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**Business Ethics &  
Good Corporate  
Governance Policies  
and Practices  
Guidelines Section :  
Role of Stakeholders**

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**Srithai Superware  
Public Company Limited**

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**1<sup>st</sup> Revision (2014)**

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## INTRODUCTION

SRITHAI SUPERWARE PUBLIC COMPANY LIMITED (“Company”), as a leading Thai company producing and distributing plastic industrial and melamine household products, recognizes and is committed to promote the Company to be an viable organization in regards to operating its businesses through implementing good corporate governance and ethical business practices in a fully transparent and accountable manner. This is in order to be worthy of the trust placed upon the Company by its shareholders and investors and to be equitable to all its stakeholder groups, as well as to be able to build confidence and achieve sustainable long term growth.

As such, so as to be in accordance with its good corporate governance policies, in 2014 the Company has revised its “**Business Ethics 1st Revision (2014)**” for use as a guideline for strict adherence by Company directors, the executives and all staff members. These revisions are in line with current changes in the economic and social environments as well as good corporate governance best practices. The Company is confident that they will effectively enhance further business growth for the Company both in a transparent manner and on a sustainable basis.

.....  
(Mr. Suchat Boonbanjersri)

Chairman of the Good Corporate

Governance Committee

.....  
(Mr. Sanan Angubolkul)

Chairman



## SRITHAI SUPERWARE PUBLIC COMPANY LIMITED

### Business Ethics 1st Revision (2014) & Good Corporate Governance Policies and Practices Guidelines Section: Role of Stakeholders

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#### 1. Responsibilities to Shareholders

##### Principle

The Company respects the rights of ‘ownership’ of all shareholders groups – inclusive of executive shareholders, non-executive shareholders, foreign shareholders whose benefits and interests must be protected in an equal and equitable manner, as well as majority and minority shareholders. As such, the Company has a policy to disclose all relevant important information in an accurate, comprehensive and transparent manner, which includes any information relating the entitled rights of all shareholders with any significant information that may affect the Company.

Additionally, the Company facilitates and supports all shareholders in exercising their various rights, as well as discharges its responsibilities, to the best of its ability, to protect any damages from occurring to the shareholders. This is in order to create full satisfaction and confidence, on the part of the shareholders, in investing in the Company; which will in turn be fully beneficial both for all shareholders and the organization as a whole.

- **Policies and Associated Practices Guideline**

#### **1.1 Policy and Practices Guideline on Treatment of Shareholders**

**Definition** : **Shareholders** means a legal holder of shares in the business, or a business owner; such as: a limited partnership, private limited company or public limited company, etc.

Shareholders are the most important stakeholders in the business, being the innermost beneficiary and having the greatest influence on the business growth or survival.

**Policy** : The Company attaches great importance to shareholders, who are the owners of the business; hence, the Company has policies for directors, as representatives of shareholders, executives and employees, to comply with the Company’s principles on good corporate governance; as well as in protecting shareholders rights, facilitating shareholders in exercising their entitled rights of shareholders, and treating all shareholders equally.

This is in order to generate maximum benefits and increase value for shareholders on a sustainable basis .

### **Practices Guideline:**

1. Manage the organization in accordance with the Company's vision and principles on good corporate governance, with integrity, honesty and all due care, as well as without having any conflict of interests.
2. Respect shareholders' rights and treat every shareholder fairly and equally, without violating or curtailing any shareholder's rights.
3. Offer shareholders opportunities, within a set time period prior to a General Shareholders Meeting, to propose for consideration any agenda items and candidates to replace those directors whose term of office has expired.
4. Disclose, in an adequate and timely manner prior to the Meeting, information relating to the proposed Meeting date, time, venues as well as agenda together with all supporting information relevant to the issues to be considered and decided upon at the Shareholders Meetings
5. Allocate appropriate time during Shareholders Meetings; as well as allow shareholders the opportunity at these Meeting and encourage them to express any opinions and to ask any questions on issues involving the Company.
6. Facilitate shareholders, without any limitation, to actively participate in these Meetings and/or to submit any complaints or to propose any recommendations through the established Company's communication channels and procedures.
7. Company directors, executives and any involved employees of related work units, including their spouses and children who are not of legal age, are prohibited from making use of any Company-related information not yet disclosed to the public for any personal gain or that of others in an illegal or improper manner.
8. Determine and implement effective internal control systems, as well as internal audits and risk management procedures.
9. Disclose, through various channels of communications, any significant Company-related information, financial reports and performance data in an accurate, fully complete and timely manner, so that all shareholders can be regularly made aware of the Company's current operating performance results.
10. Continually monitor and review any connected transactions or any transactions that may potentially be categorized as 'conflict of interests' situations.
11. Avoid any actions that may limit or curtail the shareholders' opportunity to studying any information about the Company.

## **2. Conflict of Interests**

### **Principle**

The Company operates its business in an honest, transparent, and accountable manner. Thus, it requires that all members of executive and staff avoid having any involvement in or undertaking any activities in which there is a conflict of interests with the Company. Such situations may result in a loss of benefits for the Company or may compromise the degree of effectiveness in discharging their duties.

This is primarily for the sake of full transparency in the discharge of their duties, and so that they will always take into consideration the full interests of the Company and the need to be equitable towards all stakeholders.

### **• Policies and Associated Practices Guideline**

#### **2.1 Policy and Practices Guideline on ‘Conflicts of Interests’**

**Definition** : **Conflict of interests** means any actions that could potentially cause an employee in a position with a duty or responsibility to undertake or make decision on or to approve a transaction, in an irregular or improper manner, for personal gains that will also have a negative impact on the potential benefit of the respective business unit or the organization.

**Policy** : The Company has policy to give priority to the overall interests of the Company, through not becoming involved in any actions or transactions that will result in any situations of conflicts of personal interests of its directors, executives and employees, as well as of the Company’s customers and competitors.

#### **Practices Guideline:**

1. Act in compliance with the Company’s rules and regulations through always working full time for the Company and to the best of your ability without misusing the office work hours in any activities that are not in the Company’s full interests.
2. Do not accept any position or duties outside the Company or hold any shares in businesses that compete with or have potential conflict of interests with the Company. Otherwise, before accepting such an outside position, an employee must first receive prior approval from a senior executive or the Board of Directors, depending upon the situation.
3. Do not disclose any type of confidential information belonging to the Company for the benefit of other persons while working for the Company as well as after ceasing to be an employee.

In the event of having accepted a position or shares in an outside business as mentioned above prior to becoming a director, executive or employee of the Company or prior to the Company having entered into a business relationship with such a business, as well as should the position or equity in such businesses was acquired by the employee by any other means; then the employee must report this matter to the Board of Directors or immediate direct supervisor for consideration and approval on a case by case basis.

4. Do not disclose any inside information that has not yet been disclosed to the public for any personal gains or those of others, as specified by the relevant regulations of the Stock Exchange of Thailand or other applicable laws.
5. Undertake your duties without any hidden personal agenda or those of others, through always applying the same pricing, conditions or terms, at an arms' length basis, as used when undertaking any other normal business transactions.
6. Make use of the Company's resources efficiently with all due care and for the maximum benefit of the Company, as well as without using such resources for any personal gains.

### **3. Purchase/Sale of Shares of the Company and Disclosure of Information/News**

#### **Principle**

The Company grants members of executive and staff the right to buy/sell shares of the Company. However, they must not make use of any ‘inside information’ in undertaking such securities transactions, and must do so only within the approved period and timeframe as specified in the Policy and Practices Guideline on the Use of Inside Information. This is because such ‘inside information’ are considered to be a key factor for general investors in making their investment decisions or may be confidential business information. Thus, such information need to be especially safeguarded, in order to ensure that they do not leak out to any outside parties and are not misused for the sole benefit of any particular person or group of persons.

Furthermore, the Company places great importance to the disclosure of information or news in a correct, comprehensive and timely manner, so as to ensure full fairness and equal treatment towards all stakeholder groups.

- **Policies and Associated Practices Guideline**

#### **3.1 Policy and Practices Guideline relating to the Press and Media**

**Definition** : **Press and Media** means persons acting as the communications channel between news sources and news recipients; whereby they deliver news and information from various sources to recipients in order to achieve the intended goals in line with the communication objectives.

**News and information** means the actual story or true facts being communicated, with a primary emphasis on the dissemination of actual information or contents rather than the format or medium of communications.

**Policy** : The Company places great importance to disclosing news and information to the press and media, in order to communicate with the public in an accurate and quick manner.

