



## Business Code of Conduct

(Revision No.2 dated 21 September 2016)



## Table of Content

| Subject   | Page |
|---|------|
| Message from Chairman of the Board  | 1    |
| Objective   | 2    |
| Suggestion for Application of Code of Conduct   | 3    |
| Definition  | 4    |
| 1. Business Operation Overview  |      |
| Overview Policy and Guideline of Business Engagement and Investment in<br>Subsidiary and Associated Company | 5    |
| Risk Management Policy and Crisis Management Plan   | 7    |
| Sustainable Development Policy  | 9    |
| 2. Human and Labor Right  |      |
| Children and Human Right Respect Policy   | 10   |
| Fair Labor Treatment Policy and Non-Discrimination Measure  | 12   |
| 3. Environment and Occupational Safety, Health and Environment  |      |
| Environmental Management Policy   | 13   |
| Effective Resource Consumption Policy   | 14   |
| Occupational Safety, Health and Environment Policy and Measure  | 15   |
| 4. Anti-Corruption Policy   | 16   |
| 5. Policy for Receiving and Giving Gift and Present, Entertainment and Any Other Interests                  | 19   |
| 6. Charity Donation and Subsidy Granting Policy   | 22   |
| 7. Political Assistance Policy  | 23   |
| 8. Policy for Conflict of Interest, Connected Transaction and Inter-Transaction                             | 24   |
| 9. Information and Property Treatment   |      |
| Policy for Information Disclosure, Use of Inside Information and Confidentiality                            | 32   |
| Policy for Intellectual Property Respect  | 33   |
| 10. Code of Conduct for Stakeholder   |      |
| 10.1 Director, Executive and Staff Treatment  |      |
| Code of Conduct for Director, Executive, Staff and Investor Relations                                       | 34   |
| Policy for Structural Variety of the Board  | 41   |
| Policy for Nomination and Determination of Remuneration and Welfare   |      |



|   |    |
|---|----|
| of Director and Executive   | 42 |
| Policy and Criteria for Staff Remuneration and Welfare Determination              | 45 |
| New Director Orientation Policy   | 47 |
| Position Succession Policy  | 50 |
| Personnel Development Policy  | 52 |
| 10.2 Customer Treatment   |    |
| Customer Satisfaction Development Policy and Guideline                            | 54 |
| 10.3 Business Partner Treatment   |    |
| Procurement Policy  | 56 |
| Anti-Unfair Competition Policy  | 57 |
| 10.4 Shareholder Treatment  |    |
| Dividend Payment Policy   | 59 |
| 10.5 Social Treatment   |    |
| Tax Policy  | 60 |
| Business and Social Innovation Promotion and Development Policy                   | 61 |
| 11. Complaint Notification  |    |
| Policy for Opening Opportunity to Stakeholders in Participating in the<br>Company | 62 |
| Whistle-Blowing Policy and Measure  | 63 |
| 12. Supervision on Compliance with and Review on Code of Conduct                  | 67 |



## Message from Chairman of the Board

“Leadership of the construction industry with effective continuous development on quality, time, expense, safety, social and environmental responsibilities” is the new vision revised by Syntec Construction Public Company Limited (“the Company”) at the beginning of the past 2016 and the consistent mission has been determined for the Company’s work system development under consideration on maximum benefit of all parties of the stakeholders whether it is the construction of quality work, duly operation, fair expense with high safety standard and emphasis on social and environmental responsibility expression.

The Company believes that apart from management improvement for continuous good profit generation, transparent, fair and verifiable business operation has still been given precedence to build confidence to investors and all parties of stakeholders that the Company can further sustainably operate business like preparation of “Business Code of Conduct” regularly adhered by the Company as the practical guideline. The first revision has been performed on the past 10 March 2015. However, the Company has still aimed at adjustment of work process in various areas to be increasingly consistent with current situation and in line with international standard. The Board of Directors has periodically reviewed the said Business Code of Conduct and after completion of the revision, “Business Code of Conduct, Revision No. 2 dated 21 September 2016” has been resolved for approval to be promoted as the framework of the practical guideline for strict operation of every party.

This “Business Code of Conduct” shall be deemed as one of the proper self-conduct guideline for the directors, executives and staffs both toward themselves and all parties of stakeholders. This has been compared as the building construction requiring strong foundation to support construction weight. The Company shall also have business code of conduct to continually support the sustainable growth.

(Mr. Chaiwat Atsawintarakul)  
Chairman of the Audit Committee

(Mr. Somchai Sirilertpanitch)  
Acting for Chairman of the Board



## **Objective**

Syntec Construction Public Company Limited (“Company”) foresees the significance of honest, transparent and fair business operation for all related parties.

The Board of Directors has determined “Business Code of Conduct” that expresses responsibilities of business operation and ethics of the executives with intention on proper practice of the Company’s personnel and treatment to all groups of the stakeholders with honesty, transparency and fairness.

Therefore, the Company has determined this Business Code of Conduct so that the directors, executives and staffs of the Company and subsidiaries shall apply it as the conduct and practical guideline, leading to reinforcement of corporate culture that adheres to operating ethics.



### **Suggestion for Application of Code of Conduct**

Syntec Construction Public Company Limited (“Company”) aims that the duty of the directors, executives and the staffs in all levels of the organization shall comply with this Business Code of Conduct which is regarded as a discipline required for strict compliance. If violating or not complying, they will be disciplinarily punished according to the Rule of Personnel Management.

Nevertheless, the Board of Directors and the executives shall be responsible for building norm, culture, respect and compliance with business code of conduct, and stimulate and encourage the staffs to willy comply with and respond to all aspects related to compliance with Business Code of Conduct.

### **Persons with Duty Required for Compliance with Business Code of Conduct**

1. Directors, executives and staffs of the Company
2. Subsidiary and associated company under domination of the Company or with right to control the existing business and the future established business.

#### Practice

The persons required for compliance with Business Code of Conduct shall clearly study detail and understand this Manual.

### **Suggestion on Code of Conduct**

1. Study and endeavor to grasp the content particularly the essence related to his or her duty and responsibility.
2. Always review knowledge and understanding in the content and essence of this Business Code of Conduct.
3. Educate knowledge and understanding to other persons required for performing duty related to the Company or possibly affecting the Company.
4. Inquire doubts with the superior or the person required by the Company to have responsible duty about follow-up of the compliance with business code of conduct via determined channels.
5. Report the superior or person in charge for acknowledgement upon detection or doubt that may violate or not comply with Code of Conduct.

### **Below acts are disciplinary offences**

1. Not comply with business code of conduct
2. Advise, promote or support other persons not to comply with business code of conduct.
3. Neglect and ignore upon detection of violation or non-compliance with business code of conduct
4. Not cooperate or obstruct investigation for fact-finding in case of violation or non-compliance with business code of conduct.

However, the act within the scope of infamous conduct as aforesaid shall comply with consideration and punishment process according to Rule of Personnel Management. In addition, the staffs who commit the offence may be legally punished if the said act is the legal offence.



## Definition

|                          |       |   |
|--------------------------|-------|---|
| Business Code of Conduct | means | Principle and Good Regulation of Business Operation   |
| Company                  | means | Syntec Construction Public Company Limited  |
| Group of Companies       | means | Syntec Construction Public Company Limited and its Subsidiary, Associated Company and Joint Venture   |
| Director                 | means | Director of Syntec Construction Public Company Limited  |
| Executive                | means | The Company's staff in the first four management levels next to managing director, the person with manager position, every person with position equal to the fourth person, and position in accounting or financial line which is the equivalent level. |
| Staff                    | means | The staff of Syntec Construction Public Company Limited   |
| Stakeholder              | means | The person or organization related to the Company such as executive, staff, customer, business partner, shareholder, society and environment  |
| Corruption               | means | Practice or abstention of practice in various forms or exercise of power in position or duty to exploit benefit, misappropriate unjust asset or right of other person for adoption.   |
| Bribe                    | means | Cash, asset or other benefit given to the person so that the said person shall act or abstain from not acting upon requirement of the bribe payer.  |
| Charity Denotation       | means | Giving cash or asset to the person or organization to support the operations in religion, education, public health, entire society or public benefit in various areas.  |
| Subsidy                  | means | Giving cash to person or organization to support business image, brand or public relations of the Company.  |
| Key Information          | means | Information related to the Company's operation that should properly, completely and equally disclose, particularly financial and investment information that affects the trading price of securities or decision of investor.                           |
| Intellectual Property    | means | Legal license given to the license owner or license holder and also including industrial property and copyright   |



## **Overview Policy and Guideline of Business Engagement**

Integrated construction contracting business operation has still maintained in the business engagement of Syntec Construction Public Company Limited (“Company”). The construction works are accepted from public and private agencies. The service is rendered from the beginning until completion of the building construction in the way which is called as “One Stop Service” including from preparation work, pile work, foundation work, landslide protection system work, structure work, architecture work, landscape architecture work, and system engineering work, such as electrical system work, machinery system work, sanitation work, elevator system work, air-conditioning system work, and automatic system work in the building, etc.

The Company’s construction work is accepted according to proper procedure whether in case that the principals are public, state enterprise or private agencies. The different procedure and method of quotation, operating duration framework and construction condition is determined. If the Company is selected via price bargaining and the construction condition is specified to be satisfied by all parties, the employment for construction will be finally taken place.

Generally, the Company is the major construction contractor except the large scale project or the project requiring the use of construction specific construction expertise, the nature of joint venture operation may be considered for association with other company, causing the exchange of working technique, learning and new technology transfer, body of knowledge, and promotion of innovation development. It has been deemed as the expansion of the Company’s working capability for opportunity giving to participate in bidding big projects both of public and private sectors in the future.

For construction labor, the Company has had a part of daily workers and another part derived from employment of the sub-contractors which have been properly registered with the Company and shall be qualified and passed for criteria determined by the Company. The advantage in this part is that the Company can appropriately determine worker quantity based on demand in each period of time, resulting in effective expense control as well.





### **Investment Policy in Subsidiary and Associated Company**

The Company's policy is to invest in the business with business operation that promotes and is relevant to the major business of the Company and has satisfactory growth tendency. The investment proportion and management policy in subsidiary, associated company and joint venture shall mainly depend on the business expertise, investment ability, and management power. According to the management in the business of which the Company is experienced, the Company will deliver the director representative to participate in determining policy and management guideline to be consistent with the Company's plan, and monitoring and controlling the operation of the executives to be in line with determined plan. The management power in other business of which the Company is not experienced in the business, the Company will deliver its representative to be the director instead of entry for direct management.

In the past period, the Company's policy has been to expand its operation to other related business in the way of forward expansion together with the Company's major business expansion plan for increasing growth. The purpose of the operating expansion in other related business is to increase the channel of revenue recognition such as operation of newly constructed service apartment business for renting out, or investment in real estate with good location potential and ability to immediately generate revenue such as management of leasehold for land and building, hotel and service apartment, etc.



## **Risk Management Policy and Crisis Management Plan**

Syntec Construction Public Company Limited (“Company”) realizes that risk management is the part of good corporate governance. It is the significant basis in contribution to the ability to achieve the determined objective. However, risk identification and management will cause the Company to make better decision and will be able to alleviate the impact from the significant event that may occur with the Company.

### **Objective**

1. Determine the consistent working framework in the Company’s risk management process for application throughout the organization.
2. Ensure that duty and responsibility in risk control is properly determined.

### **Risk Management Policy**

1. The business is operated under acceptable risk management to achieve the Company’s objective whereas risk management is determined to be the part of annual business plan preparation.
2. Every executive and staff is the risk owner and is responsible for identification and assessment of risk of work units responsible by them, and determination of appropriate measure for risk management.
3. Risk with impact of the Company’s objective achievement shall be executed as follows.
  - 3.1 Promptly identify risk.
  - 3.2 Assess the opportunity of risk and impact occurrence if the said event occurs.
  - 3.3 Manage risk to be consistent with the determined criteria of risk management.
  - 3.4 Follow up and oversee to ensure that the Company’s risk is properly dealt.
4. If risk is in high level that may affect the Company’s business operation, the Executive Board, the Audit Committee and the Board of Directors shall be reported for acknowledgement.

### **Duty and Responsibility**

1. The duty and responsibility of the Board of Directors is to govern internal risk management.
2. The Audit Committee helps support the Board of Directors in function of risk management by verifying to ensure that risk management system is proper and efficient.
3. The duty of the Risk Management Committee is to ensure that the important business risk is regularly identified and assessed, and formulate the effective risk management. The following issues are responsible by the Risk Management Committee.
  - 3.1 Prepare risk management policy, risk management criteria, and propose the Board of Directors for consideration and approval.
  - 3.2 Consider and verify risk, and risk management guideline of the Company as assessed by work unit of the risk owner, and provide suggestion for improvement.
  - 3.3 Govern the efficiency of the Company’s risk management process through continuous follow-up and verification.



3.4 Report the high level risk to the Chairman of the Executive Board and the Board of Directors for acknowledgement.

3.5 Regularly verify risk management policy.

4. The duty and responsibility of Internal Audit Section is to verify the efficiency of internal control through annual internal audit which is the audit of the Company's operating process, and to follow up and improve the detected fault.

**Policy Review**

The Risk Management Committee shall annually review the policy and propose the Audit Committee and the Board of Directors to consider and approve if the change exists.



## **Sustainable Development Policy**

Syntec Construction Public Company Limited (“Company”) aims at business operation for long-term sustainable growth that shall be created from management with good governance, operation according to the Company’s good corporate governance policy and emphasis on transparent and fair working; and simultaneously targets to proper benefit and growth together with all parties of stakeholders without negligence on social and environmental concern at most.

For advancement to the sustainable development of the Company, the policy has been determined under consideration on the main economic, social and environmental factors with below details.

### **Economy**

The Company aims for secure and sustainable business growth creation. It is ceaselessly develop and always seek for business opportunity, and learn state-of-the art technology to build competitive advantage for granting long-term value to its shareholders and for sustainable business growth.

