

**Policy and Code of Conduct of**  
**JWD InfoLogistics Co., Ltd., (“The Company”)**

**1. Policy**

The company has a policy to support morality and ethics as well as lucidity by focusing on business ethics in all aspects, and to perform it according to the principles of business management that will lead to a good governance organization.

The company has set "Business Ethics" manual to be used as the best practice for directors, executives and employees to conduct business fairly towards stakeholders, both internal and external organization, including the treatment to the stakeholders such as employees, shareholders, customers, suppliers / creditors, competitors, and overall society to conduct business fairly together in order to build stability and the growth continuously and sustainably for the organization and shareholders.

**2. Legal Practice**

The company has the policy to conduct the business under the framework of laws and regulations to manage company business strictly.

**3. Policy and Code of Conduct of the company consist of**

**3.1 To behave as per regulations, rules, notifications, and orders of the company**

Business ethics is the additional part from rules and regulations, notifications and orders of the company. If any details in rules and regulations, notifications and orders of the company conflicts with business ethics, the details in this business ethics shall be used instead.

Employees at all levels shall abide by rules and regulations, notifications and orders of supervisors, which means

3.1.1 Shall support policy and comply with rules and regulations, orders, agreements, notifications, or circular notices of the company that is declared to all employees to comply strictly.

3.1.2 Shall perform duty with honesty and fairness as well as reporting incidents that may cause damage to reputation and asset of the company.

3.1.3 Shall be polite, honor, and respect all colleagues.

- 3.1.4 Shall perform duty with intention, diligence, and maintain regulations and good governance of the company as a good model for general employees in order to lead the company to the progress and fair trial.
- 3.1.5 Shall maintain benefits and confidential of the company, customer, or any related entity that the company has no will to reveal strictly. The news publication related to financial business and personnel of the company shall be performed in accordance with the appropriate permission only. Moreover, it shall be performed efficiently and carefully. Therefore, for all periods as an employee of the company and after resign from the company, all employees agree to keep information of the company confidentially. If there are any disclosures or data delivering to third party other than performing works for the company, the employee agrees to pay for the compensation for the company on damages with actual rate.
- 3.1.6 Should be careful and protect company assets from damages or loss whether from individuals or from any disaster with full effort. Do not bring anything whether equipment or property of the company to use for private interests or interests of others who are not related to the business operation of the company.
- 3.1.7 Manage work with ethics and morality, including promotion of morality and ethics at all levels of the company as well as monitoring and managing of interest that may arise in the company.
- 3.1.8 Need to control subordinates closely with fair and without prejudice.
- 3.1.9 Ready to work as a team and listen to opinions of others.
- 3.1.10 Must comply and support as well as help to control subordinate staff in order to comply with disciplines, regulations, and requirements of the company to use computer system, computer information, and computer traffic data strictly to use computer of the company as per copyright law or other related laws as well as preventing damages to the reputation and image of the company.

### **3.2 Prohibition of practice**

All employees should not act or refrain from acting in a way that will lead to the deterioration of the reputation of the company and their own reputation, which means

- 3.2.1 The use of working time to do other works or for personal advantage

- 3.2.2 Operate the same condition of business, and it is deemed as the competition with the company whether it is for personal benefits or others, or being a shareholder who has overwhelming power management that can provide bad effect to the company directly or indirectly.
- 3.2.3 Behave in a way that could provide bad reputation to the working position and honor of the company.
- 3.2.4 Inform or provide false statement as well as concealing facts that should be informed to the company.
- 3.2.5 Perform works slovenly, and to perform any actions which are inappropriate with his or her duty in order to perform works successfully, accurately, and honestly.
- 3.2.6 Conceal or distort the truth in order to derive the benefit of themselves or others which cause damages to the company directly or indirectly.
- 3.2.7 Interfere or take any actions which are counted as obstacles on the work performance of the authorized person of the company, or providing wrongful or unethical orders to employees.
- 3.2.8 Falsification related to Civil and Commercial Law and Criminal Law which resulting in causing damages to themselves or others whether it is made by intention or not.
- 3.2.9 Disclose wages or salaries, salary increasing rate of himself or herself, or salary increasing rates of others whether it is made by intention or not.
- 3.2.10 Accept or agree to accept property or other benefits from vendors, customers, suppliers, competitors or any other person that operate company or the welcoming party that is deemed to appropriate, except customary gifts or any usual entertainment, or expenses to promote business as per commercial reputation as traditional exchange. If such things cost more than 3,000 Baht, it must be notified to the supervisor from manager level immediately.
- 3.2.11 Bribery, whether directly or through a third party and / or used improper authority to state representatives, customers, or partners in contrary to the company policy.
- 3.2.12 Modify, cut, or amend record or data to change or distort work performance and record false accounting details with intention of any purposes.
- 3.2.13 Pay money or manage a business with intention or with the understanding that it is a part of the payment or to manage such business with other purposes rather than purpose specified in the document for payment or business management.