#### **Practices Guideline:**

1. Disclose news and information to the press and media on an equal basis via various media or channels of communication. The information disclosures should be accurate, clear, and to the point.
2. Communicate in a quick and timely manner, with news and information that is up to date.
3. Allow the press and media the opportunity to meet and talk with Senior Executives, at the level of the Chairman of the Board of Directors and the CEO/President, or any other persons assigned to communicate information to those outside the Company.
4. Facilitate and enable the press and media to be able to easily contact the Company.

5. Cultivate good relations with the press and media; eg: by arranging Company and factory visits, so that the press and media can view the production processes and management systems in the factory as well as access to accurate information, etc.
6. Arrange press conferences whenever the Company has special events or activities that may have any potential impact on stakeholders.
7. Comply with the relevant and applicable regulations as specified by the Stock Exchange of Thailand regarding any required information disclosures by listed companies.

### **3.2 Policy and Practices Guideline on the Use of Inside Information**

**Definition** : **Inside information** means any financial or other information not yet disclosed to the general public with potential impact on the Company's business operations as well as on the purchase/sale and price of the Company's shares. This includes operating performance information not yet disclosed to the Stock Exchange of Thailand, as well as information relating to market share, marketing strategies, production techniques, and intellectual property etc., but does not include the following:

- Any public information;
- Any information that are required to be disclosed by a court order.

**Policy** : The Company recognizes the importance of all shareholders, inclusive of both shareholders who are and are not executives, and other stakeholders. They all should receive equal and fair treatment, especially with regards to determining measures to prevent any improper inside information disclosures to outside parties by directors and executives for personal interests or those of others.

#### **Practices Guideline:**

1. Determine measures for securely keeping as well as preventing the utilization and dissemination of any inside information, through clearly designating those responsible for implementing such measures.
2. Prevent and avoid the use of such inside information for personal gains through buying or selling shares of the Company; or preventing any inside information being provided to any outside parties for their gain or benefits in buying or selling shares of the Company in an improper manner.
3. Prohibit Company directors, executives and employees in any involved business units (including their spouses and children who are not of legal age) from making use of any inside information of the Company, that has not yet been disclosed to the public, for any illegal or improper gains for themselves or other persons.
4. Refrain from or avoid the buying or selling of the Company shares during a period of 15 (fifteen) days prior to the last day of every quarterly period and up to the actual day when public disclosures of the Company's financial statements or status together with any important information are to be made to the Stock Exchange of Thailand.

In the event that there is any buying or selling of any shares of the Company during this specified period, then such transactions are required to be reported, in writing, to their immediate supervisor for consideration within three (3) working days of undertaking the share transactions. This is in order to prevent the buying or selling of shares through making improper use of any inside information, as well as to avoid allegations of any inappropriateness of such share transactions by persons within the Company.

5. Be responsible and comply with the applicable laws and regulations by all directors and executives in preparing and submitting a report of their Company share holdings to the Company's Board of Directors or the Company Secretary within the specified time frame; otherwise their non-compliance will be considered as a violation of these laws and regulations, and they will be disciplined in accordance with the Company's regulations.

## **4. Conduct Towards Customers, and Product Quality**

### Principle

The Company is focused on achieving full satisfaction and confidence on the part of its customers in regards to receiving both quality products and associated good services at reasonable prices.

As such, the Company is fully committed to operating its businesses in an honest manner, to being a leading and viably competitive business in terms of the standards of quality of its products and associated services, as well as to continually improving these quality standards and supporting any associated activities that will promote and sustain the ongoing good relationship between the Company and its customers.

### • **Policies and Associated Practices Guideline**

#### **4.1 Policy and Practices Guideline on the Treatment of Customers**

**Definition** : **Customer** means a direct buyer of the Company's products or services for own use, for subsequent distribution, or for use as a component in the customer's own products or services.

**Policy** : The Company is firmly committed to maintaining maximum customer satisfaction through offering fair and equitable terms with regards to both price and quality, as well as through developing products and services that will always meet customer needs on a continuing basis.

#### **Practices Guideline:**

1. Treat all customers equally and fairly, on the basis of fair benefits or returns for both parties.
2. Provide customers with accurate, sufficient and timely information about products and services so as to ensure that customers have the correct information for making decision, without any exaggerations in the advertising or other communications that could cause misunderstanding on the part of the customers regarding quality, quantity or any terms and conditions relating to the products or services.
3. Act in strict compliance with all agreed contractual terms. In the event that any terms cannot be complied with, the customer must be notified without delay so that any corrective measures can be considered together.
4. Never seek business benefits through any dishonest or inappropriate methods; Eg: paying bribes to the customer's employee, etc.
5. Deliver products or services at fair prices and terms, as well as with a quality that equals or better than expected by the customer.
6. Maintain customer confidentiality; and never unlawfully use any confidential information relating to the customer for any personal gain or that of others.

7. Meet the customer's requirements quickly; as well as establish a channel and procedures for customers to file any complaints about the quality of products and services, together with a specific business unit responsible for efficient follow-up on any complaints and issues.
8. Offer products guarantee with appropriate terms and guarantee period.
9. Conduct standardized and reliable surveys on customer satisfaction so as to ensure that the products and services fully meet the needs of customers.
10. Support any activities relating to customers' social responsibility programs.

## **5. Conduct Towards Business Partners and/or Creditors**

### **Principle**

The Company operates the business for the maximum benefit of the organization in an equitable, transparent and accountable manner, through being committed to establishing good business relationships with its business partners on the basis of mutual respect and trust.

The Company is also committed to acting in good faith and in strict accordance with all the terms and conditions mutually agreed to, as well as to acting in an equitable and strict manner towards all creditors whilst maintaining full ethics in its business dealings for the achievement of maximum mutual benefits.

### **• Policies and Associated Practices Guideline**

#### **5.1 Policy and Practices Guideline on the Treatment of Business Partners**

**Definition** : **Business Partners** are individuals or a legal entity providing goods and services to the Company.

**Policy** : The Company gives importance to its Business Partners, from the procurement and selection processes used to undertaking any joint business ventures, for the maximum benefit of the Company but also for the mutual fair benefits and returns of both parties, which will then lead to sustainable long term business relationships.

#### **Practices Guideline:**

1. Treat all business partners equally and fairly on the basis of fair benefits and returns for both parties.
2. Select business partners in a transparent manner by providing accurate and adequate information, in order to generate fair competition among business partners. The practices guideline for selecting business partners are as follows:
  - 1) Business Partners must be only vendors listed and specified in the Company's Approved Vendor List (AVL).
  - 2) The procurement and purchasing unit is responsible for evaluating and selecting business partners on a regular basis in accordance with the established criteria for each group of products or services.
  - 3) Business partners must be able to manage and offer its services to the Company, efficiently and effectively, in terms of quality, price and delivery.
  - 4) The list of approved business partners specified in the Company's AVL, are reviewed on a regular basis, so as to re-verify whether or not that each business partner meets the Company's specified criteria.
3. Act in strict compliance with all the agreed contractual terms. In the event that any of the terms cannot be complied with, then the business partners must be notified in advance so that any corrective measures can be considered together.

4. In negotiating any business deals, avoid illegal or improper receipt of any kickbacks from or payment of any bribes to any business partners.
5. In the event of having any information regarding any alleged improper or illegal kickbacks or bribes, notify the business partners of the details so that the issues can be resolved together fairly and without delay.
6. Use only legally legitimate copyright goods, products or services; and do not support any goods or actions that violate and infringe on any intellectual property rights of others.
7. Maintain the business partners' trade secrets and confidentiality; and do not make use of such information for any personal gain or that of others in an illegal or improper manner.
8. Never recruit or poach a business partners' personnel through any illegal, improper or illegitimate methods.
9. Support and conduct any activities relating to a business partner's CSR programs.
10. Allow business partners the opportunity to participate in the Company's CSR activities or projects.

## **5.2 Policy and Practices Guideline on the Treatment of Creditors**

**Definition** : **Creditors** refers to banks, financial institutions, juristic persons or ordinary individuals (either related or unrelated to the Company) who grant loans to the Company.

**Policy** : It is the Company's policy to treat all creditors equally as well as in a fair and transparent manner, through strictly adhering to all the loan agreements and terms.

### **Practices Guideline:**

1. Prepare any legal contracts with all types of creditors equally as well as in a fair and transparent manner.
2. In negotiating any loan deals, avoid demanding any kickbacks from or paying any bribes to the creditors.
3. In the event of having information regarding any alleged kickbacks or bribes, inform the creditors of the details, so that the issue can be resolved together fairly and without delay.
4. Do not use any illegal or improper methods, or conceal any important facts and information that could be potentially damaging to the creditors.
5. Act in strict compliance with the contractual terms as agreed with all types of creditors.
6. Notify creditors in advance of any terms and conditions which cannot be complied with, so that any corrective measures can be considered together.
7. Repay all loans, with interest, to all types of creditors in full and on time.
8. Report accurate, complete and timely financial information to all creditors on a regular basis.