#### **Practical Guideline**

1. Be customer-centered to absolutely meet the customer demand.
2. Manage quality and safe work, and maintain operating profession and excellency.
3. Aim at continuous invention of construction quality and standard and application of new technology for business operation.

### **Society**

The Company always takes into account that the business growth can be sustainable with good social foundation and significance on social operation. The Company’s social responsibility is not limited particularly to the internal personnel but also include external society, such as business partner, customer, community as well as overall environmental condition of the country.

#### **Practical Guideline**

1. Take care and fairly treat the staffs.
2. Develop organizational personnel.
3. Oversee the staff’s sanitation and safety.
4. Operate public interest.
5. Open to receive complaint and have whistle-blower protection mechanism.

### **Environment**

The Company operates the building construction under consideration on environmental impact and promotes all sectors of Thailand in natural and environmental conservation for sustainable existence. Practical Guideline

1. Apply technology and innovation in building construction to contribute to reduce environmental impact.
2. Strictly operate business under environment-related laws and regulations.
3. Implement conservation, resource consumption reduction and waste reduction policy.
4. Build awareness and corporate culture in environmental care.



## **Children and Human Right Respect Policy**

Syntec Construction Public Company Limited (“Company”) observes and complies with the principle of human right under significance on respect of humanity dignity, right, liberty and equality of the person, non-discrimination just due to differences in body, race, nationality, religion, sex, language, age, education and other social status. In addition, the Company also realizes and gives precedence to labor area by fair treatment to its staffs and employees according to Labor Law, and labor-related rules and regulations both for Thai labor and foreign labor, as well as non-labor enforcement, non-child labor employment or support, and human trafficking.

However, the Company operates its business based on support and respect of its companywide staffs as well as children and youth, simultaneously leading to the sustainable companywide and children population development.

### **Children and Human Right Respect Practical Guideline**

1. Treat and encourage mutual respect and honor whereas anyone shall be unfairly treated or discriminated. The race, religion, nationality, sex, age, education and other social status shall not be segregated.

2. Carefully function to prevent risk occurrence that may cause violation of human right in business operation.

3. Regularly verify and monitor the observance of the principle of human right inside the organization, and report the superior upon detection of act which is violation of human right.

4. Give staffs and stakeholders the opportunity to express opinion, perform whistle-blowing or notify complaint if event or act related to violation of human right occurs whereas whistle-blowing policy and measure shall be observed.

5. Have verification process and correct human right-related complaint after being notified from the staffs, and/or all parties of the stakeholders, and also report to the Board of Directors for acknowledgement.

6. Oversee the labor quality of living whereas the Company invests on Camp Knock Down for safety and good environment so that the residence is durable and strong to be proper for labor and family dwelling.

7. Support and promote the activity that contributes to development of quality of children and youth life in the community around the establishment and in the faraway area such as construction of public toilet and stadium, and construction of child development center building, etc.

8. Keep good occupational environment of the construction project to be in line with the determined standard criteria not to cause impact toward the nearby community residing by childhood, adulthood and elderly population.

9. Support and promote laws and regulations of the public agencies that eliminate child right violation and child labor employment problems.

10. Grant liberty right in belief of religious respect of the person and religious worship ceremony performing, without being the cause or factor to deprive the right of the person not to be entrusted for work, not to be considered on promotion, salary increase and transfer.

11. Foreign Labor Treatment

11.1) Execute to reduce language restriction by arranging interpreter to interpret whereas the signboard of labor nationality shall be available for clear communication in important issues such as safety, right and sanitation, etc.



11.2) Fair employment such as remuneration and privilege by law, under purpose of good life and living of foreign labor.

11.3) Grant right, liberty and good social living according to the merited right pursuant to prescribed laws and rules, as well as oversee and attend safe and hygienic dwelling as appropriate and complete according to four requisites.

**Harassment and Violation Practical Guideline**

The Company adheres to good working climate building, mutual respect of everyone in the organization such as among colleague, among superior and subordinate, etc., for good relation in mutual treatment.

In mutual treatment, any act with nature of mutual harassment or violation shall not be performed either verbally or by any improper manner, for instance.

1. Verbal harassment such as distortion, accusation, or discredit
2. Physical harassment such as intimidation, assault and assault threat
3. Visible harassment such as communication of aggressive message, manner expression or picture causing resentment
4. Sexual harassment such as courting, request for interest or sexual harassment by body or in words



## **Fair Labor Treatment Policy and Non-Discrimination Measure**

Syntec Construction Public Company Limited (“Company”) adheres to fair and equal treatment to staffs, observes law and ethics, create fairness and respect to personal right under belief that the Company’s success is derived from the individual creation which is highly valued, and teamwork cooperativeness. All staffs of the Company shall be equally treated without discrimination. They shall be given the opportunity of self-development, leading to career progress to respond the Company’s business target.

### **Practical Guideline**

1. Arrange the condition of fair employment and provide proper remuneration to staffs according to potential and competency.
2. Supervise welfare of staff as appropriate such as arrange annual vacation days and medical care as necessary and appropriate, etc.
3. The appointment, transfer, promotion or demotion shall be performed with honesty and equality based on the qualified knowledge foundation and competency of staff.
4. Keep occupational environment to be safe for the staff’s life and property.
5. Thoroughly and regularly promote staff to practice, develop and accumulate potential and give the learning opportunity.
6. Strictly observe staff-related laws and regulations.
7. Avoid any unfair act and may affect job security of staff and polite treatment to staff.



## **Environmental Management Policy**

Syntec Construction Public Company Limited (“Company”) aims at operation under awareness of social responsibility such like the Company’s vision on “leadership of construction industry with effective continuous development on quality, time, expense, safety, social and environmental responsibilities”. In addition, continuous work process shall be improved to prevent pollution and contingent impact as well as conservation of natural resource, energy consumption reduction as well as building social responsibility awareness of its staffs.

### **Practical Guideline**

1. Manage under target to prevent non-environmental impact and continuously review and evaluate the Company’s operating result in the meantime.
2. Strictly observe environment-related laws, requirements and practices.
3. Select to apply technology and operating procedure with environmental standard under consideration on volume control and pollution treatment prior to dump.
4. Build environmental preservation awareness to all levels of staffs under responsibility and campaign the mutual consumption of resources for maximum benefit.
5. Review the implementation in environmental management in deadline, leading to continuous improvement and action.
6. The Company shall give precedence to environmental management specifying the topic of construction environmental assessment as part of satisfaction evaluation form of the project owner that employs the Company to construct so that the acquired assessment result shall be applied as the development and improvement guideline of the Company’s operation.
7. Properly and transparently disclose the Company’s environmental information via channels as appropriate.
8. Regularly support activities that take part in environmental promotion.





## **Effective Resource Consumption Policy**

Syntec Construction Public Company Limited (“Company”) well realizes that today’s work population has been tended to increase. This has caused the consumption of numerous natural resources and affected whether water, air, waste, toxin and noise pollutions, and global warming has consequentially occurred. The human and ecosystem therefore have been generally affected.

Thus, the Company has supported and promoted the effective resource consumption since it has deemed that environmental preservation is the duty of all parties that must be cooperative and responsible. This can be seen from the Company’s vision on “leadership of construction industry with effective continuous development on quality, time, expense, safety, social and environmental responsibilities”.

### **Practical Guideline**

1. Effective resource consumption is the consumption as much as necessary, for resource availability in long-term consumption and maximum worthwhile benefit such as use of both pages of documentary paper, etc.

2. Support recycle such as treatment of wastewater derived from construction in well for precipitation prior to recycle for spraying the construction area to reduce dust, etc.

3. The Company’s electricity saving measure is to suspend the light consumption in the office at lunch break period. The acquired result apart from electricity bill saving has also helped reduce the consumption of natural resources and also reduce global warming.



## **Occupational Safety, Health and Environment Policy and Measure**

Syntec Construction Public Company Limited (“Company”) well realizes that every staff is the valued resource of the Company and it therefore gives the precedence to occupational safety, health and environment of its staffs whereas the detail of policy is determined as follows.

### **Objective**

1. Be the guideline of preparation and maintenance of occupational safety, health and environment management system.
2. Abate hazard and accident risk of staffs and people concerned.
3. Improve the business operation to be safe.

### **Practical Guideline**

1. The Company develops occupational safety, health and environment management system to be consistent with the relevant standards, requirements and laws.

2. Occupational safety is the duty and responsibility of every staff. In addition, the superior shall be the good model and leader to support and promote the staffs to be aware of safe working and govern the staffs to strictly comply with the prescribed regulation of safety and sanitation.

3. Knowledge shall be disseminated and educated, and occupational safety, health and environment awareness shall be continuously built to the executives and staffs.

4. All staffs shall strictly comply with regulation of safety, safety and sanitation standard, and related requirements.

5. Systematically and continuously follow up and evaluate operating result, and develop and improve occupational safety, health and environment work.

6. The Company shall appropriately support resources which are budget, time, personnel and other related resources in operation according to occupational safety, health and environment management system.



## **Anti-Corruption Policy**

Syntec Construction Public Company Limited (“Company”) fairly, transparently and honestly operates business and competitive strategy under responsibilities toward all parts of stakeholders according to good corporate governance and proper adherence to quality, time and expense as specified in the Contract together with strict compliance with regulatory requirements and laws.

However, the Board of Directors has formally approved Anti-Corruption Policy whereas “the Company gives the precedence to self-conduct of the officers in all levels whether the director, consultant, executive, and staff who work in the Company, subsidiary, associated company or other companies that the Company has controlling power, and the persons related to the Company’s operation. It is prohibited not to demand, execute or accept corruption for self-benefit and family, friend and acquaintance’s benefit. In addition, it is prohibited not to execute or accept corruption in every form both directly and indirectly. This shall cover all relevant businesses, agencies and countries. Anti-corruption policy shall be regularly verified and complied, and duty and responsibility, practice and operating measure shall be reviewed to be consistent with change in business, law, rule, announcement, regulation, policy, morals, ethics, customs, local tradition, or trade convention” with below details.

### **Definition**

Corruption means bribery whether in any forms by offering, promising, granting, committing, demanding or receiving money, property or any other benefit which is improper to the government officer, government agencies and private agencies or the person with direct or indirect duty so that the said person shall act or abstain the function to particularly acquire or maintain business or advise the business to the Company, or to acquire or maintain any other benefit which is improper for business unless it is the case that law, rule, announcement, regulation, local customs and tradition or trade convention permits to perform.

### **Duty and Responsibility**

To be ensured by the Company anti-corruption policy is applied and observed, job is properly divided under below details.

1. The duty and responsibility of the Board of Directors is to effectively determine policy, accept, support and govern to comply with anti-corruption policy, under application for actual observance, promote it as corporate culture, and govern sub-committee to effectively perform duty.

2. The duty of the Audit Committee, Internal Audit Department and Rule and Regulation Department is to govern internal control, preparation of financial report, take responsibility on verification of financial report, internal control system, internal audit, and other relevant processes to ensure that the operation is adequately proper, appropriate and effective.

3. The duty and responsibility of the Risk Management Committee is to verify, assess risk, identify corruption risk and contingent impact in all work systems, prevent improper operation, and prepare supporting plan to be appropriate, up-to-date and cover all work sections.



4. The Management Committee and the Executive Board are entrusted for power and responsibility from the Company to have duty in supporting, accepting, governing the staffs in all sections to actually observe; reporting audit result according to anti-corruption measure to the Audit Committee and the Board of Directors; and reviewing and revising to be consistent with law, regulation and situation in that period of time.

#### **Practice**

1. The duty of the director, executive and staff is to observe the Company's anti-corruption policy, corporate governance policy, and business code of conduct whereas the Board of Directors entrusts the management to make the agreement and understanding, and communicate all parties for recognition, promote actual observance and not to be involved in all forms of corruption.

2. The director, executive and staff shall not perform any act that indicates intention or risk toward corruption in all forms whether it is the issue related to his or her authority or authority of other person in the Company even though the said interest is beneficial to the Company.

3. The director, executive and staff who violate and do not observe anti-corruption policy shall be guilty by law and/or the Company's rule. In case that the director, executive and staff causes damage or business opportunity loss to the Company from their action according to anti-corruption policy, the Company shall not punish or yield negative effect toward that person at all.

4. The director, executive and staff should not support, neglect or ignore the act which is within the scope of corruption upon detection or recognition of the said issue. The superior or work section that receives complaint shall be notified for immediate acknowledgement and concur in fact investigation whereas the complainer protection mechanism shall be arranged by the Company for proper support.

5. The director, executive and staff should not receive gift, present and entertainment from other person who contacts and coordinates to do business with the Company. If the value of gift and present is excessive than normality in various occasions, the director, executive or staff shall refuse receiving and report the said issue to their hierarchical superior for acknowledgement.

#### **Operating Measure**

1. The Company aims at creation and development of in-house personnel to have good awareness and self-conduct according to policy, regulation, requirement, law and work manual, and should always recall that anti-corruption is the thing that must be countered and should not be accepted for occurrence both with working and general life spending for livable and sustainable social and public peace and order.

2. Arrange personnel management process that supports the Company's personnel to observe anti-corruption policy such as determination of qualification, selection, training, performance appraisal, rewarding and promotion consideration, etc.

3. Arrange extensive internal control particularly on finance, accounting, procurement, record and data collection, data retention for the internal operation and other internal process which is related or risky to corruption. The process and procedure shall be clearly determined and the operation is verifiable.



4. The Company shall be fair to all parties whether complaining party and complained party on corruption with fair, transparent and equal inquiry and investigation.

5. Arrange the communication of anti-corruption policy and whistle-blowing or complaint notification channel inside the Company to the director, executive and staff via courses of orientation, meeting, training, seminar organizing or other undertaking organized by the Company depending on reasonable occasion.

6. The Company notifies the outsider that its policy is to observe Anti-Corruption Law of Thailand and communicates anti-corruption policy as well as whistle-blowing or complaint notification channel to the outsider and stakeholder of the Company so that they can recognize via various channels such as Annual Report, Annual Registration Statement or the Company's website.

