



(Translation)

Manual

Anti-Corruption Policy and Anti-Corruption Policy Guidelines



## Message from Chief Executive Officer

Saha Pathana Inter-Holding Public Company Limited ("the Company") places great importance on adhering to good corporate governance principles, which are fundamental to sustainable business development and value creation. Beyond building confidence among investors, shareholders, and all stakeholder groups, this approach leads to competitive business operations with strong performance, considering long-term impacts through ethical, transparent, and accountable business conduct.

The Company recognizes that corruption is an obstacle to the development and progress of the Company, society, and the nation. It also hinders the development of business competitiveness and reduces confidence among investors, shareholders, and all stakeholder groups. Therefore, to demonstrate concrete opposition to corruption, the Company joined the Thai Private Sector Collective Action Against Corruption (CAC) declaration in 2016.

The Company has established an Anti-Corruption Policy to affirm its commitment to conducting business in accordance with the law and opposing corruption, without supporting any entity, group, or individual involved in seeking improper benefits, either directly or indirectly, whether as a recipient or provider. This includes establishing written Anti-Corruption Policy Guidelines and cultivating awareness among the Board of Directors, executives, and all employees to comply with these policies and guidelines until they become part of the organizational culture, with regular reviews of compliance with the Anti-Corruption Policy.

The Company firmly believes in receiving cooperation and support from all sectors in monitoring and reporting leads so that the Company can conduct business free from corruption as intended, and to ensure that the Company's business operations comply with good corporate governance principles, business ethics, and the Code of Conduct for directors, executives, and employees, treating all stakeholder groups with transparency, fairness, and responsibility for continued progress and sustainable growth.

Vichai Kulsomphob

(Mr. Vichai Kulsomphoop)

Chief Executive Officer



**Anti-Corruption Policy**  
**Saha Pathana Inter-Holding Public Company Limited**  
**Revised Edition No. 1**

The Board of Directors of Saha Pathana Inter-Holding Company Limited has approved the resolution to sign a Declaration of Intent of Collective Action Coalition against Corruption enacted by Thai Private Sector on 14 January 2014. Therefore, in accordance with the principles set out by the Company's Good Corporate Governance Principles to build confidence for all stakeholders. To support sustainable growth for the company and in accordance with the intent and overall social responsibility.

The Company's has the policy relevant to laws countering corruption by prohibiting the Company Directors, Executives and Employees from accepting or supporting every type of corruption both in a direct and indirect manner, the policy is detailed as follows;

1. The Company's shall not engage in and/or encourage any act in accepting bribes and payment of facilitation in any form.

2. In the event that the Company's offering charitable donation or accepting donation, being a supporter or a recipient, giving political support, hiring government employees or government officials (revolving door), including giving or receiving gifts, entertainment and hospitality, the Company's will proceed according to the prescribed regulations and operating guidelines.

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

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

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

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

7. Providing a channel for reporting any suspicious activities and ensuring that such reporters receive protection.



The Anti-Corruption Policy was approved by the Board of Directors Meeting No.9 (Board #28) on December 16, 2021 and effective from December 17, 2021 onwards by cancelling the policy of Anti-Corruption Policy which came into effect on March 13, 2015 and approved by the Board of Directors Meeting No. 11 (Board #21) on March 12, 2015.

Mr. Somkid Jatusripitak

(Mr. Somkid Jatusripitak)

Chairman of the Board of Directors



**Practices of Anti-Corruption Policy**  
**Saha Pathana Inter-Holding Public Company Limited**  
**No. 1**

The Company views corruption, bribery, and misconduct as serious threats to the nation in terms of security, society, and economy. When the Thai Private Sector Collective Action Coalition Against Corruption invited participation in signing the Declaration of Intent, the Board of Directors Meeting No. 9 (20th Board) on January 14, 2014, approved the signing of said declaration, and by resolution of the Board of Directors Meeting No. 11 (21st Board) on March 12, 2015, approved the Anti-Corruption Policy.