## 6. Conduct Towards Business Competitors

### Principle

The Company is focused on competing in terms of the quality and viability of its products and the effectiveness of its services within the framework of applicable laws relating to fair business competition. Further, the Company is committed to adhering to the principles of free, equitable, rightful competition, as well as to supporting close cooperation with business competitors in a transparent manner and for the overall benefit of consumers, without having any hidden arrangements or attempting to obtain any confidential information of its business competitors in a dishonest or illegal manner.

These principles are aimed at achieving maximum benefits for consumers, and at maintaining its position as a leading organization on a sustainable basis.

### • Policies and Associated Practices Guideline

#### 6.1 Policy and Practices Guideline on the Treatment of Business Competitors

**Definition** : **Business Competitors** means a person, group of persons or organizations undertaking the same or similar businesses in providing products or services to meet the needs of the same customer groups as that of the Company.

**Policy** : The Company conducts its business within the framework of fair competition in a professional manner and according to the rules of good competition. In some instances where there is cooperation with business competitors, such activities must be undertaken with full transparency without any concealed unlawful agreements or improper arrangements.

#### **Practices Guideline:**

1. Conduct businesses within the framework of good competitive practices.
2. Do not search for or obtain any confidential information relating to business competitors through any improper or inappropriate methods; eg: paying bribes to employees of a business competitor, etc.
3. Do not damage the reputation of any business competitors through making malicious or defamatory accusations.
4. Do not engage in aggressive price competition or dumping for the sole purpose of gaining business or market share.
5. Promote transparent cooperation with business competitors for the overall benefit of consumers without intending to monopolize the market or for any other unfair business gains, while always remaining cautious in protecting against possible leaks of any Company's trade secrets or specific information.
6. Do not recruit or poach any personnel from business competitors to work with the Company through any improper methods.
7. Do not undertake any actions which would constitute a violation or infringement of any intellectual property rights of business competitors.

## 7. Conduct Towards the Staff

### Principle

The Company is committed to managing its human resources in a manner that is aligned to and supportive of its core policies, and its business objectives and strategies. It is also committed to supporting and developing its staff to improve their knowledge, abilities and mindset, to offering equitable compensation and welfare benefits, as well as a quality and safe work place environment with good occupational health standards.

Additionally, the Company does not have any prejudice against or bias towards any employees, and is not involved in any violation of human rights or infringements on the freedom of any person or group of persons, whether directly or indirectly.

Additionally, the Company has established various procedures to allow employees the opportunity to submit complaints or lodge grievances relating to any adverse impacts on the organization as a whole, on the staff or on an individual person, including associated processes to both manage such complaints and to protect the interest of complainants or informants.

This is to facilitate the creation of a positive working environment, to enable the staff to feel safe in their work, to perform to their fullest ability, and to be able to enjoy a secure working life.

- **Policies and Associated Practices Guideline**

### **7.1 Policy and Practices Guideline on Occupational Health & Safety in the Workplace and the Working Environment.**

**Definition** : **Occupational Health & Safety and Working Environment** means the science and art associated with taking care of and overseeing the health and safety of workers and employees. These include preventing diseases, promoting general health and well-being, giving medical treatments and any required capabilities or skills rehabilitation, and ensuring that workers and employees in every occupational skills are able to undertake their jobs safe from diseases as well as under perfect physical and mental conditions to be able to work productively.

**Policy** : The Company attaches great importance to the management of standards of quality, safety, occupational health, environment and social responsibility, based on the concept of sustainable development.

Executives and employees of every work unit are required to take responsibility for working together in accordance with the policies, in order to achieve both efficient and suitable business operational practices.

### **Practices Guideline:**

The Company is firmly committed to conducting its businesses towards achieving strong and sustainable growth, together ensuring that the society as a whole, the community, and the environment can co-exist in a balanced manner, based on the principles of good governance and caring for the environment as follows:

1. **Rule of Law** is the adherence to practices in accordance with the applicable laws and regulations regarding environmental management (ISO 14001) : ie:
  - 1.1 Compiling and submitting reports, to the relevant government agencies regularly on an annual basis, on the achievement of performance measures for minimizing environmental impacts, as well as on the follow-up measures for assessing the quality of the environment.
  - 1.2 Submitting detailed reports, on a regular basis every year, to the relevant government agencies, on the discarded wastes or unused materials by producers of such waste or unused materials.
  - 1.3 Inspecting the health, industrial or environmental conditions in the workplace.
2. **Ethics** emphasizes the commitment to correct and decent behavior, giving back benefits to society through operating the business in an ethical manner with regard to the treatment of employees, promoting and supporting the public community regarding its self-development at the same pace as the Company's own development.
  - 2.1 Providing employees with annual physical check-ups.
  - 2.2 Treating all employees equally; eg: with regard to recruiting and hiring, and competency and skills development, career advancement, etc.
  - 2.3 Promoting and supporting various volunteer projects.
3. **Participation** means offering opportunities for both the public community and employees to participate through being made aware of the situation and being able to propose any ideas towards the decision making process, in order to determine preventive measures and corrective guidelines together - namely, creating a good working environment, and listening to employees' opinions.
4. **Accountability** means being fully aware of social responsibilities, paying attention to public issues, as well as enthusiastically solving problems, respecting differing ideas, and having the courage to accept both positive and negative results from one's own actions.
  - 4.1 Determining procedures for receiving complaints and investigating their causes; and quickly implementing the process to consider any complaints submitted so as to immediately resolve such problems in the event that the root cause resulted from the Company's own activities.
  - 4.2 Expanding the 'green area' within the immediate vicinity of the business operations so as to prevent dust particles spreading; in order to build confidence on the part of the community regarding safety and the environment, as well as creating an attractive and scenic landscape.
5. **Sustainability** means the management and utilization of limited available resources, in order to generate maximum benefits for everyone involved by requiring the Company to act in an thrifty manner, to make use of goods in a cost-effective manner and to create quality products and services, that will then enable it to be capable of competing effectively in the global arena as well as conserving natural resources on a sustainable basis.

- 5.1 Implementing campaigns regarding the need to conserve resources with the aim of raising employees' awareness.
- 5.2 Implementing the various required quality management practices, in compliance with quality management standards, such as ISO/TS 16949, ISO14001, ISO 50001, etc.

## **7.2 Policy and Practices Guideline on Staff Remuneration and Welfare**

**Definition** : **Remuneration** means salaries, wages and other monetary benefits paid commensurate with the position, duties and responsibilities as well as knowledge, competency and work performance of the employee.

**Welfare** means money or other benefits and services the Company gives to employees, in order to relieve any problems or to enhance a better quality of working life.

**Policy** : The Company has a policy for determining remuneration and welfare through considering the following components:

1. The employee's duties and responsibilities.
2. The overall national economic environment, with its resultant potential impact on the lives of the employees;
3. Wage rates and employment conditions in the overall labor market, particularly in the same industrial group or sector;
4. Future business growth trends, and the Company's actual financial status.

### **Practices Guideline:**

1. Determine the structure and rate for salaries and wages for each position according to actual educational qualifications and work experiences, which is then used as a guideline in administering the overall remuneration policies, in order to ensure fairness and equality as well as uniform standards in every business unit.
2. Regularly undertake a survey of the wages and welfare benefits given in the market, in order to ensure that the Company offers wages and welfare benefits that are commensurate with the business performance and the overall employment conditions in the overall labor market.
3. Develop a system for employees' work performance assessments, which reflects the actual work performance of each employee for use in considering promotions and pay increases in a fair and equitable manner.
4. Consider adjusting remunerations on a special basis in the following instances: special adjustments resulting from the minimum wages increase policy and for employees who dedicate their time, knowledge and ability to the Company so much that they are able to achieve more than the established goals - as a special reward, in order to build up morale and motivate other employees.

5. Prioritize work activities for each function in order to set remuneration that are commensurate with the work required.
6. Establish regulations and practices guidelines relating to annual pay increases for line supervisors to follow, in order to prevent any overlaps in pay increases for each business unit which may then cause unfairness or inequality in the administration of remuneration plans.

### **7.3 Policy and Practices Guideline on Developing Employees' Knowledge and Capability**

**Definition** : **Development of Employees' Knowledge and Capability** means the process of developing knowledge, skills and working procedures, as well as fostering attitudes to ensure that employees achieve increased value-added and are able to work safely with full efficiency and security in their working lives.

