

**CORPORATE GOVERNANCE POLICY AND CODE OF CONDUCT****WORKPOINT ENTERTAINMENT PUBLIC COMPANY LIMITED****AND****AFFILIATED COMPANIES**

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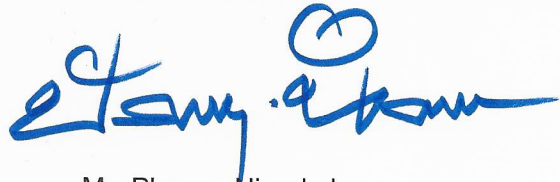
## 1. Message from Chairman

Dear Directors, Management, and All Employees,

Since the company is determined to adhere to the core principles of business operations in accordance with the corporate governance policy in accordance with the good corporate governance guidelines. Therefore, the Company has always adhered to the relevant announcements and stipulated by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

However, the Office of the Securities and Exchange Commission has revised certain contents and presentation sequence, and added new issues indicating more roles, duties, and responsibility of the Board of Directors. It has an expectation that such practice guideline would be further implemented by all listed companies in order to shift the good corporate governance standards. Therefore, this guideline shall be further applied by the Company, depending on its business aptitude, with prudence and precaution.

On behalf of the Board of Directors and Management, we hope that you all would comply with this corporate governance policy and code of conduct to arose confidence among all related stakeholders in every sector, which will initiate the sustainable business growth to the Company.



Mr. Phanya Nirunkul

Chairman



## 2. Vision, Mission, and Core Value

2.1 Vision : “To be a leading entertainment company in Southeast Asia to be driven by innovative ideas and morals”

2.2 Mission : “To create products under social responsibility as driven by distinctive innovations, develop the organization to meet continuous and sustainable excellence, provide entertainment services and encourage society-based learning, and develop its personnel under the organization culture overwhelmed by determination, constructive ideas, and morals”

### 2.3 Core Value:

W (Willingness)	=	Willingness in working
O (Organization Focus)	=	Organization focus
R (Reality)	=	Trust in facts and information
K (Knowledge Sharing)	=	Information and learning sharing
P (Passionate)	=	Determination in building success
O (Openness)	=	Be open-minded to changes
I (Innovation)	=	Be determined to create innovations
N (Nobel)	=	Have high moral standards
T (Teamwork)	=	Team-based working

## 3. Corporate Governance Policy

### 3.1 Roles of stakeholders

The Company adheres to the responsible business operation, and oversees it to ensure transparency, accuracy, clarity, and reliability by taking account of benefits and appropriateness in receiving any information, along with fairness to all groups of stakeholders. The Company also listens to any opinions or advice of each stakeholder, which is an important mechanism of promoting and developing the organization to achieve the economic, social, and environmental sustainability.



### 3.2 Disclosure of information and transparency

The Company places a guideline of disseminating both financial and non-financial information in accordance with requirements of the Stock Exchange of Thailand. Such information disseminated must be accurate, complete, timely, and transparent given via available channels of the Stock Exchange of Thailand and the Company's website. The information shall be disclosed in both Thai and English version, which is beneficial to shareholders, investors, and analysts. The Company's information is always revised and updated.

#### 3.2.1 Quality of financial statements

The Board of Directors of the Company shall supervise to ensure that the Company's financial statements prepared indicate the accurate and complete, essential, and transparent accounting information under generally accepted accounting standards while an appropriate accounting policy shall be applied and implemented regularly. Besides, the Board of Directors shall establish the efficient risk management system and internal control system, and appoint the Audit Committee to be responsible for the quality of financial statements and internal control system of the Company.

#### 3.2.2 Relationship with investors

The Company shall establish the Investor Relation Division to represent the Company in communicating with shareholders, institutional investors, investors, securities analysts, and general people. The Company's information shall be disseminated via several available channels, e.g., The Stock Exchange of Thailand, The Office of the Securities and Exchange Commission, media, e-mail, telephone, facsimile, and Company's website at [www.workpoint.co.th](http://www.workpoint.co.th) in both Thai and English languages. The investors may request for the Company's information via website at [www.workpoint.co.th](http://www.workpoint.co.th) or e-mail address: [ir@workpoint.co.th](mailto:ir@workpoint.co.th) or call at 02-833-2286.

#### 3.2.3 Disclosure channel of the Company for analysts

The Company shall provide a channel to communicate and disclose its corporate information in the form of analyst meeting to be held on the quarterly basis (this meeting may be cancelled if necessary) at Workpoint Entertainment Public Company Limited and/or KBANK Siam Pic-Ganesha Theatre to make the securities analysts acknowledge the operating performance and/or any significant information of the Company. The

Company's presentation in each analyst meeting is also posted on its website at [www.workpoint.co.th](http://www.workpoint.co.th).

