

Anti-Corruption Policy and Practices

WHA

ANTI-CORRUPTION POLICY & PRACTICES



WHA Corporation Public Company Limited

1121 Moo. 3 Theparak Rd., T. Theparak,

A. Muang Samutprakarn 10270, Thailand

Tel. 02-753-3750 Fax. 02-753-2750

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www.wha-group.com

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1. Message from Chairman and Group CEO

WHA Corporation Public Company Limited and its affiliations (“WHA Group”) strive for conducting business with integrity and transparency in compliance with the business ethics and the principles of good corporate governance. Additionally, the Company joined signing in the declaration of intention for participation in the Thailand’s Private Sector Collective Action Coalition Against Corruption and was certified in 2017. In the Board of Directors’ Meeting No. 7/2019 dated 8 November 2019, the resolution on revision of the anti-corruption policies and practices was passed with the aim to make directors, executives and all employees of WHA Group to understand the meaning of corruption and corruption in various forms, raise their awareness of roles and responsibilities, be able to implement practices related to anti-corruption, and encourage submission of complaints and suggestions from whistleblowers. The Company will also monitor and review anti-corruption policies and practices on regular basis.

The Board of Directors has promoted and encouraged publication of these policies and practices through many communicative channels of WHA Group, provided training of knowledge, and declared this intention to third parties and stakeholders for the purpose of developing competitiveness and fostering national development by means of reduction of bribery and corruption both in public and private sector.

(Miss Jareeporn Jarukornsakul)

Chairman and Group Chief Executive Officer
WHA Corporation Public Company Limited

2. Definition

Directors	refers to	the Board of Directors of WHA Corporation Public Company Limited and Subsidiaries which is referred to as “WHA Group”)
Executives	refers to	employee of at least Department Manager level.
Staff	refers to	full-time employees, temporary employees, contract employees
Stakeholders	refers to	shareholders, investors, staff, customers, partners and creditors, joint venture partner and business alliance, government sector, private sector and society, community.
Anti-Corruption	refers to	bribery of any type by means of offering, agreeing, giving, promising, claiming or accepting (monetary form / asset) or other undesirable benefit, to government officials, government agencies, private agencies, partners, customers, and all Interested Parties, either directly or indirectly, for such persons to perform or refrain from performing of duty, so as to acquire, maintain the business, or recommend any business to the Company particularly, or to acquire or maintain any other undesirable benefit to the business, unless it is allowed by the law, rules, announcement, regulations, local customs, conventionality or business tradition.
Conventionality	refers to	principles of way of life in the society, as well as ethical manner, festivals, red-letter days, or customary, unique and/or socially important activities.

Political Contributions	refers to	a contribution, financial or in-kind, to support a political cause. It can be a legitimate way to support by providing financial and other support to assist political parties such as offering assets and money as well as gifts, donate to political campaign, support electioneer, and benefit political parties in any way. This excludes employees' individual rights to participate in any political activities on his/her own time and expenses.
Donation for Charity	refers to	any donation of money, things or other materials which can be calculated in monetary value to public organization such as foundations, temples, schools, hospitals, or other non-profit organizations having the objectives to contribute to the society.
Subsidies	refer to	any money, things or other consideration which can be calculated in monetary value and are reasonably given by customers, vendors, business partners for business purposes only and for public relations, advertising, commercial reliability, branding, and reputation of the Company

3. Anti-Corruption Policy

“Directors, executives and employees of WHA Group shall not perform or accept any performance of actions which can be considered as bribery or corruption whether directly or indirectly, including all groups of stakeholders related to WHA Group’s business operated in all countries and other relevant authorities.”

Performance under the anti-corruption Policies and Practices shall be audited on regular basis. Guidelines and requirements for performance shall also be reviewed to ensure conformity to the change of business, rules and regulations and applicable law.