**Policy** : The Company is firmly committed to developing its people to be knowledgeable and capable together with good attitudes on a regular and continuing basis, as well as the knowledge of their work, duties and other related issues. This is in order to cultivate good people with skills, which will then facilitate their personal development as well as that of the Company, society and the nation.

#### **Practices Guideline:**

1. Survey and analyze the necessity of human resources development plans by developing survey forms for use in conducting interviews with work unit supervisors with regards to various problems occurring in the organization. These survey outputs are then used in considering and determining various skills development courses and methods to include learning, doing, teaching and working life experiences.
2. Determine a system of procedures for recruiting and evaluating trainers and special lecturers, in order to establish a reserve of available lecturers in various professional fields as part of maintaining and meeting international quality standards of seminars and training activities.
3. Determine procedures and processes for following up on the results of these seminars and training activities; eg. both 'pre tests' and 'post tests, together with feedbacks from work unit supervisors or from internal and external customers, etc.
4. Engage local and foreign experts, on a regular basis, to educate employees, in order to ensure that employees possess knowledge that is always updated and timely.
5. Establish a structure for leadership development with a focus on working under real or actual conditions, in order to create potential replacement personnel for key strategic positions within the organization and to ensure that there are no temporary shortages of leaders, as well as to build up management capabilities on a continuing basis.
6. Cooperate with educational institutions in arranging training courses for developing the required key working skills and competencies for the organization.

#### **7.4 Policy and Practices Guideline Relating to Violation of Human Rights**

**Definition** : **Human Rights** means the basic rights that should be available on an equal basis for all, in order to have a livelihood with dignity and equal opportunities for learning and developing personal capabilities fully and creatively, regardless of any differences relating to race, skin color, age, religious beliefs, and language, as well as physical and health conditions and social and political beliefs. Therefore, these basic rights are gained by a person from birth, regardless of the administrative zone in which the person lives, race, language or religious beliefs.

**Policy** : The Company has policy to give importance in not becoming involved with any violation of the human rights and the freedom of any person or groups of persons, whether directly or indirectly.

#### **Practices Guideline:**

1. Never treat employees with bias or prejudice, regardless of differences in race, skin color, religious beliefs, gender, language, marital status, age, political affiliation, nationality, and any deviant sexual preferences, as well as physical and health conditions or other issues.
2. Never use and never support the use of forced labor for working or providing services, whether the force used is physical, verbal or psychological. Never threaten or punish or confiscate any personal property; such as: national identity card, passport, etc.; nor force employees to work unwillingly.
3. Never endorse any physical punishment as well as threat of assault and of any physical or psychological coercion.
4. Never hire labor together with imposing any physical and psychological obligations; such as : being required to work and to repay various debts or loans, etc.
5. Never use or endorse the use of child labor in the factory and offices.
6. Allow employees to leave the workplace freely without being detained or obstructed once normal working hours or shifts have ended.
7. Do not deduct money from the employee upon termination of the employment status under the terms of employment or when the employee resigns, unless a prior written mutual agreement has been made between the Company and the employee.

#### **7.5 Policy and Practices Guideline Relating to Complaints**

**Definition** : **Complaints** means the process in which the Company allows employees to have a channel for submitting complaints or notifications on any issues that may have potentially negative effects on the corporation, employees or themselves, so that their supervisors or involved responsible persons can acknowledge as well as define means for handling the such complaints or notifications.

**Policy** : The Company wishes that employees at all levels work together and enjoy good mutual working relationships, to have equal importance, and assist each other, so as to foster a peaceful environment in working together.

The Company will act to prevent and solve any problems, issues or difficulties and frustrations of the employees resulting from any unfair treatment, non-adherence to work regulations, or improper and malicious treatment in the course of performing their duties, as well as relating to any violations of and non-compliance to required ethical conduct or acts of corruption.

As such, the Company encourages and supports ways to find solutions to such problems and difficult situations through jointly discussing and resolving them in a peaceful manner.

### **Practices Guideline:**

#### **1. Procedure and Process relating to Complaints**

##### **1.1. General Situations**

- 1.1.1. An employee should prepare and submit to the Section head, any complaints in writing together with an explanation of related details and a signature; whereby the Shift Supervisor and Department Manager will jointly consider a possible solution to the problem, and notify the employee within seven (7) days from the date of receiving the complaint. If an explanation can be provided or the problem can be resolved in a way that is acceptable to the employee, then the complaint will be considered settled.
- 1.1.2. Should an employee not be able to comply with the abovementioned procedure for fear of encountering difficulties in his/her own job or for other reasons, the employee may submit a complaint directly to the manager responsible for Personnel Management in order to ensure that the Manager supervising Personnel Management matters, the Personnel and Administration Director, and the Division Director of the involved Division can consider a possible solution to the problem together, and notify the employee within ten (10) days from the date of receiving the complaint.
- 1.1.3. In the event that the decision as per 1.1.2 is unsatisfactory to the employee, the employee can then submit a complaint to the CEO/President; whereby the decision of the CEO/President will be considered final.

##### **1.2. Violation of or Non-Compliance to Required Ethical Conducts or Acts of Corruption**

An employee is required to prepare a complaint in writing together with a detailed explanation and any evidence (if available) and a signature, and to submit the complaint directly to the CEO/President; whereby the decision of the CEO/President will be considered final.

## **2. Criteria for the Consideration of Complaints**

- 2.1** The Company considers that in submitting any bona fide complaints, the employee is acting with integrity and honesty as well as is cooperating with the Company's investigation and review. Thus, the employee submitting the complaint will not in any way be affected in regards his/her employment status; eg: being transferred, demoted, suspended, having any entitled benefits reduced, and being threatened or treated with any prejudice.
- 2.2** An employee must submit complaints that only involves or affects himself or herself and not on behalf of others.
- 2.3** The Company will not consider complaints submitted in the form of an 'anonymous letter' informing or expressing only vague or unfounded suspicions about other people or a general complaint made on behalf of others, since the Company would not be able to directly examine all the facts in consideration and attempting to provide some equitable solution for the employee submitting such a complaint.
- 2.4** The Company, through its executives / managers, will use every means possible to maintain the anonymity of the employee submitting a complaint. The employee submitting the complaint must also avoid speaking to others about the matter or the subsequent ongoing review and investigation process being undertaken by the Company at that time.
- 2.5** The Company will check into and investigate about the issues relating to the complaint in a confidential manner, and will find appropriate and fair corrective measures to resolve the matter.

## **8. Staff Conduct and Treatment of Co-Workers**

### **Principle**

The Company fully recognizes and places great importance to the personal rights of every member of its staff, as well as in having a harmonious working environment and unity among the staff.

The Company, therefore, requires that all staff – inclusive of managers and their subordinates – observe all the established rules and regulations of the organization, work together in a spirit of mutual respect, and refrain from undertaking any activities that is unethical or that will negatively impact the reputation or image of the Company. This will enable the Company to effectively manage its human resources in a transparent and equitable manner, and to facilitate the Company to achieve its business goals in an effective manner.

### **• Policies and Associated Practices Guideline**

#### **8.1 Policy and Practices Guideline on Employees' Conduct and Treatment of Co-Workers**

**Definition** : **Conduct** means personal behavior practiced by people in general.

**Employees and Co-Workers** means the workers and co-workers at Srithai Superware Public Company Limited.

**Policy** : The Company management of its human resources is to be aligned with and in support of the Company's policies, business objectives and strategies, through defining human resources management systems and processes that are uniform, clear, transparent and equitable. Every supervisor has a duty to manage human resources within their respective work unit in full compliance with the Company's overall human resources management systems and guidelines.

#### **Practices Guideline:**

1. Avoid giving gifts to your supervisors or accepting gifts from persons under your supervision.
2. Respect the rights of every employee.
3. Executives and supervisors should behave with the aim of earning the respect of all employees; and employees should not act in a disrespectful manner towards executives or supervisors.
4. Be disciplined and comply fully with the organization's regulations and good traditions regardless of whether they are documented or not.
5. Create and maintain an atmosphere of unity and harmony among employees without any discrimination with regards to age, qualifications, nationality, religious beliefs, gender, appearance or character, or position.
6. Avoid any behavior with potential impact on the Company's reputation and image, or which may create subsequent problems to the Company.

## **8.2 Policy and Practices Guideline on the Prevention of Sexual Harassment in the Workplace**

**Definition:** **Sexual harassment** is the unwanted sexual advances or sexually oriented behavior, including requests for any physical and verbal conducts or gestures associated with sex, in which the other party's refusal or failure to consent to such advance has an impact on that person's employment or job status, or which makes the working environment uncomfortable, stressful and antagonistic. The victim and the perpetrator may be either male or female; and the conduct does not necessarily need to involve sexual harassment of a member of the opposite sex.