### **3.3 Roles and responsibility of the Board of Directors**

#### **3.3.1 Performance evaluation**

The work performance evaluation of the board, executives, and every sub-committee shall be carried out to take account of their performance for further improvement and efficient working. The Company's operating results shall be considered in line with the Company's policies and strategies established for better work efficiency. Meanwhile, the Nomination and Remuneration Committee shall gather opinions relating to the Company's business operation to be submitted to the Board of Directors.

#### **3.3.2 Responsibility of the Board of Directors**

The Board of Directors has determination to operate the business under roles, duties, and responsibility in giving advice on the operating direction of the Company, and in monitoring the work performed by the Management. The Board shall perform duties under knowledge, abilities, transparency, and prudence. In this regard, every board member must hold qualifications as prescribed by the Public Limited Companies Act, B.E. 2535, together with the Code of Best Practice for Directors of Limited Companies regarding duties and responsibility of the Board of Directors. For instance, a director must comply with laws and regulations of the Company with integrity and accountability to shareholders; has intention to carry out the business continuously; has duty of defining business policies and operating direction of the Company; controls the management to ensure the efficient and proficient implementation of the established policies; and has responsibility to financial statements, and so on. In addition, the board meeting shall be convened regularly where meeting resolutions must be passed by not less than two-thirds of the total directors present at the meeting. The Audit Committee is also appointed to supervise the internal control system of the Company to ensure that the Company's operation would run transparently for maximum interest of the Company and its shareholders. The board shall involve the number and proportion of executive directors and independent directors as defined in the principles of good corporate governance for listed companies, which must be adequate to review



the Company's management, and ensure the efficient business supervision. Each board member shall serve not more than 3 years whereas one-thirds of directors who serve the longest shall leave their positions by rotation after the third year.

### 3.3.3 Orientation for new directors

Upon appointment of new directors, the Company shall prepare orientation documents and information beneficial to the Company's business operation, director's duties, company regulations, principles of good corporate governance for listed companies, as well as other operating details, etc., which shall be studied and used as their guideline in performing their duties. The orientation presentation also includes the nature of the Company's business, and other material information relating to its business operation, as well as power, duties, roles and responsibility of directors.

### 3.3.4 Development of directors

The Board of Directors intends to support knowledge of directors, executives, and employees related to the Company, and to promote and encourage them to attend various training programs or other activities to shift their knowledge and competency as arranged by Thai Institute of Directors, SEC, SET, Thai Listed Companies Association, Thai Investors Association, and other independent organizations in order that personnel of the Company at all levels engage maximum efficacy to perform their duties and work. In this regard, the Company Secretary shall regularly inform of training programs to the directors and executives of the Company.

### 3.3.5 Board meeting

At least 4 meetings of the Board of Directors shall be convened a year while any special meeting may be arranged such as half-year work planning, annual work planning, etc. The Chairman and Chief Financial Officer shall oversee and approve the meeting agenda items of each board meeting. Each director is permitted to propose his/her agenda items to the board meeting. In each board meeting, not less than half of the total board members in attendance shall make up a quorum under precise agenda items. Enclosures to each agenda item must be complete and adequate, and delivered to directors at least 7 days ahead of each meeting date to give them enough



time to study. The directors may ask additional information for their decisions on all agenda items from the Company Secretary.

The Company Secretary shall schedule the board meetings on the yearly basis in writing, which shall be notified to directors and all related persons ahead.

The Chairman shall promote the careful discretion in the board meeting, and allocate adequate time for the management's presentation and discussion about significant issues carefully and thoroughly. In this regard, the Board of Directors shall arrange a secretary to be in charge of preparing the meeting agenda items, preparing and delivering meeting notices, caring and preparing the board meetings, recording, and completing minutes of board meetings.

### 3.3.6 Sub-committees

To improve work efficiency and to drive the overall operation of the Company to attain the Company's objectives, the Board of Directors shall appoint sub-committees to consider and oversee the Company's operation prudently, which shall also be in line with the principles of good corporate governance.

#### 3.3.6.1 Audit Committee

The Audit Committee comprises at least 3 independent directors. Each member of the Audit Committee must hold full qualifications as prescribed by the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. The scope of duties of the Audit Committee is described as follows:

- 1) Review financial reports for accuracy and adequacy.
- 2) Review the internal control and internal audit of the Company to ensure suitability and efficiency; take account of independence of the Company's internal audit unit; and approve the appointment, transfer, and dismissal of the head of the internal audit unit or other units in charge of internal audit.
- 3) Review to ensure the Company's compliance with securities and exchange law, SET requirements, or other laws pertaining to the Company's operations.
- 4) Select, and appoint an independent person as an external auditor of the Company, and deliberate his/her compensation; and hold meetings with