7. Arrange the communication of anti-corruption policy to the subsidiary, associated company, other companies under the Company's domination, and business representative for application of anti-corruption measure.

8. Arrange the rule of disbursement and approval power for operation of the management in the issue of donation, charity, subsidy granting, entertainment, and gift and present giving, whereas clarification document for the purpose of the said giving and evidences shall be clearly available to supplement the said giving that it is not giving bribery for anti-corruption to all sections of the stakeholders.

9. Arrange internal audit to ensure that internal control system helps the Company attain the formulated target that covers the areas of finance, operation, accounting process, record and data storage, as well as other processes in the Company which are related to anti-corruption measure, and audit working of every work section to be line with requirement and set of regulations, and help search for fault and weakness, and advise the development of efficient and effective working system according to the guideline of good corporate governance.

10. Internal Audit Section and Rule and Regulation Section can urgently and directly report the detected or complained aspect on corruption to the Managing Director and Audit Committee for primary action, and report to the Board of Directors for acknowledgement accordingly.

11. The Company shall consider disciplinary punishment against the offender of the corruption in all forms. In addition, the offender may be legally punished if the said act is detected to be illegal.

12. The Company shall regularly verify operating practice and measure to be consistent with situations such as change in business, law, rule, announcement, regulation, policy, morals, ethics, customs, local tradition or trade convention, etc.



## **Policy for Receiving and Giving Gift and Present, Entertainment and Any Other Interests**

Syntec Construction Public Company Limited (“Company”) gives precedence to anti-corruption, and promotes and supports the personnel to be aware of all forms of anti-corruption. The Board of Directors therefore have determined the receiving and giving policy for gift, present, entertainment and any other interests to avoid the act leading to conflict of interest or discrimination that may cause damage to the Company’s operation, and disseminate the said policy to the Company’s staffs and business partners for acknowledgement.

### **Practical Guideline for Receiving and Giving Gift, Present and Other Benefits**

1. Prohibit all levels of staffs to demand for gift, present or any other interests from business partner, customer, or stakeholder of the Company under no circumstances.

2. Prohibit all levels of staffs not to receive or give gift, present and other interests if the Company deems that these acts will affect the Company’s operation.

3. The value for receiving or giving gift and present from or to the person related to the business operation or all parts of the stakeholders should be considered whether it is proper in each occasion and each festival, and according to law, rule, regulation or traditionally customs and tradition in each locality.

4. In case that it is receiving gift and present with logo of the giving company such as calendar, workbook, pen, umbrella, etc., with reasonable value and it is the general giving according to customs and culture, or giving according to manners performed in the society, the receiver may not deliver that article to Human Resources and Administration Department.

5. All levels of staffs can receive gift, present or any other interests according to festival or customs and tradition in each locality and they are illegal. If the estimated value of the received article exceeds 3,000 Baht (three thousand Baht only), the receiver shall deliver the said article to Human Resources and Administration Department and prepare the report according to “Gift, Present or Any Other Interests Receiving of the Company Report Form”.

6. Receiving of gift and present which is unable to be valued or in case that the authorized approver or the superior considers that it is improper for receiving, the receiver shall immediately return it to the giver; and deliver it to Human Resources and Administration Department if it is unable to be returned, and regard the said gift and present as the right and property of the Company.

7. Do not give or receive gift and present which is cash or equivalent to cash such as gift voucher and gift coupon; and deliver to Human Resources and Administration Department if it is unable to be returned, and . and regard the said gift and present as the right and property of the Company.

8. Purchase of gift or present shall be according to Rule of Purchase and Scope of Approval Power of the Company.

9. Prohibit all levels of staffs to wrongfully receive or promise to receive interest or any other valuables for motivation to perform or abstain to perform as well as any act within the said scope.



10. Giving of gift and present to customer, business partner or stakeholder shall be approved from the authorized person. The giving shall be particularly in the name of the Company according to customs and tradition, culture or practiced manner in society for benefit of the Company's undertaking, and verifiable.

**Receivable Gift and Present According to the Company's Rule**

1. Non-monetary thing
2. Thing with value not more than 3,000 Baht (three thousand Baht only)
3. Produced thing for sales promotion which is affixed with the giving company's logo such as pen, workbook, t-shirt, etc.
4. Produced or purchased thing for distribution or giving according to festival such as calendar, notebook, New Year gift basket, etc.
5. Thing which is appropriate for each occasion, festival and legal by law, rule and regulation or customs and tradition in each locality.

**Practical Guideline for Entertainment**

1. Entertainment or entertainment receiving should be proper according to practical customs and tradition or shall be the compliance with business contract. In case of entertainment, the occurred expense shall be reasonable according to the scope of approval power.
2. The entertainment shall not be within the scope of bribery, corruption or political assistance.
3. Entertainment should exist after doing business, and the customer representative who is the entertainer or the entertainment receiver shall join the party.
4. The expense evidence indicating value of service and entertainment should be available for accountability.

**Requisition Procedure for Gift, Present or Any Other Interests Given to Outsider**

1. Section/Department required for delivery of gift and present to the outsider shall gather and specify the receiver's name and detail of gift and present for requisition with Human Resources and Administration Department.
2. Human Resources and Administration Department proposes for approval from the powerful executive for approval of gift and present requisition.
3. Human Resources and Administration Department procures gift and present, and distributes to Section/Department/Work Unit submitted for approval request.

**Reporting Procedure for Receiving/Giving Gift, Present and Any Other Interests and Entertainment**

1. After the staff gives/receives gift or organizes the entertainment for/receives the entertainment from customer, business partner or stakeholder, the said staff shall notify his or her superior for immediate acknowledgement.
2. The entrusted person performs his or her duty to gather and summarize giving/receiving of gift or entertainment organizing/entertainment receiving, and prepare report to deliver to Internal Audit Section.



**Reporting Document Filing Control for Giving/Receiving of Gift, Present, Entertainment and Any Other Interests**

The Company's policy is to entrust Human Resources and Administration Department to have duty as the controller of reporting document filing for giving/receiving of gift, present, entertainment and any other interests, summary report for gift giving/receiving and entertaining organizing/receiving as evidence for use as verification reference.

**Dissemination of Policy for Receiving and Giving Gift and Present, Entertainment and Any Other Interests**

To be acknowledged by the in-house staffs, the Company's business partners, and the outsider, on the said policy, the following action shall be determined.

1. Disseminate policy via communication channel of the Company such as publicity board, the staff's e-mail, the Company's website, Annual Registration Statement (56-1), Annual Report (56-2), etc.
2. Notify policy via announcement and e-mail to the Company's business partner.





## **Charity Donation and Subsidy Granting Policy**

Syntec Construction Public Company Limited (“Company”) well realizes that charity donation and subsidy granting are the activities related to money spending without tangible return, and may be used as pretext or route for corruption that may cause risk to the Company. For non-purpose latency in charity donation and subsidy granting, it shall be prudently performed to ensure that it is transparently executed. The Company therefore has determined Policy for Charity Donation and Subsidy Granting so that the director, executive and staff of the Company shall strictly execute according to the determined guideline.

### **Practical Guideline**

1. Charity donation and subsidy granting shall be transparent and legal and shall not be contrary to morals, and not be the act with social and public damage.
2. Giving or receiving charity donation or subsidy shall not be used as bribery pretext.
3. Comply with the verification and approval procedure for charity donation or subsidy according the Company’s rule.
4. In case of doubt that may affect law, consult with Law Department or in other significant issue as the discretion of the Management.

### **Verification and Approval Procedure**

1. The Company’s director, executive or staff who desire the Company to be involved in charity donation or subsidy granting, Approval Request Form and objective shall be prepared specifying name of the donator and/or support grantee, and documentation shall be enclosed to propose for request of approval from the Company’s authorized person.
2. The person who desires the Company to be involved in charity donation or subsidy granting shall verify the charity organizations and foundations prior to proposing to the authorized approver as follows.
  - 2.1) Require for proving that the activity is actually organized according to charity project, and execute for true social benefit or according to the operating purpose under social responsibility.
  - 2.2) The said activity is not related to quid pro quo benefit to any person or any agency.
3. If the Company detects that charity donation and subsidy granting are performed for corruption, the Company shall immediately suspend donation or subsidy granting.
4. Follow-up and verification shall be performed to ensure that charity donation or subsidy granting is not performed for corruption and shall be deemed as part of internal audit process.



## **Political Assistance Policy**

Political Assistance Policy of Syntec Construction Public Company Limited (“Company”) aims at business operation with political impartiality, avoidance to participate in activities that may cause conflict of interests of the Company or incur any form of financial burden, for instance, non-spending of the Company’s capital or resources either directly or indirectly, any non-subserving to political party, political united front, political powerful person, and election candidate whether in local level, regional level or national level.

However, the Company shall respect the right and liberty to exercise the political right of its staffs. The Company well realizes that “political right is the basic right of people”, it therefore supports all of its directors, executives and staffs to enable to exercise their political right according to relevant legal course on behalf of good citizen such as election voting, political party membership, and right to participate in the political activities that shall be lawful and shall not affect the Company in all cases.

However, the Company has no policy to allow all levels of the superiors and staffs command or persuade with any means to make their staffs and subordinates to participate in every type of political activities that may cause organizational conflict.

### **Definition**

Political assistance means support granting to political party, politician, politics-related person or political group whether in monetary, non-monetary or any other benefit form either directly or indirectly for acquisition of wrongful interest or business advantage, excluding the staff participation in activity according to right of individual liberty without the Company’s involvement or non-jactitation of the Company’s staff status.

### **Practical Guideline**

1. Exercise political right in his or her name to avoid the act that may make other person understand that it is the act in the Company’s name whereas political right shall be exercised out of working hours under use of self-resource only.
2. Not express by any means to make other person understand that the Company is involved or support the political party, political activity, political united front or political powerful person.
3. Not attire staff uniform or use any symbols causing other person understand that the Company’s staff jointly assembles or political action in the name of the Company.
4. Take precaution and avoid expression of political opinion in workplace or in working hours that may cause conflict.



## Policy for Conflict of Interest, Connected Transaction and Inter-Transaction

Syntec Construction Public Company Limited (“Company”) aims at transparent, fair and accountable business operation. Therefore, the Company has the policy for conflict of interest to retain the Company’s maximum benefit under policy determination that covers two issues such as connected transaction and situation that causes conflict of interest.

### Policy for Conflict of Interest

1. Not to enter as the partner or shareholder who is authorized in decision making, or executive in the competitive business or the business with the same nature of business as the Company.

2. In case that the director, executive and staff are involved in business or any event that may cause conflict of interest, immediately report the superior.

3. Avoid the participation in activity that may cause conflict of interest of the Company, or incur any form of financial obligation with the person who is related to the Company’s business.

4. All staffs shall disclose upon occurrence of event which is believed that it will cause conflict of interest, and shall immediately report their superior for acknowledgement if they are suspicious that conflict of interest will occur.

### Policy for Connected Transaction and Inter-Transaction Performing

The Company has determined the Policy for Connected Transaction and Inter-Transaction Performing, practice, transaction consideration and approval process, as well as information disclosure to be in line with criteria and announcement of Board of Governors of Stock Exchange of Thailand on Information Disclosure and Practice of Listed Company in Connected Transaction B.E. 2546 (2003).

“**Connected Transaction**” means the inter-transaction between listed company or subsidiary and the connected person of the listed company or inter-transaction between subsidiary and connected person of the subsidiary.

“**Transaction Performing Entry Agreement**” means entry or determination to enter the contract or enter any agreement either directly or indirectly for acquisition or sale of asset, renting out or lease of asset, service provision or use, financial aid giving or receiving, and issuance of new securities, as well as for right or waive of right to perform the said act.

“**Connected Person**” means

(1) Executive, major shareholder, regulator, or the nominated person as executive or regulator of the listed company or subsidiary as well as the related person and close relative of the said person.

(2) Any juristic person with major shareholder or regulator as the following persons of the listed company or subsidiary.

(a) Executive

(b) Major shareholder

(c) Regulator

(d) Nominated person as executive or regulator

(e) Related person and close relative of the person under (a) to (d).



(3) Any person by course of conduct indicating that he or she acts for or under significant influence of the person under (1) to (2) toward decision making, policy determination, management or operation or other person deemed by Stock Exchange to have similar course of conduct.

**“Executive”** means director, manager or the person holding the first four managerial level positions from the manager and below, every person who holds the position equivalent to the person who holds the fourth managerial level position, including the person who holds the managerial level position in the accounting or finance field which is the manager level and over or equivalent.

**“Major Shareholder”** means either direct or indirect shareholder in any juristic person over than 10 percent of number of shares with total voting right of the said juristic person. However, the said shareholding shall also count shares held by the related person and close relative.

**“Regulator”** means the shareholder or other person by course of conduct significantly influences on the policy determination, management or operation of the Company whether the said influence shall be consequential from being shareholder or authorized according to whatever contract or any other task.

**“Related Person”** means the person or partnership under Section 258 (1) to (7) of Securities and Exchange Act B.E. 2535 (1992).

(1) Spouse of the said person

(2) Underage child of the said person

(3) Ordinary partnership that the said person or the person under (1) or (2) is the partner.

(4) Limited partnership that the said person or the person under (1) or (2) is the partner under unlimited liability category or is the limited liability partner with total shares over than thirty percent of total shares of limited partnership.

(5) Limited company or public limited company that the said person or the person under (1) or (2) or partnership under (3) or (4) holds total shares exceeding thirty percent of total number of sold shares of the said company; or

(6) Limited company or public limited company that the said person or the person under (1) or (2) or partnership under (3) or (4) or the company under (5) holds shares exceeding thirty percent of total number of sold shares of the said company.

(7) Juristic person that the person under Section 246 and Section 247 can have managerial power on behalf of the representative of the juristic person.

**“Close Relative”** means the person by consanguinity or by legal registration such as father, mother, spouse, brother and sister, and child as well as the child’s spouse.

**“General Trade Condition”** means trade condition with fair price and condition, and without cause of interest transfer, as well as trade condition with below price and condition.