In addition, perpetrators of any acts of sexual harassment may be an immediate supervisor, an employee representative, supervisor of other business units, co-workers or colleagues, or other persons involved with the workplace but may not necessary be employees of the Company. Behaviors considered as acts of sexual harassment include the following:

1. Physical conduct, such as unnecessary or improper contact or close proximity by one party that was not solicited or willingly allowed by the other party, etc.
2. Verbal conduct, such as undue criticism, and suggestive, rude or insulting comments or expressions, or any other methods of communication that contains any sexual overtures, etc.
3. Gestures, such as the use of seductive glances or discriminatory, insulting attitudes, obstructive and repulsive expressions against a 'third' gender, etc.
4. News or information communicated with a sexual overture or such as text, image, symbols or audio messages, etc. that are sent intentionally to a specific person.

**Policy:** The Company attaches the importance of personal rights of every employee and will maintain gender equality and human dignity in the workplace.

### **Practices Guideline:**

#### **1. Preventive Methods**

- 1.1. Supervisors are strictly forbidden from using power, opportunity or sexual harassment with employees or employment applicants. Supervisors are also forbidden from having other party sexually harass employees or employment applicants.
- 1.2. Employees are strictly forbidden from sexually harassing co-workers or doing so while co-workers are working.
- 1.3. Preventive measures are established to prevent acts of sexual harassment:
  - Arrange for assessments and improvements to be made of the workplace environment in the various work sections, in order to minimize the risks of sexual harassment occurring.

- Arrange for appropriate and proper fitting employee uniforms to be made available
  - Arrange for employees training about acts of sexual harassment, in order to minimize such risks.
- 1.4. The Human Resource Department issues warnings or appropriate recommendations to any employees, who intentionally or unintentionally behave or dress improperly; whereby such improper behavior or clothing may be provocative and lead to possible sexual harassment.

## **2. Complaints and Investigation Procedures**

- 2.1. The Human Resource Department at the Head Office is responsible for accepting any complaints in cases involving sexual threats, so as to create confidence and trust for any complainants that the complaint will be treated seriously and without any bias.
- 2.2. When a complaint is received, an investigative committee must be established to consider the matter, and have the complainant file a lawsuit with the police to proceed with a criminal case. Thus, the complainant must fully cooperate, and is forbidden to raise any objections, without reasonable cause, in order to prevent any vague or unsubstantiated allegations to be made.
- 2.3. During the review investigation process, the investigative committee must proceed in full confidence and is forbidden to disclose the name or other information that is potentially damaging, embarrassing or threatening to the complainant. The alleged guilty employee must be suspended from working during the investigation process.
- 2.4. The Company shall not terminate, transfer the job position or act in any other potentially damaging manner in regards the employee filing a complaint about sexual harassment in the workplace.
- 2.5. In the event that the complaint is proven true, the investigative committee is required to submit a written record containing the proposed possible disciplinary action taken for the consideration of the CEO/President.

## **3. Penalties**

- 3.1. In the event that an investigation reveals that the wrongdoing actually occurred, and it has already been concluded by the CEO/President, the Company will impose a penalty on the perpetrator based on the degree of severity of the wrongdoing, such as a warning, changing job responsibilities, demotion, or even termination of employment, etc.
- 3.2. In the event that the wrongdoing involves violation of a criminal law, the Company will send the investigation results to police so they can legally pursue the case as a criminal offense.

## 9. Safeguarding and Using the Company's Assets and Resources

### Principle

The Company requires that all members of executive and staff take good care of, safeguard, make appropriate use of all assets of the Company, and utilize all other available resources in a legally correct manner and in a way that recognizes their full value. They are also required to avoid infringing or violating, in any form or manner, the legal intellectual property rights of others.

Additionally, the Company publicizes relevant useful information and promotes various associated activities together with making available all required tools and services, in order to encourage and instill into the minds of the staff, at all levels, the need to utilize all Company assets and available resources in an appropriate and cost-effective manner relative to the associated investments for the purpose of generating valuable outputs as well as for the overall benefit of the organization and society.

### • Policies and Associated Practices Guideline

#### 9.1 Policy and Practices Guideline on Violations of Intellectual Property Rights

**Definition** : **Intellectual Property Rights** means the legal rights held by a legal owner (or "holder") to items created from human intellectual efforts and creativity. Intellectual property rights may be divided into two main types, consisting of (1) industrial property/asset and (2) copyrights; whereby intellectual property rights are intangible rights to a what is specifically classified as a property or asset, which is created and directly resulting from the dedicated intellectual inputs and work efforts, as well as can be appraised with an attached economic value regardless of whether the inputs are in the form of financial, work effort or time investments, etc.

#### **Types of Intellectual Property Rights:**

**1. Industrial Property** is a creative idea by humans relating to industrial products, which may be ideas for the invention or designs of industrial products in the form of specifically designed or modified production processes and techniques, or to the products and product shapes themselves in terms of the components or enhancements and improvements. Industrial property also includes trademarks, brand names and their commercial source, as well as the product origin in order to prevent of unfair trade competition. Industrial property rights consist of:

##### **1.1. Patent / Petty Patent**

**Patent** means the legal registration document issued by the Government to protect an invention, product design or utility model as specified by the law.

- **Invention** means an innovation relating to the composition, structure or mechanics of a product together with structure or

mechanics of a product, as well as any related production and maintenance or quality improvement processes.

- **Product Design** means an innovation relating to the modification of a product's exterior feature for the purpose of any quality enhancements and differentiation.
- **Utility Model** (or Petty Patent) is similar to an invention, but the level of technological innovation is not as high, or is the result of only a minor innovation.

**1.2 Trademark** means a mark, symbol or brand/brand name used with a product or service, namely:

- **Trademark** is a specific mark used in conjunction with goods to indicate these goods are different from goods showing other trademarks.
- **Service Mark** is a specific mark used in conjunction with services to indicate these services are different from services provided under other service marks; such as: service marks of an airline, a bank, and a hotel.
- **Certification Mark** is a specific mark that the owners of a product or service uses in conjunction with their products or services.
- **Collective Mark** is specific trade mark or service mark used by a company or other associated ventures or members of an association or other organizations of public and private entities, such as a company group or corporate logo etc.

**1.3 Layout-Designs of Integrated Circuits** is a created design or layout, by various means and forms, to display an arrangement that creates an integrated electrical circuit through use of conductors or resistors, etc.

**1.4 Trade Secret** means trade or business-related information that is not disclosed or widely known and has a commercial value based on the related confidential information, for which proper action has been taken to ensure the confidentiality of such information.

**1.5 Geographical Indication** is a name, emblem or other symbol, indicating the origin of goods or products, which conveys to the consumers the specific quality or features and reputation of products from that origin compared to other sources; eg: a special product inherent to a particular origin that is not available anywhere else.

2 **Copyright** means intellectual works or creative ideas in literature, art, music, films or any other scientific works, including the following:

- **Neighboring Rights** is a right in presenting or broadcasting copyright works; such as: actors, or sound recorders and television stations recording or broadcasting sounds or images, etc.
- **Computer Programs or Computer Software** is a set of ‘orders’ used with computers to control computer applications to work.
- **Data Base** is compiled or collected data for use in various activities or applications.

**Policy** : The Company has a policy for strict compliance with all intellectual property laws, and for not violating or infringing any types of intellectual property rights.

**Practices Guideline:**

1. Promote and support employees in making use of their knowledge, capability and creativity to continually invent new things and be innovative.
2. Treat inventions created by its employees, during the course of their duties, as the intellectual property of the Company; whereby the Company arranges to register the Company’s ownership to the intellectual property rights of such inventions that are created by its employees.
3. Upon ceasing to work for the Company, handover to the Company various intellectual properties, including any resultant inventions as well as any related data, regardless of the format in which they are kept.
4. All employees using a company computer, use only software programs that are purchased and provided by the Company and licensed by the legal owners of the intellectual property rights, as well as prohibit from making any copies of these licensed software programs or to use them for any personal purposes. This is to prevent any possible violations or infringements of any intellectual property rights.
5. Be personally responsible by employees in the event of any damages occurring as a result of their making unauthorized use of company computers for any personal purposes or of any software programs other than those provided by the Company.
6. Inspect and evaluate any inventions or outputs as well as data legally belonging to third parties and used by employees within the Company for producing products for sales by the involved respected line management as well as the Legal / Compliance Unit. This is to ensure that the use of such ideas, inventions or data does not, in any way, violate the intellectual property rights of others. In the event that the Company discovers any employees failing to comply with this policy, the Company will take disciplinary action in accordance with the Company’s regulations.

