#### **Internal Control**

The company gives the importance of good internal control system by arranging a written regulations manual, determining responsibilities separately, authorities of employees and executives obviously. The board of director has assigned the audit committee to be responsible for verifying the suitable and efficiency of internal control system inclusive of reviewing the system in part of operations, financial reports, compliance to the rules, regulations, policies and corporate governance. The company arranges the internal audit sector independently to be in charge of auditing the internal control system of the company and report directly to the audit committee.

PART

# 03

## Business Ethics and Code of Conduct

### Category 1 Business Ethics

1. Conflict of interest
2. Confidentiality and control of inside information
3. Treatment for stakeholders
4. Anti-Corruption Policy
5. Intellectual property and Copyright
6. Giving or accepting any gifts, assets or benefits.
7. Charitable donations and Sponsorships.
8. Political Neutrality.
9. Information technology and communication.
10. Safety, Occupational Health and Working environment
11. Antitrust / Unfair competition
12. Respecting human rights

### Category 2 Code of Conduct

1. Leadership
2. Honesty & Integrity
3. Compliance with laws and Regulations
4. Maintaining the company's property
5. Practices towards superiors, colleagues and subordinates
6. Good Citizenship

Category 3 Complaints, suggestions, punishment for misconduct to the business ethics and Code of conduct.

## Category 1 Business Ethics

The company conducts its business with business ethics, transparency, upholds in fairness, morality, and social responsibility. The board of directors, executives and employees also adhere to the following guidelines in performing their duties on behalf of the company.

### 1. Conflict of interest.

The board of directors has determined conflict of interest policy on the principle that the consideration and approval of the business transaction must take into account for the best interests of the company and avoid any business / activity that may cause conflict of interest.

#### Practical guidelines

- 1.1 Personal involved in any considered transaction must report to the company for any involvement in such transactions and must not be engaged in decisions and approval authority in such transactions.
  - 1.2 The audit committee shall present the related transactions and conflict of interest transactions to the board of directors with carefully and appropriate consideration.
  - 1.3 The company shall strictly comply with the criteria of the Stock Exchange of Thailand (SET) in pricing and any conditions with the person who may has conflict of interest as though the external person and submit the report within timeframe determinate by the Stock Exchange of Thailand (SET)
  - 1.4 The executives, employees, family and the person lived in the same company must not operate any business/activities that may cause conflict of interest with the company either directly or indirectly.
  - 1.5 The executives and employees must not be participated in their family or intimate person to operate any business/activities that may cause conflict of interest with the company either directly or indirectly. In order to avoid an impropriety as mentioned, shall disclose relationship with family's members or any persons who may lead to the conflict of interest and report in a written to the supervisor.
2. Confidentiality and control the use of Inside Information

The board of directors has established the maintaining Confidential Information policy and use of inside information for equality of all shareholders.

#### Practical Guidelines

- 2.1 The board of directors has established the prevention measure to improperly use inside information by the related person inclusive of the executive directors, employees of the company group concerning the information (Inclusive of the spouse, underage child of such person) in using of inside information that has not yet been disclosed for securities trading in the period 30 days before the submission of financial statements to the SEC or before disclosure of such information to the public.
- 2.2 The company defined the accounting & financial sector to be responsible for submission of financial statements and financial reports to the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) respectively. Anyway, to ensure that the inside information of the company shall not be disclosed to the external persons before the appropriate time.
- 2.3 Giving information to directors and executives regarding their duties to report the securities holding of the company to the Securities and Exchange Commission (SEC) according to the article 59 and the legal punishment by the Securities and Exchange Act B.E. 2535 and the SET's regulations.
- 2.4 Executives and employees who are responsible for using the Company's inside information must be careful not to let others overhear, eavesdrop, wiretap, or audio record the inside information. In addition, they should not converse in public through mobile phones or converse with family members and close persons which may lead to dissemination of inside information to others.

- 2.5 Executives and employees must strictly manage, store and classify inside information according to the company's rules and regulations.
- 2.6 Executives and employees shall not disclose the inside information of the company to unauthorized persons as stipulated by the regulations or business agreement, unless having received written approval from authorized persons and the responsible sector.