- the external auditor in the absence of the management at least once a year.
- 5) Deliberate connected transactions or transactions with potential conflicts of interest to be compliance with laws or requirements of the SET to ensure sensible transactions and for maximum benefit to the Company.
  - 6) Prepare the Audit Committee's report, which shall be disclosed in the Company's annual report. This report must be signed by the Chairman of the Audit Committee, and indicates at least the following issues:
    - (a) opinion about accuracy, completeness, and reliability of financial statements of the Company;
    - (b) opinion about adequacy of the Company's internal control system;
    - (c) opinion about compliance with securities and exchange law, SET requirements, or other laws pertaining to the Company's business;
    - (d) opinion about suitability of the Company's external auditor;
    - (e) opinion about potential conflicts of interest;
    - (f) number of meetings of the Audit Committee, and meeting attendance by each member of the Audit Committee;
    - (g) opinion or remark received by the Audit Committee from performing duties under the Charter;
    - (h) other transactions which the shareholders and general investors should be aware of under responsibility assigned by the Board of Directors.
  - 7) Deliberate and propose the reappointment of the external auditor of the Company; and propose the audit fee by taking account of reliability, experience, and adequacy of resources and personnel of the audit firm.
  - 8) Perform any other actions to be assigned by the Board of Directors and to be agreed by the Audit Committee.

The Audit Committee shall serve not more than 3 years, but it may be re-appointed for another term as appropriate.



### 3.3.6.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of at least 3 directors in charge of revising the Company's corporate structure and nature of business operation regularly. The scope of duties of the Nomination and Remuneration Committee is described below.

#### Nomination Committee

- 1) Deliberate the structure, composition, and qualifications of committees and sub-committees.
- 2) Deliberate, seek for, and select qualified experts for committees or sub-committees in case of vacancies; and nominate them to the Board of Directors and/or shareholders' meeting for appointment.
- 3) Perform any other actions as assigned by the Board of Directors in respect with the nomination.

#### Remuneration

- 1) Deliberate compensation for the Board of Directors and sub-committees, which includes the meeting allowance or other benefits, either financial or non-financial benefits, before proposing it to the Board of Directors and/or shareholders' meeting for approval.
- 2) Perform any other actions to be assigned by the Board of Directors in respect with the compensation

### 3.3.7 Nomination and appointment of directors

The Company's directors shall be appointed by the annual general meeting of shareholders. In every annual general meeting of shareholders, one-thirds of total board members shall leave the board. If this number is not a multiple of three, the number closest to one-thirds must be adopted. The directors who leave their positions by rotation shall be those who serve the longest, and they can be re-elected.

The Nomination Committee shall select the qualified persons to be appointed the directors. For the selection criteria, the Nomination Committee shall select the qualified candidates who have knowledge, skills, experience, and vision that can benefit the Company's business while their qualifications must be in conformity with Section 68 of



the Public Limited Companies Act, B.E. 2535 and related rules and regulations as prescribed by the Securities and Exchange Committee. The appointment of such qualified candidates shall be submitted to the shareholders' meeting for approval. The appointment criteria are as follows:

- 1) Each share held by a shareholder carries one vote.
- 2) Each shareholder may exercise all of his or her right to vote for a director or group of directors, but cannot spilt his or her right to vote.
- 3) Nominated directors with the highest votes must be appointed, beginning from the top votes to the least votes, depending on the number of directors required at such shareholders' meeting. If more than one nominated director has the same vote count, the Chairman of such shareholders' meeting in question shall cast the decisive vote.

In case of director vacancy other than term completion, the Board must select a person holding qualifications with no prohibited characteristics as prescribed by the Public Limited Companies Act to serve as one at the next board meeting, except when the remaining term is shorter than two months. Substituting directors can remain in office only for the remaining period. Any resolution of the Board requires at least three-fourths of the remaining directors.

#### **4. Business Code of Conduct**

##### **4.1 Responsibility to shareholders**

###### **4.1.1 Rights of shareholders**

The Company focuses on and values its shareholders, and grants rights to shareholders equitably, that is, the Company has policy of giving its information accurately via the shareholders' meeting of the Company to be held at least once a year; every shareholder holds rights in receiving the dividend payment, in sharing his or her opinions or advice, and in making decision on any significant changes of the Company. The Company always facilitates all shareholders equitably. The date, time and venue of every meeting of shareholders shall be scheduled and notified in advance by a written notice. All shareholders shall be informed of documents to be presented before the shareholders' meeting. Their parking area shall be reserved, together with the shuttle service, snack and beverage for all shareholders on the meeting date. The Company also facilitates some shareholders who are unable to be present at the meeting, that is, they could authorize an individual person or an