## **9.2 Policy and Practices Guideline on Employees' Responsibilities towards the Company's Property/Assets**

**Definition** : **Company Property** means both tangible and intangible assets which may have an attached value; such as: buildings, office equipment and vehicles, etc., or intangible items like copyrights and patents, etc.

**Policy** : The Company has policy to control and protect the use of the Company's property/assets by authorized employees in carrying out their work activities, so that these assets are properly cared for and stored as well as used and maintained in an appropriate and cost-effective manner relative to the value of the associated investments.

### **Practices Guideline:**

1. The user of the asset must be a person with a direct responsibility for using such a property/assets at work in accordance with the assigned position, duties or responsibilities.
2. The user of the asset must act or behave with due required common sense in regards to maintaining control over and being responsible for that property/asset.
3. The user of the asset is responsible for its regular maintenance and upkeep as specified in the respective user manuals or in accordance with the requirements of the Company, so that the property/asset remain in a condition of being ready for use at all times.
4. The user of the asset must prepare and keep updated, at all times, a report or log on any repairs and maintenance work made to the respective property/asset.
5. The user of the asset must return that property/asset together with all related accessories to the Company prior to or on the date that the user no longer has the respective position or assigned duties, with the property must be in a good working condition and ready for use.
6. Whenever a property/asset is lost or damaged during work, the user of the respective asset must take responsibility and compensate the Company for any such damages that are incurred intentionally or as a result of gross negligence: The user must immediately report to the immediate supervisor when the respective property is lost or damaged so that it can be determined who will be responsible.
7. In the event that the respective property/asset has been insured, the person who is responsible will compensate the Company only for the portion of the damages (as per Clause 6) that is not covered by the insurance policy.

### 9.3. Policy and Practices Guideline on Efficient Utilization of Resources

**Definition** : **Resources** mean raw materials, factory supplies, and disposable components or other consumables materials used in the production process or in the activities of the factory and the office.

**Policy** : The Company places great importance on efficient utilization of all resources; and has therefore required that Company Executives and employees implement, supervise and also recommend the utilization of various resources for maximum benefits, efficiency and with minimal loss or damages.

#### **Practices Guideline:**

1. Select and procure appropriate and environmentally friendly resources.
2. Define annual plans together with established goals for maximizing the efficiency of resources utilization.
3. Monitor and review resources utilization on a monthly basis; as well as exchange data internally in order to make comparisons between each factory and office.
4. Develop and determine work standards for use as guidelines for enhancing the efficiency of resources utilization.
5. Dispose of any wastes from the resources used; and ensure that the release of any wastes are in full compliance with all applicable government regulations.
6. Publicize and disclose data relating to the Company's performance on cost-effective and efficient resources utilization, in order to raise awareness among employees at all levels within the organization; as well as promote these practices and monitor associated results on a continuing basis.

### 9.4 Policy and Practices Guideline on Energy Conservation

**Definition** : **Energy** means forces capable of driving activities. The industrial sector uses various forms of energy; such as: electricity, water and non-renewable energy, etc.

**Non-renewable Energy** means energy which cannot be renewed or re-created after use, including coal, oil shale, oil sand, crude oil, fuel oil and natural gas.

**Policy** : The Company recognizes the importance of energy management through continually developing and enhancing various measures to ensure active participation by employees in energy conservation practices within the organization, which will also create overall maximum benefits for the organization and society.

### **Practices Guideline:**

1. Define and develop improved energy management systems through making energy conservation as an integral part of the Company's operations, together with being fully committed to comply with all relevant laws and regulatory requirements relating to energy consumption or usage, volume of energy used, and energy efficiency.
2. Monitor and control energy consumption indices; and continually improve the efficiency of the organization's energy consumption, so as to be suitable for the business operations, together with the related technologies used and a 'best practices' guideline.
3. Define and review energy conservation objectives and goals on an annual basis; as well as communicate these with every employee, so they can acknowledge, understand, and implement them in a correct manner.
4. Support the purchase and procurement of any required machineries, tools, products as well as essential production and service equipments, through taking into consideration the principles of efficient energy consumption; and support any designs that seek to improve energy usage capacity.
5. Provide adequate resources and related information to support effective achievement of energy usage objectives and goals, together with ongoing compliance with and the maintenance of established energy management systems.
6. Promote and support the Company's energy conservation activities in various projects with an emphasis on active participation by all employees within the organization.
7. Review and revise the Company's related policies, goals and action plans as appropriate by the Company's management and responsible working group for energy management.
8. Disclose the Company's energy conservation performance, so as to define guidelines for implementing continuous promotional campaigns with employees at all levels.
9. Specify energy conservation as the duty and responsibility of each and every employee, who are required to strictly adhere to and fully cooperate with established energy conservation measures.

## **10. Receiving or Giving of any Bribes and Gifts, or Entertaining**

### **Principle**

The Company operates its businesses in full compliance with the applicable laws as well as to the highest ethical standards, without association with either the giving or receiving of any bribes or special rewards, any improper entertaining as well as any forms of corruption. As such, it is considered the duty of all members of executives and staff to conduct themselves in discharging their duties in a completely honest manner and in accordance with the established standards of business ethics.

Furthermore, the Company offers all stakeholder groups appropriate channels of communication through which to report information on or suspicion of any acts of corruption or non-compliance to the applicable laws, rules and regulations. This is in order to create full confidence that the Company's businesses are in no way tainted with any incidents of giving or receiving of bribes and gifts or of any entertaining in an inappropriate manner nor of corruption.

### **• Policies and Associated Practices Guideline**

#### **10.1 Policy and Practices Guideline on Anti-Corruption and on Prohibiting any Form of Bribery in return for the Company's Business Benefits**

**Definition** : **Bribery** means the offer, promise, giving as well as demanding of any monetary or other benefits, whether directly or indirectly, to/from any specific person(s), in order to obtain any business, and business-related agreements or referrals, as well as to sustain any business benefits which are not accordance with good business ethics and involve activities of both the government sector and private organizations.

**Policy** : The Company gives importance to anti-corruption activities, and also prohibits all forms of bribery in return for any business-related benefits of the Company and its affiliates.

#### **Practices Guideline:**

1. Do not give or support the giving or receiving of any inappropriate and improper gifts or unreasonably excessive entertainment activities and related-expenses.
2. Do not make any direct or indirect payments to facilitate, expedite or create any flexibility in undertaking any potential business transactions.
3. Strictly prohibit any form of bribery relating to all business transactions, whether directly or indirectly via a third party.
4. Undertake any procurement and outsourcing activities with full transparency and in an honest and straightforward manner, as well as in full compliance with all relevant applicable laws and regulations.
5. Do not give direct and indirect political support or monetary contributions to any political parties, officials of political parties, election candidates, organizations or persons involved with politics, as an illegal means of paying bribes - unless such political monetary contributions are given in a fully legal and transparent manner.

6. Continuously monitor, audit and look to established guidelines in regards to any activities that may appear to be or be perceived as possible acts of bribery or corruption, so as to prevent any such actions becoming actual corrupt practices on the part of the organization.
7. Promote and campaign for all Executives and employees at all levels to fight against corruption and the giving of bribes.

## **10.2 Policy and Practices Guideline on Giving Gifts or Entertaining**

**Definition :** **Gifts** means any items offered on various occasions aimed at building relationships, and not in exchange for any specific business transactions. Gifts are given willingly without seeking anything specific in return, despite the normal social expectations regarding receiving something in return.

**Entertaining** means taking someone out for a meal and/or to some form of entertainment or sporting event, with the purpose of facilitating business discussions in a relaxed neutral atmosphere and/or at enhancing a business relationship as in giving a gift

**Policy :** The Company considers purchases / sales of goods or services with outsiders, together with other types of business transactions, should be conducted with fairness and transparency without acceptance of any bribes or rewards, as well any excessive or improper entertainment of involved persons in return for any decisions by these persons.

### **Practices Guideline:**

1. Employees must not demand, accept or agree to accept any money, items or benefits from persons involved in any business relationships with the Company.
2. Employees may receive or give gifts, or entertain or be entertained according to normal business customs; whereby such gifts or entertaining must not have any undue influence on the business decisions of the recipient.
3. Gifts received should have a value not exceeding Baht 3,000 (three thousand baht); and should not be in the form of actual cash or cash equivalents.
4. Employees receiving gifts or entertainment according to normal business customs or occasions with value exceeding Baht 3,000 (three thousand baht) from persons involved in any business relationships with the Company must report the gift to the direct and/or other supervisor in the chain of command for their consideration.
5. Gifts or entertainment may be given or received, if given or received in an open and transparent manner.
6. In case where an employee receives an invitation to travel overseas that is not related to the job function with the expenses are to be paid for by persons involved in a business relationship with the Company, then the invitation must be forwarded to the CEO/President's office for consideration and review of its appropriateness. The Company may then ask the senior-most executive / manager of each business unit to

propose names of employees under their respective supervision for the CEO / President to consider and approve to join the proposed overseas trip.