### 3. Practices toward stakeholders

The board of directors gives the importance of practices toward all stakeholders equally for shareholders, employees, suppliers, competitors, creditors, including community, society and environment. All of them shall receive treatments from the company and its subsidiaries according to their legal right related to the company.

#### Practical Guidelines.

#### 3.1 Practices toward shareholders

- 1) The company intends to operate business with fairness and morality, regard to the company's sustainable growth in long term, able to generate suitable returns to shareholders, together with giving fair and equal treatment to all shareholders according to the basic right.
- 2) The company presents the financial reports, business conditions, operating results, to demonstrate the financial position and the company's performance based on reality, accuracy and completeness according to the accounting standard and follows to the standard of listed companies in the SET, regularly gives shareholders for reliability and accountability.
- 3) Refrain from seeking benefits for oneself and related parties by exploiting inside information of the company that has not yet been made public or any actions that may bring conflicts of interest with the Company.

#### 3.2 Practices toward employees

- 1) The company emphasizes on training and personal improvement for career growth by providing the training and giving knowledges to enhance skills for all employees to be quality and efficient employees.
- 2) Appointment and Rotation with fairness, non-discrimination, considering from employee's knowledge, ability, and performance for each year.
- 3) Determines fair and proper compensation and benefit such as provident fund to employees in line with the knowledge, ability, responsibility, and performance.
- 4) The company has work environment care policy for safe and healthy for employees.
- 5) The company promotes employees' participation in the company activities such as sporting events, New year celebration activity.
- 6) The company put in place channels for whistle-blowing or complaints through the company's website and non-disclosure of whistleblower's information.

#### 3.3 Practices toward suppliers

- 1) The company strictly follows the procuring and purchasing process to be in accordance with the company's policy with transparency, clarity, fairness to all parties. In case that executives, salesman, or any persons in the company has relationship with suppliers or shareholders, such person must report in a written to their supervisor to avoid the involvement of procuring or purchasing transactions.

- 2) The company practices toward suppliers with integrity in business trading by adhering to comply with the business contract, trading conditions and commitment with suppliers in order to build good business relationship and beneficial all parties.
- 3) The company practices toward all suppliers equally and fairly by giving information and conditions in the same way to all suppliers based on fairly receiving compensation to all parties.
- 4) The company shall not request or receive any dishonest benefits in business with suppliers.
- 5) The company shall not do any action as deemed infringement of intellectual property to suppliers.

#### **3.4 Practices toward competitors**

- 1) Practices ethical toward competitors, avoid dishonest competitions for discredit the competitors
- 2) The company shall not make any unlawful exercise in seeking information or trading secrets of competitors such as stealing, infringement of non-disclosure information of competitors neither from customers or other persons.
- 3) Does not practice any unethical and/or illegal methods to attack or discredit competitors.

#### **3.5 Practices toward customers**

- 1) The company shall treat all customers equally with honesty and fairness.
- 2) The company shall provide good quality product and service to customers.
- 3) The executives and employees must know and understand well in products and services of the company include giving correctly and completely information to customers.
- 4) The executives and employees need to study and try to understand thoroughly customer needs before presenting the products or services to customers in order to respond customer needs correctly. Moreover, always seeking knowledge and accumulating experience for more efficiency and increasing the customer's satisfaction.
- 5) The executives and employees shall treat customers politely and always respect to customers with modesty.
- 6) The executives and employees must have good attitude to customer services job, realize to the importance of service and fully practice for valuable and efficient service lead to excellence service.
- 7) The executives and employees must respect the customer's decision and opinions including non-infringement of personal right of customers.
- 8) The company will provide the communication channels for customers to services information enquiry, suggestions or product and services complaint. The company shall take such information into account to improve rapidly within appropriate time.

#### **3.6 Practices toward creditors**

- 1) Strictly practices follow the conditions toward creditors, manages loan to be in line with the objectives of fund management and controls to refund with creditors according to a fixed time, together with strictly abides by the conditions and agreements of the loan.

#### **3.7 Practices toward community, social and environment**

- 1) The company realizes to the importance of environment care in the community around the company including operate business not against to the tradition, or not cause damages to society.
- 2) The executives and employees shall participate in activities for public benefits in develop and service the society.

- 3) The executives and employees shall realize to participation in natural resource conservation and environment care including avoid any acts may cause danger or pollution to natural resource, environment and ecological.
- 4) The company operates business follow quality standard, realizes to the safety, occupation health, and energy management including promote to maximize and increase efficiency of energy using.

