





## Message From the Chairman

For all these times that the Company has operated under the principle of good corporate governance, with the emphasis on fair operating practices in order to create business growth and the value added for the Organization and for all stakeholders, the Company is fully aware that the honest and ethical cooperation of the Directors, Managers and all staff members is the key factor for leading the Company on the road to success. Therefore, the Company has provided the 'Code of Ethics' which demonstrates the desired behaviors at work, so that all members may use it as work guidelines and understand the good practice which belong to the same standard.



The Company hopes that the Directors, Managers and all members of staff will acknowledge and uphold this code of ethics as a guideline when working, so that we may further improve our Organization to sustainable future together.

Mr. Masami Katsumoto

Chairman of the Board of Directorand

Sanko Diecasting (Thailand) Public Company Limited.

May 2017

(Revise : 1<sup>st</sup>)



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## 1. Definition

<b><i>Business Ethic</i></b>	means the moral standards which is the measuring standard of behaviors and discipline that can be quoted in documents for the Organization or for the other stakeholders of the Company in order to establish standard discipline, the framework for the law and the customs to further be implemented in the Organization.
<b><i>The Company</i></b>	means Sanko Diecasting (Thailand) Public Company Limited.
<b><i>The Board of Directors</i></b>	means the Board of Directors of Sanko Diecasting (Thailand) Public Company Limited.
<b><i>Staffs</i></b>	means executives, employees, part-time employees, employees under special contracts.
<b><i>Related individuals</i></b>	means individuals under the following relationships;  I. Individuals with authority in the Company's business and in the case of the juristic person, this also includes the directors of that juristic person.  II. Spouse, child or adopted child of the Directors, Executives or individuals in (1) who is still under age.  III. Juristic person following (1) or (2) that has the authority over the business.
<b><i>Stakeholders</i></b>	means all parties that relates to the Company in various aspects for example, the Board of Directors, shareholders, staffs, customers, trade partners, creditors, competitors, government sector, private sector, society and the community around the factory.
<b><i>Trade partners</i></b>	means parties with the rights and responsibilities under binding contracts to the Company such as suppliers and contractors.



<b><i>Business related individual</i></b>	means any individuals or juristic persons that the Company had business contact with be it the government, government agencies, state enterprise, private sector or charitable organization.
<b><i>Information disclosure</i></b>	means disclosing details or information relating to the business operation of the Company following the Public Limited Companies Act B.E.2535, the Securities and Exchange Act B.E.2551, the terms and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission
<b><i>Conflict of Interest</i></b>	means any activities that may involve personal interests or of other relating individuals be it as relatives or any means, in order to influence the decisions or obstruct the Company's benefits.
<b><i>Bribery</i></b>	means the offering or receiving of gifts or other benefits to self or to other individuals in order to influence unlawful or immoral business conducts.
<b><i>Assets</i></b>	means both tangible and intangible assets for example, movable properties, real estate, technology and researches, licenses, patents, copyrights, including confidential that are not disclosed to the public such as business plan, financial estimations and human resource information.



## **2. Business Ethics**

The Company assigns the Directors, Executives and the staffs of all levels to uphold the duties given by the Company which emphasizes on treating all groups of stakeholders equally and fairly, following the principle of good corporate governance. However, the Directors, Executives and the staffs of all levels must acknowledge, understand and follow the practice strictly so that the operations are carried out efficiently, openly, transparently, in the best interest of the Company and is fair for all relating stakeholders and always prepared to be inspected and verifiable.

**Visions :** Sanko strives to become the leader in the diecasting industry, to be accepted in the International level, including creating new innovations and able to produce under its own brands and trademarks and be accepted widely by the customers in terms of quality and services.

**Missions :**

1. To excel in all fields
2. Introduce new innovations and technologies for designing and production process development purposes.
3. Operate at the maximum potential of the Organizational staffs in order to help creating the trademarks within the year 2019.

**Organizational Values :**

- Innovative thinking
- Proactive
- Striving for success
- Organization ownership



**The business operation requires the following ethical practices as follows;**

**2.1 Abiding the laws and regulations of the Company**

- (1) The Directors, Executives and the staffs must follow the laws, regulations, terms and requirements set by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- (2) The Directors, Executives and the staffs must not avoid the rules, regulations and the laws relating to the business operations.
- (3) The Directors, Executives and the staffs must follow the ‘Corporate Governance Policies’ and the ‘Business Ethics’ of the Company.
- (4) All levels of staffs must follow the rules and regulations as required both when working in or outside of the country so that the financial records of the Company are collected accurately and completely.

