

# คู่มือจรรยาบรรณธุรกิจ

## Code of Conduct

---

"...WE BUILD WHAT YOU DREAM..."



บริษัท ซินเท็ค คอนสตรัคชั่น จำกัด (มหาชน)  
SYNTEC CONSTRUCTION PCL.

# CONTENTS

	<b>Page</b>
<b>PART 1 A Message from the Chairman of the Board.....</b>	<b>1</b>
<b>PART 2 Vision and Missions of the Organization, Values or Ideal Aspired to by the Company and Strategies</b>	
VISIONS.....	2
MISSIONS.....	2
VALUES OR IDEAL A SPIRED TO BY THE COMPANY.....	2
STRATEGIES.....	2
<b>PART 3 Tips to be observed</b>	
3.1 Items or transactions which may have conflicts of interest.....	3
3.2 Use of insider information and trading in securities of the Company.....	3
3.3 Responsibility for the company and its property.....	4 - 8
3.3.1 Protection of the Company’s property	
3.3.2 Preparation of information documents	
3.3.3 Use of information technology	
3.3.4 Presents or Interest	
3.3.5 The giving or taking of bribes or incentives	
3.3.6 Political Rights and External Affairs	
3.3.7 Expression of comments and giving of information to outsiders	
3.3.8 Behavior of Members of the Staff and Treatment towards Other Staff	
3.4 Treatment towards Interested Persons.....	8 - 11
3.4.1 Treatment towards and Responsibility for Shareholders	
3.4.2 Treatment towards and responsibility for personnel	
3.4.3 Treatment of and responsibility for customers or employer	
3.4.4 Treatment towards and responsibility for trading partners and/or creditors	
3.4.5 Treatment of and responsibility for trading competitors	
3.4.6 Treatment towards and responsibility for society collectively	

**CONTENTS**

	<b>Page</b>
<b>PART 4 MONITORING TO ENSURE PROPER COMPLIANCE AND ENQUIRIES IN CASE OF DOUBTS.....</b>	<b>12</b>
<b>PART 5 RECEIPT OF COMPLAINTS ON BUSINESS ETHICS.....</b>	<b>13 -14</b>
<b>PART 6 OTHERS.....</b>	<b>15</b>
<b>DEFINITIONS.....</b>	<b>16</b>

## **PART 1**

### **A Message from the Chairman of the Board**

The Company was first incorporated on 22nd December 1988. For 18 years of its business, the Company's business performance has been widely recognized in both by government and private sectors in relation to quality performance and responsibility. Since the past year, the Company has made improvements, alterations of the internal management system continually in terms of development, the application of new technology to the business operation in order to enhance personnel potential, cooperation from strategic alliance to ensure preparedness to accommodate competition which is on the rise every year.

Following economic crisis in 1997, various work units, organizations both domestic and abroad had established the universal standard on implementation of the principles of Good Corporate Governance to ensure transparency, fairness, verifiability as to create confidence for entrepreneurs, investors and persons involved. In order to achieve this objective, the Company had established policies on the implementation of Good Corporate Governance since 2004, the details of which can be viewed in the Company's website; and in order to be increasingly consistent with the said guidelines, the Company then has produced this Business Ethics Manual which is deemed part of the Good Corporate Governance.

The Company is convinced that in addition to its improvements, changes, modifications made to its internal business management as mentioned above, the observance of this Business Ethics Manual will enable the Company to achieve its objectives of its established visions/targets to the effect that "We will be a leading firm in the construction industry renowned for construction work of quality."

The Company always wishes that its directors, executives, members of the staff will have understanding and observe the principles of Good Corporate Governance as a basis for work performance. This is to ensure the achievement of the said objectives and the best interest of those interested parties involved.

(Bandhit Sotipalalit)

Chairman

---

## **PART 2**

### **Vision and Missions of the Organization, Values or Ideal Aspired to by the Company and Strategies**

#### **VISION**

“We will be a leading firm in the construction industry renowned for construction work of quality.”