#### **4. Ethics regarding Anti-Corruption**

The board of directors aims for directors, executives, and employees realize to the importance of Anti-Corruption in order to encourage the company to be well-organized, conduct its business efficiently and ethical for sustainability in business operation onward.

##### Practical Guidelines

- 4.1 The company adhered Anti-Corruption policy to generally practice with practical guidelines as follow;
  - 1) The directors, executives, all employees of the company shall comply with the Anti-Corruption policy and shall not act or be engaged with corruption neither directly or indirectly.
  - 2) The company's executives and employees are prohibited to request or receive any business benefits from partners, visitors, or any contacted person who do business with the company
  - 3) The company's executives and employees must avoid to give or receive anything from the business contacted person, business partners, except the giving or receiving in occasionally festivals, local customs or business customs.
  - 4) The company's executives and employees must avoid to treat company's partners for a meal or give a reception for anyone who is going to do business with the company, except the adequate reasons and that treat is in form of general reception.
  - 5) The company's employees shall not neglect to take action upon detecting an act involving the company that can be construed as corruption. It is their duties to notify their supervisors or responsible persons of such incident and give full cooperation in the fact-finding investigation.
  - 6) The company shall ensure fairness and provide protection to the company's personnel who refuse to engage in corruption or report corruption cases related to the company through a protection procedure which is intended for those who follow the Anti-corruption Policy, file complaints, or cooperate in reporting corruption as defined in the Whistleblowing Policy.
  - 7) The personnel who get involved in acts of corruption which infract business ethics and the code of contract, such person will be disciplinary punished as stated in the company's regulation. Besides, the wrongdoer may be legally penalized if such act is illegal.
  - 8) The company recognizes the importance of educating and fostering an understanding among third parties whose duties involve or may impact the company on matters where compliance with the Anti-corruption Policy is required.
  - 9) The company determines the compliance assessment following to the Anti-Corruption Policy by the Internal Audit Office, who is responsible for monitoring and concluding the compliance for reporting to the Audit Committee. To ensure that mentioned compliance get respond from the related person.
  - 10) The company intends to build and maintain an organizational culture with zero tolerance against corruption in transactions with both public and private sectors.



- 4.2 The company communicates and publicizes Anti-corruption policy to the company's directors, executives, and employees including all stakeholders to be aware and practice through the company's website.
- 4.3 The company provides communication channels for all stakeholders to directly communicate, complain, whistle-blowing in corruption or any acts may cause the problem to the company to the board of directors via the company website in subject good corporate governance "Whistle-blowing".

## 5. Ethic regarding intellectual property

The company has policy and practical guidelines regarding non-infringement of intellectual property by not support any act as deemed infringement of intellectual property or copyright as stipulated by intellectual property law. Anyhow, if the infringement is found, the company will take action rapidly according to the appropriate process to restrain such acts accused of infringement.

### Practical guidelines

- 5.1 The company use a copyrighted software computer.
- 5.2 Has registered a trademark for House brand product to maintain benefits and protect the infringement from others.
- 5.3 The company's employees shall respect the right in others' intellectual property, do not use other's work without their permission.
- 5.4 Promotes employees to have knowledge and comprehensive regarding intellectual property law.

## 6. Ethic for giving or receiving gifts, assets, or other benefits.

The executives, employees, and intimated person shall not accept money, benefits, or anything from the person concerned company's business if the recipient have biased mind or have the business relationship with to giver, it's maybe damage to company.

### Practical Guidelines

- 6.1 The executives, employees, and relatives shall not request or accept to join in any social activities, sports, reception or welcoming dinner, welcoming service gifts or incentives for their own or others from the person in business with the company.
- 6.2 In unavoidable case, the executives and employees may accept benefits or gifts for business advertisement or tradition if such benefits or gifts have value not exceed 3,000 Baht. However, if such benefits or gifts have value more than 3,000 Baht, the executives and employees must inform in a written to their supervisor and take such gifts/benefits to the company.
- 6.3 In case that the executives or employees are the representative of the company to join the dinner with suppliers, or travel to the seminar or training, and receive benefits/gifts with value more than 3,000 baht neither from sweepstakes, ballots or souvenirs, shall adhere to comply with the same condition as mentioned above.
- 6.4 Expenses for welcoming dinner/reception services such as treat for a meal or beverage, sports and other expenses related to the business practices or business tradition must be reasonable manner and no impacts to decision-making in operations or causing conflict of interest and not against laws obligations according to the notification of the company.