**2.2 Conflicts of interests**

The Company does not allow the Directors, Executives and the staffs to abuse the power for their personal gains and have laid out the regulations as follows;

- 1.) The Board of Directors, the Audit Committee and the Executives must consider the conflicts of interests for certain transactions that are related, following the requirements of the stock exchange cautiously, accurately, honestly, within reasons and is independent under the principle of good business ethics by prioritizing the benefits of the Company at its core. This is to make sure that the said transactions are reasonable and is for the benefits of the Company and that the stakeholders have no involvement in the said transactions.
- 2.) Not performing any actions that are on the contrary to the Company’s benefits such as obstructing the benefits of the Company or acquiring portions of the Company’s benefits.
- 3.) Not performing any actions that may compete with the Company’s business.
- 4.) Avoid self-related transactions that may cause a conflict of interest with the Company’s benefits.



5.) In the case that certain transactions must be executed, for the benefits of the Company, proceed with the transaction as if dealing with an outside party with written trade contracts as per usual without influences from the position of the Director, Executive or relating individuals and also following the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission for disclosing the information of the said transaction.

6.) The Directors, Executives, staffs and the Company's employees, including the spouses and the children of the said persons are forbidden from seeking personal gains from the Company's business operations for example, performing any actions to sell the goods or services to the Company. If such actions occur, there must be written documents to notify the said actions in all cases.

### **2.3 Protecting and using the assets and the Company's confidential materials**

The Directors, Executives and staffs are responsible for protecting and using the assets and the Company's confidential material to the best of their efficiency under the following guidelines;

1.) The staff must look after and maintain the machineries, tools, vehicles and equipment to be in the top condition by using the Company's resources conservatively.

2.) The staffs must be cautious and protect all of the Company's assets so that they are not lost, stolen or damaged by other individuals or accidents and must not use any Company's assets for personal gains for other people's benefits without permission.

3.) Prepare all documents accurately, honestly and under the required standards. Staffs must not forge or produce counterfeits manuals, reports or documents of the Company.

4.) The staffs must not violate the rules and regulations of the Company which may result in accidents or damage the Company's assets.

5.) The staff must acknowledge and follow the regulations for computers and internet usage correctly and appropriately.

6.) Staffs are forbidden from installing software or record the Computer system of the Company without permission.



7.) Computer equipment, information technology and all communications are considered the properties of the Company. The Executives and the staffs should not use the computers and the IT equipment for personal use.

#### **2.4 Trading the Company's stocks and usage of the internal information**

All information that may affect the Company's asset values or information that, when disclosed to the public, may cause damages to the Company's reputation or place the Company at the disadvantage, is considered significant and confidential information. Therefore, the preparation, protection or the disclosure of the information must be carried out appropriately, by considering the effects to the stakeholders as a whole and following the indicated laws and regulations and not using such information for personal gains or for other parties as follows;

1.) The Company forbids the Directors, Executives, and the staffs including their spouses and under age children from buying or selling the Company's assets within 1 month before the disclosure of the financial statement or the Company's status including other confidential information and must wait for at least 24 hours after the information has been revealed to the public before buying or selling the Company's assets.

2.) The Directors, Executives, and the staffs including their spouses and under age children are not allowed to use the Company's internal information that may affect the price of the Company's assets that have not been disclosed to the public in order to trade, offer to buy, trade or persuade other parties to trade into the assets of the Company both directly or indirectly before such information is revealed to the public and achieve their personal gains. Those who violate the regulations will receive disciplinary actions by the Company.

3.) The Directors, Executives, and the staffs are not allow to reveal the confidential and/or internal information of the Company in order to seek personal gains of for the benefits of the other parties both directly or indirectly and whether or not they will be compensated.

4.) Must protect the benefits and the confidential information of the Company and the customers. Do not reveal the confidential information of the Company to the public especially to the competitors, even though one is no longer a Director, Executive of the staff of the Company.