4. Roles and Responsibilities

For practicality in supervision over anti-corruption, the roles and responsibilities of the Board of Directors, Corporate Governance Committee, and Audit Committee, as well as directors, executives and all employees are determined as follows:

- 4.1 **Board of Directors** shall supervise the overall operations of anti-corruption, approve anti-corruption policy and practices, and communicate at all levels of organizations and third parties for practical implementation.
- 4.2 **Corporate Governance Committee** shall supervise the performance in conformity to the Anti-Corruption Policy, review and revise the Anti-Corruption Policy and Practices, provide suggestions, follow-up, and assessment of the performances related to anti-corruption.
- 4.3 **Audit Committee** shall audit financial and accounting reports, internal control system, internal audit system and audit the internal control system which is related to anti-corruption, accept whistleblowing about anti-corruption, as well as auditing correctness of references and self-assessment related to anti-corruption measures of the Company under Thailand's Private Sector Collective Action Coalition Against Corruption.
- 4.4 **Risk Management Committee** shall supervise the risks of corruption on regular basis and review risk management measures to ensure appropriateness and manage risks to be at acceptable level.
- 4.5 **Directors, Executives and Employees of WHA Group** shall comply with the Anti-Corruption Policy and Practices. Any doubts or violation of these policies shall be reported to the superiors or through whistleblowing channels under Whistleblower Policy and Whistleblower Protection Measures.

5. Acceptable Guidelines of Practice

5.1 Good Practices

5.1.1 Directors, Executives and Staff of WHA Group shall comply with the Anti-Corruption Policy and the Anti-Corruption Policy without involvement with any corruption directly or indirectly.

5.1.2 Directors, Executives and Staff of WHA Group shall neither ignore nor neglect:

- 1) When The Company's Directors, Executives and Staff of WHA Group witness any corrupt act in connection with the Company; they shall inform the Immediate Superior or Person in Charge and cooperate with checking for facts. In case of any query or question, they shall consult with their Immediate Superior or Person, assigned to take charge of following up of compliance with the Company's Anti-Corruption Policy through the paper channels.
- 2) No direct or hidden benefit on personal, family, or associate basis with WHA Group; i.e. any act for sales of goods and services to WHA Group or in competition with WHA Group.
- 3) To avoid any entertaining act by any business contact person with WHA Group or other persons, potentially benefiting from staff's performance.
- 4) Neither call for nor accept any unrighteous benefit directly or indirectly, or any other benefit in order to acquire any business interest, nor make use of corruption from business operation.

5.1.3 To provide a reliable financial report, efficient operational system, transparency, consideration of risks on operational corruption, and regular follow-up system

- 5.1.4 To provide a channel for whistleblower about corruption which fairness and protection for employees who refuse or report corruption with WHA Group and whistleblower protection measures or those who cooperate in reporting corruption as whistleblower policy and suggestions.
- 5.1.5 Person who commits corruption is considered an offense according to anti-corruption policy and be subject to disciplinary action in accordance with the Company's rules, and may be punishable by law if such act is against the law.
- 5.1.6 Directors, Executives and Staff of WHA Group prioritizes publication and upholds knowledge and understanding for any other person, who performs duty associated with WHA Group, and WHA Group's stakeholders, in order to lead to favorable conscience.

5.2 Provisions of Implementation

- 5.2.1 Implementation of the Anti-Corruption Policy shall be subject to the guidelines of practice, as may be established in the Anti-Corruption Manual, Policy and Guidelines of Practice towards stakeholders, relevant Rules and Operational Manual, and other Guidelines of Practice, as may be established by WHA Group subsequently.
- 5.2.2 This Anti-Corruption Policy shall extend to all activities relevant to WHA Group business operation.
- 5.2.3 Corruption risk assessment shall be performed all on the entire organization regularly every year.

5.3 Practical Guideline of the risk corruption

5.3.1 Guidelines of practice for accepting of articles / giving of articles or any other benefit

1) Accepting of Articles or any other Benefit

- The Executives and Staff may neither accept nor obtain any gift, entertaining act, service provision, financial support, money, or any reward from partners, creditors, or Interested Parties dealing with WHA Group.
- Exceptions: The provision above may not be applicable to the opportunity or festival as may be considered conventionality by general people; however, such article or other benefit shall cost or be valued at not more than Baht 5,000; and/or when it is necessary to maintain favorable relationship on personal or organizational basis. *(any force majeure, where an staff member of position with 1 level lower than the Executive may, mutatis mutandis, accept the gift on behalf and report the Executive forthwith) and deliver to the CEO Group through the company secretary office within 5 working days from the date of receiving any other items or benefits.*
- Exceptions: The provision above may not be applicable to accepting of gifts during a conventional festival, where staff may accept a gift, valued at not more than Baht 500, e.g. key chain, calendar, notebook, etc., with the organizational emblem thereon
- For decent criterion of business operation, WHA Group has established a policy of refraining from accepting of any gift during the New Year festival and other occasions for Executives and Staff.