The Company has therefore prepared Anti-Corruption Policy Guidelines to serve as operational guidelines as follows:

1. Definitions and Forms of Corruption

As detailed in the appendix to these Guidelines.

2. Responsibilities

2.1 Board of Directors - Responsible for establishing policies and overseeing systems that effectively support anti-corruption efforts to ensure management prioritizes anti-corruption and cultivates it as organizational culture.

2.2 Audit Committee - Responsible for reviewing financial and accounting reporting systems, internal control systems, internal audit systems, risk management systems, and corruption risks that may arise, as well as overseeing and reviewing anti-corruption measures to ensure they meet international standards and are rigorous, appropriate, and effective.

2.3 Good Governance and Risk Management Committee - Responsible for overseeing and supporting operations in governance, risk management, and anti-corruption, reviewing governance, risk management, and anti-corruption measures to ensure adequacy, and reporting to the Board of Directors.

2.4 Management Board and Executives - Responsible for establishing systems and promoting and supporting the Anti-Corruption Policy to communicate to employees and all relevant parties, as well as reviewing the appropriateness of systems and measures to align with changes in business, laws, company regulations, work regulations, announcements, and other measures (if any).



### 3. Guidelines for Practice

3.1 The Company shall not commit any act of bribery or misconduct, whether directly or indirectly.

Directors, executives, and employees must not neglect or ignore corruption-related actions involving the Company. They must report to supervisors or responsible persons and cooperate in investigating facts. If there are doubts or questions, they should consult with supervisors or designated persons responsible for monitoring compliance with the Company's business ethics.

3.2 The Company will cooperate with and support both government and private organizations in combating corruption or misconduct.

3.3 The Company will not support or engage in activities favoring any particular political party. If there is a desire to provide political support to promote democracy, such support must not violate relevant laws or be done with expectations of special treatment in return.

3.4 Regarding gifts, souvenirs, and entertainment expenses, the Company will operate within legal boundaries and follow customary social and business practices. Details are provided in the appendix to these Guidelines.

3.5 The Company requires directors, executives, and employees to acknowledge and comply with the Anti-Corruption Policy and established Guidelines.

#### 3.6 Whistleblowing and Complaints

Employees or stakeholders who witness, have evidence of, or suspect that employees or persons acting on behalf of the Company are involved in direct or indirect bribery or corruption, fraud, legal violations, violations of company rules and regulations and policies, non-compliance with the Code of Conduct for directors, executives, and employees, or unfair treatment at work, may report leads or complaints about such actions as follows:

##### 3.6.1 Complaint Channels

1. Direct verbal or written complaints to complaint recipients:
  - Internal Audit Manager, Tel: 0-2293-0030 ext. 510
  - Human Resources Manager, Tel: 0-2293-0030 ext. 400
  - Company Secretary, Tel: 0-2293-0030 ext. 300
  - Accounting Manager, Tel: 0-2293-0030 ext. 509
2. Via Email: [cac@spi.co.th](mailto:cac@spi.co.th)
3. Suggestion Box
4. By mail: P.O. Box 3, Sathupradit Post Office, Bangkok 10124

5. In cases where complainants choose to remain anonymous, they must provide sufficient factual details or evidence to demonstrate reasonable grounds to believe there is involvement in bribery or corruption.

The Company will keep relevant information confidential and consider the safety of complainants, except where disclosure is required by law.

#### Complaints Made in Bad Faith

If whistleblowing, complaints, testimony, or information is proven to have been made in bad faith, resulting in damage to individuals or the Company, Company employees will be subject to disciplinary action according to work regulations and/or legal proceedings. If an external party's actions cause damage to the Company, the Company reserves the right to take legal action against such persons.

#### 3.6.2 Conditions and Consideration of Complaints or Misconduct Leads

1. Details of complaints or misconduct leads must be truthful and sufficiently clear to investigate facts for further action.

2. Information received will be kept confidential, with no disclosure of complainants' or whistleblowers' names without consent.

3. Complainants or whistleblowers acting in good faith will be cared for and treated fairly, whether employees or external parties.