#### **MISSIONS**

- 1) To be determined to create quality and standard of construction work continually
- 2) To maintain safety and responsibility for persons involved.
- 3) To strengthen personnel potential and competition
- 4) To observe good corporate governance in the management of its business.

#### **Values or Ideals Aspired to by the Company**

- 1) Attaching paramount importance to the creation of maximum satisfaction for customers
- 2) Performance of work in professional manner, adherence to business ethics and virtues
- 3) Being resolved to work together to achieve success
- 4) Attaching importance to personnel development

#### **STRATEGIES**

- 1) Awareness of quality management, application of up-to-date technology, good customer service, social responsibility and punctual delivery to maintain good reputation of the Company and win the trust of customers as to entrust new project and publicize the work of the Company by word of mouth to other customers will be one of the strategies.
  - 2) Conducting business in the format that enables the Company to respond to the needs of the customers integrally with its ability to provide services to customers from design work to one-stop-shopping style of construction of the building.
  - 3) Managing the project cost in a way that it is relevant to the construction cost and fluctuation of economic situation
-

## **PART 3**

### **Tips to be observed**

#### **3.1 Items or transactions which may have conflicts of interest**

The Company is aware of the importance of and cautious work performance in doing transactions/items that may have conflicts of interest as to maximize the interest of the Company and of shareholders including interested persons involved. For this reason, the Company then establishes the practical guidelines for observance as to preclude directors, executives and member of the staff from exploiting the status of being director, executive and member of the staff to seek personal gain as follows:

- 1) Avoidance of transactions related between oneself and customer, trading partner, creditor, debtor and trade correspondent of the Company that may give arise to conflict of interest with the Company.
- 2) If the said transaction can not be avoided, it must be assured that an action has been taken with fairness to all sides. The price and the terms and conditions are concluded on at arm's length basis; and on consideration and approval of the items of transactions in which directors, executives and members of the staff are interested, attendance of the meeting should be avoided so that the meeting can discuss the issues fairly.
- 3) Family member of a director, an executive and a member of the staff is interested in the items, either directly or indirectly, that may give rise conflict of interest with the Company, a report must be made to the Chairman of the Board or to persons designated by the Chairman for information in writing.
- 4) Doing associated transactions of the Company which are falling within or subject to the provisions of the Government Regulatory Organization such as The Stock Exchange of Thailand, proper action must be take in strict consistent with the said notification/regulations/ provisions.

#### **3.2 Use of insider information and trading in securities of the Company**

The Company has established that executives of the Company report the change in the holding of securities to the Office of Securities and Exchange Commission pursuant to Section 59 of the Securities and Exchange Act 1992. Moreover, restriction has been imposed by the Company on access to the insider information by executives or insiders concerned as may be necessary and the divulge of insider

---

information to third parties will not be permitted as well as the trading in the securities of the Company by using the said information. The Company therefore has established the practical guidelines to be observed by directors, executives and members of the staff as follows:

- 1) Avoiding the use of the insider information which is not yet disclosed to the public for one own interest in the trading in shares of the Company or providing insider information to other persons in the interest of trading in shares of the Company.
- 2) Reporting the trading in the Company's securities along the line of command in order to preclude the share trading by using the insider information and to avoid criticism in relation to appropriateness of share trading by the insider.
- 3) Insiders should refrain from trading shares of the Company during the period prior to the disclosure of the Company's financial statement or publicizing the Company's status including other important information and should preferably wait at least for 24 to 48 hours following the public disclosure of information before the start of trading in the Company's shares.
- 4) Not to disclose the information or documents which are trade secrets of the Company to outsiders although such persons had already resigned or were not the director, executive and member of the staff of the Company.

### **3.3 Responsibility for the company and its property**

#### **3.3.1 Protection of the Company's property**

- 1) Members of the staff have the duty and responsibility of care for and protection of the Company's property from deterioration, loss or making use of the Company's property with efficiency in the best interest of the Company and not to use the Company's property for one's own interest or for others'.
  - 2) The said property means both tangible and intangible property and assets such as movable, immovable property, technology, technical know-how, ownership instrument, patents, and copyrights including confidential data which are not publicly disclosed, i.e., business plan, financial estimate, personnel resource data, etc.
-

### **3.3.2 Preparation of information documents**

- 1) Various information of every category of the Company must be carefully and fairly produced in accordance with the generally-recognized standard and have been duly reviewed by persons involved.
- 2) Data documents must be properly cared for and stored safely with the availability of data back-up system.
- 3) Refraining from disclosing or utilizing the confidential information absolutely.