independent director of the Company to vote on their behalf. The Company permits and encourages every shareholder to raise questions or share his or her opinions in the meeting equitably. The Company also encourages its directors to attend the shareholders' meeting, especially the Chairman of the Board of Directors, to clarify doubtful issues to the meeting. To enhance the transparent, efficient, and verifiable meeting, the Company shall use voting ballots in every agenda while the barcode system is used for vote counting in each shareholders' meeting. The vote outcome shall be also disclosed in the minutes of the shareholders' meeting. In addition, the Company allows the shareholders to receive its information via the website ([www.workpoint.co.th](http://www.workpoint.co.th)) to make decisions on voting. Moreover, the Company refrains to take any actions that may limit the shareholders' chance to study the Company's information. For any inquiries, the shareholders may contact the Investor Relations (IR) Unit of the Company at 0-2833-2286 or E-mail: [ir@workpoint.co.th](mailto:ir@workpoint.co.th).

#### 4.1.2 Fair treatment of shareholders

The Company facilitates and treats every shareholder equitably in checking and sharing opinions about the Company's operation. The Company shall abide by all of its regulations, and add some alternatives to the shareholders. For shareholders unable to attend the meeting, the proxy form shall be delivered in order that they will be able to authorize an independent director, a member of the Audit Committee, or an attorney-in-fact to attend the meeting and vote on their behalf. The Company shall prevent any of its directors, executives, and employees to exploit the inside information to seek benefits for themselves or other persons (abusive self-dealing) such as insider trading, disclosure of inside information to persons related to the Company's directors and executives, which may cause damage to the shareholders as a whole. Details about this matter are disclosed in the title of use of inside information.

In this regard, each director and top management of the Company must report his or her trading of the Company's shares to the Company and the Office of the Securities and Exchange Commission via Form 59-2: Changes in Securities Holding.



#### **4.2 Responsibility to customers**

The Company aims to operate the business to serve customers and consumers who desire a variety. The Company cares for business ethics and morality when delivering products and services with quality, fair price, and in line with terms agreed with customers. The customers' business information and secret shall be kept confidential and not be used deceitfully. Besides, the Company's customers may raise their opinions or comments; meanwhile, the Company is pleased to solve their problems so that their demands are responded properly.

#### **4.3 Responsibility to suppliers and creditors**

The Company is determined and pays attention to its suppliers and/or creditors by supporting and complying with any terms and conditions of contracts or agreements strictly and equitably based on fair competition, retention of sustainable relationship, no exploitation of contract parties, and no deceitful request or acceptance of properties or any other benefits from suppliers and/or creditors. Upon failure to comply with those contract terms and conditions, or occurrence of deceitful acts, all related operations shall be suspended, and such event shall be disclosed to all related suppliers and/or creditors to solve it together and to prevent any subsequent damage.

#### **4.4 Responsibility to trading competitors**

The Company operates the business under good and fair competition. It adheres to the business code of conduct, morality, and ethics in treating every business competitor fairly. The Company shall not use any dishonest means to acquire confidential information of business competitors for its business benefits, nor defame any business competitors by blaming, slandering, or attacking them. Business competitors deem an important part driving the Company to create better and product and service.

#### **4.5 Responsibility to society**

Except the main business operation, the Company intends to develop and promote social activities by cultivating awareness of community and social responsibility in its employees at all levels, carrying out social and community activities, saving energy for most cost-effective utilization, and complying with all related laws and rules.



#### **4.6 Responsibility to employees**

The Company promotes the development of knowledge and abilities of all employees at all levels consistently and equitably. To elaborate, the Company offers compensation and welfare to all employees fairly and appropriately; establishes the provident fund for employee benefits; treats employees as prescribed by requirements of labor law and employee welfare; paying respect to personal rights and duties; and cares for good working environment for health and safety for employees' life and properties.

#### **4.7 Conflicts of interest**

This deems a critical policy of the Company prohibiting all of its directors, executives, and employees to exploit their status to seek for private gains. One best practice for directors, executives, and employees of the Company is to avoid entering into any connected transactions possibly causing conflicts of interest with the Company. In case of entering into any necessary transactions for the Company's benefits, the Board of Directors must abide by criteria defined by the Stock Exchange of Thailand, and completely disclose such connected transactions in the Company's Annual Report (Form 56-2), and Annual Registration Statement (Form 56-1).

#### **4.8 Use of inside information**

The Company shall control its personnel not to disclose its inside information to third parties, and to exploit it for personal gains and securities trading. The Company places the policy and procedure of using inside information as follows:

Educate all directors and executives about their duties to report securities held by themselves, their spouse, and minor child, and about penalties prescribed by the Securities and Exchange Act, B.E. 2535, and requirements of the Stock Exchange of Thailand.