- 3.2.14 The person is insolvent, or is assumed to be insolvent by law.
- 3.2.15 Do not maintain the intellectual property of the company or assets that the company obtained from the duty of employees.
- 3.2.16 Counterfeit products and intellectual property rights of others.
- 3.2.17 Any actions which is seek to benefit themselves or others wrongfully.
- 3.2.18 The non-procurement agency shall support vendor or partner (If there is a need to support for the benefit of the company, the agencies shall discuss with procurement departments to take responsibility on it. However, joint marketing activities shall be responsible by Marketing and Business Development).
- 3.2.19 Committing an act of omission or providing any comfortable to any person who is seeking for the benefits or accessing and interfering computer system and computer traffic information system of the company wrongfully with intention or support and agree to make such false action happens to their service provider as per computer law, copyright law or any related laws without permission from the company.

#### **4. Conflict of benefits**

##### **4.1 Conflict of benefits**

The company has a policy not to allow directors, executives and employees to take opportunity as he directors, executives or employees to seek benefits for personal interests, so it is defining as the guidelines below.

- (1) All employees, whether they are in any positions or levels with any duties (including direct family members), shall avoid transactions which may have conflict of interest between the interests of their direct or indirect interests with the benefits of the company.
- (2) In case that it is necessary to do so, for the benefits of the company, such performance shall be the transaction made with a third party with trade agreements in the same way that a reasonable person ought to be done with the general contractor with the bargaining power of trade that is free from the influence of the executive directors or related parties, and such person cannot participate in the consideration of such matters, including the failure to attend the meeting of such matters.

(3) If it is a connected transaction under the Notification of the Capital Market Supervisory Board, and the notification of the stock market, it must be complied with the rules, procedures and, disclosure of connected transactions under the rules relating thereto.

(4) In the case that directors, executives and employees enter as managing partners or being consultants in other organizations, such position shall not be conflicted with the benefits of the company or to provide benefits to organizations that such person is serving, including the conflict of the direct work performance for the company.

(5) By considering on the existing list where the conflict of interest may occur between shareholders, directors, executives and other persons who may have a conflict, they shall abide by the policy of the transaction as well as the transaction between the companies subsidiaries, directors, executives or individuals who are involved.

(6) Directors and executives who are stakeholders of the business whether directly or indirectly shall be obliged to report the interest as soon as the transaction takes place. In order to ensure that it has to be checked regularly, so the company secretary must have a duty to survey lists with interest or no interest annually and report to the Audit Committee and the Board of Directors.

(7) For the purpose of monitoring the interests of the directors and executives of the company as well as related person, such person shall report their shareholdings as required by the SEC and send a copy to the company secretary every time that it has any changes in order that the company secretary will report to the board of the company later on.

#### **4.2 The use of internal information and the storage of confidential information**

(1) Do not take chances or information obtained from a director, executive or employee for personal benefits or to other benefits that make business to compete with the company and / or related businesses.

(2) It is prohibited directors, executives and employees from using company internal data or provide internal data to others for the purpose of purchasing or selling securities of the company for their own sake, or to persuade others to buy or sell shares or other securities (if any) of the company, whether directly or indirectly whether such an action is done to benefit themselves or others. And, it is prohibit to disclose such facts to others whether they gain benefits to themselves or not. For a person who knows internal data significantly

that shall take effect on the change of security trading of the company, such person shall not trade securities for 30 days prior to the disclosure of financial statements or to publish financial status as well as status of the company to the public, including the prohibition to disclose significant information to others.

(3) It is prohibited to use the information of the company to refer to third parties for personal gain.

(4) It is prohibited to disclose confidential information related to the business of the company to outsiders, especially for competitors even though such person is not an executive or employee of the company at that time.

(5) To maintain confidential information of the organization in order not to disclose it to unauthorized personnel as it may cause damage to the organization or stakeholders; unless, the case occurs by law.

Thus, the use of internal information shall be in accordance with the policy of using internal information of the company that is needed to be approved by the Board of Directors.

## **5. Disciplinary procedures**

5.1 Non-serious violations: an employee will receive a warning letter in a written consent defining the nature of the violation, including grounds as major of such violation by providing opportunity for the employee to rebut such allegations against the supervisors. If it cannot be solved, such topic shall be proposed to the Senior Director of Human Resources / Administration for consideration and decision. The judgment provided by the Senior Director of Human Resources / Administration deems as final. If there is a second violation, or such employee did not improve himself or herself for such violation since the receiving of warning letter during the first violation, such employee shall be punished by using strict disciplinary procedure, and it may lead to the contract termination.

5.2 The serious violations, including violations as follows: the bribes giving or receiving, fraud, disclosure of confidential information, or violate the intellectual property of the company to third parties, and to perform any action that cause the deterioration of reputation as well as concealing or failing to report information, discussing, or providing any important documents to supervisor: the company may consider the termination without paying compensation and without issuing a warning letter in a written consent.

Please be informed accordingly,

Announced on 30<sup>th</sup> April, 2014

(Mr. Charvanin Bunditkitsada)

Chief Executive Officer

On behalf of the Board of Directors of JWD InfoLogistics Co., Ltd.