2) Giving of Article or any other Benefit

- Article may be given at a conventional festival, recognized by general people, where WHA Group shall provide such article or any other benefit with price or value of not more than Baht 5,000, In case that the price or value of more than Baht 5,000 it shall be the power to consider and approve the Chief Executive Officer. However, the approval must not more than the annual budget approved by the Board of Directors meeting for that year. However, survey / examination may be carried out as may be appropriate prior to such giving in order to prevent any potential corruption.
- The Executives shall be assigned as an organizational representative to give an article or any other benefit.

5.3.2 Guidelines of practice for charitable donation or support money

- Giving / Accepting of donation or solicited contributions shall be transparent and lawful, and such donation or support money shall be assured not to be spent or set up for any corruption.
- Donations not more than Baht 5,000,000 shall be approved by Chief Executive Officer, any donations or sponsorships more than Baht 5,000,000 shall be approved by the Executive Committee. Overall, such donations and sponsorships shall not exceed the budgeted amount for the given year.

- Sponsorships not more than Baht 5,000,000 shall be approved by Chief Executive Officer, any donations or sponsorships more than Baht 5,000,000 shall be approved by the Executive Committee. Overall, such donations and sponsorships shall not exceed the budgeted amount for the given year.

5.3.3 Guidelines for Entertainment

- Executives and Staff shall not demand entertainment from vendors, creditors or stakeholders doing business with WHA Group.
- Any expenses related to business entertainment such as food and drinks, sports, and other expenses directly related to business practice or commercial norms may be allowed but in appropriate amount and shall not affect work-related decision-making or cause any conflict of interest or legal provisions. The amount not more than Baht 500,000 shall be approved by the Chief Executive Officer, and the amount more than Baht 500,000 shall be approved by the Executive Committee provided, however, that approval of the above amounts shall not exceed the annual budget approved by the Board of Directors' Meeting in the relevant year.

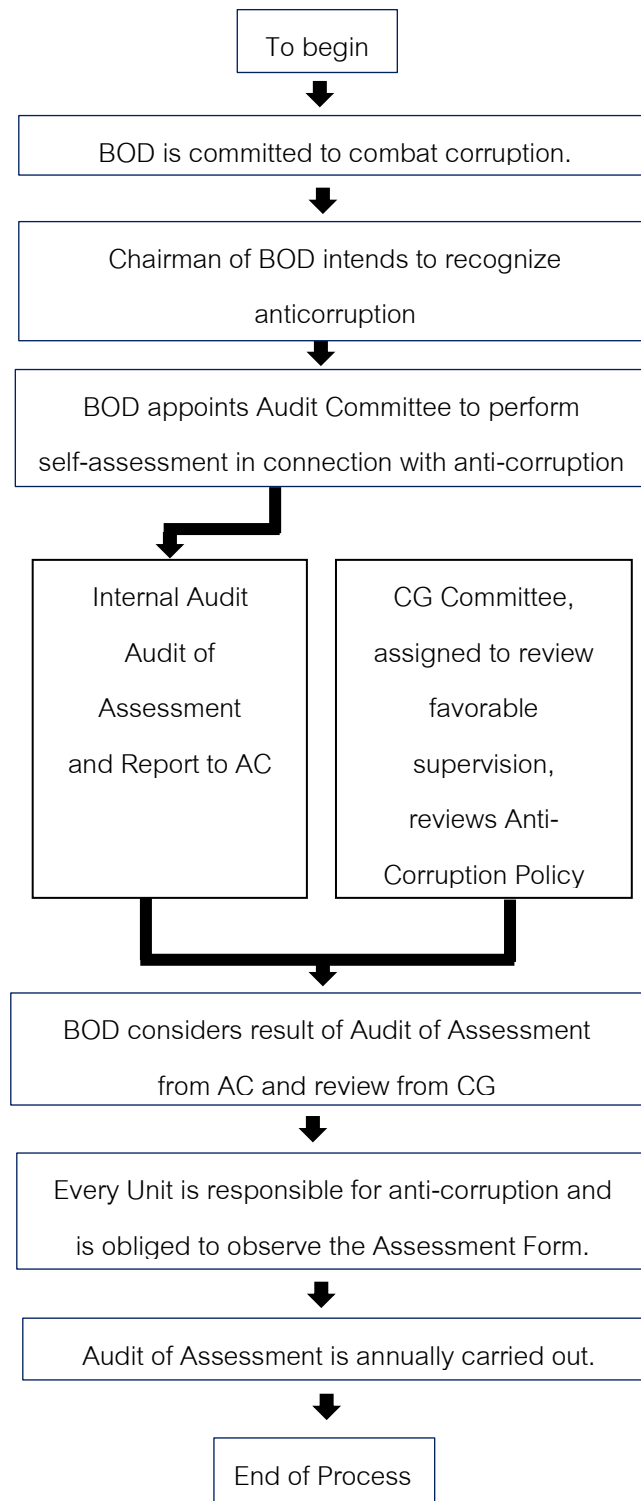
5.3.4 Guidelines for political assistance