### **3.3.3 Use of information technology**

- 1) Use of Internet for communication, contact to be restricted exclusively to the scope of duty and responsibility. The Company will not allow the use of Internet for personal business including the use of web-site which is violating good morality or unlawful including the distribution of the said information.
- 2) Consistently taking care of information technology and maintaining various relevant equipment to good working order.
- 3) Prohibiting persons who gain access to data files or programs from divulging the password including disclosure of various relevant data to other unauthorized persons.
- 4) Not to use the Company's e-mail address for personal business or cause obstacles to the performance of work by others or commit immoral or unlawful acts or infringe the Company's regulations.
- 5) Not to violate copyrighted programs or software and without due authorization from the Company install, distribute or act in other ways to the detriments of the Company.
- 6) Alteration, reproduction, deletion or destruction of the Company's data without due authorization will be prohibited.
- 7) Making correct, proper use of information technology in the course of performance of assigned duty.

### **3.3.4 Presents or Interest**

- 1) No executive, member of the staff shall demand for or agree to accept money, things, or any other interests from persons who are related to the Company's business.
-

- 2) Executives, members of the staff may accept or give presents according traditional practice provided such acceptance of or giving of the presents will not affect any business-related decision of the recipient or the giver.
- 3) The present received is of negligible value and should not be in the form of cash or cash equivalent.
- 4) If the member of staff receives the present on the occasion of traditional practice that is overly of unusual value from persons related to business with the Company, report this case to the superior along the chain of command.
- 5) The giving of the present or acceptance of gift may be permitted if it is done with transparency or made in the open or is capable of being made known.

### **3.3.5 The giving or taking of bribes or incentives**

- 1) No executives, members of the staff shall be permitted to take bribes or accept incentives including allowing others to take or accept bribes or incentives in their behalf in any form whatsoever from customers, trading partners, suppliers or business correspondents of the Company.
- 2) No executives, members of the staff shall be permitted to offer bribes or give incentives to including allowing others to offer or give bribes or incentives in their behalf in any form whatsoever to the State officials or politicians, customers in order to influence such persons to exercise their discretion that is favourable to the conduct of the business of the Company.

### **3.3.6 Political Rights and External Affairs**

The Company encourages its directors, executives, and members of the staff to exercise their political rights to vote in the election under the Constitution of the Country; but the Company does not have a policy of giving financial support, either directly or indirectly, to politicians or political parties.

- 1) To encourage the exercise of their own rights under the applicable laws and the Constitution.
  - 2) To prohibit solicitation by any means whatsoever to members of the staff to participate in political activities of every nature.
  - 3) In the exercise of the political rights, it shall not affect the performance of work and using working hours to participate in the said political activities will be prohibited; and will not exercise the right in the name of the Company.
-

- 4) Use of the Company's resources and property in political campaign or in political support will be prohibited.
- 5) Participation in external activities that are in competition with the business of the Company or activities related to trading partners as well as business correspondents with the Company within hidden or concealed interest to the detriments of the Company.
- 6) Taking advantage of false claim to the name, logo, vehicle, place, and property of the Company to benefit external activities not belonged to the Company will be prohibited.