4. The timeframe for handling complaints depends on the complexity of the matter, sufficiency of documentary evidence received from complainants, including documentary evidence and explanations from those complained against.

5. Complaint recipients and those involved in the fact-finding process must keep relevant information confidential, disclosing only as necessary while considering the safety and potential harm to complainants or those cooperating in investigations, or sources of information or related persons.

#### 3.6.3 Related Persons

1. Information Provider - refers to complainants or those reporting misconduct leads

2. Complaint Recipient - refers to persons specified in 3.6.1, item 1

#### 3.7 Fact-Finding Investigation

3.7.1 Complaint recipients shall conduct investigations and gather facts or may delegate to trusted individuals or departments to act on their behalf.

3.7.2 Complaint recipients or delegates may invite employees to provide information or request submission of any relevant documents for fact-finding investigations.



3.7.3 Complaints that have been considered shall be reported by complaint recipients to senior management for reporting to the Good Governance and Risk Management Committee, Audit Committee, and Board of Directors.

For complaints proven true requiring disciplinary or legal action, Human Resources shall submit the matter with recommendations to senior management for decision.

In cases where complaints cause damage to any person, appropriate and fair remedial measures shall be proposed to the damaged party.

### 3.8 Protection Measures for Information Providers or Whistleblowers

The Company will protect the rights of complainants and information providers acting in good faith by concealing names, addresses, or any information that could identify complainants or information providers, and keeping complainant and information provider information confidential, limited only to those responsible for investigating complaints. This shall follow the whistleblower protection measures specified in the Code of Conduct for directors, executives, and employees.

### 3.9 Employee Protection

The Company will care for and protect those who comply with the Anti-Corruption Policy and these Guidelines using the whistleblower protection measures specified in the Code of Conduct for directors, executives, and employees.

### 3.10 Human Resources

The Company will incorporate the Anti-Corruption Policy into human resource management from recruitment and selection, training, performance evaluation, compensation determination, and promotions. Supervisors at all levels are required to communicate and ensure understanding with employees for use in business activities under their responsibility and to oversee effective implementation.

### 3.11 Training and Communication

The Company will incorporate the Anti-Corruption Policy into human resource management from recruitment and selection, training, performance evaluation, compensation determination, and promotions. Supervisors at all levels are required to communicate and ensure understanding with employees for use in business activities under their responsibility and to oversee effective implementation.

3.11.1 The Company will provide knowledge and regular anti-corruption training through various channels such as orientation courses, training seminars, announcements, etc., to raise awareness of the Anti-Corruption Policy, forms and risks of involvement in corruption, as well as methods for reporting or providing leads when corruption is witnessed or suspected, and understanding of penalties for policy violations.



3.11.2 The Company will communicate the Anti-Corruption Policy to subsidiaries, associates, directors, executives, employees, shareholders, customers, business partners, all stakeholder groups, business-related persons, and business representatives through appropriate channels.

#### 3.12 Record Keeping and Information Storage

The Company operates matters related to information according to Company policy, which is committed to maintaining standards regarding work systems, computer systems, communication systems, and data as important foundations for creating effective control systems. Various measures will be implemented to ensure confidence that information, work systems, and computer systems are protected and ready for use at all times in the Company's business, as well as designing formats and costs of various control measures appropriate to the risks of information, work systems, and computer systems.

To achieve this commitment, the Company has implemented the following standards and procedures:

1. Define responsibilities of users and administrators of data, work systems, and all computer systems
2. Assess risks and create risk control systems appropriate to changing environments
3. Create protection systems for data, work systems, computer systems, and related personnel
4. Create data security systems to prevent unauthorized viewing, modification, or creation of data, whether accidentally or intentionally

#### 3.13 Inspection and Internal Control Processes

The Company arranges for annual regular inspections by the Company's Internal Audit Department. The Company provides independence and does not limit the scope of auditors in performing their work. Additionally, there are quarterly and annual reviews/audits by certified public accountants according to requirements of relevant authorities.