## 7. Ethic for charitable Donations and Sponsorships Order

The Company has clearly policy in charitable Donations and Sponsorships to any organization on behalf of the company with intention to benefit to society. To ensure transparency according to the company's regulations and laws without expectation of benefits or anything in return which may be deemed an act for bribery and corruption.

### Practical Guidelines

- 7.1 Giving or accepting charitable donations or sponsorships or other benefits to any organizations for the objective for beneficial to society in act on behalf of the company must be transparent according to the company's regulations and lawful.
- 7.2 The company's executives and employees shall refrain from asking for donations from any organizations for their own benefit and/or the concerned person neither directly or indirectly.
- 7.3 The company defines authority in donation and giving sponsorships obviously with the approval evidence and records by the accounting & Financial department.

## 8. Ethic for political Neutrality

The company respects and supports all stakeholders to exercise their right under law without infringement other's right. In order that, the company shall neutralize political, do not involved in the politics and not support all forms of violence.

### Practical Guidelines

- 8.1 The company has policy to conduct its business with political Neutrality, has management process independent, not reference to the political activities and non-participating with any political party or any authorized politicians.
- 8.2 The Company prohibits directors, executives, employees, and worker of the Company use his / her role to induce, pressure, or force colleagues and subordinates to support any political activity, political organizations, or members of the organization.
- 8.3 The Company prohibits directors, executives, and employees of the Company to sponsor any Company's assets, or facility to benefit or support any political activity, political organizations, or members of the organization neither directly and indirectly covered local, regional, and national level.
- 8.4 Non-participation in political demonstration or support any political neither directly or indirectly by financial or other benefits to any political party.
- 8.5 The directors, executives, and employees have individual rights and liberties under the constitution laws and laws related in political support in case of actions on their private matters of each individual, not act on behalf of the company.

## 9. Ethic for using information and communication technology

The company determines the using of information and communication technology correctly and efficiently for the highest benefit of the company and also take precaution of the impacts to the company and all stakeholders.

### Practical Guidelines

- 9.1 The executives and employees must use the communication and computer system with responsibilities, non-causing of disharmony, damage or annoyance to others, or causing hostility in workplace.
- 9.2 The executives and employees must strictly comply with computer-related crime act and related laws.

- 9.3 All employees of the company must use the computer, internet, and email correctly by realizing to security, non-infringement of other's right, or discredit, maintain the company's reputation.
- 9.4 All employees of the company must use the computer and modem for business operation continuously and highly efficient. Non use for private matter which may affect to the efficiency in working or business operations.
- 9.5 The executives and employees must not copy other people's licensed programs, installation and use of unlicensed software are prohibited. In addition, only the department of information systems development have a right to install any program or software in the computer of the company.
- 9.6 The executives and employees must keep confidential of their own password for protecting access of others including shall change their password in view as proper.

#### **10. Ethic for Safety, Occupational Health and work environment**

The company gives the importance and be responsible to all company personnel to be always safe in working, healthy and live in the appropriate work environment. So that, the company has determined good practical guidelines to promote its conduct as follow;

##### Practical guidelines

- 10.1 The company gives the importance for safety, occupational health and work environment of employees by providing Employee safety manual, appointing various level of safety officers and forming the safety, occupational health and work environment committee.
- 10.2 The company provides the training and publicizes information through intranet (Global Share) for building knowledge and comprehensive to the company personnel regarding rules, regulations, safety working standard, occupational health and work environment. Including the correctly practical guidelines and cautions together with determining employees to strictly comply.
- 10.3 The company has established the accident protection system which may occur from working and prepared personal protective equipment including having regular improving and maintenance all tools and office spare to be in good and proper for working in order to reduce the risk or opportunity of injuries or accidents at work.
- 10.4 The company gathers the information and keep the record of any injuries or accidents for route cause analysis to seek the resolution and preventing going forward.