### **3.3.7 Expression of comments and giving of information to outsiders**

The Company has a policy to disclose the information to the public strictly in accordance with the criteria and requirements of the Stock Exchange of Thailand in respect of the criteria, terms and condition, and procedure relating to the disclose of information and any operation of listed companies. For expression of comments and provision of information to outsiders namely, to analysts, institutional investors, the Managing Director will be responsible for providing the information subject to a policy by means of holding analyst meeting 2 times a year and distribute such information via the web-site of the Company as follows:

- 1) The disclosure of the information of the Company shall be made in accordance with the criteria and requirements of the Stock Exchange of Thailand and in accordance with other relevant laws.
  - 2) The expression of comments, the provision of information via the Analyst Meeting will be held two times a year. The information will be provided by the Managing Director or will authorize others to provide the information and distribute the said information via the Company's website.
  - 3) The expression of comments, the provision of information via analysts by means of the Company Visit will be in accordance with the appointment made with the Company and analysts. The Managing Director will provide the information and will authorize other to give the information.
  - 4) Interviews or answers to questions of the press will be subject to approval by the Managing Director. The Managing Director will provide the information or authorize other to provide the information.
-

- 5) In the case of being outsiders, namely, investors or shareholders or general interested persons, enquiries about the information may be made through the Investors Relations Department which will provide the information.

### **3.3.8 Behavior of Members of the Staff and Treatment towards Other Staff**

- 1) Members of the staff will perform duty with determination, honesty, and transparency.
- 2) Members of the staff must respect the right of other personnel, superiors and executives.
- 3) Executives/superiors should perform duty and behave themselves in the manner that deserves respect from members of the staff; and will not commit any acts that show disrespect to executives/ superiors.
- 4) Members of the staff should comply with the rules, regulations and good traditions of the organization.
- 5) Participate in creation and maintenance of atmosphere of unity and solidarity among members of the staff.

## **3.4 Treatment towards Interested Persons**

### **3.4.1 Treatment towards and Responsibility for Shareholders**

- 1) Perform duty with honesty and to the best of one's ability for growth of the company's business and treat every shareholder with justice.
  - 2) Regularly report to shareholders of shareholders consistently and fully according to actual occurrence via the media of the Stock Exchange of Thailand and the Company's web-site or enquiry for information may be made to the Company's executive.
  - 3) Report to shareholders on future trends of the organization supported by adequate rationality via the media of the Stock Exchange of Thailand or via the Company's web-site or enquiry for information may be made to the Company's executive.
  - 4) In the event of convening the ordinary meeting of the shareholders, notify the basic rights of the shareholders via the media of the Stock Exchange of Thailand or via the Company's web-site in accordance with the provisions of the law, e.g., the right of the shareholders to attend the meeting of shareholders; the right to grant proxy to another persons to attend and vote at the meeting, the right to appoint or elect a new director in place of director vacating office; the
-

right to appoint and determine the remuneration of auditor including the right to expression of comments, opinions and the right to ask questions during the meeting, etc.

- 5) Attaching importance to various recommendations, suggestions of the shareholders and put those recommendations to practice.

#### **3.4.2 Treatment towards and responsibility for personnel**

As the Company is aware of the importance of personnel development, the Company is determined to promote and enhance the potential of its personnel to have skills, know-how, capability required to perform duty at all levels on a continual basis. This includes the development of skills, management, creation of work team, working together, learning professionally, in particular, the development of administrative skills, knowledge of Information Technology to enhance operating efficiency as well as the awareness for self-development in preparation for more intense competition as well as encouraging observance of the principles of good corporate governance, business ethics in accordance with the said policy. The Company adheres to the guidelines as follows:

- 1) Treatment towards members of the staff with politeness, respect for individuality and prestige of being human;
  - 2) Members of staff will be given opportunities to employment security, career progress and suitable remuneration;
  - 3) Maintenance of the environment to ensure safety to life and property of personnel comprehensively.
  - 4) Appointment and job transfer of personnel including giving reward and meting out penalty must be done in good faith and on the basis of knowledge, ability, work performance and suitability of the personnel.
  - 5) Attaching importance to the promotion of knowledge, ability and skills of personnel by giving equal and consistent opportunities.
  - 6) Strict compliance with the principles of law, regulations and requirements related to personnel.
  - 7) Listening to opinions, recommendations from personnel at all levels on an equal and equitable basis.
  - 8) Administration should be based on the principles of fairness; any acts which are unfair that may affect job security of personnel or that threaten the individual rights and put undue pressure on personnel should be avoided.
-

- 9) There should be arranged for the availability of the Complaints Filing System in the case of personnel who are unfairly treated or infringement of regulations or violation of law.