The Audit Committee reviews internal controls to ensure confidence that business is conducted within proper and appropriate boundaries and complies with Company policies, laws, and regulations applicable to that business.

#### 3.14 Penalties

The Company will impose disciplinary action on those who violate or ignore violations of the Anti-Corruption Policy and these Guidelines and must receive penalties as prescribed by law (if any).

These Anti-Corruption Policy Guidelines were approved by resolution of the Board of Directors Meeting No. 11 (22<sup>nd</sup> Board) on March 14, 2016, and became effective from March 15, 2016 onwards.

Boonsithi Chokwatana

(Mr. Boonsithi Chokwatana)

Chairman of the Board of Directors



Appendix of Anti-Corruption Policy Practices  
Saha Pathana Inter-Holding Public Company Limited  
No. 1

**Definitions**

Any words or terms used in these Guidelines shall have the following meanings unless such text indicates or explains otherwise:

" **Corruption** " means:

1. Using authority derived from one's position to seek benefits for oneself or others
2. Offering bribes in any form through offering, promising, giving, receiving, or demanding benefits as an inducement for a person to commit an illegal act, violate good morals, or destroy trust

Except where permitted by law, regulations, announcements, ordinances, local customs, or commercial practices.

" **Political Assistance** " means providing financial or other forms of assistance to support political activities, such as providing goods or services, advertising or promoting political parties, purchasing tickets to attend fundraising events, or donating money to organizations closely associated with political parties, including encouraging employees to participate in political activities on behalf of the Company to gain business advantages.

" **Government Employee or State Official** " means holders of political positions, civil servants, or local government employees with permanent positions or salaries, employees or persons working in state enterprises or government agencies, local executives and local council members who are not holders of political positions, officials under laws on local government administration, and includes directors, sub-committee members, employees of government departments, state enterprises or government agencies, and any person or group of persons exercising or delegated to exercise state administrative power in carrying out any action under the law, whether established in the civil service system, state enterprises, or other state affairs.



## Forms of Corruption

### 1. Political Assistance

1.1 The Company adheres to a democratic regime with the King as Head of State, maintains a policy of political neutrality, and will not support or engage in activities favoring any particular political party.

1.2 In cases where the Company wishes to provide political support to promote democracy, such support must not violate relevant laws or be done with expectations of special treatment in return. Any support must follow the Company's financial regulations, specifying the recipient's name, purpose, details, amount, date of disbursement request, with all supporting documents attached, and submitted to authorized persons for approval according to the Company's authorization levels.

1.3 Employees have the right to participate in political activities under legal provisions but must not represent themselves as Company employees or use Company property, equipment, or tools for political purposes. If participating, they must be cautious of any actions that may create the understanding that the Company supports or favors any particular political party.

**2. Charitable Donations or Receiving Donations** means giving or receiving financial or other forms of assistance as part of public relations, enhancing the Company's good image, and giving back to society without expecting business benefits in return. Guidelines are as follows:

2.1 The Company must exercise caution to ensure that charitable donations or receiving donations will not be used as a means of avoiding bribery, must be conducted transparently, and in accordance with applicable laws.

2.2 Charitable donations must follow the regulations on charitable expenses or donations, specifying the recipient's name and donation purpose with all supporting documents. All charitable expenses or donations must be submitted to Human Resources for compilation, with recommendations presented to authorized persons according to the Company's authorization levels.

2.3 The Company has a policy not to receive donations for any Company benefit, except for donations to help disaster victims (flood, storm, fire, or other natural disasters) or for charity.



**3. Being a Provider or Recipient of Sponsorships** means giving or receiving financial or other forms of assistance for the purpose of promoting the Company's business, brands, or enhancing the Company's good image, such as supporting educational activities, promoting arts and culture, sports competitions, etc. Guidelines are as follows:

3.1 The Company must exercise caution to ensure that being a provider or recipient of sponsorships will not be used as a means of avoiding giving or receiving bribes, must be conducted transparently, and in accordance with applicable laws.