(1) Price and condition accepted by the listed company or subsidiary or offered to the general person.

(2) Price and condition offered by the connected person to the general person.



(3) Price and condition indicated by the listed company that it is the price and condition offered by the entrepreneur in the similar nature of business to the general person.

“**Normal Business Transaction**” means trade transaction performed by the listed company or subsidiary as usual for business engagement.

“**Normal Business Support Transaction**” means trade transaction, with the same nature of the general business as the listed company or subsidiary, that is performed to support normal business transaction of its own company.

**Nature of Connected Transaction** may be classified into two natures as follows.

1. Upon transaction performing by the listed company or subsidiary with
  - (a) Executive
  - (b) Major shareholder
  - (c) Related person or close relative of the executive or major shareholder.
2. Upon transaction performing by the listed company or subsidiary with other company that has major shareholder or regulator as executive, major shareholder, regulator or the nominated person as executive or regulator of the listed company or subsidiary as well as related person or close relative of those persons.

**Types of Connected Transactions** consist of 5 types as follows.

1. Normal business transaction
2. Normal business support transaction
3. Leasing or renting out transaction for immovable property not more than 3 years
4. Asset or service-related transaction
5. Financial aid granting or receiving transaction

Table of Announcement of Stock Exchange of Thailand on Information Disclosure and Practice of the Listed Company in Connected Transaction

| Type of Connected Transaction  | Transaction Value             | Disclose to SET | Request for Approval of the Board of Directors | Request for Approval of Shareholders' Meeting |
|--|-------------------------------|-----------------|--|---|
| 1. Normal business transaction or normal business support transaction  | } Unlimited transaction value | -               | -  | -   |
| 1.1 Normal business transaction and general trade condition  |                               |                 |  |   |
| 1.2 Normal business support transaction with general trade condition and return that can be calculated from referring asset or value |                               |                 |  |   |



|   |  |                        |   |  |
|---|--|------------------------|---|--|
| 1.3 Normal business support transaction with general trade condition and return that cannot be calculated from referring asset or value.                          | $\leq 1$ million Baht or $\leq 0.03\%$ of net tangible asset value depending on whichever amount is higher                                 | -                      | -   | -  |
|   | $> 1$ million Baht but $< 20$ million Baht or $> 0.03\%$ but $< 3\%$ of net intangible asset value depending on whichever amount is higher | ✓                      | -   | -  |
|   | $\geq 20$ million Baht or $\geq 3\%$ of net tangible asset value depending on whichever amount is higher                                   | ✓                      | ✓   | -  |
| 1.4 Normal business transaction or normal business support transaction without general trade condition  | $\leq 1$ million Baht or $\leq 0.03\%$ of net tangible asset value depending on whichever amount is higher                                 | -                      | -   | -  |
|   | $> 1$ million Baht but $< 20$ million Baht or $> 0.03\%$ but $< 3\%$ of net tangible asset value depending on whichever amount is higher   | ✓                      | ✓   | -  |
|   | $\geq 20$ million Baht or $\geq 3\%$ of net tangible asset value depending on whichever amount is higher                                   | ✓                      | ✓   | ✓  |
| 2. Leasing or renting out transaction for immovable property for not more than 3 years and without ability to indicate that general trade condition is available. | $\leq 1$ million Baht or $\leq 0.03\%$ of net tangible asset value depending on whichever amount is higher                                 | -                      | -   | -  |
|   | $> 1$ million Baht but $< 20$ million Baht or $> 0.03\%$ but $< 3\%$ of net tangible asset value depending on whichever amount is higher   | ✓                      | -   | -  |
| <b>Type of Connected Transaction</b>  | <b>Transaction Value</b>   | <b>Disclose to SET</b> | <b>Request for Approval of the Board of Directors</b> | <b>Request for Approval of Shareholders' Meeting</b> |



|  |  |   |   |   |
|--|--|---|---|---|
| 3. Asset or service-related transaction  | $\leq 1$ million Baht or $\leq 0.03\%$ of net tangible asset value depending on whichever amount is higher                     | - | - | - |
|  | > 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value depending on whichever amount is higher | ✓ | ✓ | - |
|  | $\geq 20$ million Baht or $\geq 3\%$ of net tangible asset value depending on whichever amount is higher                       | ✓ | ✓ | ✓ |
| 4. Financial aid granting or receiving transaction<br>4.1 The listed company or subsidiary grants financial aid to the connected person as follows.<br>● Connected person which is natural person  | < 100 million Baht or < 3% of net tangible asset value depending on whichever amount is higher                                 | ✓ | ✓ | - |
| ● Connected person which is the juristic person held for shares in the said juristic person by the listed company or subsidiary in the fewer shareholding proportion than the shareholding proportion of other connected person which is not listed company or subsidiary (as the case may be) | $\geq 100$ million Baht or $\geq 3\%$ of net tangible asset value depending on whichever amount is higher                      | ✓ | ✓ | ✓ |
| 4.2 Other financial aid granting or receiving transaction apart from 4.1   | $\leq 1$ million Baht or $\leq 0.03\%$ of net tangible asset value depending on whichever amount is higher                     | - | - | - |
|  | > 1 million Baht but < 20 million Baht or > 0.03% but < 3% of net tangible asset value depending on whichever amount is higher | ✓ | ✓ | - |
|  | $\geq 20$ million Baht or $\geq 3\%$ of net tangible asset value depending on whichever amount is higher                       | ✓ | ✓ | ✓ |



\* In case that it is the transaction that the listed company or subsidiary and the connected person mutually grant financial aid to the juristic person of which the listed person or subsidiary and the connected person are the shareholders based on their proportion of interest in the said juristic person according to general or better trade condition. The listed company shall be exempted not to request for the Meeting's approval in the said transaction.

\*The connected transactions shall be consented from the Audit Committee prior to proposing to the Board of Directors.

**Remark: See the end of Table**

✓ means the listed company with duty to perform according to topic of column with ✓ mark.

- means the listed company without duty to perform according to topic of column with – mark.

**Procedure for Connected Transaction and Inter-Transaction Performing**

If it is connected transaction according to the meaning of Stock Exchange of Thailand, the Company shall observe regulations of Stock Exchange of Thailand in all respects.

The Company has determined the procedure for connected transaction and inter-transaction performing as follows.

1. The Company shall use the same criteria of connected transaction performing consideration as the general customer and in line with the normal credit granting process of the Company for business operation support. The said criteria must be fair, reasonable and cause maximum benefit to the Company. In case that the group of the companies has credit applying transaction, the same interest rate shall be charged as the rate charged with the outsider.

2. Asset or service-related transaction is valued based on total value of return which is paid or is received for payment or book value or market price value of the said asset or service depending on whichever amount is higher.

3. If the inter-transaction of the Company or its subsidiary occurs with the person that may have conflict of interest, gain and loss, or may have conflict of interest in the future, the Company shall entrust the Audit Committee to comment about necessity and appropriateness of the said transaction. In case that the Audit Committee is not expert in consideration of inter-transaction that may occur, the Company shall entrust the independent expert or the auditor of the Company to comment about the said inter-transaction used as decision making support for the Board of Directors or the shareholders as the case may be.

4. If the Company has other inter-transaction or connected transaction within the scope under the requirement of Stock Exchange of Thailand, it shall strictly observe the said requirement.

5. The Company shall disclose information for performing of transaction that may have conflict of interest or connected transaction or inter-transaction according to the criteria determined by the Office of Securities and Exchange Commission. The said disclosure shall be in Annual Registration Statement and Annual Report or any other Report Form as the case may be. The disclosure of the information of transaction related to Stock Exchange of Thailand according to the criteria of the Stock Exchange of Thailand, and the information of the transaction related to the Company according to accounting standard criteria, shall be performed. The inter-transactions shall be disclosed in Notes to Financial Statements audited from the Company's auditor.





6. The connected transaction performing based on audit plan shall be verified by Internal Audit Section and reported to the Audit Committee under control measure for random verification of actual transaction performing to be proper and consistent with the prescribed contract or policy or condition.

#### **Consideration Criteria for Normal Trade Transaction**

1. Is the nature of transaction as normal business operation? If the said transaction occurs due to normal operation, it will comply with the same procedure of normal operation as what is complied with other cases.

2. Is price and condition fair and will the price or condition will be better if compared with transaction performing with irrelevant outsider?

3. Price is considered based on general trade condition (according to the requirement of Stock Exchange). The transaction according to general trade condition is the trade condition consisting of fair price and condition without interest transfer as follows.

3.1 It is the price and condition offered to the listed company or subsidiary or offered to the general person.

3.2 It is the price and condition offered by the connected person to the general person.

3.3 It is the price and condition which can be indicated by the listed company that the said price and condition is offered by the entrepreneur in similar nature to the general person.

#### **Approval of Connection Transaction and Inter-Transaction Performing**

1. Connected Transaction under Approval Power of the Board of Directors. When the small and middle connected transactions which are not according to normal trade condition and under approval of the Board of Directors are performed, the origin section shall propose the detail, necessity and reasonability of the transaction to request for consent of the Audit Committee prior to proposing to the Board of Directors for consideration and approval on transaction performing. The operating procedure is as follows.

1.1 The origin section shall conclude transaction performing detail, prepare all relevant data and propose to the Chief Executive Officer.

1.2 The Chief Executive Officer entrusts the Internal Audit Section to coordinate with the Audit Committee to prepare the meeting agenda.

1.3 The Internal Audit Section and the relevant work unit mutually prepare the meeting documentation containing the essence summary for consideration of the Audit Committee.

1.4 After the meeting's resolution from the Audit Committee is reached, the Section of the Company's Secretary shall gather and propose to the Board of Directors for consideration and approval on starting the transaction performing accordingly.

1.5 The transaction performing shall be disclosed in Annual Registration Statement and Annual Report of the Company.

2. Connected Transaction under Approval Power of the Shareholder. In case that it is the connected transaction under the approval of the shareholder, the origin section shall propose detail, necessity and reasonability of the transaction to request for consent from the Audit Committee prior to proposing to the Board of Directors for consent request, and



propose to the Shareholders' Meeting for consideration and approval on starting the transaction performing. The operating procedure is as follows.

2.1 The origin section shall conclude the detail of transaction performing, prepare all relevant data and propose to the Chief Executive Officer.

2.2 The Chief Executive Officer shall entrust the Internal Audit Section coordinate with the Audit Committee to prepare the meeting agenda.

2.3 The Internal Audit Section and the relevant agency shall mutually prepare the meeting documentation containing the essence summary for consideration of the Audit Committee.

2.4 After the meeting's resolution from the Audit Committee is reached, the Section of the Company's Secretary shall gather and propose to the Board of Directors for consideration and approval on starting the transaction performing accordingly.

2.5 After the meeting's resolution from the Board of Directors is reached, the Section of the Company's Secretary shall prepare documents for meeting holding and request for approval on transaction performing from the shareholders. There shall be adequate supporting data for decision making and the name list and number of shares of the connected persons without voting right shall be also declared.

2.6 The transaction performing shall be disclosed in Annual Registration Statement and Annual Report of the Company.



## **Policy for Information Disclosure, Use of Inside Information and Confidentiality**

Syntec Construction Public Company Limited (“Company”) deems that the inside information is the all of business operating information which has not yet been publicly disclosed. It is the key and secret information of the Company. If it is disclosed, it will affect the Company. Therefore, the Company’s personnel shall keep the inside information as secret unless it is permitted for disclosure or upon law enforcement for disclosure.

Therefore, the Company has determined the policy for confidentiality of the inside information between the relevant persons only, and has determined the serious penalty for the user of the Company’s inside information under below detail.

1. The director, executive and staff shall not use the Company’s inside information and the Company’s business partner information for self-interest or provide the inside information to other person. In addition, the director, executive and staff shall keep secret and inside information under their responsibility not to be filtered out to other person as well as the Company’s irrelevant personnel.

2. The access to inside information which has not yet been publicly disclosed shall be limited to be particularly recognized by specific relevant person.

3. The Company’s information disclosure shall be performed by the personnel with duty to disclose information whereas the personnel without authority are unable to disclose the information.

4. All directors, executives and staffs have duty to protect and maintain the inside information and not exploit the benefit from the acknowledged inside information even though they will terminate from the Company’s staff status.

5. The duty of the director and top executive is to regularly report the security possession and report the change in security possession according to Section 59 of Securities and Exchange Act B.E. 2535 (1992) within three (3) working days from the selling, buying, transferring or transfer accepting date, to the Office of Securities and Exchange Commission; and gather for reporting to the Board of Directors as well as disclose in Annual Report.

6. The director and top executive should avoid selling, buying, transferring or transfer accepting the Company’s security in one month period prior to the Company’s financial statements which will be publicly disclosed, and should wait for elapse of 48 hours so that the normal trading can be started.

7. The person who discloses inside information which has not yet been approved and the information which has not yet been publicly disclosed until affecting damage to the Company, the said person shall be legally liable.



### **Policy for Intellectual Property Respect**

Syntec Construction Public Company Limited (“Company”) realizes and foresees the significance about intellectual property and copyright, and has the clear policy of no intellectual property violation action whether it is copyright, patent or trademark. The essence is concluded as follows.

1. The duty of all staffs is to keep trade secret such as the Company’s business information, technical information. The staffs shall protect and keep the information as secret of the Company or the Company’s business partner. This obligation of information protection and retention shall be continual until upon the staff’s resignation from the Company.

2. The duty of all staffs is to prevent, protect and retain intellectual property owned by the Company to be free from infringement or use without permission.

3. The Company shall respect and not infringe intellectual property of other person.

4. The executive and staff shall be promoted to be creative for intellectual property achievement for the Company’s benefit.



## **Code of Conduct for Director, Executive, Staff and Investor Relations**

### **Code of Conduct for Director and Executive**

The role, duty and responsibility of the director and executive is to honestly, carefully and prudently perform under concern on the Company's maximum benefit, fairness to its shareholders and stakeholders, so that the Company shall attain business operating success. The conduct standard shall be mutually determined as the code of conduct for the director and executive to be applied as the same way.