### **3.4.3 Treatment of and responsibility for customers or employer**

- 1) Customer or employer shall receive the construction work in accordance with the objective, having quality in accordance with the established standard and delivery of the work made on schedule as specified in the Contract.
- 2) Maintaining quality, safety and responsibility by uplifting the quality standard on continual basis.
- 3) Providing information in relation to management of construction work, various procedures, steps, and the Company's information correctly, adequately, in timely manner to ensure that the customer or employer can have adequate information in making a decision without unrealistic claim by way of advertisement, distribution of information through various channels of the Company that may be misleading to the customer or employer in respect of the quality, capability, expertise or various terms and conditions.
- 4) Strict and fair compliance with contractual obligations or various terms and conditions bound to the customers or employer. In the event of impossibility of complying with any particular clause of obligations, the customer or employer must be notified immediately in advance in order to jointly find a solution.
- 5) Keep confidential the information belonging to the customer or employer; not to use the information acquired unduly for one's own interest or for the interest of others involved.
- 6) Liaison with the customer or employer with politeness and respond to the needs of the customer correctly, promptly as well as to the expectation of the customers or shareholders with efficiency.

### **3.4.4 Treatment towards and responsibility for trading partners and/or creditors**

- 1) Trading partner and/or creditor will receive treatment according to the Contract including the confidentiality and good relationship.
  - 2) Treat the trading partner and/or creditor with fairness and with equality to all sides and on the basis of receiving reasonable remuneration.
-

- 3) Strict and fair compliance with various obligations bound to the trading partners and/or creditors. In the event of impossibility of complying with any particular clause of obligations, the customer or employer must be notified immediately in advance in order to jointly find a solution.
- 4) Avoid business negotiation in the manner of demanding for, taking or paying any interest in bad faith in doing business dealing with trading partner and/or creditor.
- 5) In the event of receiving the information that a business negotiation, or a bargaining is demanding for, accepting or paying any interest in bad faith, there should be disclosed the details to the trading partner and/or creditor in order to jointly find a solution.
- 6) Reporting the financial information correctly, completely, adequately to the creditor.

#### **3.4.5 Treatment of and responsibility for trading competitors**

- 1) Behave within the framework of the rules of good and fair competition in accordance with the recognized standard.
- 2) Do not seek to procure confidential information or information that influences the decision of the trading competitor by dishonest or inappropriate or unfair means such as paying bribes to members of the staff of the competitors or buy the said information, etc.
- 3) Do not attempt to discredit the good reputation of the trading competitors by slanderous remarks without truthful information.

#### **3.4.6 Treatment towards and responsibility for society collectively**

- 1) To be responsible for maintaining and preservation of the environment to be free of least pollution at the site of the construction project.
  - 2) To arrange for the availability of an accident prevention system in accordance with the established standard.
  - 3) To respond promptly, effectively, in timely manner to the circumstance that impacts on the environment and community resulting from the operation of the Company by cooperating fully with the State officials and other relevant organization.
  - 4) Arranging for the construction of public facility to society such as school, and library, etc., to be dedicated to the community in need.
-

## **PART 4**

### **MONITORING TO ENSURE PROPER COMPLIANCE AND ENQUIRIES IN CASE OF DOUBTS**

- 1) Monitoring of business ethics prescribed in this Principles Manual shall be the duty and responsibility of directors, executives and members of the staff at all levels of which they must acknowledge and have understanding and duly comply with throughout being in the employ of the Company.
  - 2) The executives shall have the duty and responsibility to ensure that members of the staff under their supervision have been informed thereof and have understanding and comply with the established business ethics which the Company deems to have material importance including the duty to monitor to ensure proper compliance.
  - 3) The business ethics and tips to be observed will not cover all matters and/or circumstances as various situations are subject to change. Therefore every member of the staff should exercise their discretion in each particular situation to decide which is the most appropriate.
  - 4) If there are problems in relation to practical guidelines or any doubts, seek advice from your immediate supervisor or the department concerned such as legal department, the rules, procedures and regulations department, or the administration and human resource department of the Company.
  - 5) In the case of detecting violation or infringement or noncompliance, the supervisor along the line of command should proceed with the rules, regulations in relation to work performance of the company including reporting to the Rules, Procedures and Regulations Department to further gather the information.
-