- 1) Impose that the Company's executives report any changes of their securities holding to the Office of the Securities and Exchange Commission, and submit a copy of such report to the Company on the same date it is submitted to the Office of the Securities and Exchange Commission.
- 2) Send the circular notice to inform all executives that any of them who are aware of inside information which is so significant and takes effect to the securities price must suspend their trading of the Company's securities for 1 month before

disclosing the Company's financial statements or inside information to the public, and the material information shall not be disclosed to the third parties.

#### **4.9 Protection of properties and business confidentiality**

The Company defines that its directors, executives, and employees at all levels have duties and responsibility in caring for the use of properties belonged to the Group of Companies as well as equitable rights in intellectual properties of other persons by not violating or exploiting them deceitfully for benefits, except consent from owners or persons holding rights in those properties or intellectual properties.

In respect with confidentiality, the Company defines that its directors, executives, and employees at all levels have duty of keeping information under their responsibility or possession confidential, or of disclosing it to particular persons on the need-to-know basis only. In addition, they must keep information that is significant and has not yet been disclosed to the public confidential to prevent any potential conflicts of interest, and to build confidence, fairness and transparency of the organization.

#### **4.10 Compliance with laws, rules, and obligations**

The Company emphasizes that its directors, executives, and employees at all levels must perform duties honestly and transparently in conformity with all related laws and regulations. They must also comply with anti-corruption measures established by the Stock Exchange of Thailand stringently. They must not claim, receive, or take any actions possibly causing corruption. They shall neither conspire to help, support, or act which shall break or violate laws, rules, obligations and measure on anti-corruption.

#### **4.11 Supervision of business operations of affiliated companies**

The Company places the management policy for its subsidiaries by appointing its representatives, who are the directors or executives of the Company, to be the directors or executives in those subsidiaries in order that they would be involved in controlling and formulating their management policy.



#### **4.12 Connected transactions of the Group**

The Company places the policy of entering into connected transactions in the Group of Companies by adhering to the compliance with law, and best practice in accordance with the principles of good corporate governance. The principles, procedure, and power of approving every transaction shall be considered based on maximum benefits of the Company as if they are normally made with the third parties. This shall imply the Company's transparent disclosure of information, and responsibility to its stakeholders.

### **5. Code of Conduct for Employee**

#### **5.1 Compliance with laws and rules and regulations of the Company**

Every employee must comply with laws, and perform duties in line with the business code of conduct as described below.

##### Laws and rules and regulations of the Company

- 1) The Company's employees must ensure the understanding of laws pertaining to their direct duties and responsibility attentively, and comply with them strictly. For any doubts, they must consult with the Law Office, and must not proceed up to their personal understanding without accurate advice.
- 2) The Company's employees must perform duties with integrity and honestly based on fair benefits of the Company despite legal vulnerability or flaws of the Company's regulations and instructions.

##### Laws on securities and disclosure of inside information

- 1) The Company's employees must stringently comply with requirements of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, Capital Market Supervisory Board, and other related laws; meanwhile, the disclosure of information to shareholders and/or public must be fair.
- 2) The Company's employees must neither disclose information not yet publicly known, nor trade securities of the Company or other companies they have been involved when they are aware of some undisclosed information. They must not use inside information undisclosed to the public or general shareholders for their personal securities trading, which shall be deemed the Company's misconduct.



- 3) The disclosure of information which shall take effect to the Company's business and share price must be approved by the Group CEO, who will carry out or assign anyone to be responsible for such disclosure.
- 4) The Investor Relations Unit is in charge of providing information to the public and general investors. The working unit possessing such information has duty of supporting it only.

### 5.2 Self-practice

- 1) Behave by adhering to integrity, honesty, and equity; have the code of conduct in doing business.
- 2) Perform duties with responsibility, prudence, contributions of energy and thought in working whereas the Company's interest shall be the first priority.
- 3) Perform duties diligently, and try to seek ways for work development and improvement.
- 4) Be self-honor to be socially accepted.
- 5) Have discipline, and behave in conformity with the Company's rules and regulations, core value, and good tradition, whether prescribed in writing or not.
- 6) Avoid any actions possibly harming the Company's reputation and image, or causing any problems to the Company later.
- 7) Not to use the Company's working hours for other jobs or personal gains, which may block full contributions to the Company's work.

### 5.3 Interest and Conflicts of Interest

The Company's employees must perform their work by mainly taking account of the Company's benefits without personal demand and influence by their intimate persons. Every employee must always consider whether or not he or she has any interest or conflicts of interest in working. If yes, he or she must suspend such work, and let another person to replace him or her to avoid the blame for conflicts of interest, wrong exercise of power for personal gains, and damage to the Company. Therefore, every employee of the Company must strictly abide by preventive measures to conflicts of interest, and disclosure of interest defined by the Company as per the following details:

- 1) The Company's employees are prohibited to wield influence or power vested in them to engage in transactions between them and the Company, limited partnership, or juristic person whose shares held by them or every related person in

their family, except their interest has been disclosed already and they get specific permission, or they are approved in principle.