- WHA Group operates its business on politically neutral basis without participation in or attention to any political party or political authority or taking WHA Group's fund or resources to support, directly or indirectly, any political party or politician.

5.3.5 Guidelines for procurement

- Personnel may neither offer nor take any bribe during business operation with partners, contractual parties, Government Sector agencies, or any agency dealing with WHA Group; procurement shall be carried out with transparency and in accordance with the related laws.

6. Procedures in accordance with Anti-Corruption Policy



7. Whistleblower and Channels of Suggestions

Staff and stakeholders are given an opportunity by WHA Group to whistleblower and suggestions for actions are risk of corruption or illegal actions to lead to (1) development / training (2) correction/ adjustment of management (3) investigation for facts as follows:

1. The Company's website : www.wha-group.com
2. Comment Box : Human Resources Department
3. Email (to CEO) : ceo_office@wha-group.com
4. Email (to Audit Committee) : auditcommittee@wha-group.com

Measures to protect whistleblowers

WHA Group to provided measures to protect whistleblowers, who take part in monitoring of WHA Group's interest, and shall neither debase nor punish nor adversely affect staff members, who anti-corruption, even if WHA Group might lose its business opportunities.

8. Monitoring and Review

8.1 WHA Group requires that all Directors, Executives and Staff be obliged and responsible to acknowledge, understand, and strictly observe the policy, prescribed herein, neither to behave with free will nor claim of being unaware of the guidelines for practice required. The Executives of all levels shall take charge and understand that it is important to get their subordinate staff to be aware, understand, and observe this anti-corruption policy and practices seriously.

8.2 WHA Group does not allow any illegal act or an act discrepant to decent ethics. Any Director, Executives and Staff in breach of the required ethics, shall be strictly disciplinarily punished. In case of any act, believable to be in breach of

law, rules, procedures, and regulations of the Government Sector, WHA Group shall submit the case to the government officials for further proceeding.

- 8.3 The Board of Directors requires that the “Anti-Corruption Policy” be reviewed regularly.

9. Disciplinary Action

Any Director, Executives and Staff violating or failing to observe the Anti-Corruption Policy, shall be deemed to be in breach of law and punished as follows

- 9.1 Non-serious Violation: The person shall be given a written warning, stating description of violation and grounds of violation. The person shall be given an opportunity to argue such allegation to his Superior; however, if the resolution is failed, the case shall be submitted to the Disciplinary Committee, appointed by the Chief Executive Officer, for consideration. The decision, made by the Disciplinary Committee, shall be final. In case of the second violation arising or the first violation as per such written warning having not been corrected, the person shall be strictly disciplinarily punished, potentially including termination without severance pay (as far as not discrepant to the law) and/or legal punishment.
- 9.2 In case of any serious violation, including certain cases, such as offering or taking bribe, fraud, disclosure of WHA Group’s confidential information or intellectual property, or any act resulting in serious disgrace to WHA Group, WHA Group may terminate employment without severance pay, and may not issue any written warning in advance (as far as not discrepant to the law) and/or allow legal punishment.