## **PART 5**

### **RECEIPT OF COMPLAINTS ON BUSINESS ETHICS**

The Company establishes that the Rules, Procedures and Regulations Department shall have the duty to receive the filing of complaints on business ethics. The Department will prepare a summary of the complaints to be further submitting to the Audit Committee of the Company for proper action. For this purpose, members of staff can forward business ethics complaints direct to the following address:

**Compliance Unit (8<sup>th</sup> Floors)**

SYNTEC CONSTRUCTION PCL.

555/7-11 Soi Sukhumvit 63 (Ekamai), Sukhumvit Rd.,

Klongton Nua, Wattana, Bangkok, 10110

Tel: +66-2381 6333 Ext. 5940-1

Fax: +66-2711 5183

e-mail : [compliance@synteccon.com](mailto:compliance@synteccon.com) [pomananv@synteccon.com](mailto:pomananv@synteccon.com)

[siribenm@synteccon.com](mailto:siribenm@synteccon.com)

and / or the involving department:

**Human Resource & Administrative Department (6<sup>th</sup> Floors)**

Tel: +66-2381 6333 Ext. 5120

Fax: +66-2711 4724

e-mail : [angsanaw@synteccon.com](mailto:angsanaw@synteccon.com)

**Legal Unit (8<sup>th</sup> Floors)**

Tel: +66-2381 6333 Ext. 5922

Fax: +66-2711 5183

e-mail : [regal@synteccon.com](mailto:regal@synteccon.com) [anans@synteccon.com](mailto:anans@synteccon.com)

---

## **STEPS OF ACTIONS TAKEN ACCORDING TO THE COMPLAINTS**

- 1) Members of staff can forward business ethics complaints to the address and channel mentioned above.
- 2) The Rules, Procedures and Regulations Department; the Legal Affairs Department and Administration and Human Resources Department will jointly consider various information including making contact with the complainant for additional information (the complainant and various pieces of information will be kept in strict confidence).
- 3) Make contact with, coordinate the work with the original unit of the complainant and the person who is the subject of the complaint will be required to clarify the issue.
- 4) Consider the information and the fact by adhering to the criteria contained in the Business Ethics Manual and according to Company's Working Regulations as to prepare a summary of comments according to the complaints.
- 5) Propose the comments pursuant to Clause 4 for consideration by the executive.
- 6) Period of time for completion of action pursuant to Clause 1 – 4 is 7 days of receipt of the information.
- 7) Prepare a summary of complaints and proper action by submitting to the Audit Committee for consideration.

## **PART 6**

### **OTHERS**

- 1) The Company determines a period of time for completion of the review of this Business Ethics Manual on yearly basis to ensure that it is updated, timely to the business situation and environment that may be changeable. The directors, executives and members of the staff can express their opinions and recommend additional information to the address above to ensure the completeness of the business ethics which will serve as the core principles for operating the business of the Company.

## **DEFINITIONS IN THIS DOCUMENT**

- Company** : Means inclusively the director, the managing director or persons authorized to act for and on behalf of the Company
- Related transaction** : Means the transactions between the Company or subsidiary company and related persons or persons who has had interest with the Company.
- Interested person** : Means persons who have had interest with the Company, namely, the shareholder, director, executive, member of staff including customers or employer , trading partner and/or creditor, trade competition, etc.
- Insider** : Means a person who has access to the inside information or data before it is disclosed to the public, namely, director, executive, member of the staff including spouse, parents, children, siblings and persons under control or custody of the insider including other persons who have been solicited by the said persons.
- Inside information or data** : Means the inside information or data which has not yet been disclosed to the public. The said inside information or data is available solely for use in furtherance of the Company's objectives; it does not exist for private use.