

จรรยาบรรณธุรกิจ  
และแนวทางปฏิบัติ

# WHA

## CODE OF CONDUCT AND PRACTICES

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## Message from the Chairman of the Board and Group CEO

WHA Corporation Public Company Limited and subsidiaries ("WHA Group") adhere to its business operations in accordance with the guidance on compliance with the law and regulations related to the business operations both domestically and overseas. It has a policy of promoting good corporate governance continuously by focusing on doing business in accordance with the principles of integrity, ethics and responsibility to the Environment, Social and Governance (ESG). The administration is transparent considering the stakeholders with the potential in the competition and can create the compensation in the long run, which shall lead to sustainable organization.

Whereas in this year at the Board of Directors Meeting No. 7/2020 held on 11 August 2020 it resolved to approve the improvement of Code of Conduct and practices. It aims for the directors, the executives and all of its employees in WHA Group to have knowledge and understanding on the business ethics. They can have realization on the duties and responsibilities that can apply the guidelines involved with the Code of Conduct and practices. It includes whistle blowing as well as having the process on the follow-up and management to have its compliance plus its Code of Conduct and practices review regularly.

On behalf of the Board of Directors, I have promoted and encouraged applying the Code of Conduct and practices to be disseminated through the various communication channels of WHA, so the directors, the executives and all the employees in WHA Group can receive knowledge or provide training to be applied strictly. It has the aim for WHA Group to become a transparent organization that is acceptable by the stakeholders, including developing a capability in the competition at the international level, which shall lead to becoming a sustainable organization later.

A handwritten signature in blue ink, appearing to read "Miss Jareeporn Jarukornsakul", written over a dotted line.

(Miss Jareeporn Jarukornsakul)

Chairman of the Board of Directors / Group Chief Executive Officer  
WHA Corporation Public Company Limited



## Definitions

|                                |   |                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Company</b>             | : | WHA Corporation Public Company Limited                                                                                                                                                                                                                                                                                                                      |
| <b>WHA Group</b>               | : | WHA Corporation Public Company Limited and subsidiaries                                                                                                                                                                                                                                                                                                     |
| <b>Directors</b>               | : | The Board of Directors of WHA Corporation Public Company Limited                                                                                                                                                                                                                                                                                            |
| <b>Executives</b>              | : | Employees of at Department Manager Level                                                                                                                                                                                                                                                                                                                    |
| <b>Employees</b>               | : | Full-time staff, Temporary staff, Contract employees                                                                                                                                                                                                                                                                                                        |
| <b>The Company's personnel</b> | : | Directors, Executives and Employees of WHA Public Company Limited and subsidiaries                                                                                                                                                                                                                                                                          |
| <b>Stakeholders</b>            | : | Shareholders, Investors, Employees, Customers, Partners and Creditors, Joint Venture Partner and Business Alliance, Government Sector, Private Sector, Society, Community and Environment                                                                                                                                                                   |
| <b>Information Disclosure</b>  | : | Disclosure of detailed information in relation to the Company's business activities in accordance with Public Company Limited Act, B.E. 2535; Securities Act, B.E. 2551; and rules and regulations of the Stock Exchange of Thailand, and the Office of Securities and Exchange Commission.                                                                 |
| <b>Conflict of Interest</b>    | : | Any activity conduct where any personal or related persons benefit is influential to decision making.                                                                                                                                                                                                                                                       |
| <b>Insider information</b>     | : | Information that has not yet been released to the public or intends solely for the company and not for personal use, including non-disclosure information that the company temporarily keeps, such as information from financial statements that have not yet been submitted to the SET, Dividend payment, Merger, and Acquisition of commercial contracts. |

## Business Practices

### 1. Business Practices

The Company's Code of Conduct and practices is applicable to directors, executives, and employees of all levels and positions, who may or may not sign to acknowledge it, and who realize WHA Group principles of favorable business operation and realize how well-known integrity means to the Company's success as well as progress, business profitability, reputation, excellence, and confidence on WHA Group in general.

#### 1.1 Vision and Mission

##### **Vision:**

"To become a leader in development of warehouses, distribution centers, logistics facilities, complete industrial estate business, utilities, power, and digital database service provision in Asia, with comprehensive quality for services of all levels, i.e. up stream , mid stream, and downstream."

##### **Mission:**

1. To fulfill requirement of main business partners, shareholders, and Interested Parties.
2. To focus on initiative and efficient strategies on business, financial, quality, service, safety, environment, community, and good governance basis.
3. To build lasting relationship with business partners.
4. To present unmatched quality products with application of business knowledge and skill elements in order to accomplish win-win solution.
5. To maintain financial discipline in order to provide the highest return to the shareholders.
6. To develop international standard services for warehouses, distribution centers, logistics facilities, industrial estate, utilities, power, and real estate.
7. To present differentiated services of complete data center administration, database implementation, and other services on built-to-suit.
8. To develop teams with skill and expertise, and enhance the company's core competency.