### **2.5 Internal Controls and Audits Financial Reporting**

1.) The Management of the Company is responsible for delivering on time the up-to-date and accurate financial report both annually and quarterly which is done according to the standard of the accounting practice.

2.) Ensure the efficient internal control system so that the Company follows all the related laws and regulations under the internal auditor and the inspection of the audit committee.

### **2.6 Anti-Corruption Policy**

The Executives and the staffs, including all personnel relating to the business operation of the Company aim to be involved with the anti-corruption policy. The Company has indicated guidelines to the anti-corruption policy for the members of the Organization to follow strictly.

The Company advertises various anti-corruption campaigns in order to raise awareness regarding this issue, and if the regulations are not adhered to, disciplinary actions will be given. In the same manner, the Company will not condemn staffs that refuse the corruption although the said action will result in the loss of benefits to the Company.

To this, the Company has provided a reporting channel or complaints to the Chairman of the Board or to the Company's Audit Committee, in the case that the actions which may involve corruptions are discovered. The Company also assigns the procedures when taking in complaints and to protect the whistle blower within the Business Ethics manuals.

### **2.7 Receiving or giving gifts, business entertainment, assets or other benefits that may influences unethical decisions**

The giving or receiving of assets, gifts or entertainment as presents or customary gifts are acceptable. At the same time, the Company does not wish for the staffs to receive gifts/souvenirs that are more valuable than the norm from the parties relating to the business operation. The regulations are as followed;

1.) The Directors, Executives and staffs must not request for, give or accept the money or any other benefits from the parties relating to the business operation of the Company.



2.) If the staffs receive customary gifts that are more valuable than the norm from the parties relating to the business operation of the Company, they must report to the superiors.

3.) Carry out the business operation and compete with ethical strategies and not receiving gifts or money from customers or trading partners which it will lead to the conflict of interests.

4.) Not giving gifts or presents that have value both directly and indirectly to the government officials for the purpose of facilitating the business operations unless they are customary gifts, given in the same manner to the customers.

### **2.8 Treatment to the Stakeholders**

The Company encourages the cooperation between the Company and the stakeholders in order to create wealth, financial stability and business stability. The Directors, Executives and the all levels of the Company's staffs must abide by the regulations as follows;

#### **2.8.1 Shareholders treatment**

(1) The Company allows the shareholders who cannot attend the meeting in person to assign a proxy to the Independent Directors or other individuals to attend the meeting in their stead and to vote for the shareholders.

(2) The Company allows the shareholders to propose the agendas and to propose the names of the individualsto be elected as the Directors in the Shareholders Meeting in advance, following the regulations indicated by the Company. The details have been published through the Company's website at <http://www.sankothai.net>, and the proposed names must be submitted to the Company 3 months in advance before the Shareholders Meeting.

(3) The Company will not add extra agendas to the meeting without notifying the shareholders in advance without good reasons, especially significant agendas that requires the shareholders to study the information prior to the meeting.

(4) The Board of Directors allows the shareholders to elect the Directors individually and encourage the voting method so that the process is transparent and verifiable.

(5) The Board of Directors has set up measures to prevent insider trading for individuals including Directors, Executives, staffs and employees including their spouses and underage children



that are related to the information, and also assigns disciplinary actions regarding the disclosure of the Company's information or using the Company's information for personal gains under the "Confidential Information Protection Policy".

(6) Raise the awareness of the Board of Directors and the Company's Executives regarding the responsibility for reporting their ownership of the Company's assets, their spouses' and their underage children's, including reporting the changes to the assets ownership to the Securities and Exchange Commission under the section 275 of the Securities and Exchange Act B.E. 2535 and under the regulations of the Stock Exchange of Thailand.

(7) The Company's Board of Directors and the Executives must announce the buying and selling of the Company's assets at least 1 day before trading the stocks by notifying the Company's secretary, and then the secretary will notify the Board of Directors. When the trading is completed, the report of assets ownership must be made for the Securities and Exchange Commission and the Directors and the Executive must report the changes of the assets ownership to the Board of Directors meeting in order to prevent the buying or selling of stocks using insider information and to avoid any scandals regarding the appropriateness of the stocks trading by inside individuals.