Code of Conduct for Director and Executive shall cover the following.

#### 1. Honesty, Fairness and Virtue

Honestly and truthfully function, and make the decision for any action under concern on the Company and shareholder's maximum benefit which shall be gained.

#### 2. Independence

Independently make decision and function whereas self-interest, and both monetary and non-monetary shall not be beyond independence for use of the fact, complete and reasonable information in functioning.

#### 3. Personal Transaction Proceeding and Confidentiality

Personal transaction proceeding or other business operation shall be separated from the Company's business operation whether it is any direct or indirect business operation unless upon consent from the Company. In addition, the information acquired on behalf of the director and/or executive shall not be used in improper way.

#### 4. Interest Disclosure

The interest from personal business or other business, as well as any issue which is conflict of interest or may lead to conflict of interest shall be disclosed for acknowledgement.

#### 5. Legal Adherence and Observance

Adhere and observe the law, criteria and requirement relevant to the business operation, and not wrongfully use the gap of law, rule and requirement for the Company's interest and self-interest.

#### 6. Equal Opportunity Giving to Shareholder

Retain the shareholder's privilege according to the trusted duty and concern on other privilege of the stakeholder with the Company.

### Function and Responsibility of Director and Executive

#### 1. Company Treatment

1) Honestly and truthfully perform the entrusted duty according to the Company's policy and objective under adherence to the benefit of the Company, major shareholder and minor shareholder.

2) Perform duty using knowledge, competency and experience, and improve the operation to be effective and catch up with the business situation and movement, and prevent the future contingent problem.

3) Retain the Company's information as secret and take precaution not to disclose the secret document or information to the irrelevant person, and not to use the information for self-interest exploitation that may cause damage to the Company.



4) The duty and responsibility of director and top executive is to determine the policy for acceptance, governance and observance of the Company's anti-corruption policy.

## 2. Staff Treatment

- 1) Fairly reward the staff.
- 2) Always keep occupational environment to be safe for the staff's life and property.
- 3) Always reinforce the staff to develop knowledge and competency.
- 4) Strictly observe staff-related laws and regulations.
- 5) Listen to the staff's comments and suggestions.

## 3. Customer Treatment

- 1) Operate the quality construction of the projects and aim at continuous and serious upgrade of standard.
- 2) Properly disclose information and news about the construction of the customer project without fact distortion.
- 3) Guarantee construction quality under appropriate condition and time.
- 4) Arrange the channel for its customer to enable to complain about the construction of the project and solve as at best for customer satisfaction.
- 5) Keep the customer's secret without use for self-interest and the Company's interest.

## 4. Business Partner and/or Creditor Treatment

- 1) Not to demand and receive from or pay any dishonest business interest to the Company's business partner and/or creditor.
- 2) Strictly comply with the conditions entered by the Company with its business partner and/or creditor, and immediately notify in case that the said conditions are unable to be performed for mutual consideration and problem solving.
- 3) Properly and duly report the financial information related to the Company's business partner and/or creditor.

## 5. Business Competitor Treatment

- 1) Conduct and comply with the framework and covenant of good competition.
- 2) Not seek for the business partner's secret with improper method.
- 3) Not to negatively accuse the business competitor without true information.

## 6. Social Treatment

- 1) Operate the business that causes minimum social and environmental impact and strictly observe laws and regulations of the relevant agencies.
- 2) Promote activity of social utilization as deemed as reasonable and appropriate.
- 3) Encourage the Company's staff to have social and environmental awareness and responsibility.



## **Code of Conduct for Staff**

The Company has determined code of conduct for staff as guideline of conduct and practice and as reminding tool for its staffs to take precautions and not perform any act violating rules and regulations that may affect the Company's reputation and image.

### **1. Company Treatment**

1) Strictly comply with anti-corruption measure of the Company and other principle, rule and regulation of the Company.

2) Perform duty with responsibility and honesty, improve and develop work to be always effective for the Company's benefit.

3) Be loyal with good attitude toward the Company, and not engage in any business which is competitive or in conflict with the Company's business.

4) Economically use the Company's property and resource for maximum benefit and not use for self-interest.

5) Keep secret, information and news of the Company's business operation.

### **2. Shareholder Treatment**

1) Respect the shareholder's right in acquiring the Company information which shall be disclosed such as accurate turnover, financial position, and supporting information based on fact and within the determined timeframe.

2) Equally treat all shareholders in the Shareholders' Meeting.

### **3. Superior and Colleague Treatment**

1) Politely treat all superiors and colleagues, and mutually honor and assist for benefit of the Company's work.

2) Educate knowledge and transfer working experience to the colleague.

3) Omit to apply other person's achievement to be his or her own achievement, and not violate other person's right.

4) Comply with rightly advice or order of the superior that orders on duty and job, and reverentially collaborate and support the superior's working.

5) Not disclose or criticize private matter and information of the colleague in the manner that entirely causes damage to the Company's staff and image

6) Have good attitude and not calumniate against the superior or colleague.

### **4. Customer Treatment**

1) Politely treat his or her customer and equally render proper and rapid service.

2) Strictly comply with the condition entered with the Company.

3) Keep the customer secret and not utilize customer secret for self-interest.

### **5. Self-Treatment**

1) Properly treatment himself or herself and omit all types of temptations and gambles.

2) Regularly develop knowledge and competency, and enhance working skill.

3) Perform duty with honesty without wrongful exploitation.



### Code of Conduct for Investor Relations

Syntec Construction Public Company Limited (“Company”) has prepared code of conduct for investor relations as guideline for the investor relations’ function, and adhere as guideline or determine framework of code of conduct for appropriate compliance by the investor relations under the basic principle and practical guideline as follows.

1. Properly, adequately and timely disclose key and necessary information for investment decision.

1) Disclose the proper, adequate and timely information under compliance with the requirement, regulation or criteria of information disclosure prescribed by the official agencies such as Stock Exchange of Thailand, and Office of the Securities and Exchange Commission, etc.

2) Carefully and prudently exercise discretion in providing information whereas the information provision can be refused if the consideration is deemed that the said information is trade secret or is the information that may cause the Company lose competitiveness.

3) Consider the provision of additional information from the requirement, regulation or criteria of information disclosure prescribed by the official agencies whereas the clear and adequate information shall be specified for understanding and usefulness to the investor’s decision.

4) In case that rumor occurs, hurriedly clarify fact to public under compliance with requirement, regulation or criteria of information disclosure prescribed by the official agencies to properly create understanding and clarify the details.

5) Not disclose inaccurate information with intention to carry forward the purchase of the Company’s shares.

2. Prohibit use of inside information for self-interest and other person’s interest.

1) Determine guideline for inside information supervision under determination and limitation of the person who can access to inside information. The investor relations with privilege to access the inside information shall not disclose the said information for acknowledgement of other person until the said information shall be disclosed according to requirement, regulation or criteria of information disclosure as prescribed by the official agencies.

2) Comply with the principle related to the Company’s inside information supervision, for instance, the significant information for operating result or financial information shall be publicly disseminated to any specific group of investors.

3) Establish criteria of the Company’s trading to the investor relations and the Company’s secretary and prohibit the Company’s share trading in the period of three (3) days prior to announcement of financial statements.

4) Determine quiet period in appointment making acceptance or response of enquiry about near future turnover to the analyst and the general investor within two (2) weeks prior to announcement of the financial statements.

3. Equally and fairly disclose information by giving the chance to all parts of stakeholders for information accessibility and convenient channel of contact and inquiry.

1) Determine channel of information disclosure or access to all parts of stakeholders whereas the Company has disseminated the useful information for investment decision via website of the Stock Exchange of Thailand and the Company’s website declaring both Thai and English statements such as Annual Registration Statement, Annual Report,





Sustainable Development Report, and Financial Report; and arrange the investor relations officer who can be contacted via phone conveniently, etc.

2) Determine the various forms of activity organizing to be proper for all groups of the stakeholders with equal and fair information without discrimination to contact any specific group of investors such as holding General Meeting of Shareholders, holding Analysts' meeting, or holding Investors' Meeting, etc.

3) Disclose the specific information used for presentation in the meeting of any group of investors for thorough acknowledgement as quick as possible such as report and recording tape for holding General Meeting of Shareholders, presentation supporting document for Analysts' meeting, etc.

4) Precautious to communicate via online social network to prevent information provision to any specific group of investors and always follow up external news to prevent rumor occurrence and find appropriate and timely clarification approach.

#### 5) Guideline for Treatment to Each Group of Investors

##### 5.1) Investor Treatment

- Give the equal opportunity to the big or small investors to participate in the proper activity or contact and inquire without discrimination.
- Give the opportunity to the individual investor for information accessibility in equal level as the analyst and the institutional investor.
- Do not discriminate in accepting the meeting appointment with the institutional investor or group of investor (Company Visit, Site Visit, One-on-One Meeting), and to give equality and comply with the requirement for quiet period in appointment making acceptance or response of equerry about near future turnover.
- In visit or acceptance of meeting appointment with the investor, the Company's interest and resource worthiness shall be mainly considered.

##### 5.2) Analyst Treatment

- Give the equal opportunity to the analyst from all security companies or institutions to participate in activity or contact and inquire without discrimination.
- Do not give stuff as quid pro quo or gift to the analyst to motivate or persuade for writing positive analytical article for the Company only.
- Respect analytical article and comment of all analysts but remain ably to clearly clarify to explain in case that any erroneous information is detected.

##### 5.3) Mass Media Treatment

- Give equal opportunity to mass media from every institution to participate in activity or contact and inquire without discrimination.
- Do not give stuff as quid pro quo, gift or business doing condition to mass media such as purchase of advertising area to motivate or persuade for writing rumor news article for the Company only.



- Respect article, news content and opinion of all mass media but still enable to clearly clarify or explain in case of any erroneous information is detected.

#### 5.4) Government Agency Treatment

- Cooperate to provide information to government agency upon request.
- Do not give stuff as quid pro quo or gift to the government agency for assistance provision to the Company as a special case only whereas the guideline for compliance with the Company's anti-corruption policy shall be strictly adhered.

#### 5.5) Internal Person Treatment

- Coordinate with the Company's top executive, and meet the stakeholders according to appropriate occasion.
- Report to the Board of Directors and top executive to recognize information that will help create added value to the Company such as operating result in investors relations or operation of sustainable development activity, etc.
- Be the intermediary between the Company and the internal persons in communication of code of conduct for investor relations so that the internal persons shall perform like the investor relations such as supervision and maintenance of inside information, etc.

#### 5.6) Treatment to Other Stakeholders such as financial institution and rating company

- Provide information to other stakeholders in equal level except any other necessity of business operation such as provision of inside information to the financial institution to support the application of project credit, etc.

4. Honestly and truthfully perform professional duty based on the equality principle without discrimination, graft or any reward which is motive or self-promotion rather than the Company and all relevant parts of stakeholders.

4.1) Avoid any acts which are conflicts of the Company's interests such as use of the Company's property or information for self-interest.

4.2) Not exploit self-interest from relationship and information acquired from function of the investor relations for the Company.

4.3) Not to considerate of self-interest in whichever form in selection of the business operation or activity participation with the external agencies.

4.4) Avoid any act which is contrary to the Company's interest.

4.5) Observe the policy, set of regulations, regulations and code of conduct prescribed by the Company.

#### 5. Others

5.1) Attire to be proper with the participating place and activity.

5.2) Not to use negative or malevolent information against the competitor's companies or stakeholders.

5.3) Prepare investor relations activity report and gather suggestions from the stakeholders to the Board and top executive twice a year.

5.4) Prepare IR Product to disseminate the Company's information in various channels such as the Company's website, Annual Report, Annual Registration Statement, Sustainable Development Report, social activity news, meeting



proposing and supporting documents, or analytic information and explanation of the Management, etc. by appropriate selection for use to be consistent with the requirement of all parts of the stakeholders.

5.5) Regularly attend trainings or seminars in the courses that support investor relations work from the governing agencies.

#### Person in Charge

At present, the Company has entrusted the investor relations officer under Rule and Regulation Section to perform the duty in supervision of investor relations work for appropriate facilitation of information provision and coordination for all parts of the stakeholders under direct control of the Company's top executive and top finance executive. Kindly contact for inquiry at Miss Natthavee Lapnarn, Tel. 0-2711-7423 0-2381-6333 Ext. 5941 or send e-mail to rattapaweel@synteccon.com compliance@synteccon.com, or the Company's website: www.synteccon.com.

#### Role and Duty of the Board of Directors on Investor Relations Work

The Board of Directors gives precedence to investor relations work under below practice.

1. Approve or give guideline for determination of the Company's information disclosure policy.
2. Give advice or guideline for the Company's investor relations activity operation.
3. Follow up or mutually consider the opinions acquired from the investor relations operation.

#### Role and Duty of Top Executive on Investor Relations Work

1. Support the operation of investor relations and give time to participate in the important investor relations activities such as attendance of Analysts' Meeting to give the analyst the opportunity to inquire viewpoint and vision of business operation, etc.
2. Convene the meeting, discuss and analyze the opportunity and obstacle for determination of appropriate and up-to-date investor relations operating guideline.
3. Clearly formulate the Company's annual target, objective, story or selling point, operating indicator, budget, and use of tool and communication channel of investor relations.
4. Determine policy for public information disclosure, policy for information disclosure, use of inside information and confidentiality, to govern practical guideline to be proper.
5. Formally appoint the dutiful person in dissemination of public information, as the Company's representative in providing information to the investor, analyst, institution, mass media or the general interested person as follows.

- |                                 |  |
|---------------------------------|--|
| 5.1) Mr. Somchai Sirilertpanich | Managing Director Position                           |
| 5.2) Mr. Jiramote Phahusutr     | Assistant Managing Director Position                 |
| 5.3) Miss Ratthavee Lapnarn     | Senior Officer Position, Rule and Regulation Section |

6. Clearly determine and limit the persons that can know the inside information to prevent inside information leakage.

However, the said code of conduct for investor relations is not just the practical guideline for the investor relations that hold the positions or perform duties only, it can be also deemed as working framework for the dutiful informant of information to the investor, shareholder, pressman, or all parts of the stakeholders whether they are the director, top executive, accounting and finance executive, or information-related person, etc.