## 1.2 Corporate Values

Corporate values of WHA Corporation Public Company Limited.

- **“ADVANCED”**

Lead initiatives and adjust to change circumstances to proactively create values to customer and stay advance in competitiveness.

- **“CHAMPION”**

Ensure strong achievement orientation and entrepreneurial by holding high expectations for oneself to achieve a higher levels and always seeking new business opportunities.

- **“RESOURCEFUL”**

Ensure to create sound expertise and practical solutions to customer to strengthen an efficient and effective working with them.

- **“PARTNERSHIP”**

Build and maintain active partnerships and/or network of contacts internally and externally to further the organization's goals.

- **“INTEGRITY”**

Instill mutual trust and confidence, create a culture that fosters transparency and work ethics and demonstrates a sense of corporate responsibility.

## 1.3 Lawfulness

The Company's objectives rest on lawful business operation in accordance with regulations and respect on the Interested Parties' rights as follows:

1. To strictly observe the related law, regulations, and rules.
2. To observe the Company's "Code of Conduct" policy.
3. To be committed to operate the business with transparency, integrity, and justness.
4. To adhere to conduct oneself as a good citizen and cultivate staff with conscience.
5. To consider the organizational interest and operational affects with equality and justness to the society and the Company's Interested Parties.

6. To operate business with responsibility and protect the Interested Parties' and social interest.
7. To create a strong work system in order to prevent corruption through the internal audit system.
8. To require that the Directors, Management, and Staff in the organization take part in anti-corruption activities, report any conflict of interest, communicate effectively, and promote the working life quality.
9. Give opportunity to the Interested Parties to submit any complaint, hear opinions, and establish a measurement for protection of complainants or whistleblowers.



## Practices of the Code of Conduct

## 2. Practices of the Code of Conduct

### 2.1 Corporate Ethics

Conduct in accordance with Company's Rules, Regulations, Announcement and Directions: These ethics are additional to the Company's other rules, regulations, announcement and directions. Should any content in any rules, regulations, announcement or directions be contrary to the content of these ethics, the content of these ethics shall prevail.

Directors, executives, and employees shall comply with the rules, regulations, announcement and directions of the Company and the Superior; that is,

1. To support the policy and strictly comply with the Company's rules, regulations, directions, agreement, announcement and circulars, which advise the Company's Directors, Management, and Staff.
2. To perform duties with integrity and justness and report any event, potentially detrimental to the Company's reputation and assets, as soon as possible.
3. To be polite, and respectful of colleagues.
4. To perform duties attentively and industriously, and maintain the Company's convention and good governance in order to represent a decent example to fellow staff and for the Company's progress and righteous operation.
5. To protect the interest and confidentiality of the Company and customers or in connection with any operation of the Company, and strictly not to disclose any such information. Distribution of any information in association with the Company's business, finance, and personnel, shall be carried out properly, as may be permitted, prudently and efficiently. During their office term as directors, executives, and employees of the Company, and after retirement from the office of Directors, Management, and Staff of the Company, all such persons agree to keep the above-mentioned confidential information confidential. In case of any disclosure or provision of such information to other persons or use of the information for purposes other than their duty performance for the Company, such directors, executives, and employees agree to be liable to indemnify the Company according to the facts in all respects.



6. To cooperate to watch and protect the Company's assets from damage or loss, caused by any person or peril, as may be practicable, and not to take any article, equipment, or asset of the Company for personal use or for any other person's interest not relevant to the Company's business operation.
7. The Management shall administer the operation with moral principle and ethics, promote moral principle and ethics at all levels in the Company, investigate and resolve any potential conflict of interest in the Company.
8. The Executives shall govern their subordinates closely, fairly, and impartially.
9. The Company's Executives and employees shall encourage teamwork and be willing to receive other's opinions.
10. The Executives shall observe, promote and supervise subordinate staff to strictly observe the Company's rules, discipline, and requirements for usage of computer system, computer data, and computer traffic data, so that the Company's usage of computers is subject to the Computer Law, Copyright Law, or other related laws, and that the Company's reputation and image would be protected from any impairment.

## **2.2 Undesirable Practices**

Directors, executives, and employees of the Company shall refrain from behavior or conduct leading to the Company's and personal disgrace as follows.

1. Taking the Company's working hours for other or personal purposes.
2. Running an operation of the similar standing or in competition with the Company's operation for personal or other purposes, or holding shares with dominantly controlling authority which may potentially be detrimental to the Company directly or indirectly.
3. Behaving in the manner potentially disgracing position and the Company's fame.
4. Informing or using false information or concealing any facts that are supposed to be desirably informed to the Company.
5. Working negligently or acting improperly for responsibility as Directors, Management, and Staff of the Company for the work to be accomplished properly and in good faith.
6. Concealing or distorting facts for personal or others' benefit, which may potentially be detrimental to the Company directly or indirectly.