3.2 Providing sponsorships must follow financial regulations, specifying the recipient's name, purpose, details, amount, disbursement request date, with all supporting documents attached, and submitted to authorized persons for approval according to the Company's authorization levels.

**4. Gifts, Entertainment Expenses, and Hospitality Services** means giving or receiving items or other benefits, providing or receiving entertainment, providing or receiving hospitality services to build good relationships with business partners. Follow the guidelines in the Company's Business Ethics Code.

4.1 Employees may give/receive gifts, souvenirs, and entertainment to/from any person if meeting the following conditions:

- (1) Complies with Business Ethics, Company regulations, and relevant laws
- (2) Given/received on behalf of the Company, not in the name of directors, executives, or employees, and done openly
- (3) Not in the form of cash or cash equivalents such as gift cards or vouchers
- (4) Appropriate to the occasion, such as gifts during various festivals as normal practice

4.2 Receiving gifts and souvenirs according to customary practice: Employees may receive gifts and souvenirs valued not exceeding 3,000 baht. If exceeding 3,000 baht, report to supervisors sequentially.

**5. Facilitation Payments** means paying small amounts to government employees or state officials informally to ensure that government employees or state officials will proceed according to processes or to expedite processes, where such processes do not require the discretion of government employees or state officials and are lawful actions within their duties, and are rights the Company is already entitled to under law, such as obtaining permits, requesting certificates, and receiving public services.



**Guidelines:**

The Company does not support making facilitation payments to government employees or state officials.

**6. Conflict of Interest** Means situations or actions where personal interests conflict with the Company's interests, whether directly or indirectly.

The Company controls and oversees transactions with parties having conflicts of interest according to good corporate governance principles, Business Ethics, and announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand. Guidelines are as follows:

6.1 The Company handles conflicts of interest carefully, fairly, reasonably, with transparent approval processes for transactions.

6.2 Directors, executives, and employees should prioritize collective interests over personal interests and must perform their duties for the Company's benefit within legal and moral bounds, without providing advantages or special privileges to any person.

6.3 Directors, executives, or employees are prohibited from participating in decision-making on transactions where they or related persons have interests.

6.4 Directors, executives, or employees are prohibited from seeking benefits from information or anything they know from their position and responsibilities for themselves or others.

**7. Business Relationships and Procurement with Government or Private Sectors** Means the Company's operations and dealings with government or private sector officials must be transparent, honest, and conducted according to procurement regulations and relevant laws, without giving or receiving bribes in business operations.

**8. Employing Government Employees or State Officials** Means the Company hiring persons from the government sector, former government employees, or former state officials to work at the Company, or Company personnel working in policy roles in the government sector, creating risks of corruption in terms of conflict of interest for individuals with roles in both organizations, potentially acting non-neutrally or attempting to push state policies to benefit the Company. Guidelines are as follows:



8.1 When government employees or state officials work for the Company:

8.1.1 The Company has a background check process for persons the Company will recruit for positions as directors, executives, and employees, checking for conflicts of interest before appointment or employment.

8.1.2 Approval of employment and compensation for employing government employees or state officials for positions at executive level and below must receive careful consideration of justification and necessity, following Company regulations.

8.1.3 Approval of recruiting persons for director positions and determining compensation for government employees or state officials to serve as Company directors must receive careful consideration of justification and necessity from the Nomination and Remuneration Committee and be submitted for approval to the Board of Directors or shareholders.

8.1.4 Disclose information on employing government employees or state officials in the Company's Annual Registration Statement / Annual Report (Form 56-1 One Report) for transparency.

8.2 When Company personnel work for government agencies:

8.2.1 Company personnel may perform policy work for government agencies by notifying the Company immediately upon appointment.

8.2.2 When Company personnel perform government policy work, they must perform duties carefully, prudently, within legal and moral bounds to prevent abuse of authority or conflicts of interest.

8.2.3 Disclose information on Company personnel working for government agencies in the Company's Annual Registration Statement / Annual Report (Form 56-1 One Report) for transparency.