#### **11. Ethic for Antitrust, unfair competition**

The company gives the importance in conducting its business with fairness according to the law, realizes to business ethics, benefits of customers and business partners, including fairness in competition with other entrepreneurs. So, that the company determines the following practical guidelines to executives and employees to do understand and comply.

##### Practical Guidelines

- 11.1 To ensure that pricing for products and services of the company must not excessively lower than market price or lower than the cost as deemed pricing for eliminating the competitors to out of the market.
- 11.2 Avoid any agreements with competitors, or other entrepreneurs in the manner of monopoly or reduce competition in the market

- 11.3 Joint Venture, merger or Acquisition must be not considered to be monopoly or be unfair in competition.
- 11.4 Avoid unfair trade practices or behavior of bargaining power using for setting conditions to limit opportunity or options of customers or behavior of market dominance.
- 11.5 Avoid any agreements or contracts with foreign business person in the manner of monopoly market or limit opportunity in products or services selection of consumers in the country.

## 12. Ethic for respecting human rights

The company supports and respects human rights principle and has intention to conduct its business without infringement of human rights. Thus, the company has established the following practical guidelines for protecting the infringement of human rights in all activities of the company.

### Practical Guidelines

- 12.1 The company gives the importance and respects human rights by practices equally toward personnel, all stakeholders of the company without discrimination on physical different, gender, nationality, religion, social status, or political attitude.
- 12.2 The company shall not do any act of liberty and rights violation of personnel, any personnel group including all stakeholders of the company neither directly or indirectly, for instance; violation on physical, verbal, abuse, threat, harassment, mortifying, sexual assault, indignity, etc.
- 12.3 The company shall not use and not support all stakeholders of the company to use any form of illegal labor including child labor and other illegal labors.
- 12.4 The company provides communications, publicizes the policies, and practical guidelines for human rights to all stakeholders in order to conduct business together with humanity, respecting human rights according to the company's policy.
- 12.5 The company provides due diligence in respecting human rights for each operation process, shall not neglect to take action upon detecting an act of human rights violation. It is employee's duties to notify the supervisors or responsible persons and the company also provides protection process for the person who report cases or complaints regarding human rights violation behavior through a protection procedure for those who report cases, complaints, as defined in the Code of Conduct Manual.
- 12.6 The company determines the compliance assessment and identify risk for human rights violation and impacts. The objective for the company can set a plan and determine the resolutions and preventions guidelines of human rights violation.
- 12.7 The company has an organizational culture for employees to adhere to respect human rights as practical guidelines to enjoy a working life in a good and respectful environment. In addition, employees must perform their service duties with equivalent standard to customers by all genders, ages, races, religions with equality.

### Category 2 Code of Conduct

The company has established Code of conduct for executives and employees for their practical guidelines as follow;

#### 1. Leadership

The executives shall comply with moral and leadership appropriately, and perform to be socially acceptable including benefit to the management of the company.

#### Practical Guidelines

- 1.1 The executives must express vision and leadership in management, having accountability, responsibility to the performance to be reliable and socially acceptable, including perform to be good examples for subordinates and employees.
- 1.2 The executives must investigate the complaints of stakeholders, other persons for fact-finding and resolve the problems rapidly and fairly. Anyway, the executives may not take any actions in complaint by using anonymous letter.
- 1.3 The executives must promote and support employees to build leadership and to participate in the company's development.
- 1.4 The executives must engage and promote employees to participate in social and public benefit activities. The objective for encouraging the company to be a part of community in development and collectively building good relationship with community and society.

## **2. Honesty and integrity**

The executives and employees must perform their duties with honesty and integrity, and strictly take precaution in maintaining the company's benefits.

#### Practical Guidelines

- 2.1 The executives and employees must perform their duties with honesty and integrity, without prejudices, not use their authorities and roles to seek to benefit for their own or others.
- 2.2 The executives and employees must not intend to make a false report or record, including not intend to hide a fact or present a false information to the company.
- 2.3 In case of founding the incorrect reports or records, the executives and employees must report immediately to their supervisors.
- 2.4 The executives and employees must spend their working time efficiently and effectively as defined by the rules and regulations. In addition, do not take action to induce colleagues, subordinates to working time for others activity that irrelevant with the company's benefit.
- 2.5 The executives and employees must perform their duties as assigned with fully knowledge and abilities, including aware of their duties and be responsible for their performance.