7. The Management shall neither inhibit nor act against righteous duty of any authorized person in the Company nor direct any staff member to act unrightfully or unethically.
8. Willfully committing an offense against the Civil Law and the Criminal Law as may be detrimental to the Company, oneself, or others.
9. Disclosing remuneration or salary or salary increment rate of oneself or others either willfully or not.
10. Calling for or agreeing to accept any asset or other benefit from customers, dealers, partners, competitors, or any other person dealing with the Company, or entertaining act, proved to be improper, except gifts for conventionality, or normal business entertaining act, or business promotional expenses, resulting in business reputation, as customary exchange. For gift valued at more than Baht 5,000, the Superior shall be informed right away.
11. Offering bribe either directly or through a third party and/or improperly influencing State Representatives, customers, or partners, in contrary to the Company's Anti-Corruption Policy.
12. Gambling or participating in any gambling in the Company.
13. Willfully adding, retrenching, modifying, or recording, in any manner, any false information in order to change or distort the operating results and accounting records from reality.
14. Paying or handling with business for corruption purposes.
15. Becoming insolvent which adversely affects one's work performance with the Company.
16. Failing to retain the Company's intellectual property information or information, acquired by the Company from duty Performed of the Company's Directors, Management, and Staff.
17. Infringing others' intellectual property.
18. Acting with duty performance for the Company in order to seek wrongful exploitation for oneself or others.
19. Asking Non-Procurement Unit to get support from sellers or partners (When it is necessary to get such support for the Company's interest, all Units shall discuss with the Procurement Unit to take charge, except marketing common activities, which the Business Development Unit shall take charge of).

20. Ignoring or favoring any person, who may seek to exploit, access or disturb the Company's computer system, computer data, computer traffic data improperly or without permission by the Company, or willfully supporting, allowing, or subsisting service provider's offenses in accordance with Computer Law, or Copyright Law, or other related laws.

## **2.3 Conflict of Interests**

The Company gives priority to the consideration of the various items that may cause a conflict of interest on transparency and a benefit to the Company significantly. Thus, it has given priority on prevention of the items that may become a conflict of interest, and the related or connected items between them as follows:

### **Policies of Conflict of Interests**

The Company has designated the policies as follows:

1. The personnel of WHA Group have to abide by the organizational code of conduct, which is considered an important thing to adhere to strictly for reliability and trust by all the stakeholders of all sides. Moreover, it shall provide propagation of the understanding for practice by the employees across the Company.
2. The personnel of WHA Group shall notify the company on the related or connected items in the business that may cause a conflict of interest.
3. In the case it becomes an item with a conflict of interest, or the related or connected items shall comply with the principles of good governance and take care of complying with the guidance designated by the Stock Exchange of Thailand (SET) and the Office of Securities and Exchange (SEC).

### **Practices of conflict of interest**

The personnel of WHA Group shall avoid any activities that may affect self-benefit or involved person to influence decision-making or performance of duty and affect the organization, so it has designated the following guidelines:



1. The personnel of WHA Group shall do the business of a similar nature and in competition with the business of the Company. It is regardless of for personal benefit or for other people, or the shareholder who has the power to dominate the management, and it may damage the company, regardless of directly or indirectly.
2. The personnel of WHA Group shall notify the company on the relations or related or connected items that may cause a conflict of interest.
3. In the case the personnel of WHA Group or a family member to participate or a shareholder in the business in competition of the Company business or any business, which can cause a conflict of interest with the Company, and they shall report to the CEO in writing.
4. In the case the personnel of WHA Group or a family member to become a director, partner or consultant or organization in other businesses, such the positions shall not affect the interest of the company and the duty performance of the company directly.
5. In a situation that meets a connected item under the announcement of the SET and the SEC, they shall comply with the guidelines, method and disclosure of the connected items of a listed company strictly.

## **2.4 Use of the insider information**

The Company realizes of the importance on the use of insider information by the personnel of WHA Group shall keep confidentiality of the Company stringently, especially the insider information not yet disclosed to the public or the information with an impact on the business operation or a share price.

### **Policies on the use of insider information**

The Company has designated the policies as follows:

1. The personnel of WHA Group shall not use the opportunity or information derived from working in seeking personal interest and on the business in competition with the Company.
2. The personnel of WHA Group shall not use the insider information for the self-benefit on the transaction of the shares of the company, or give it to other people for the benefit on the share transaction of the Company.
3. The personnel of WHA Group shall not reveal the business confidentiality of the Company to a third party, especially the competitors, although after leaving the employment from WHA Group.



4. The Company has designated disciplinary actions, if there is a violation of using the insider information for self-interest. The disciplinary actions could be a written admonition, wage cut, and job suspension without pay, or dismissal as permitted by the law. However, the punishment shall be based on the intentions and severity of such the offenses.