#### **2.8.2 Customers Treatment**

(1) Pay attention and be responsible equally to all customers by emphasizing on producing goods with high quality and up to standards, and can respond fully to the demands of the customers. The staffs must protect the customers' confidential information and not using for personal gains before being permitted by the customers including providing quality and professional services at the fair and appropriate price to all customers.

(2) Present quality products that match with the demands of the customers. Reveal all information regarding the products fully and accurately and provide a channel for complaints to allow the customers to comment about the services and proceed as quickly as possible to respond to the customers' requests.

(3) Provide high quality, efficient and excellent services that impress the customers.

(4) Protect and look after the customer's interests appropriately and fairly.



(5) Strictly follow the terms given to the customers. In the case that the terms cannot be followed, quickly notify the customers for solutions.

(6) Treat the customers with respect and be trustworthy.

(7) Deliver quality products on time.

(8) Support the customers' CSR operations

### **2.8.3 Trade partners and/or creditors treatment**

(1) Not requesting, accepting or giving any unethical benefits to trade partners or creditors and follow the agreed terms appropriately and fairly.

(2) The purchasing and sub-contracting of the companies of or relating to the companies of the Directors, Executives or all levels of staffs, must be under the principle of equality, transparency and fair, for the best interest of the Company, and must be proceeded under the Company's regulations, including revealing all information to the public.

(3) Avoid the purchasing or sub-contracting that holds conflicts of interests with the Company.

(4) All staffs involving with the purchasing or sub-contracting operations must not seek personal gains both directly or indirectly from the trade partners and must remain neutral with no close relations that may influence their decisions.

(5) If incidents that prevents the procedures to go according to the agreed terms or contracts, the staffs in charge must report to the superior immediately and notify the trade partners and/or the officers in advance, in order to come up with the solution together.

(6) Strive to maintain a stable relationship with the trade partners with clear objectives in terms of the product quality and trust in each other.

(7) Treat the creditors equally and fairly and on the basis of mutual benefits on both sides.

### **2.8.4 Competitors Treatment**

(1) Operate fairly within the terms and regulations of the competitions.

(2) Not damaging the reputation of the competitors intentionally.

(3) Not violating the intellectual properties or copyrights.

(4) Not seeking the competitors' confidential information by inappropriate or unethical means.



(5) Treat the competitors according to the laws and regulations according to the international standards.

(6) Keep the connection with the competitors which may be developed as a commercial partner in the future.

#### **2.8.5 Employees Treatment**

(1). The Company selects the staffs and the contractors based on the suitability of the qualification and the performance without any prejudice on gender, religious beliefs, nationality, age, birth place or physical condition.

(2). The Company provides sufficient benefits and fair compensations to all members of staff.

(3). The Company provides a safe environment at work for the health, assets and the quality of life of the staffs.

(4). The promotion, relocation including the rewards and penalty of the staffs are done through honesty and under moral principles. This takes into account the knowledge, abilities and the appropriateness of the staffs as the core.

(5). Provide human resource management system; listen to the opinions and the advices of the employees.

(6). The Company gives opportunities for staffs to thoroughly and constantly improve their skills, knowledge and the abilities both for the work and for their daily lives and also encourages them to be able to care for themselves when they reach retirement.

(7). Operate the business by avoiding any actions that are unfair, and treat the employees with respect. Respect the employees' individualities and human dignities according to the international standard of human rights.

(8). Be fair and encourage the employees to improve themselves.

(9). Provide provident funds for the employees.

(10). The Company follows the laws and regulations concerning the staffs strictly.



**2.8.6 Community, Society and Environmental Treatment**

(1) Not cooperating or supporting customers who operate their business illegally or endangering the society or the country.

(2) Allow the community and the related parties to voice their opinions for all of the projects that may affect the community and to propose their opinions and complaints that resulted from the business operation of the Company.

(3) Be cooperative with operations that follow the international standards or agreements in various issues which are created to protect or reduce the effects on the environment.

(4) Design and develop the manufacturing process, machineries and equipment to control and/or reduce the pollution, including waste water, dust, air pollution and all other waste products.

(5) The staffs responsible for the manufacturing process, machineries and equipment must control the pollution level so that it is no more than the standard limit.

(6) Help reducing the garbage or wastes both from the production process and from general operation.