## **3. Regulatory Compliance**

The executives and employees must strictly perform their duties according to the laws related to the company's business and work regulations. Moreover, they should avoid any actions which affect negatively to the reputation of the company's business operation.

#### Practical Guidelines

- 3.1 The executives and employees must not violate, disobey, neglect to the rules, regulations, notifications of the company, including lawful order and authorized supervisors.
- 3.2 The executives and employees must not produce or possess illegal goods whether for their own use, for sell, or for other persons.

## **4. Maintaining the property**

The executives and employees shall maintain and use the company's property to be *extremely beneficial to the company only and not use illegal for their own benefit or others.*

#### Practical Guidelines

- 4.1 The executives and employees must not take the company's property/asset for their own use, sell, give, borrow, lend or transfer without permission, whether such property have value or not or be in any conditions.
- 4.2 The executives and employees must not intend to damage, sabotage, or destroy the company's property.
- 4.3 The executives and employees must not use the company's property for their own benefit or external business, unless receiving permission from the supervisor.
- 4.4 The executives and employees must help or strive for copyright, patent or protect trademark which are the intellectual property of the company.

### **5. Practices towards Superiors, Colleagues, and Subordinates**

The executives and employees shall maintain a working environment to be safe, without infringement of human rights, or respect for each other, including give cooperation, propose opinions and resolve the problems together in working.

#### Practical Guidelines

- 5.1 The executives and employees must not incite, slander or parody which cause disunion and restrain from presenting other's work or ideas as your own.
- 5.2 The executives and employees must not take any acts involved sexual assault to colleagues. In case of founding such acts as deemed sexual assault, must report immediately to the supervisor.
- 5.3 The executives and employees must be disciplinary, not do any acts deemed disrespectful to the supervisor, treat politely and friendly with hospitality for colleagues, and subordinates.

### **6. Being good citizenship**

The executives and employees shall act as a good citizen to live together proudly with others in society

#### Practical Guidelines

- 6.1 The executives and employees must improve themselves to be moral, ethical, including learn more to perform their duties efficiently and effectively.
- 6.2 The executives and employees must not conduct to be disgusting to others, verbal sexual harassment, *Delinquent acts, being insolvent, gamble, Substance abuse, Drinking Alcohol beverage while working or any actions imply that is demoralizing.*
- 6.3 The executives and employees are prohibited from carrying a concealed weapon in workplace, unless be authorized by the top supervisor in necessary case for safety of the company and employees.

### **Category 3 Whistle Blowing, complaints, suggestions and punishment for non-compliance to the company's code of conduct.**

To objectify the regulations regarding business ethics and code of conduct, thus the board of directors gives an opportunity to employees and stakeholders for complaint channels, express opinions, whistle blowing about illegal acts, corruption. The company has assigned the company secretary to be in charge of complaints handling and control the business ethics of the company by directly report to the independent director, the audit director of the company as follow;

## 1. Channel for Whistle Blowing, complaints, suggestions

Email	secretary@globalhouse.co.th
Website	http://www.globalhouse.co.th
Post Mail	The Company Secretary Siam Global House Public Company Limited 232 Moo 19 Robmuang Road, Robmuang, Muang, Roi-et 45000

## 2. Complaints handling Procedure

The company provides complaints channels and express opinions independently to be guidelines for development and building sustainability to the company as follow;

- 2.1 The complaint recipient collects all facts related to the violation or non-compliance to the business ethics.
- 2.2 The complaint recipient reports the facts to independent directors, audit directors, take action to investigate, fact-finding for considering complaints by separate each related matters, management, knowledge development, fact-finding investigation, etc.
- 2.3 Actions measure, the complaint recipient presents to independent directors, audit directors for investigation and determining the actions measure to restrain the violation or non-compliance to the laws.
- 2.4 Reporting the result, the complaint recipient has duty to inform the result to the whistleblower, and report to the CEO and/or the board of directors in case of important matters and the whistleblower discloses his/her identity.

## 3. Protection measure of whistleblowers

For protection of whistleblowers and the investigation procedure to be fair and transparent, the company has established Protection measure of whistleblowers as follow;

3.1. The whistleblower can choose non-disclosure of his/her identity if he/she deems that the identity disclosure will affect to the job position or make him/her unsafe. On the other hand, in case that he/she disclose his/her identity, the company will be then able to make progress report and make clarification on facts to him/her.