#### **Practices on using the insider information**

The Company has designated the practical guidelines as follows:

1. It is prohibited from using the opportunity of being the personnel of WHA Group to use the important insider information to seek a personal gain, and do not reveal the business secrets of the Company to a third party, especially to the competitor. Although after leaving the employment with the WHA Group. Because they shall not use the opportunity or the insider information derived from working to seek personal interests and on doing business in competition with the Company.
2. The personnel of WHA Group shall not use the insider information for a personal gain on trading of the Company shares, or give the information to other people for the benefit on trading the Company shares.
3. The Company has disseminated the knowledge to the directors, executives, including accounting director or finance director or higher or the equivalent position on the duty to prepare and submit a report on holding their securities, spouse and underage offspring. They have to report to the SEC pursuant to Section 59 and the penalty pursuant to Section 275 of the SEC Act of 1992.
4. It is required the directors and executives, including accounting director or finance director or higher or the equivalent position to have a duty to prepare and report the holding of their securities, spouse and underage offspring via the Company Secretary before submitting to the SEC each time. It shall be made and submitted within 30 days after being appointed to hold a directorship, the management or report on the change of holding securities within 3 (Three) working days from the date of purchasing, selling, transferring or being transferred of such securities, and report to the Board of Directors Meeting on each quarter.
5. It is designated for the directors and executives, including accounting director or finance director or higher or the equivalent position that have received the insider information in the essence, which can have an effect on the change of the securities prices shall suspend a

- securities transaction during before disseminating the financial statement or financial status and the status of the Company until the Company can reveal the information to the public. Meanwhile, the Company shall notify its directors and executives, including accounting director or finance director or higher or the equivalent position to suspend a transaction of the Company securities in writing a minimum of 30 days in advance before disclosing the information to the public. Moreover, they should wait a minimum of 24 hours after disclosing to the public, including being prohibited from disclosing essential information to other people.
6. All directors, executives and staffs of WHA Group who acknowledge information of the financial statement, which is the Insider Information having effect on the securities price and not having been disclosed to the public, shall not release, give any information or answer any question regarding the Company's operating performance or its forecast (e.g. earnings preview, revenue and expenses forecasts), assets, liabilities, liquidity, financial position (either fact or analysis of financial status and performance) to the shareholders, investors, securities analysts and reporters for at least 30 days prior to the disclosure of such information.

## **2.5 Anti-Corruption**

The Company 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.

### **Anti-Corruption Policies and practices**

The Company has established Anti-Corruption Policies and practices, including guidelines of practice for accepting of articles / giving of articles or any other benefit, guidelines of practice for charitable donation or support money, guidelines for Entertainment, guidelines for political assistance and guidelines for procurement, including various matters related by separating into policies and guidelines separate from Code of Conduct as details in "Anti-Corruption Policy and practices revised version 2 on 8 November 2019" which is disclosed on the Company's website.

## **2.6 Protection the Company's assets**

The Company requires its WHA Group's personnel use the Company's resources and assets in the most efficient manner, to increase corporate competitiveness and cooperate to watch and protect



the Company's assets from damage or loss, caused by any person or peril, as may be practicable, and not to take any article, equipment, or asset of the Company for personal use or for any other person's interest not relevant to the Company's business operation.

### **Practices on protection the Company's assets**

The Company has designated the practical guidelines as follows:

1. The Company's personnel should be use the Company's resources and assets in a cost-efficient manner.
2. The Company's personnel must protect and take care of the Company's assets to prevent them from damage or loss.
3. The Company's personnel don't bring any the equipment or assets of the company to use privately.

## **2.7 Preparation and Keeping of the Information**

The Company designates the personnel of WHA Group shall give priority to the management of the insider information by preparing and reporting it to comply with the standards or the designated law. Meanwhile, the storing of the information shall be in the safe condition and can be referenced as well.

### **Practices on preparation and keeping of the information**

The Company has designated the practical guidelines as follows:

1. It shall prepare and report the various documents to be correct, complete, punctual and compliant with the standards or the designated law.
2. It is prohibited from an addition, reduction, revision or recording by all means of the faulty information to change a Company's book, report or document, e.g. distortion of the operation results, recording of the accounting to be deliberately falsified, etc.
3. Keeping the information for the designated time under the designation of the relevant law.

## **2.8 Intellectual property and Use of Information Technology**

The Company has a policy of avoiding taking any action that infringes intellectual property rights, In addition requires the company's personnel to use the information technology system correctly and safely according policy the use of information technology of the company. As a result, the Company sets the practice guidelines are as follows:

### **Practices on Intellectual property and Use of Information Technology**

The Company has designated the practical guidelines as follows:



1. WHA Group's personnel avoiding taking any action that infringes intellectual property rights, i.e. copyrights, patents, trademarks, trade secrets and other intellectual property, as defined by law.
2. WHA Group's personnel must be use the software is copyrighted and must be screened and installed by the IT team of the Company in order to prevent the use of pirated software.
3. The Company's personnel must be practice accord the Company's policy of usage of computer system, computer data, and computer traffic data, so that the Company's usage of computers is subject to the Computer Law, Copyright Law, or other related laws, and that the Company's reputation and image would be protected from any impairment.
4. Ignoring or favoring any person, who may seek to exploit access or disturb the Company's computer system, computer data, computer traffic data improperly or without permission by the Company, or willfully supporting, allowing, or subsisting service provider's offenses in accordance with Computer Law, or Copyright Law, or other related laws.