- 2) The Company's employees or related persons in their family are able to enter into transactions under general trading terms and conditions without their influence whereas the business agreement is made under the same and normal course of business between general supplies and the Company or subsidiaries.
- 3) It is impractical to issue an order which is beneficial to the officer who issues it.
- 4) For an agenda item that any meeting members may have an interest, they must leave the meeting for the agenda item in question in order that other meeting members will consider, analyze, and comment without any influence from those employees with conflicts of interest.
- 5) The Board of Directors and executives must take account of conflicts of interest, which relate to the connected transactions between the Company, subsidiaries, and joint ventures with prudence, integrity, rationality, and independence based on morality and concerns about the Company's maximum interest.
- 6) Every employee of the Company must prepare a report disclosing any doubtful transactions that he/she or his/her relative may have a conflict of interest against the Company's interest whenever such transaction is found. The report must be prepared based on the form provided before being declared to his/her supervisor, and being submitted to all related sections.
- 7) The directors, executives, and auditor of the Company must report their interest relating to the management of the Company, subsidiaries, and joint ventures, and the Company's securities held by them or other related persons in accordance with law on securities and exchange.
- 8) The engagement of new employees associated with any officers of the Company must be transparent and fair for other candidates who have the same qualifications. The Company's officers must not intervene or exercise influence to help any persons related to them be engaged by the Company.

#### **5.4 Confidentiality, retention of information, and inside information**

Confidential information is not the public information; if it is disclosed to the public or falls into the competitor's hands, this will cause the adverse impact to the Company. This



also includes all types of information that the suppliers and customers give trust to the Company. The Company has duty of keeping such information confidential, which may be disclosed to persons on the need-to-know basis. Therefore, the employees who care for or hold such confidential information must safeguard it strictly. The Company's employees must abide by the following measures:

- 1) Every employee of the Company must maintain confidentiality for confidential information he/she keeps so that it will not leak to third parties as well as the Company's employees who are not involved in it.
- 2) Even after retirement, resignation, or termination of working with the Company, every employee must keep the Company's information confidential, and not disclose it whatsoever.
- 3) Every employee must not disclose customers' secret to other employees of the Company and third parties who are not unrelated, except such disclosure may be required by law for the purpose of prosecution or it is approved by the Board of Directors.
- 4) Every employee must not disclose any inside information he/she has known from performing his/her duty to third parties, or exploit it deceitfully, or to harm the Company's benefits.
- 5) Disclosure of information must be done by the Company's officers in charge only, not by general ones. If any employees are requested to disclose the information beyond his/her duty, he/she must advise the inquirer to contact the officer in charge of information disclosure to ensure that the information distributed is accurate and coherent.

#### **5.5 Receipt and offering of gifts, properties or other benefits**

The conventional receipt and offering, and morality are the normal course to be done by the Company's employees to show gratitude and care. However, any inappropriate offering and receipt of gifts, properties, and other benefits may cause the embarrassment later, which possibly influence decisions in performing duties, and harm the Company's interest finally. Therefore, the Company's employees should implement as follows:

##### Bribery

- 1) The Company's executives and employees are prohibited to demand or receive any interest or properties which induce them not to perform or to perform their duties dishonestly, or impair the righteous benefits of the Company.
- 2) The employees should omit to propose or offer any benefits or properties to third parties in order to induce them not to act or to act any illegal or deceitful actions.

Gift or Business Entertainment

- 1) The employees should avoid offering or receiving any stuff or benefits from the suppliers or persons related to the Company's business except in any festival or tradition under a reasonable price. The receiver should consider and ask for advice from his/her supervisor as appropriate.
- 2) The employees must not receive or offer gifts or souvenirs in forms of cash, cheque, bond, share, gold, jewelry, real property or the like.
- 3) The employees should avoid giving or receiving the banquet provided unreasonably and beyond the normal course of business from any other persons whose businesses deal with the Company's work.

**5.6 Property protection and use of information technology and communications**

Properties of the Company refer to the movable property, immovable property, technology, technical knowledge, information, right, patent, petty patent, copyright, trademark, trade secret or business operation procedure that are confidential, as well as any resources of the Company or in which the Company holds rights, and other works deriving from performing duties, except in case where the Company gives an explicit consent that such works shall belong to the creator, inventor, researcher or others.