### **Policy for Structural Variety of the Board**

Syntec Construction Public Company Limited (“Company”) realizes on the significance for determination of the Board of Directors’ element in determining variety of the Board of Directors’ structure under confidence that variety is determined as the significant factor that contributes to reinforce the balance of thought and decision making which is useful for the Company’s operation.

Therefore, the Company has determined the element of the Board of Directors that consists of the persons with knowledge, competency, experience, and expertise on various skills and professions to be consistent with the Company’s business operating strategy, as well as with virtue, code of conduct, leadership, good attitude toward organization, and ability to devote enough time for function of the Board, and without limitation of sex, race, religion, professional skill, and other specialized expertise.



## **Policy for Nomination and Determination of Remuneration and Welfare of Director and Executive**

The Board of Directors appoints the Nomination and Remuneration Committee to function the consideration and nomination of the person with knowledge and competency to hold the director, sub-committee, top executive positions (from the Department Director and over), and consideration and screening the remuneration of the committee member and managing director, and annual bonus.

### **1. Policy and Criteria for Director Nomination and Appointment (including New Director) and Executive**

The Company has consideration guideline for the person with knowledge, competency, proper qualification, managerial experience and the principle of good governance to acquire the competent person in development of the Company toward the setting goal. The selection of the person who will hold the position as the director, independent director (including new director) and executive, shall consider on the necessary lacked skill in the current set of the Board under two guidelines of nomination criteria and method as follows.

1. Selection Process shall start from selection of the qualified person according to the Company's criteria and in line with the determined guideline. The Nomination and Remuneration Committee shall consider and nominate the name list to the Board of Directors for considering and screening the said person prior to proposing the Shareholders' Meeting for consideration and election. The criteria-based qualifications are as follows.

1) Possess knowledge and competency, and understand role and duty of the director according to the criteria of governing official agencies such as the Office of the Securities and Exchange Commission, Stock Exchange of Thailand, etc.

2) Experienced in the Company's business operation and other related experiences.

3) Possess knowledge and understanding in work system and accounting, financial and managerial standard.

4) Possess decision making skill under adequate and proper information and reason.

5) Mature, secure and independent in decision making.

6) Professional, fair and responsible.

7) Apart from other necessary skills, the skill of the current Board which has still been deficient such as omniscience, expertise in the Company's business or knowledge of the relevant laws, etc., shall be considered.

In appointment of high level executive from the department director and over, the Nomination and Remuneration Committee shall also select and nominate the qualified person for consideration of the Board of Directors. In part of other executive, the Management Committee of the Company shall consider.

In nomination of the Company's executive for management in various areas such as engineering work and internal management work, the Company considers the qualified person for the position, knowledge, competency and managerial experience to acquire the person that can utilize for the Company with all one's ability, and can manage to be line with the policy determined by the Company. The procedure of remuneration from job recruitment posting in different media shall be considered from the direct experienced person and the said person is invited for interview by the



department of the original affiliated work. The data is proposed to the top executive of the Company to interview prior to consideration on approval for work entry with the Company accordingly.

2. For promotion and good corporate governance, and consideration on the shareholder's significance, the Company's policy is that the shareholder shall nominate the person for nomination and election as the director in advance prior to the Company's General Meeting of Shareholders every year according to the criteria determined by the Company. The Company has disseminated the said news via the channel of the Stock Exchange of Thailand and the Company's website and use of Director Pool in nomination of the new director.

## **2. Policy and Criteria for Director and Executive Remuneration and Welfare Determination**

For the Company's operation according to the Principle of Good Corporate Governance for the Listed Company for 2006 of the Stock Exchange of Thailand that the determination and disclosure of the director's remuneration shall be suggested as follows: "In determination of director remuneration in direct benefit of the director, the director should not approve his or her remuneration. The Board should arrange the transparent remuneration determination process and request the consent from the shareholders. The level and element of director remuneration should be proper and adequate for motivation and retention of the quality director as required. However, the excessive payment should be avoided."

### **1. Remuneration and Welfare Determination Process**

1) The Board of Directors considers the appointment of Nomination and Remuneration Committee to perform the suggestion duty on remuneration of the director and top executive, and considers the general policy of the Company's remuneration.

2) Determine the appropriate structure of Nomination and Remuneration Committee that should consist of at least two-third of total number of independent directors for the whole committee and independent director as the Chairman of the said Committee.

3) Review and propose transparent remuneration and welfare with appropriate supporting data under consideration on three major factors such as 1.practical guideline in the same industry, 2.turnover and size of business, and 3. knowledge, competency, skill and experience of the director required by the Company at that time.

4) Clearly disclose remuneration and welfare (both in monetary forms and others ) of the individual director and executive.

### **2. Practical Guideline for Element, and Level of Remuneration and Welfare**

1) Remuneration shall be considered from obligation, duty, scope, role, responsibility, devotion, performance, as well as benefit which is expected to be gained from the director both in short-term and long-term shall be consistent with operating result, financial position, business size, market situation, competitive condition, and overview of other companies in the same industry.

2) Clearly determine type and payment method, and specify amount of remuneration and welfare.



3) Request the procedural approval whereas Nomination and Remuneration Committee shall be proposed in part of top management to the Board of Directors for approval but the Shareholders' Meeting shall be proposed in part of the directors for approval.

### 3. Type and Method of Remuneration and Welfare Payment

#### 1) Monetary Remuneration

For director such as meeting allowance, the payment is determined for payment in number of time for all directors who attend the meeting and pension for the Audit Committee Member is determined for payment once a year.

In part of the executive, the Company pays in form of salary, bonus, and cost of living, professional fee for engineer, social security money and welfare to be proper for position.

#### 2) Other remuneration

It is unavailable for director.

In part of the executive, the Company arranges based on the right of the regular staff that should be gained and also arranges provident fund whereas the Company contributes in the rate of 3 – 5% of salary under division based on work life of each executive.)

### 4. Criteria of Remuneration and Welfare Consideration

1) Attendance of the Board of Directors' Meeting for each set of directors and executives, and participation in opinion expression.

2) Knowledge and understanding in the responsible duty as required by law such as Securities and Exchange Law and Act and other laws related to the business operation of the Company

3) Consideration on business plan and strategic plan on behalf of director and executive

4) Follow-up and proposal of responsible dutiful improvement and development guideline

5) Function of director, executive and other duties as entrusted.



## **Policy for Staff Remuneration and Welfare Determination**

The Company is confident that the staffs are the most important resources of the Company since it is the important factor that affects the Company's operating success. Therefore, it has designed work structure and system to help its staffs to work effectively and to be happy for working, as well as continuously encourage body of knowledge, competency and skilled used in working in all levels of positions so that the occupational skill together with administrative skill shall be available, and also encourage the staffs to have awareness and commitment toward the Company and their colleagues. Therefore, the operating policy is as follows.

1. Consider by adherence to the principle of fairness, appropriateness, incentive and competitiveness with the business in the same type of industry and other relevant industries.

2. Give the opportunity to the staffs to fully express their competency for main measurement of the staff's working. They shall obtain remuneration and welfare which are consistent with adequate obligation, duty and responsibility for retention of the qualified staffs as required. The said remuneration includes salary, overtime pay, cost of living, special vehicle expense, provident fund, social security money, professional engineer fee, and bonus, etc.

3. The Company always conducts the survey of remuneration and welfare in the market and considers on the financial position, turnover of the Company and cost of living rate.

4. Consider adjust the annual salary structure to be standard and competitive in employment market and clearly reflect the staff's competency.

5. For annual salary increase or bonus payment for the staffs, prior-approval from the Board of Directors shall be requested every time.

6. The Management Committee shall prepare measurement and appraisal system for the staff's performance in form of Key Performance Indicator (KPI) and Competency or Potential of the Person. KPI and Competency determined in each level and field shall consist of achievement which is consistent with the Company's target whether in the staff's core competency, management and specific job. The performance criteria both for individual and teamwork shall be determined to link with proper and fair remuneration and welfare system based on the determined criteria. However, the performance appraisal which is mid-year and year-end evaluation shall be performed twice a year.

### **Staff Welfare Determination**

The Company determines to arrange welfare for its staffs as required by law and as proper for assistance and security for its staffs on good working environment, morale and courage, and thoroughly reinforce quality of life to the operators on behalf of the Company's members. Different areas of welfares given to each level of staffs together with salary structure adjustment are regularly considered improving for competitiveness in the same group of industry and other relevant groups of industries. The welfares consist of the following.

1. Subsidy Welfares such as Welfare for Wedding Ceremony Grant, Welfare for Childbirth Expense Allowance, Welfare for Parent and Spouse Funeral Ceremony, and other Subsidies.

2. Health and Life Insurance such as Medical Fee Welfare and Accident Insurance Welfare





3. Loan Welfare such as Family-Aided Loan, and other Loans
4. Fund such as Provident Fund, Compensation Fund and Social Security Fund

However, in part of establishment of Provident Fund for the staffs indicating fair practice of the Company in long-term sustainable staff care, the staffs can select investment plan in provident fund according to their requirement and according to their risk level.



## New Director Orientation Policy

Syntec Construction Public Company Limited (“Company”) realizes on the significance of the new director’s function. Therefore, there shall be advice on overall operating guideline of the Company, organizational structure of its subsidiary, and the business-related company to understand work method and inter-shareholding structure. Moreover, the significant and necessary data and information for the director’s function such as Articles of Association, the Company’s objective, Business Ethics Manual, and Good Corporate Governance Policy, shall be given. The association of the Board of Directors, and Sub-Committee of the Company shall be organized to acknowledge the Company’s business operation-related information.

However, the Company has “reminder of the director’s function” by referring to Manual of Thai Institute of Directors whereas the director shall have four important duties as follows.

### 1. Careful Function

Carefully and adequately function and make decision under reliable and reasonable information.

#### Practice

1.1 Regularly attend the Board of Directors.

1.2 Have sufficient supporting documents and information for decision making. In case of specific issue that shall rely on knowledge and specific expert, the Company should be requested for preparation of the expert’s opinion to support the decision consideration.

1.3 The acquired documents and information shall be accurate and reliable.

1.4 Spend sufficient time to study Minutes of Meeting and documents in advance.

1.5 Interrogate in the Board of Directors’ Meeting until understanding and enabling to reply the queries later.

1.6 Completely record Minutes of Meeting specifying opinion and reason to support decision.

1.7 Supervise the Company to have the effective control and internal audit system.

1.8 Regularly oversee the Company to have proper risk management system and monitor and supervise to have systematic compliance.

1.9 Regularly follow up the operation of the management.

### 2. Honest Function

The function in creation of the Company’s benefit without consideration on gain or self-benefit shall be honestly performed for the Company’s maximum benefit whereas he or she shall have no interest, no conflict of interest either directly or indirectly, and not apply the Company’s information or opportunity for self-benefit or other person’s benefit.

#### Practice

2.1 Be cautious to prevent leakage of the acquired news and information of the Company or use for self-benefit or other person’s benefit.

2.2 Not to use property or business opportunity for self-benefit or other person’s benefit.

2.3 Decision is made for the Company’s optimum benefit without self-latent benefit.



2.4 Not have interest in the considering issue in the Board of Directors' Meeting. However, if he or she is involved either directly or indirectly, he or she shall perform as follows.

2.4.1 Notify the Chairman of the Board.

2.4.2 Not mutually consider and leave the meeting room.

2.4.3 Not guide to consider and make decision in the way of self or other person's benefit.

2.5 Understand the regulation of interrelated transaction performing, information disclosure of the Stock Exchange of Thailand and the Securities and Exchange Commission.

2.6 Govern the Company to have fair and proper consideration process of the interrelated transaction according to regulation.

2.7 Report business management-related interest for the Company or its subsidiary according to the criteria required for determination by the Board of Directors pursuant to the Announcement of the Securities and Exchange Commission.

2.8 Acknowledge the requirement required for reporting the trading of the Company's shares which are the directors and the duration that the share trading should be avoided prior to information disclosure.

### 3. Compliance with Rule, Regulation and Resolution

Govern the business operation of the Company to be in line with rules and regulations despite those which are determined by the external governing organization and determined for internal enforcement such as compliance with law, objective and Articles of Association, and comply with the resolution of the Board and the resolution of the Shareholders' Meeting, etc.

#### Practice

3.1 Have knowledge and understanding in Public Limited Company Act and Securities and Exchange Act as well as requirement issued by the said laws, and requirement of Stock Exchange of Thailand, which currently enters into force.

3.2 Have knowledge and understanding in the law related to the business operated by the Company.

3.3 Govern the Company to have monitoring and control system for strict compliance with the relevant laws.

3.4 Govern the Company to operate the business determined in the Company's objective.

3.5 Govern to execute according to the Articles of Association.

3.6 Govern the important issues to be considered for approval from the shareholders as required by law.

3.7 Govern to strictly comply with the resolution of the Board and the resolution of the Shareholders' Meeting.

3.8 Supervise to appoint the Company's secretary who is qualified to perform duty as required by law.

### 4. Proper, Complete and Transparent Information Disclosure to the Shareholder

Supervise the Company's information disclosure to be proper, complete, adequate, and consistent to fact without misunderstanding and non-concealment of the information that should be notified in the essence. The disclosed information shall be updated and timely in deadline and the channel of information disclosure shall be accessible and equal.



Practice

4.1 Govern the Company to have accounting system, key document filing system and database management system so that information can be accurately, completely and verifiably recorded. In addition, the irrelevant person can be protected to access the information.

4.2 Govern the independent auditor, audit and comment the financial statements.

4.3 The said financial statements and disclosed information has no doubtful cause whether the information is inaccurate or incomplete.

4.4 Govern the Company to properly and completely deliver information report for the period such as Financial Statements, Annual Registration Statement (Form 56-1), and Annual Report (Form 56-2) to the Stock Exchange of Thailand, and Securities and Exchange Commission within deadline.