## **2.9 Respect for Human Rights**

### **Practices on respect for human rights**

The Company has designated the practical guidelines as follows:

WHA Group of companies realize and respect for human rights, human dignity, freedom and equality of persons. Therefore, promulgating the human rights policy to ensure that the WHA Group of companies responsible operations, comply with the law and apply international standards on human rights, including the Universal Declaration of Human Rights (UDHR), the United Nations Global Compact (UNGC), the United Nations Guiding Principles on Business and Human Rights (UNGPR), and the principles, and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work to become human rights management practices to be the same standard throughout the Company. As well as participate in the management of human rights impacts that may occur throughout the Company's value chain.

In this regard, the scope of the human rights policy covers all operations of the Company and subsidiaries and joint ventures, including conducting activities of employees and business partners

## **2.10 Practices towards the Stakeholders**

The Company regards the role of shareholders as highly important and values the rights of all Stakeholders.

### **(1) Policies and practices on treatment of the Employees**

The Company realizes that its employees are valuable resources, regardless of working in any part and is the factor of its success of achievement with utmost value. Therefore, it is the policy of the Company to treat its employees with equity on the opportunity, compensation, appointment, and transfer, including development of potential to comply with such the policy. The Company designates the guidelines as follows:

- 1) Treat its employees with civility and respect their individualism.
- 2) Give the fair compensation, including setting up a provident fund and give priority to taking care of their welfare.
- 3) Take care of the working environment to have safety toward life and property of the employees and have the hygiene at the workplace.
- 4) Making with integrity on an appointment and transfer, including giving a reward and punishment based on the knowledge, ability and suitability of the respective employees.
- 5) Prioritize development of knowledge, capability and skill of the employees by encouraging them to have training and seminar from inside and outside of the Company by giving an opportunity across the company and regularly. It is to develop the capability of the employees to have potential on working with professionalism and setting a budget on the annual training to the employees. So they can have development until there is expertise, experience and ability to work efficiently.
- 6) Listen to the opinions and recommendations based on the professional knowledge of the employee.
- 7) Abide by the law and regulations involved with the employees strictly.
- 8) Give fair compensation to the employees with suitability considering from the knowledge and ability, qualifications and practical appropriateness, performance measurement and evaluation on individual basis using the balanced scorecard. It includes a survey of the external labor market and the same business and other businesses as well as the operations from the profitability in each year.

## **(2) Policies and practices on treatment of the Shareholders**

The Company always recognizes that the shareholders are owners of its business and it has a duty to build a value addition to the shareholders in the long run, and it has designated practical guidelines as follows:

- 1) Perform the duty with integrity, including any decision-making according to the professional principles with circumspection, prudence and equity to both the major and minor shareholders for benefit maximization of the shareholders overall.
- 2) Present a report on the Company status, operating results, financial status, accounting and other reports regularly and completely in accordance with reality.
- 3) Notify all the shareholders equally on the future trends of the organization both on the positive and negative sides, based on the possibility with supportive information and justification.
- 4) Do not seek self-benefit and for other people by using any insider information not revealed to the public or any implementation in the form that may cause a conflict of interest.

## **(3) Policies and practices on treatment of the Customers**

The Company realizes the importance of its customers, which it has designated the practical guidelines as follows:

- 1) Serve the customers with civility and anxiousness, together with the hospitality service that is sincere, willing, deliberate and attentive to take care of the customers as a relative with expedition, correctness and reliability.
- 2) Keep the customer confidentiality and do not exploit it for undue self-benefit or for the related person.
- 3) Give correct information and news correctly, sufficiently and in time for the event to the customer to inform on the service the Company gives to the customers without exaggerated propaganda to cause misunderstanding on the quality or any conditions on the services by the Company.
- 4) Give advice on the service method of the Company to have maximum efficiency and benefit to the customers.

## **(4) Policies and practices on treatment of the Partners and/or Creditor**

The Company has a policy for its employees to treat all of its trade partners and/or creditors with equity, integrity and fairness considering the maximum benefit based on the fair compensation by



both parties. It shall avoid the situation that can cause a conflict of interest, solving negotiations based on the business relations, which the Company has designated the guidelines as follows:

- 1) Not to claim or receive or pay any benefits in bad faith to partners and/or creditors
- 2) In the case where there is any information that the claim, receipt or payment of any benefits was made in bad faith, details must be disclosed to partners and/or creditors and the problems should be solved fairly and promptly
- 3) To strictly comply with conditions as agreed upon. In case of non-compliance with any commitments, creditors shall be informed in advance in order to jointly come to a solution.
- 4) The Company shall treat creditors as important partners. The Company, therefore, aims to comply with all commitments under the contracts between the Company and its creditors, including not to disclose any information which may cause damage to the creditors. In case of non-compliance with any commitments under the agreements, the Company will inform the creditors in advance to seek a solution, which might include guarantee conditions, capital Management and defaults.
- 5) The Company has a policy relating to the procurement to assort partners or contractors which will be categorised by group of distributor and contractor pursuant to the pre-determined criteria on grouping partners or contractors. Such criteria shall be evaluated and considered for improvement at least once a year.
- 6) The Company has a policy to support local business by procuring things from contractors or distributors from qualified local companies.