The Company encourages its employees to conduct the research, to write books or textbooks, to make the creative media, public relation media, writing and literature to be disseminated inside and outside the Company in order that their operations are smooth and beneficial to the Company, to promote education, and to publicize the Company's activities. The employees must utilize the information technology and communications of the Company to communicate with the outsiders for its interest, but such utilization must be cautious and careful, and respect to copyrights of intellectual property owners. The Company's employees must implement as follows:



- 1) The employees shall have duty of keeping any trade secret, trade secret formulae or other secret business operation procedure confidential, which must not leak out under no circumstances.
- 2) The employees have duty and responsibility in using the Company's properties cost-effectively for its maximum benefit, and in taking care of them properly to prevent some damage or loss. The Company's properties shall not be used for personal or others' gains, or be distributed without consent.
- 3) Information and business documents deem the significant property of the Company; each working unit must determine the length of document storage, and secret data classification. Those documents must be kept completely and accurately, checkable, not be intruded or disclosed to anyone, except a written approval by an authorized person.
- 4) The employees shall prepare all business, accounting, and financial documents as well as reports to be submitted to government authorities and other persons cautiously and honestly, and such documents must be recorded in line with the Company's accounting approach and established standards.
- 5) The employees shall not reproduce, modify any intellectual properties of the Company, or take any actions for personal or others' gains without consent from the Company.
- 6) The employees must honor, and not infringe other people's intellectual properties. Whenever knowing an action that has infringed or may infringe the intellectual property, they must report it to the person who has power to make decisions on such matter.
- 7) The employees shall have duty of cooperating and helping for the assertion of rights, or for the request to protect rights in intellectual properties belonged to the Company.
- 8) The employees must carefully verify the information under rights of third parties received or to be used later to minimize the risk of violating intellectual properties belonged to other people.
- 9) The employees shall have duty of reporting their supervisors whenever detecting any actions that infringe the rights, possibly lead to the infringement, or possibly cause the dispute relating to intellectual properties of the Company.

- 10) The employees must not take any actions which may interfere the computer and internet system of other people in the office, nor use the Company's computer system to spread any information that may go against morality, tradition and custom or law, e.g., reputation and asset impairment, existence of obscene media, forwarding of disturbing or annoying mails or others that aim at advertising products or services beyond the Company's ones, and deliver of spam mail, etc.
- 11) The employees must perform their work by using copyrighted computer programs. If working on a computer outside the office, the employees must verify the program copyright and consult with their supervisors first. It is absolutely prohibited to install and use any illegal computer software in the Company.
- 12) Every employee must keep his/her password confidential, and not disclose it to anyone to prevent others from gaining access to his/her password, and must not search the web for unfamiliar sites that could harm the Company's computer system.
- 13) In case the Company's personnel ask permission to let any associate workers or employees of contractors or suppliers of the Company use the Company's information system, the personnel requesting for such permission must strictly control their use, and must be responsible for all damage to be suffered by the Company from using it.

#### **5.7 Exercise of political rights**

The Company's policy is politically neutral, with no attention to political parties, political groups, or politicians. The Company's personnel should have the following practice:

- 1) All executives and employees must exercise their political rights as good citizens under the Constitution and laws.
- 2) The employees are prohibited to give, either directly or indirectly, assets or resources of the Company for benefits of a political party or a political group.
- 3) The employees should avoid acting as a director of a political party, a representative of a political party in public activities, or a member of a local administrative organization, e.g., Provincial Administrative Organization (PAO), Tambon Administrative Organization (TAO), etc., or they should not present, by no means, to



make others understand that the Company may be involved in, support, or pay attention to politics or any particular political party.

## 5.8 Complaints

### 5.8.1 Submission of complaints

If the employees detect dubious actions likely to violate or not to abide by the business code of conduct defined by the Company, they may submit their suspicion, or report it to the responsible persons as follows:

- 1) Supervisors at all levels they have trusted for;
- 2) The Audit Committee through the Internal Audit Office; or
- 3) Other working units or channels defined by the Company

### 5.8.2 Investigation procedure after receipt of complaints

#### 1) Fact gathering

The complaint receiver shall gather all facts relating to such violation or non-compliance with the code of conduct by himself/herself, or assign the Human Resource Department or other working unit performing the same duty, but named differently, to carry out the case.

#### 2) Information processing and screening

The complaint receiver shall process and screen the information before taking account of an appropriate procedure and method for each case. The complaint receiver may handle the case by himself/herself or assign the Human Resource Department or other working unit performing the same duty, but named differently, to process and screen the information, or assign the group chief executive Officer, GROUP CEO and/or Audit Committee shall be appointed by Board of Directors case by case.

#### 3) Operating measures

The complaint receiver shall propose the operating measure to stop the violation or non-compliance with the code of conduct, and to mitigate damage for persons affected by taking account of overall damage.

#### 4) Investigation report

The complaint receiver shall report the investigation result to all related persons. For any significant cases, they must be reported to the Group

CEO and/or the Audit Committee and/or the Board of Directors, as the case may be.