4.5 Govern the Company to report news of the significant change that may affect security price according to the regulation of Stock Exchange of Thailand.

4.6 In case of the bid offerer for the Company's shares from the general shareholder, the Company shall be supervised to prepare the proper business opinion to be consistent with fact and complete in essence.

4.7 Govern the Company to deliver Invitation Letter for the Shareholders' Meeting in advance for not less than the deadline required by law.

4.8 Govern to completely specify date, time and meeting appointment venue and meeting agenda as well as supporting detail for the Meeting's consideration as required by law, and according to Practice of Good Corporate Governance in Appointment Letter for Meeting.

4.9 Govern the Company to facilitate the shareholder who is unable to attend the meeting but intends to exercise his or her voting right by delivery of Proxy together with Appointment Letter for Meeting clearly specifying document required for use in authorization and procedure of meeting attendance.

4.10 Govern the Company to complete the preparation of Minutes of Shareholders' Meeting within deadline specified by law whereas the resolution of the meeting is completely, accurately and clearly recorded and the significant issues of the shareholder's inquiry and clarification of the Board are recorded. In addition, the number of the shareholders' votes in agreement, disagreement and voting abstention is clearly recorded.

4.11 Govern the Company to disseminate information such as Appointment Letter for Shareholders' Meeting, Minutes of the Shareholders' Meeting, Annual Report, etc., in the Company's website or via electronic media of the Stock Exchange of Thailand so that the shareholders can verify accuracy and exercise their right to oppose if necessary.



## Position Succession Policy

The preparation and review of position development and succession plan is an important duty according to the principle of good corporate governance of the Board of Directors that requires governance and advancement of actual practice so as to reduce staff shortage problem in key position particularly in high level executive position.

Syntec Construction Public Company Limited (“Company”) realizes on the significance of the continuous and effective business operation. The Board of Directors therefore has entrusted Nomination and Remuneration Committee as the preparer of succession plan for nomination and preparedness of high level executive, and develop the potential person to succeed the significant managerial position.

Position Succession Plan Preparation shall consider according to below procedures.

1. Analyze the situation of the Company’s business in the areas of strategy, policy, direction, business expansion or postponement plan to evaluate the current and future required workforce whether number and qualification are prepared for working and consistent with the Company’s both short-term and long-term strategy and urgent necessity.

2. Determine staff recruitment plan and staff development and training plan in advance prior to retirement or early retirement of the staff. However, the development plan preparation shall consider retirement age of the staff and early retirement.

3. Determine competency, knowledge, skill, personality and attitude required for staff in that position.

4. Select and evaluate staff performance and potential that will be succeeded the vacant position, and inform the said staff for prior-acknowledgement after acquisition of the selected staff as the successor so that the said successor shall be prepared for work learning and responsibility in higher level accordingly.

5. Selection of the position successor shall always determine the second and the third alternates whereas it is unnecessary that the alternates shall be qualified as the first alternate but the said alternates should be similar. The alternates should be notified to prevent the contingent conflict.

6. Develop and evaluate the selected staff to be the position successor whether the said staff develops and creates achievement as expected. However, if it is not in line with expectation, the replacement of the said staff shall be duly performed.

7. Various forms of the position succession development include internal learning culture building, job rotation, On-the-job Training or Off-the-job Training and Coaching whereas the current executive transmit experience to new generation executive.

Position Succession Plan shall cover the following positions.

### 1. Chief Executive Officer/Managing Director Level

Upon vacancy of the executive position in Chief Executive Officer and Managing Director level, or functional incapability of the person in the position, the Company shall entrust the executive in similar level or inferior level to act in the position until recruitment and selection of the qualified person according to the criteria determined by the Company. The Nomination and Remuneration Committee shall consider and propose to the Board of Directors for consideration on approval and appointment of the qualified person to further hold the position in replacement.



## 2. Executive Level

Upon vacancy of the executive level position or inability of the person in the position to perform his or her duty, the Company shall nominate the selected position heir and successor to the Management Committee. However, the process of the executive level position succession planning shall be as follows.

2.1 Determine personnel preparedness building plan consisting of staff recruitment and training and development plan in advance prior to retirement or early retirement of the staff.

2.2 Determine the proper qualification consisting of knowledge, skill, personality and attitude for that position, and prepare individual development plan.

2.3 Select, evaluate performance and evaluate the staff potential for suitability consideration.

2.4 Specify the position successor after evaluation and analysis on the staff qualification upon prior-notification to the staff for preparedness of work receiving and learning.



## Personnel Development Policy

Syntec Construction Public Company Limited (“Company”) has established Risk Management Committee since December 2014 whereas the objective is to support the mission of the Board of Directors in determining framework of risk management to be proper for the Company’s business. It has realized that “labor” is considered as important factor for construction business operation. However, economic and construction expansion has caused labor shortage problem, particularly in skilled labor. The Company has currently had several thousands of daily workers used in construction. Each field of labor shall have several levels of skill, knowledge and expert according to work details whereas labor wage has also been different.

Therefore, if the unskilled and expertise labor is employed, it will affect work quality since construction work requires utilization of variety of workers. Some types of works mainly utilize labor without requirement for use of skill and expert, such as ground excavation work, soil filling work. Some types of works require high skill and expert particularly architectural work, such as tile laying work, door-window frame installation and surface lining work. If quality is below the determined standard criteria, it will affect work acceptance from the project owner or the principal, resulting in requirement for work correction and loss on increased expense.

Thus, the Company has given the precedence to the care of labor living quality, incentive building for company awareness under potential development work plan to enhance the staff capacity and reduce risk of skilled labor shortage as follows.

1. Labor selection by testing technician skill and proficiency in different fields of works
2. Training and development of labor skill and proficiency by Department of Skill Development. It is the enhancement of skill and competency in technician works for the staff with lack of skill and proficiency in woodwork field, bricklaying-mortaring work, tile laying work and welding work.
3. On the job training and Buddy System training during probation
4. Proper welfare arrangement and care of livelihood in residence to be clean and safe for labor’s quality of life and livability.
5. Promotion and annual wage rate for labor to be proper and consistent with skill, proficiency, expert and competency. However, if the Company’s position is vacant, the Company shall firstly give the opportunity for internal staff as morale and courage to its staff.
6. Foreign labor shall be legally imported for working and increase in the employment proportion of adequate sub-contractors for existing workload.
7. Incentive building for self-development and continuous education

For knowledge development to the director, executive and staff, the Company has promoted and supported participation in seminar and training of courses held both internally and externally for application of the acquired knowledge in effective and continuous working improvement.



**Practical Guideline**

1. Promote and develop all staffs to have knowledge, competency and growth together with the Company via Individual Development Plan.
2. All staffs shall be given the chance and support for leaning and development of managerial skill, work, teamwork and specific professional skill.
3. Promote the staff to be creative via various forms of activities for staffs to fully express his or her potential.
4. Approve proper and adequate budget for spending in development for all levels of staffs.





## Customer Satisfaction Development Policy and Guideline

Syntec Construction Public Company Limited (“Company”) shall arrange to evaluate satisfaction of the project owner that employs the Company to construct the project under the objective of recognition on construction problem and obstacle from the commencement of work acceptance until work delivery to its customer for analysis to find cause and determine improvement and correction development guideline. In addition, the project owner shall be gainful from quality and timely operation with reasonable price according to the requirement of the work employment contract. The said satisfaction level shall be measured twice a year in the period of June and December of every year.

### Satisfaction Evaluation Process

1. Deliver Evaluation Form to the project owner for evaluation by dividing evaluation period as follows.

1.1) Evaluation During Construction. The evaluation shall cover in the following areas.

- Personnel preparedness in working
- Machinery preparedness in working
- Material preparedness in working
- Construction safety
- Construction environment

1.2) Evaluation Upon Completion of Construction. The evaluation covers in various areas as follows.

- Construction in line with form and standard of work
- Proper materials used in construction work according to the requirement
- Punctual work delivery on the contractual schedule
- Completion of performance inspection prior to work delivery
- Satisfaction on delivered performance

1.3) Post-Work Delivery Evaluation (in performance warranty period). The evaluation shall cover the following areas.

- Improve and correct works on appointed schedule.
- Follow up and inquire the use of delivered construction.

2. Gather Evaluation Form and take information acquired from the project owner to evaluate, further apply it as corrective and improvement guideline by dividing score level and interpret the customer satisfaction level as follows.

- Satisfaction Level 4.0 – 3.1 is the criterion that requires standard maintenance.
- Satisfaction Level 3.0 – 2.1 is in the fair criterion but requires work improvement.
- Satisfaction Level 2.0 – 1.1 is in the criterion below the requirement that requires work improvement.
- Satisfaction Level 1.0 – 0.0 is in the critical criterion that requires change in new work system.

### Satisfaction Development Guideline

Nevertheless, the Company has operated according to ISO9001:2008 Quality Management System for application of working standard maintenance as well as reviewed the operation from prior to startup of the work



acceptance contract, during operation and the period of post-work delivery. However, the customer or the principal shall be treated according to the contractual obligation based on working professional standard for construction work achievement without trouble according to customer demand, construction requirement and deadline specified in the contract.

At present, the Company has still aimed at potential development and operating standard maintenance in various areas with all one's ability and it has been under preparedness, building understanding in various areas to lead the Company into ISO9001:2015 Quality Management System upon formal promulgation from the supervisory work unit accordingly.



## **Procurement Policy**

Syntec Construction Public Company Limited (“Company”) gives the precedence to procurement which is regarded as the significant process of the Company’s business operation. Therefore, the procurement process shall be determined to be in line with the rule and practice for fair, reasonable, transparent, verifiable operation without benefit conflict and equal treatment to business partner with fair competition.

## **Procurement Regulation**

1. Every business partner shall offer the price of goods and service and after that, the Company will consider and select from the proper qualification.

2. The business partner relation shall equally take place without demand of benefit or any other property and with impartial demeanour and non-familiarity to business partner until influencing decision that may lack of transparency and fairness, and shall comply with anti-corruption policy.

3. The Company’s staff shall not participate in the provision process of business partners that are related with him or her such as parent, brother and sister, spouse, etc., and shall comply with the policy related to conflict of interest.

4. Keep information obtained from each bidder as secret without disclosure to other business partners for acknowledgement and without disclosure of procurement-related information or document to its business partner unless upon approval from the authorized person to be in line with the policy of information disclosure, use of inside information, and confidentiality.

5. Control, oversee and audit the staff to procure according to the rule, regulation and business code of conduct.

6. Execute the inspection and acceptance of goods or services with prudent and careful act to ensure that the goods or services obtained are proper and identical according to the requirement in the contract or agreement of purchase such as property, quantity, quality, price, payment term and delivery period, etc.



## **Anti-Unfair Competition Policy**

The policy of Syntec Construction Public Company Limited is to execute under fair competition, aim at compliance with Trade Competition Act B.E. 2542 (2009), promote the Company to observe Anti-Trust Law or Trade Competition Law, under anti-unfair completion without any action which is the barrier of trade competitor, support free trade competition, non-discrimination or non-advantage taking from other person, in order to make free business competition.

### **Regulation**

1. Not determine price with the competitor beforehand and not set minimum or maximum price.
2. Not limit production quantity or limit time for unfair delivery of goods.
3. Not set discount, refund and credit granting period in fixed rate.
4. Not share data related to cost, price or other commercial terms and conditions with other competitors.
5. Not seek for secret data of the trade competitors with dishonest or improper method.
6. Not discredit the reputation of the business partner with negative allegation without true data.
7. Not monopolize under determination that the business partner shall sell goods particularly to the Company only.

### **Operating Process of Construction Work Acceptance**

1. Price Estimate and Bidding Department shall contact to find construction contracting work from work sources and media for participation in bidding. Before bidding, every related party shall mutually study construction drawing and working feasibility. Construction Department shall plan construction work and provide technical data, and Cost Control Section shall provide data of construction cost and sub-contractor and data of condition determined by the project owner that affects construction cost. After that, Price Estimate and Bidding Section shall estimate the estimated price and work load, and compare unit price according to market price.

2. Price Estimate and Bidding Section shall prepare summary report of construction cost, condition and construction plan, to propose to the Board of Directors for appropriate inspection and improvement before proposal to the customer. If price is additionally negotiated, the Board of Directors shall participate in negotiation and decision in work acceptance.

### **Procedure under Operation**

1. Entrust the relevant parties to be responsible for works in each section.
2. Appoint the project manager to perform duty and responsibility in organizing and arranging personnel project for work planning and controlling to achieve the objective of work progress and budget control.
3. Plan the detail of the project.
  - 3.1) Project Manager
    - Prepare work plan in detail and schedule starting and completing period for work in each procedure.



- Prepare the estimated workforce plan, number of workers and skilled workers in each type of work.
- Prepare machinery plan used in construction work in each period of time.
- Build temporary office and public utilities.

### 3.2) Cost Control Section

- Prepare budget by mutual consultation with the project manager.
- Prepare expense control system of the project and material consumption quantity.
- Prepare financial plan of the project.

4. During construction operation, foreman of each department shall mutually and closely work for work control to attain the project's objective whether in the areas of work quality, work progress rate, budget.

5. All related parties shall prepare report and record detail of works in various areas and report to the superior for acknowledgement according to the procedure.

6. The supervisor of each department shall cooperate with the managing director to audit work quality and expense for working improvement as appropriate, and mutually consult with other departments to attain the main objective of that project. If any procedure is not passed for inspection, work plan shall be revised and inspected again. If work is not duly completed according to deadline in the contract and/or delays than work plan, the project manager shall analyze the cause of that delay and further revise work plan.

7. Upon almost completion of construction work, the project manager and work team shall mutually inspect the orderliness and correct defect before work delivery to the project owner, and prepare key information for work delivery to the project owner.