#### **(5) Policies and practices on treatment of the Competitors**

The Company has a policy to do business with equity, equality and integrity by treating the trade competitors with fairness and do not violate the secret or acquire the secret of the trade partners by the fraudulent method, which it has designated the practical guidelines as follows:

- 1) Behave within the framework of good competition rules.
- 2) Do not seek the confidential information of the trade competitor by a dishonest or inappropriate method.
- 3) Do not destroy a reputation of the trade competitor by slandering or by all means that is untrue and unfair.

#### **(6) Policies and practices on treatment of the Societies / Communities**

The Company has a policy to do business that is beneficial to the economy, society and environment by adhering to the practice as a good citizen and comply with the law and relevant

regulations completely. It also participates to promote and raise the life and social quality level where the Company is located to have better quality together with its growth. It also has a policy to promote participation with the various agencies in the society, community and nearby area on education, security service and others.

## **(7) Policies on the Environment**

The Company realizes of the importance to use the natural resources economically and efficiently with impact on the environment. It includes conservation of the natural resources and environment considering the responsibility for the environment, and the Company has designated the policy on the environment as follows:

- 1) Doing business to be consistent with the law, rules and policies on the environment strictly considering the impact on the natural resources and environment.
- 2) Creating organizational culture and activate conscience for the personnel of WHA Group to have cooperation and responsibility in managing the environment and using the resources with efficiency.
- 3) Promoting knowledge and training of the employees on the environment.
- 4) Promoting the environmental management system from using the resources economically, having measures for treatment and rehabilitation, replacement, monitoring and prevention from the impact on the natural resources and the environment sustainably.

## **(8) Policies on Government Agencies**

The Company has defined that transactions with the Government agencies ensures strict compliance with relevant laws and regulations despite varying conditions, procedures, or practices in each locality. In addition to refusing to engage in an act that could provide an incentive for officers in government agencies to commit an inappropriate or unlawful deed.

### **2.11 Taking care of Safety, Health, Hygiene and Environment at the workplace**

The Company designates the policies that promote the employees to work safely and have the good health at the workplace, as well as focuses on prevention of the possible accidents with full capability, and shall encourage its employees to have conscience on safety. Meanwhile, it gives knowledge via training and promoting its employees to have good health, including taking care of the workplace to be healthy and safe all the time. The Company has designated the policies on safety, occupational health and environment at the workplace as follows:

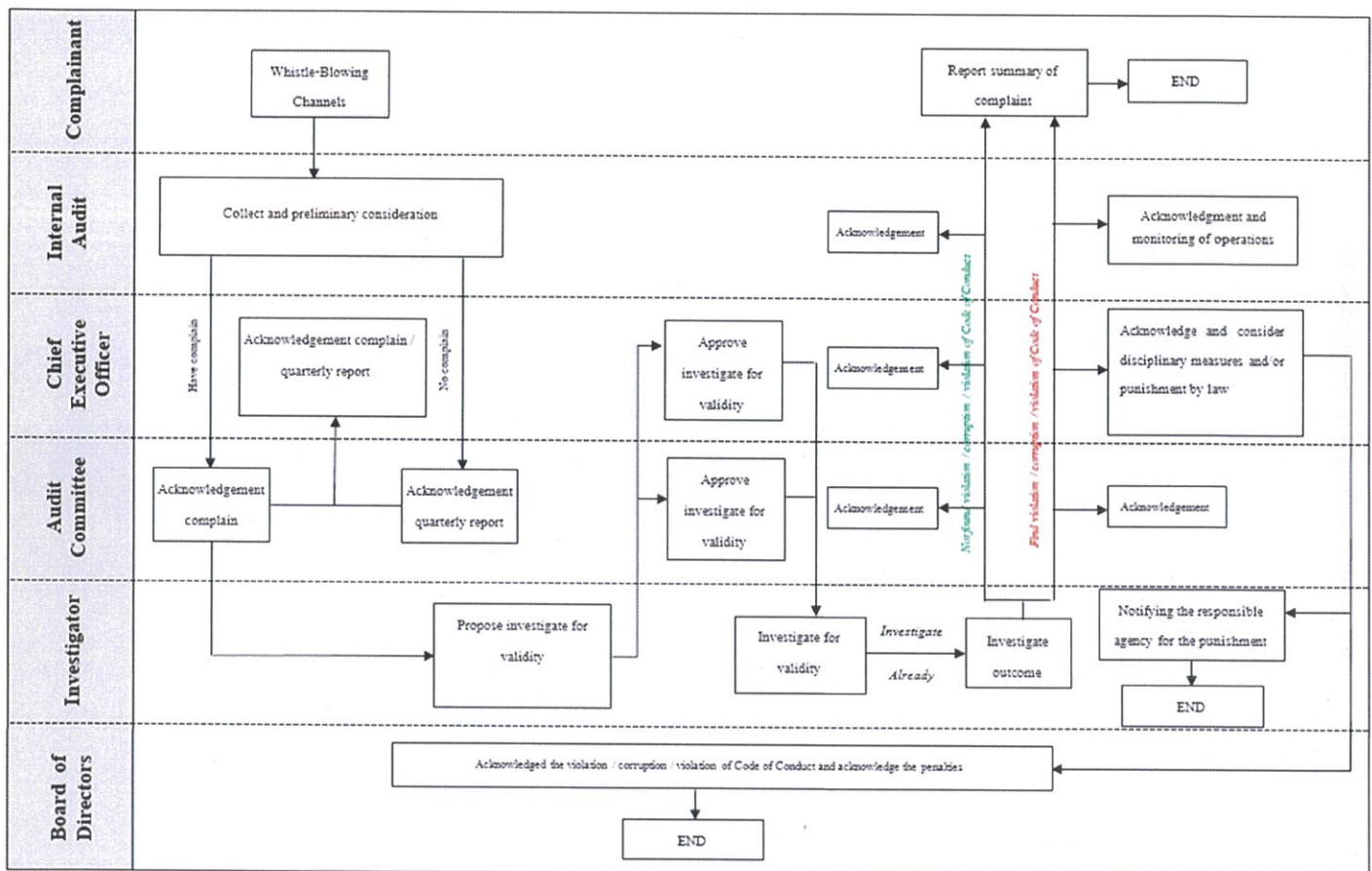
- 1) Abide by the law and requirements on safety, occupational health and environment at the relevant workplace.
- 2) Prevent from an accident, danger and sickness from working of the employees from the Company's operations.