3.2. The Complain recipient shall keep confidential of all related information, have regard to security. The measures to protect whistleblowers and/or informants and/or persons who provide cooperation in facts investigation have been formulated. Such whistleblowers shall be protected from unfair practices, such as, job rotation, change of job descriptions, change of workplace, work suspension, harassment, work interference, employment termination, resulting from such whistleblowing/complaints.

## 4. Importance and practical guidelines following the regulations involved business ethics and code of conduct

The executives and employees must try to understand and adhere to this regulation involved business ethics and code of conduct and prohibit executives and employees to do any acts against to this regulation. In case of any problems aside from determinate practical guidelines, the executives and employees shall consult with supervisors respectively for considering to seek the resolutions or appropriate compliances.

**5. for non-compliance with the regulations involved business ethics and code of conduct.**

In case that the investigation result by the independent directors, audit directors according to the complaints was found that the executive or employee misconduct, the company shall take disciplinary action by using the determinate measure as stipulated in part 1 (work rules and regulations) in category 10 (Disciplinary and penalty), for instance, oral warning, written warning, reduction of salary or wages, work suspension without pay, layoff respectively, for other details shall be enforced by disciplinary as mentioned category.



PART

# 04

Appendix

- Definition

## 1. Definition

1. The company means Siam Global House Public Co., Ltd and its subsidiaries including company authorized person or any person designated to act on behalf of the Company.
2. Subsidiary means other company which Siam Global House Public Co., Ltd may hold stock futures till reached the prescribed age to be subsidiary by laws.
3. The executives mean the company's directors, executive officers, managers or equivalent or more of the company.
4. Supervisors mean the employees who have authority in command, assign, control working to be in accordance to the company's policy including have authority in disciplinary punishment to employees in the company.
5. Employees mean full-time employees are employed, employees on probation, and Contract employees.
6. Related person means the person who has relation in any following way;
  - 1) The person who has authority to control the company's business and also mean directors of juristic person.
  - 2) Spouse, child, or underage adopted child of directors, executives or any person following to article no.1)
  - 3) Juristic persons following to article no. 1) or no. 2) have authority to control the business.
  - 4) Any other persons as specified in the notification of the Capital Market Supervisory Board.
7. The stakeholders mean person and/or juristic person who is involved with the company's operation, including shareholders, executives and employees of the company, customers, suppliers, creditors, business competitors and public society, etc.
8. Property means movable properties, immovable properties, technology, copyright, title document, patent, as well as invention and any intellectual property of the company.
9. Specifications mean information possessed or controlled by the company which has economic value both in present and in the future, is esoteric information and shall not disclose to external person before being permitted from the authorized person, for instance information of customers and employees, sale and marketing information, products and services information, accounting information, financial plan, business plan, marketing plan, development method program, creation, etc.
10. Business ethics mean good practical guidelines in business operation of the company, directors, executives, and employees, which leads to be the good corporate governance system.
11. Rules of Law adherence means decision and business operations according to legal provision or related regulations.
12. Fairness and morality mean performing duties with justification.
13. Morality mean equality, non-discrimination based on principles of fairness and morality.
14. Transparency mean transparency in decision and operation method as disclosed to public and verified under line of regulations and laws.
15. Integrity mean integrity and honesty to duty must be performed correctly following to the rules and regulations, traditions and good morality.
16. Responsibility means awareness in duty must be performed fully capacity and efficient.
17. Accountability to performance mean acceptance of performance both positive ways or negative way.
18. Vision means creative foresight for value-added to business in long term and aims to be excellence.

2. This employee manual composite of 3 important parts, for instance;
  - 2.1 Work Regulations
  - 2.2 Human Resource Rules
  - 2.3 Business Ethics and Code of Conduct and effective from the notice date onwards.
3. Rules, regulations, notifications, commands, or any agreements, that conflict with this work regulation, shall use this regulation manual instead.
4. In case of work regulations, human resource rules, and business ethics regulations, and Code of conduct in this manual, not stated clearly, shall adhere to the laws, rules and regulations or any other commands in the state labor to be practical guidelines.
5. Regulations for Business Ethics and Code of Conduct in this manual, count in a part of employment contract between the company and employees.



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