### 5.8.3 Protection measures for appellants or other persons giving cooperation

The appellants or cooperators in the investigation shall be protected under the following criteria:

1) An appellant or person giving cooperation in verifying facts may decide not to identify himself/herself if he/she considers that his/her identification may make him/her unsafe or suffer damage. However, his/her identification will help the Company report the progress and facts, and to remedy him/her more conveniently and quicker,

2) The Company shall not disclose the name, surname, address, photo or any other information that can identify the appellant. Then, the Company shall carry out the investigation whether such complaint is true or not.

3) The complaint receiver must keep all related information confidential, and disclose it as necessary by taking account of safety and damage of the appellant or persons giving cooperation in the investigation, sources of information, or related persons.

4) In case that the appellant and person giving cooperation in the investigation consider that he/she may be unsafe or suffer damage, he/she may request the Company to place certain protection measures as appropriate, or the Company may place the protection measures for the appellant or person giving cooperation without their request if it considers that the damage or unsafe event may occur.

5) The affected persons shall be justly remedied by an appropriate and fair process.

## 6. Retention of the Code of Conduct

### 6.1 Persons with duty of complying with the code of conduct

The personnel have duty to comply with the code of conduct with good understanding, acceptance and faith. They must be careful and avoid the ethical violation by behaving as prototypes, and complying with this business code of conduct strictly.



Ethical violation or non-compliance with the code of conduct or rules of the Company shall receive disciplinary punishment as defined in “Company’s Work Regulations”.

## **6.2 Advice on the Code of Conduct**

- 1) Ensure understanding the contents indicated in this business code of conduct.
- 2) Learn contents relating to duties and responsibility of oneself.
- 3) Review knowledge and understanding of contents contained in this code of conduct regularly.
- 4) Give knowledge and understanding to other persons who must perform duties with the Company or may impact the Company.
- 5) For any doubts or inquiries about the practice based on the code of conduct, the employees must consult with their supervisors and/or Human Resource Department and/or persons assigned by the Company to be in charge of monitoring the compliance with the code of conduct.
- 6) Report supervisors or responsible persons if detecting any ethical violation or non-compliance.
- 7) Give cooperation to the working unit or person assigned in verifying facts.
- 8) Supervisors at all levels must be the leaders to comply with the code of conduct, and promote the workplace environment to make all employees and related persons understand that the compliance with the code of conduct is right and must be strict, and they cannot claim that they are not aware of the practice guideline set out in this code of conduct.

## **6.3 Ethical violation actions**

Every employee has duty to comply with and encourage others to abide by the code of conduct. However, the following actions deem the ethical violation:

- 1) Not follow the ethical and moral practice.
- 2) Advise, promote, encourage the ethical and moral violation.
- 3) Ignore when detecting the violation or non-compliance with the code of conduct for the case that has been known or should know as it deals with the employees’ responsible work.
- 4) Not coordinate with or hinder an investigation of the violation or non-compliance.

- 5) Treat unfairly to other persons because they report any non-compliance with the code of conduct. Persons who commit the ethical violation must receive disciplinary punishment as defined by the Company, or they may also receive other legal penalties if such violation is the legal offence.

#### **6.4 Persons in charge of overseeing and promoting the compliance with the code of conduct**

##### **6.4.1 Board of Directors and management at all levels**

The Board of Directors shall have duty of preparing the Code of Conduct Manual, and revise it regularly as appropriate.

##### **6.4.2 Management at all levels shall have the following duties:**

- (1) Promote the compliance with the code of conduct, and behave as prototypes.
- (2) Transfer the implementation policy, and listen to opinions openly about the compliance with the code of conduct.
- (3) Coach the employees to have responsibility, and provide the management system relevant to legal requirements and rules and regulations of the Company.
- (4) Supervise to ensure that the operation of each department shall comply with all related rules and regulations.

##### **6.4.3 Human Resource Department**

Has duty of informing the employees of their duty to comply with the code of conduct.

##### **6.4.4 Internal Audit Office**

Has duty of reviewing the initial information if there are reasonable grounds that the violation of rules and ethics may occur before reporting it to the audit committee and group chief executive officer of GROUP CEO.

### **7. Whistleblowing and complaints by third parties**

The Company shall have a working unit responsible for whistleblowing or reports of any malpractice, violation of law, and doubts in financial statements that may violate stakeholders' rights, which shall be submitted to the following channels:

By mail: Workpoint Entertainment Public Company Limited, 99 Moo 2, Tambon Bang Poon, Muang Pathum Thani District, Pathum Thani 12000, and by telephone at 02-833-2000.



After receiving a whistleblower or complaint relevant agencies would gather all facts. and investigate the information received before reporting it to the Company's Top Management and/or the Audit Committee as the case may be. The Company pays attention to the protection of whistleblowers and complainants; therefore, all information given by them would be kept confidential, and not be disclosed to any persons unrelated to such matters, except such disclosure is required by law.