- 3) Reduce the accidents, danger and sickness from working employees.
- 4) Improve the safety system on safety, occupational health and environment at the workplace continuously.

## 2.12 Measures for Whistleblowing or Complaints

### (1) Whistleblowing or Complaints Process



### (2) Channels of Whistleblowers and Complaints

The Company has the channels for employees and stakeholders report whistleblowers and complaints, including suggestions regarding Corporate Governance and Code of Conduct or any actions that do not comply with the rules of the Company to lead to (1) development / training (2) amendment / improvement in management (3) investigation for facts as follows:

- 1) The Company's website : [www.wha-group.com](http://www.wha-group.com)
- 2) Comment Box : Human Resources Department
- 3) Email (to CEO) : [ceo\\_office@wha-group.com](mailto:ceo_office@wha-group.com)
- 4) Email (to Audit Committee) : [auditcommittee@wha-group.com](mailto:auditcommittee@wha-group.com)



### **(3) 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.

## **Making Sure to have Compliance and Review**

### **3. Making sure to have compliance and review**

- 3.1 The WHA Group has designated as a duty and responsibility of its directors, the management and employees to acknowledge, understand and comply with the policies and guidelines designated in the business code of conduct manual strictly. It is not voluntary compliance and cannot refer to the guidelines designated by the management at all levels in the organization to take care of. Moreover, it is considered as an important thing to implement for the hierarchical employees to know, understand and comply with its business code of conduct seriously.
- 3.2 The WHA Group shall encourage having an enquiry in the case it is in doubt on the business code of conduct, including an opportunity for the stakeholders to file a complaint when encountering an illegal action or against the business code of conduct in the channel of whistle blowing.
- 3.3 The WHA Group does not want to encounter any illegal action or against it. However, if the director, the management and its employee fail to do as designated shall be disciplined strictly. In a situation that is believed there is a breach of the law, rules, regulations and bylaws of the public sector, it shall submit the matter to the authorities to take further actions.
- 3.4 The board of directors has designated to have a review on the "Code of Conduct and Practices" manual regularly for suitability and consistency with the current situations.

## Disciplinary Actions

### 4. Disciplinary actions

#### 4.1 Characteristics of the disciplinary actions

**(a) Verbal warning with a record in the file is used for a first light offense.**

It is punishable in the case the employee breaches the rules, regulations, orders, practical rules or small shortcomings, is meant for the employee who can improve and have a second chance. This warning can be recorded as evidence.

**(b) Written warning with a copy in the record file for a light repetition or second tier offense.**

It is punishable for the employee who has been given a verbal warning, but has not addressed it or the offense is repeated or the offense has rather a severe impact, but it may not occur too often. The employee is given a warning to prevent from another offense. However, this written warning is valid for one year (or 365 days) from the date of offending.

**(c) Wage cut, salary cut, benefit cut, salary reduction or a transfer of duty.**

These cuts and a suspension without pay is the punishment for an offending employee with a severe offense or repeated offense within one year (or 365 days) but not reaching termination. The company gives it a change to improve by the two disciplinary actions shall be considered a legal warnings as well. It shall be enforceable for one year (or 365 days) from the date of committing the offenses.