### **10.3 Policy and Practices Guideline on the Protection of and Fairness to Informants on any Corruption or Non-Compliances with Applicable Laws, Rules and Regulations**

- Definition :**
1. **Corruption or Non-Compliance (to applicable laws, rules and regulations)** means any actions undertaken by any directors, executives and employees of Srithai Superware Public Company Limited that complainants/informants have encountered or are aware of, with sufficient supporting information and evidence that such actions constitute wrongdoings.
  2. **Person entitled to file complaints/information, or “Complainant/Informants”** means:
    - 2.1 The Company’s external Auditor;
    - 2.2 Other persons including any employees of Srithai Superware Public Company Limited and its affiliated companies.
  3. **Independent Directors** means a director of Srithai Superware Public Company Limited who is ‘independent’ according to the Announcement of the Capital Market Supervisory Board (No. Thor. Jor. 4/2552) and any additional amendments.
  4. **Affiliated Company** means:
    - a. A Juristic person in which the Company has a shareholding exceeding fifty percent (50%) of all that Company’s shares entitled to vote.
    - b. A Juristic person in which the Juristic Person, as specified in a), has shareholdings exceeding fifty percent (50%) of all the voting shares.
    - c. A Juristic person in which shareholdings are held in subsequent stages down the line, beginning with shareholdings of the company, as specified in b), in another juristic person that exceeds fifty percent (50%) of the total number of voting shares entitled to vote for each Juristic person within the chain, and so on.
    - d. A Juristic person in which the Company or its subsidiaries has the authority to participate in any decisions relating to its financial policies and overall operations, but not at a ‘controlling’ power over such policies as well as not being considered a subsidiary or joint venture company.

**Policy :** The Company is firmly committed to conducting its businesses in full compliance with relevant and applicable laws, rules and regulations, including the establishment of adequate internal controls systems in order to minimize the risks or opportunities for any wrongdoings or corrupt practices.

Furthermore, in order to ensure that the audit system is more efficiently and effectively implemented, the Company has also offered opportunities to various groups of stakeholders in providing any information or ‘whistle-blowing’ about any possible corruption or non-compliances with the relevant applicable laws, rules and regulations.

## **Practices Guideline:**

### **1. Procedures for Filing Complaints or Submitting Information**

#### **1.1. Cases where a Company Auditor is the Complainant / Informant**

An Auditor makes a report to the Audit Committee, in the event of encountering a suspicious conducts by Company directors, executives or any persons responsible for Company operations relating possibly committing any wrongdoings under the Securities and Exchange Act (of B.E. 2535 (A.D. 1992) and 4<sup>th</sup> edition issued in B.E. 2551 (A.D. 2008)) as follows:

1. Failing to perform their duties with full responsibility, due care and honesty, resulting in an incident in which damages are incurred by the Company; or where the person or other persons improperly gain any benefits from a violation or failure to perform the abovementioned duties.
2. Causing damages to the property or documents seized by the officers, revoked or kept for safe keeping or ordered to be submitted as evidence.
3. Public fraud or concealment of facts that should have been publicly disclosed.
4. Wrongful discharge of duties together with corruption, resulting an incide that causes damages to the Company's property / assets.
5. Embezzlement in a corrupt manner for personal gain or that of a third party.
6. Causing damages to, depletion of the value of the Company property/assets, or rendering them useless.
7. Undertaking any activities aimed at preventing creditors from receiving full or partial payment of any debts.
8. Undertaking activities or failing to take action in a corrupt manner, in order to seek unlawful and improper personal gain or that of a third party.
9. Undertaking or giving consent to any wrongful actions involving the Company's accounts or documents.

#### **1.2. Case Where an Ordinary Person is the Complainant/Informant**

- 1.2.1. The Company requests that all complaints or reports concerning any corruption or non-compliances to the applicable laws, rules and regulations be submitted in writing only.
- 1.2.2. Complainants/Informants can submit such reports to an Independent Director through the following methods:
  - 1) Via E-Mail
  - 2) Via Facsimile
  - 3) Via normal mail addressed directly to an Independent Director.
  - 4) Submitting complaints and supporting documents by placing in a sealed envelope addressed to an Independent Director via the Secretary to the Audit Committee (ie: Head of Internal Audit Department).
- 1.2.3. For any documented complaints (as per 1.2.1 and 1.2.2) the complainant /informant is not required to reveal his/her identity. However, if the complainant/informant is able to identify him/herself, the complainant/informant is requested to specify his/her first and last name, telephone number, and fax or

email address, which will enable the Company to report the results of any subsequent actions as well as to ask further questions or request additional details and information

- 1.2.4. In cases where the complainant/informant does not identify him/herself, the complaint needs to fully describe all the actual facts and any supporting evidence in a clear and adequate manner, in order to show that there is sufficient reason to believe that wrongdoing or corrupt conduct has taken place.

## **2. Investigating the Facts**

### **2.1 Cases Where an Auditor is the Complainant**

- 1) When a report is received from a Company auditor (as per 1.1), the Audit Committee might appoint the Head of the Internal Audit Department to conduct an internal investigation; whereby a director or executive considered to have no part in the complaint incident may be invited to participate in providing further information. The investigation exercise must be completed together with a report, to the Audit Committee, on the findings and conclusion report or on the progress of the investigation within fifteen (15) days from the date the task was first assigned.
- 2) The Audit Committee will then consider the summary report of the findings or progress report from the Head of the Internal Audit Department, so that preliminary report can be submitted to the Office of the Securities and Exchange Commission as well as the auditor, within thirty (30) days from receiving the original investigation report.

### **2.2 Cases Where an Ordinary Person is the Complainant/Informant**

#### **2.2.1 Independent Director**

An Independent Director who receives the complaint will send the complaint to the Internal Audit Department to check and review the facts.

#### **2.2.2 Internal Audit Department**

When assigned by the Independent Director, the Head of the Internal Audit Department can invite the Company auditor, as well as directors or executives considered to have no part in the complaint incident to participate in providing any further information. An investigation must be conducted and completed within thirty (30) days from the date the complaint was first received for action to be taken.

Subsequently, the Internal Audit Department will investigate, in confidence, the complaint. Any further information obtained from such investigations will also be deemed confidential, and can be disclosed only as absolutely necessary so as to give primary consideration to the safety of and possible damages to the complainant/informant.

- 1) In the event where an investigation has been conducted and the complaint does not have adequate evidence to support it as being true, the Head of the Internal Audit Department shall prepare a report summarizing the results of the investigation or the progress report to the

Independent Director (as in 2.2.1) for acknowledgement within thirty (30) days. The results of the investigation progress has also to be reported to the Audit Committee and submitted for further consideration by the Company's Board of Directors before informing the associated results to the complainant/Informant.

- 2) In the event where an investigation has been conducted and the complaint has sufficient evidence to support it as being true, the Head of the Internal Audit Department will report a summary of the investigation results or its progress to the Audit Committee within thirty (30) days from the date the complaint was first received. A copy of the results of the investigation report will also be sent to the Independent Director (as in 2.2.1) for acknowledgement of the investigation results or its progress to date.

#### 2.2.3 The Audit Committee

The Audit Committee will consider the report summarizing the investigation results or its progress from the Head of the Internal Audit Department, in order to correctly and fairly determine any required measures for both the complainant/informant and the person who is the subject of the complaint, together with any corrective and preventive measures against the such similar incidents, which will also be reported to the Company's Board of Directors for consideration.

#### 2.2.4 Company Board of Directors

The Board of Directors will consider the summary report from the Audit Committee, including the proposed corrective and preventive measures, for subsequent actions to be taken by the Company's Board of Directors or executives. In the event that the complainant discloses his/her identity, a report on the results of the such actions shall be given to the complainant for acknowledgement.

### **3. Protecting Complainant/Informant**

- 3.1. As long as the complaint is not a case where the Company's auditor is the complainant/informant, the identity of the complainant/informant must not be disclosed; nor will any further information be disclosed to the general public relating to the complaint.
- 3.2. The responsible person/Company director receiving the complaint must have appropriate and strict measures for maintaining the confidentiality of the complaint or for preventing any leakage any information about the complainant/informant to other persons not involved in the investigation of the issue.
- 3.3. During the Audit Committee's subsequent investigation into the complaint, should it be considered that the complainant/informant is placed in a position of potential risk of any trouble or damages, the complainant/informant might request that the Company arrange measures to lessen any possible trouble or damages before the investigation of the concerning is completed.