### **Dividend Payment Policy**

Syntec Construction Public Company Limited (“Company”) has annual dividend payment for its shareholder in the rate of not more than 40% of net profit after tax and after retention as legal capital reserve when the Company moderately earns profit without accumulated loss. However, dividend payment shall not affect the Company’s investment plan, operating necessity and other appropriateness in the future under maximum benefit of the shareholders and all parties of stakeholders upon consent from the Board of Directors and approval from the General Meeting of Shareholders. However, the Company may occasionally consider interim dividend payment to its shareholders when it deems that profit is moderate for performing such way. The Board of Directors shall report the General Meeting of Shareholders for acknowledgement in the next meeting.



## **Tax Policy**

Syntec Construction Public Company Limited (“Company”) adheres to transparent and honest business operation. Therefore, it has executed for working in tax area and exercised proper and complete tax privilege for maximum efficiency under legal requirement and compliance with the regulation of financial and tax data disclosure to public sector and all parties of stakeholders that are consistent with working according to the principle of good corporate governance, business code of conduct and according to the sustainable operating guideline that emphasizes on the economic growth of the Company together with full development and participation in social responsibility due to the Company’s belief that good tax responsibility can be the part of overall proper economic and social development of the country in the future.

## **Practical Guideline**

1. Properly and completely comply with tax-related laws and regulations and exercise of tax privilege for maximum benefit toward the Company and public agency.
2. Deliver and request for tax refund within the period required by law for the Company’s liquidity.
3. Regularly study and consider tax impact if new law or tax policy is promulgated or in case that the Company performs new transaction under mainly consideration on maximum benefit of the Company.
4. Plan tax, study laws and regulations for proper application based on the determined criteria, method and condition.
5. Arrange the responsible person with knowledge and understanding as the coordinator with public agencies for proper execution and risk abatement of tax dispute and provision of the Company’s operating data according to the occurred fact upon request or call for audit from public agencies.
6. The Company educates tax knowledge to the relevant personnel for proper and complete working ability.



## **Business and Social Innovation Promotion and Development Policy**

Syntec Construction Public Company Limited (“Company”) aims at invention and development of innovation for use in operation that can create usefulness, competitiveness, value added building to the Company and consider the contingent community and environmental impact.

### **Practical Guideline**

1. Analyze work process of the Company in detail to build the development opportunity toward invention of innovation and actual application.
2. Widely open and promote the creative in-house personnel to propose concept, resulting in continuity of the Company’s continuous innovation creation.
3. Promote and collaborate with the Company’s stakeholders such as business partner for development of innovation with social and environmental responsibility.
4. Promote to have knowledge from both internal and external training.
5. Seek for channel of business alliance participation with agencies in various sectors such as govern agency, educational institution, etc. with expertise in various areas for occurrence of new concept in development and extension for emergence of the Company’s working efficiency innovation.





## **Policy for Opening Opportunity to Stakeholders in Participating in the Company**

Syntec Construction Public Company Limited (“Company”) well realizes that the stakeholders play significant role in determination of business operating direction; it therefore gives precedence to supervision and consideration on all groups of stakeholders. The opportunity shall be given to them for participation whereas the channel of suggestion, problem and complaint receiving shall be arranged under precedence and pleasure on opinion listening and sharing for suggestion that will be gathered and screened for reporting to the Board of Directors, and consideration and review on working guideline to equally meet demand, and expectation of each group of stakeholders.

### **Stakeholder mean**

The person or group of persons who are both directly and indirectly affected from the Company’s business operation or have any other benefits with the Company’s business operation.

### **Stakeholder Participation Guideline**

#### **1. Shareholder**

The Company opens the opportunity to its shareholders to participate in the Company’s operation such as opening the opportunity to enable nominate the name of the person to enter for holding the director position and propose the meeting agenda in advance prior to the General Meeting of Shareholders, and opening the opportunity to every shareholder who holds whichever number of shares to inquire in the General Meeting of Shareholders, etc.

#### **2. Customer**

The opportunity shall be given to the customer or the project’s owner that employs the Company for construction, satisfaction evaluation as data for the Company’s operating improvement.

#### **3. Business Partner**

The operating policy and guideline is to mutually formulate target, carry forward business, and share knowledge skill and experience in business doing for more efficiency. In addition, the Company has anti-corruption policy and whistle-blowing or complaint notification channel if the business partner detects that the Company’s staff acts to indicate corruption or demand to gain benefit.

#### **2. Staff**

The communication of anti-corruption policy shall be arranged and the opportunity shall be given to the staffs to have complaining channel. The opinion shall be suggested according to whistle-blowing policy and complainer protection measure.

#### **5. Community, Society and Environment**

The Company shall carry out the policy under emphasis on community, social and environmental responsibilities and consideration on the contingent impact. Therefore, the complaining channel can be available if it is affected from the Company’s operation such as fall of the material from the building under construction down to the nearby community, aerial dust impact, etc. according to whistle-blowing policy and measure.



## **Whistle-Blowing Policy and Measure**

Syntec Construction Public Company Limited (“Company”) has the guideline of moral business operation according to good corporate governance and adherence to social responsibilities and all groups of stakeholders. The Company therefore has prepared whistle-blowing policy as the channel for the director, executive, staff and all groups of stakeholders enable to complain or perform whistle-blowing in case that they are affected from the Company’s operation, corruption or from the staff’s working which is the improper and unfair act, non-compliance with rule, regulation, requirement and code of conduct of the Company to contribute to improvement or execution for accuracy, appropriateness, transparency and fairness accordingly.

### **Objective**

1. Promote the Company’s director, executive and staff, and all groups of stakeholders to enable to complain, perform whistle-blowing for any offence and fraud directly related to the Company.
2. Build confidence to the person who requires complaining, and determine the safe and secret channel in complaining and whistle-blowing offence under Measure of Complainer Protection.
3. Deter offence and corruption that may occur in the Company.
4. Promote image and good ethics of the Company.

### **Scope of Whistle-Blowing or Complaint Notification**

1. Upon doubt or detection of act that violates good practice in below issues.
  - 1.1) Violate the compliance with the Principle of Good Corporate Governance.
  - 1.2) Violate rule and regulation of the Company or against law.
  - 1.3) Unfair for working.
  - 1.4) Detect fraud and misappropriation inside the Company.
  - 1.5) Detect corruption against the government sector.
2. Detect the act causing doubt and bad effect to the Company.

### **Whistle-Blowing Channel**

1. Audit Committee

E-mail: [auditcommittee@synteccon.com](mailto:auditcommittee@synteccon.com) or [compliance@synteccon.com](mailto:compliance@synteccon.com)

Tel. 02-381-6333 Ext 5941, Fax. 02-711-5183

2. Law Department

E-mail: [legal@synteccon.com](mailto:legal@synteccon.com) or [anans@synteccon.com](mailto:anans@synteccon.com)

Tel. 02-381-6333 Ext 5922, Fax. 02-711-5183

3. Human Resources and Administration Department

E-mail: [hrd@synteccon.com](mailto:hrd@synteccon.com) or [potjanard@synteccon.com](mailto:potjanard@synteccon.com)

Tel. 02-381-6333 Ext 5560 / 5151, Fax. 02-711-5183

4. Internal Audit Section

E-mail: [internalaudit@synteccon.com](mailto:internalaudit@synteccon.com) or [pornanav@synteccon.com](mailto:pornanav@synteccon.com)



Tel. 02-381-6333 Ext 5940, Fax. 02-711-5183

5. Company's Secretary

E-mail: [angsanam@synteccon.com](mailto:angsanam@synteccon.com) or [compliance@synteccon.com](mailto:compliance@synteccon.com)

Tel. 02-381-6333 Ext 5941, Fax. 02-711-5183

6. Rule and Regulation, and Investor Relations Section

E-mail: [compliance@synteccon.com](mailto:compliance@synteccon.com) or [rattapaweel@synteccon.com](mailto:rattapaweel@synteccon.com)

Tel. 02-711-7423, Fax. 02-711-5183

7. Hot Line for Complaint Acceptance, Tel. 02-381-2790

However, the Company's staffs or stakeholders can also express the opinion and suggestion via above communication channels.

**Action Procedure Upon Whistle-Blowing or Complaint Receiving**

1. Upon whistle-blowing or complaint receiving, the Company shall respond about complaint receiving within seven (7) working days and assign proper Internal Audit Department or other work unit to gather fact for consideration on screening the acquired data. In case that the said data is verified and fact is detected, the Internal Audit Department or other entrusted work unit shall propose the Audit Committee and the Board of Directors for acknowledgement and command or determination of action guideline and appointment of the Fact Investigation Committee for further consideration in the relevant parts.

2. After Fact Investigation Committee has already investigated the fact, it shall suggest the action guideline to the Audit Committee and the Board of Directors for consideration on command and determination of the corrective action guideline, and consideration on penalty determination.

3. After investigation is terminated, the Company shall notify the whistle-blower and the complainer for acknowledgment on the said investigation result within seven (7) working days.

**Register Preparation and Reporting**

The internal audit work unit's duty is to regularly prepare Complaint Receiving Register and prepare Offence and Anti-Corruption Data Notification Receiving Summary Report at least once a quarter, indicating the status both already being considered or under investigation consideration for acknowledgement of the Audit Committee and the Board of Directors.

**False Whistle-Blowing or Complaint**

If the Company detects dishonest whistle-blowing or complaint notification or any statement or data provision with proven evidence of dishonest act and will to damage the Company, in case that the whistle-blower is the Company's staff, he or she shall be disciplinarily punished according to Articles of Association. However, if the whistle-blower is the outsider, the Company shall consider taking legal proceedings with the said person accordingly.



### **Protection Measure of Whistle-Blower or Complainer's Protection**

1. The Company shall not disclose any data that can specify the whistle-blower, advice requester, complainer or the collaborator in fact investigation.
2. The Company shall keep the relevant data as secret and disclose as necessary under consideration on safety and damage of the whistle-blower, advice requester, complainer or collaborator in fact investigation.
3. In case that the whistle-blower, advice requester, complainer or collaborator in fact investigation deem that they may be unsafe or may be damaged, the Company can be requested for determination of the appropriate protection measure, or the Company may determine Protection Measure without request if it deems that it is the issue with tendency of serious trouble, damage or danger.
4. The damaged person shall be alleviated for damage with proper and fair process.
5. The Company shall not perform unfair act toward the whistle-blower, advice requester or complainer whether by change in position, nature of job, workplace, job suspension, threat, operation, dismissal or any other act with the nature of unfair treatment to the whistle-blower, advice request, complainer or collaborator in fact investigation.
6. The Company has no measure to implicate the Company's staff who performs whistle-blowing and complains even though such act may not cause the Company.



**Whistle-Blowing Form**

**Syntec Construction Public Company Limited**

Date.....

Name – Surname of the Whistle-

Blower/Complainer.....aged.....years

Residing at Address No..... Village No..... Village.....

Road..... Sub-district..... District.....

Province..... Postal Code..... Tel No.....

E-mail.....

Allegation/Complaint

(Issue).....

.....

Detail

.....

.....

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\*\*\*\*\*1.Data of the whistle-blower shall be collected as secret unless it is necessary for disclosure according to the requirement of law.

2.The whistle-blower shall be protected from the Company such as no change in position, nature of job, job suspension, working annoyance, dismissal or any other act with nature of unfair treatment to the said person.

3.False fact is raised to complain with the authority, resulting in the other person’s damage which may be the offence of false fact notification to the authority according to Criminal Code.



## **Supervision on Compliance with and Review on Code of Conduct**

Syntec Construction Public Company Limited (“Company”) aims at transparent operation and confidence building to be acceptable by its shareholders, customers, all groups of stakeholders to be standard of concrete business operation. The Company therefore has prepared the written code of conduct by gathering rules and regulations, criteria and practical guidelines to be adapted for the Company’s practice so that the directors, executives and staffs can properly apply them as practical guideline under regular review of code of conduct to be consistent with the Company’s operation and in line with the same guideline of good corporate governance policy.

### **Compliance with Code of Conduct**

#### **1. Practical Guideline for Director**

- 1.1) Determine overview, revise and review the Company’s Code of Conduct.
- 1.2) Strictly comply with Code of Conduct to be good model for its staff.

#### **2. Practical Guideline for Executive**

- 2.1) It is the duty and responsibility of the executive that shall strictly acknowledge and understand as well as comply with code of conduct.
- 2.2) Promote the compliance with code of conduct and be leader in compliance with code of conduct, as well as promote occupational environment for its staff’s understanding that the compliance with code of conduct is the proper thing under strict practice and without reference to non-awareness of the practical guideline determined in code of conduct.
- 2.3) Pass on policy and practical guideline as well as listen to the opinion on compliance with code of conduct.
- 2.4) Train the staffs to be responsible and arrange management system which is consistent with the Company’s rules and regulations.
- 2.5) Control the operation of the subordinate to be in line with the relevant rules and regulations, and seriously responsible for staffs under his or her control to comply with code of conduct.

#### **3. Practical Guideline for Staff**

- 3.1) It is the duty and responsibility of the staff to acknowledge and understand, and strictly comply with code of conduct.
- 3.2) If doubts or queries about compliance with code of conduct occurs, inquire or consult with the superior, Human Resources Department, or Rules and Regulations Section.
- 3.3) The superior or the related person shall be notified if violation or non-compliance with the Company’s code of Conduct is detected.



### **Review on Code of Conduct**

The Company annually determines follow-up and review on code of conduct whereas internal audit section shall report the executives and/or the board for evaluation of adequacy and appropriateness of Code of Conduct Manual to adjust to be consistent with business operation, situation and in line with the criteria at the regulating work units.



## Revision History

### Business Code of Conduct

| No.   | Date      | Significant Aspect   | Reference  |
|-------|-----------|--|--|
| No. 1 | 10 Mar 15 | For consistency with operating situation of the Company and conformity to Good Business Code of Conduct Policy of the relevant external agencies | According to the resolution of the Board of Directors' Meeting No. 3/2015 on 10 Mar 15 |
| No. 2 | 21 Sep 16 | For consistency with work process of the Company in accordance with international standard   | According to the resolution of the Board of Directors' Meeting No. 9/2016 on 21 Sep 16 |