**(d) Suspension without pay, which must be made in writing stating the offense and the suspended time for no more than seven days.**

They shall notify the employee before the unpaid suspension, but each time it cannot exceed seven working days. In the case of a wage or salary cut can be made each time by no more than 10% of the wages or salary, and not exceeding three months, and consider as damage compensation to the Company.

The Company shall not allow the suspended employee during the investigation, and the disciplined employee without pay cannot come to the Company without prior permission.



**(e) Termination or discharge without compensation.**

It is a punishment for the employee who commits a severe offense as designated in the work rules or a repeated offense.

This disciplinary action shall punish the employee who commits an offense in one or more of the characteristics, depending on the severity of the offense and the consideration can be made without the need to follow the descending order.

**4.2 Severe disciplinary actions up to termination without a warning**

The employee with any of the following offenses is considered committing severe offenses with the Company can be terminated without a written warning.

- (a)** Use a fake document or false statement in the application form or give false information to the Company or superior for self-benefit.
- (b)** Submit false leave of absence or exercise the right to leave in a dishonest way.
- (c)** Record the time card for entering or leaving the workplace for other people or vice versa or record the entering or leaving time incorrectly.
- (d)** Move or try to move the property of the Company out of its designated or installed it at an outside area without permission to do it, or destroy its property.
- (e)** Work on something or invent a thing without permission for personal gain while on duty, or allow other people to do as such or use a Company's car, equipment, tools, material or property for personal benefit without prior permission.
- (f)** Refuse to allow the security guards of the Company to search while entering or exiting the Company area or a designated area.
- (g)** Accept and give a bribe while performing the duty or deceive other people in the name of the Company or work for other company in the same business with the Company.
- (h)** Extort, coerce, threaten, assault, slander, rude talking, is aggressive toward the co-worker or superior or causing a quarrel, bodily attack or cause an unrest within the company, or release a propaganda, rumor or insult or is in contempt to cause damage to other people or the Company.

- (i) Scratch, cut, delete, add, revise and destroy a document, notice and order of the Company or write various statements in the Company area without prior permission.
- (j) Reveal the confidential management or business information of the Company without prior permission.
- (k) Resist the order or refuse to work on the assigned job without justification, or fail to comply with the working procedures or tell or instigate other people to do so.
- (l) Behave or show sexual exploitations or assault, lewd conduct and lasciviousness or obscenity to other employees.
- (m) Instigate, encourage or join an illegal labor strike or cause difficulty at the workplace or incite to destroy the relations between the Company and the employees, among the employees or between the employee and the superior or obstruct other employees from working.
- (n) Behave as a hooligan, gamble, and drink liquor, intoxication or use narcotics during working or outside the working hours in the Company area or in front of it.
- (o) Cause damage by deliberation or negligence to the property of the Company or other people under its care, and the employee has to be responsible compensating the occurred damage.
- (p) Possess, sell, distribute or encourage other people to use illegal things, e.g. weapons, explosive, and narcotics during working and non-working hours in the Company area and in front of it.
- (q) Work or contract to work for someone, a group of persons or a juristic person with the same or similar business with the Company.
- (r) Intend or deliberate to cause self-injury or to other people to be endangered, or allow other people to cause damage while working for the Company.
- (s) Derelict the duty without permission from the superior.
- (t) Using the position in the Company for corruption on duty or become a person that the Company cannot trust to work with it anymore.
- (u) Ignore to cooperate or fail to abide by the safety rules during working, which can cause an employee or other people to be injured, or even death, or result in the Company is damaged from the business operation or on reputation. For instance, smoking in the

non-smoking area, fail to wear the personal protective equipment while working, or fail to check the readiness and the condition of the equipment before using, etc.

- (v) Show hostility toward the Company.
- (w) Repeat the offense that is made in writing or have a wage cut or commit an offense while being suspended, but no other circumstances to be punishable otherwise.
- (x) Close the entrance-exit road to the Company or obstruction to cause the Company cannot do business or deliver goods to the customers or cause damage. The employee participates in a strike in violation of the Labor Relations Act.

#### **4.3 The authorized persons who can exercise the disciplinary actions**

- (a) The supervisors and the superiors of all levels have the power to apply the disciplinary actions in No. 4.1 (a) and (b) only.
- (b) The managerial superiors and up and the persons authorized to act on behalf of the Company with the power to exercise the disciplinary actions in No. 4.1

#### **4.4 Report and investigation of an offense**

When an employee commits an offense in accordance with the bylaws of the Company, the supervisor or superior can summarize the offense or report it to the hierarchical superior in the designated form to the Human Resources (HR).

After the HR receives the report, it shall investigate and conclude the disciplinary action in accordance with the Company bylaws jointly with the relevant unit. After the final conclusion and deems to be disciplined in any level, the HR shall implement on the documentary process for the relevant persons as follows:

- (a) To the disciplined employee.
- (b) To the original affiliation of the disciplined employee.
- (c) To keep a copy at the HR office.

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