## **11. Responsibility Towards Society and the Common Good**

### **Principle**

The Company recognizes that for the business to grow on a sustainable basis, it must not only operate with the sole aim of achieving profitability; but also take into consideration both the benefits and the impacts on society, the community, the environment, and its stakeholders.

The Company has, therefore, incorporated the principles and guidelines relating to corporate social responsibility in its management practices, so that the operations of its various businesses are in line with the expectations of society and shall give back positive benefits to society in a concrete manner. This is to enable the Company and overall society to co-exist in a viable and well-balanced manner, as well as to facilitate the ongoing growth and development of the Company within both society and the local community in which it operates for the long term.

### **• Policies and Associated Practices Guideline**

#### **11.1 Policy and Practices Guideline on the Treatment of Society**

**Definition** : **Society** means people living together with many forms of interpersonal relationships such as occupation, age, gender, religion, status, place of residence, etc., as well as relationships of living beings with the environment, and social relationships of people from various groups with shared interests, aspects, cultures or traditions, including languages, entertainment and food in each social group.

**Policy** : The Company places significant importance on environmental protection and conservation, which will benefit the community and overall society as well as the Company's business for the long-term.

#### **Practices Guideline:**

1. Be responsible for and committed to taking care of the environment, including local customs and traditions wherever the Company is located.
2. Undertake various creative activities (that are own initiated or in cooperation with both the local Government agencies and local community) for the benefit of society, the community and the environment, so that the immediate community where the Company is situated will have better quality of life.
3. Prevent any accidents from occurring; and ensure that the control of waste materials are well below the standard acceptable levels.
4. Respond quickly and effectively to any incidents resulting from the Company's operations that has an impact on the environment and the community by cooperating with Government officials and any involved agencies.

## **11.2 Policy and Practices Guideline on Community Development**

**Definition** : **Community** means a group of people living in the same area with dependence on one another.

**Policy** : The Company conducts its business through giving full consideration to its corporate social responsibilities and all its stakeholders. It is also committed to supporting any activities aimed at improving the quality of life together with promoting benefits and happiness for the immediate community and society where the Company is located, as well as to supporting employees and all involved persons to fully participate in contributing to the community.

### **Practices Guideline:**

1. Provide proper support and appropriate assistance to overall society and the community.
2. Conduct businesses through consideration of possible impacts on the environment and the community; as well as encourage all persons involved to participate in helping to maintain the quality of the environment.
3. Take good care of the immediate environment surrounding the community; as well as control and supervise wastes disposal management related to both the internal production processes and normal operating activities, as well as any possible contamination to the exterior environment.
4. Create local relationships and community participation in cooperation with involved agencies.
5. Listen to opinions, suggestions and/or complaints from persons involved, in order to jointly find guidelines for close cooperation and meeting the needs of all involved stakeholders.
6. Support public charity activities or organizations to assist, develop and support members of society to have improved livelihoods and better quality of life.
7. Support and campaign for the Company to become a 'white workplace' that is free from narcotic substances and gambling activities.
8. Regularly disseminate news and information for the ongoing benefit of the community.

## **11.3 Policy and Practices Guideline on Operating the Business within Environmental Standards**

**Definition** : **Environment** means every living and non-living things surrounding human beings, including any tangible materials (that can be touched and seen) and intangible objects (such as culture, traditions and beliefs) that influence one another and serve as a mutual support for one another; whereby impacts from one factor will inevitably support or destroy another factor. Therefore, the environment is a 'cycle' of interrelated factors forming one whole 'eco-system'.

**Policy** : The Company is fully aware of its corporate social responsibilities together with the importance of being environmental friendly. It is the duty and responsibility of every employee to act sincerely and be committed to continuously improving the environment management system.

**Practices Guideline:**

1. Comply fully with all environmental laws as well as required standards and relevant regulations relating to the Company's activities; and always be ready to disclose all related information to the public.
2. Be committed to develop and improve the ISO 14001-related environment management systems so as to achieve the specified objectives and goals. This also includes the training of employees at all levels in the organization to fully understand the environment management systems, related gains to be derived from the ISO 14001 systems, and the generation of maximum benefits.
3. Prevent, control and minimize any risks and/or impacts to the environment.
4. Train and create environmental understanding and awareness among employees at all levels within the organization, including those persons contacting the Company to make deliveries, business partners and service providers.
5. Be committed to the conservation of energy and resources so as to generate maximum benefits.
6. Communicate and implement public relations campaigns on environmental management for all employees to acknowledge, so that they will be able to consistently and correctly put into practice any associated activities.

## **12. Internal Controls and Internal Audit Systems, and Financial Reports**

### **Principle**

The Company has established effective systems of internal control and of internal audit procedures at all levels of its business operations, together with regular review processes so as to ensure that such systems and procedures have been both effectively designed and appropriately applied.

This will then support and enable the Company to prepare financial reports that are true, accurate and timely for the benefit of all stakeholder groups, as well as to create appropriate confidence that such reports do not vary with any significant degree of difference from the actual situation. In turn, it will endorse and support the full confidence of investors in making their investments in the Company, and will facilitate the Company to grow on a sustainable basis.

### **• Policies and Associated Practices Guideline**

#### **12.1 Policy and Practices Guideline on Internal Control Systems and Financial Reports**

**Definition :** **Internal control systems** means those established work processes and procedures aimed at ensuring that the organization's operations will effectively and efficiency achieve the intended internal control objectives, including any oversight and maintenance of assets, as well as prevention or reduction of errors, damages and corruption. This is in order to create and establish the reliability of any financial reports, as well as full compliance with the relevant laws and applicable rules and regulations of the organization

**Policy :** The Company is aware of the importance of effective management of internal controls system at all levels of the operations, in order to achieve the above stated internal objectives. Therefore, the Company has established various criteria and procedures regarding internal controls for strict adherence by employees.

#### **Practices Guideline:**

1. The Company, through the Company's Board of Directors, is responsible for the financial Statements of the Company and those of its subsidiary companies, together with any financial information, as contained in the Company's Annual Report, that are prepared in accordance with generally accepted accounting principles under the Accounting Act of B.E. 2543 (A.D.2000) as well as with the financial reporting requirements as specified by the Securities and Exchange Commission relating to the preparation and presentation of financial reports under the Securities and Exchange Act.

The Company has adopted all appropriate accounting policies that have been consistently applied, inclusive of changes to the new accounting principles in 2011 as well as sufficient disclosures of any significant information in the 'Notes to the Financial Statements' for the overall interests and benefit of shareholders, investors and stakeholders.

2. The Company's Board of Directors and management are responsible for preparing financial statements in an accurate, complete and timely manner for each quarterly and year-end periods, as well as in full accordance with generally accepted accounting principles. The report by the Board of Directors on its responsibility to financial statements are also prepared and disclosed in the Company's Annual Report.
3. The Company has established risk management and internal controls systems to ensure the full accuracy, completeness, timeliness and adequacy of financial reporting information, in order to protect and maintain assets as well as to prevent any corrupt, illegal or significantly irregular operational activities.
4. The Company has appointed the Audit Committee with the duty and responsibility of undertaking effective reviews of accounting policies, together with the quality of financial reports, internal controls systems, internal audits, risk management systems, and information disclosures relating to any connected transactions. This duty and responsibility also includes regularly reviewing the consistency as well as assessing the results of the internal auditing systems relating to controlling, auditing and measuring their efficiency during any auditing cycle. The responsibilities also cover all aspects relating to policies and practices guidelines and to the efficiency and effectiveness of financial management, operations and other associated controls. Such activities undertaken by the Company's Internal Audit Unit and those of the external Auditor are considered to be fully independent.
5. The Company has conducted an annual assessment of the adequacy of the Company's internal controls systems, in accordance with the specified with the requirements of the Stock Exchange of Thailand.
6. The Company's Internal Audit Unit has been established with the Audit Committee as its supervisor. Auditing activities plans will be prepared and undertaken in accordance with the COSO Control Guidelines (the Committee of Sponsoring Organizations of the Treadway Commission), and will be approved by the Audit Committee every year.

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### **Suggestions of any concerns**

The Code, comprising 26 policies under 12 subjects, may not govern every possible situation that might occur in real operation. Should the staff have any compliance issues, they are recommended to seek guidance from the immediate superior.

The Company may amend the Code of Conduct in line with changes in laws, regulations, and business conditions as appropriate.

**Approved by the Company's Board of Directors  
at the Board Meeting No 4/2014, held on September 30, 2014.**