(7) The staffs responsible for the manufacturing process or the machineries must look after, improve and maintain the production process or the machineries to the required standard in order to reduce the natural resources used.

(8) Be cooperative with the Company's energy conservation policy.

(9) Constantly raise the awareness on the social responsibility and the environment to all levels of staffs.

(10) Carry out community, society and environmental campaigns regularly in order to improve the community where the Organization is established for the better both with own projects and those supported by the government and the community.

### **3. Employees' Ethics**

The Company is aware of the importance of ethics in regards to business practices. Therefore, the Company indicates the guidelines for the employees to adhere to, as follows;



### **3.1 Self-Treatment**

- (1) Perform one's duty diligently, with perseverance, creativity and be self-sacrifice, including improving oneself to be knowledgeable in all areas both for work and in the business field.
- (2) Utilize the working hours efficiently and effectively as required. Do not encourage others to use the working hours for other purposes that is not in the best interests of the Company.
- (3) Employees must not operate any businesses or invest in anything that may compete or is a conflict of interests to the Company.
- (4) Strive to be disciplined and follow the rules, regulations and the culture of the Organization even though they may not be written down.

### **3.2 Colleagues Treatment**

- (1). Encourage and protect the unity between the staffs. Cooperate and support each other.
- (2). Treat everyone gently and with respect.
- (3). Not disrupting the work atmosphere.
- (4). Treat other staffs kindly and not withholding necessary information for the operation to other staffs and constantly improve yourself in order to work with others.
- (5). Not engaging in acts of sexual harassment.
- (6). Respect the rights of other staffs in the Organization. Refrain from criticizing others in the way that it may cause damage and not taking others' achievements as your own.
- (7). Promote team work, creating love and unity within the Organization.
- (8). Not persuading or influencing the rights of colleagues regarding political preferences.

### **3.3 Superiors Treatment**

- (1). Be disciplined and be respectful towards the superiors, not being aggressive, ignorant or performing tasks in place of the superiors unless the tasks was an emergency or was authorized by higher superiors.
- (2). Respect, listen to and follow the instructions of the superiors that are in accordance with the rules and regulations of the Company.



(3). Pay attention to the tasks given. Provide opinions and advices honestly and be willing to accept the opinions and criticism from the superiors.

(4). Avoid giving gifts or presents to the superiors.

### **3.4 Subordinates Treatment**

(1). Promote and encourage the subordinates to work honestly, fairly and with creativity.

(2). Be the leader and a good role model in terms of behaviors, discipline and equality.

(3). Use leadership/thoughtfulness to consider and solve the problems carefully.

(4). Train, advice and pass on the experiences and knowledges to the subordinates and follow up the operation to its success.

(5). Govern the subordinates ethically. Listen to their problems and opinions and provide consultations whole heartedly and reasonably.

### **3.5 Political Preferences**

The Company is politically neutral with no preferences or supports towards any major political parties or any individuals with political powers. However, the Company is aware of and respects the rights of the employees regarding political issues where the Company provides the guidelines as follows;

(1). The Company encourages the staffs to be good Samaritans and exercise their political rights under the Constitutional Laws and any other related laws.

(2). The Company allows freedom of speech and opinion to the staffs concerning politics but not in the name of the Company and that it would not in any way affect the reputation of the Company.

(3). The Company does not participate in any political events and will not give any opinions that may cause misunderstanding that the Company involves with or supports any particular political party or any particular movements which may lead to the disharmony within the Company and in the country.

(4). The Company will not use its assets to support any political parties or any movements in exchange for unlawful benefits.



## **4. Business Ethics Practices**

The Company set out the responsibility for the Directors, Managers and all members of staff to acknowledge and follow strictly not voluntary actions and cannot claim that the employees do not know of the indicated practices. All levels of the Executives in the Organization must oversee the issues and considers this as the priority for the subordinates to acknowledge, understand and follow the business ethics and the employee ethics strictly and also sign the contract agreement in all practices.

## **5. Complaints and Advices**

The Board of Directors provides the staffs and the stakeholders to have access to multiple channels for suggestions, opinions, complaints or any leads seen in any events or actions which may affect the violation of laws, regulations and/or in conflict with the morals and ethics that could cause the damage to the Company. By the Company sets the guidelines to be acknowledged as follows;

The Chairman of the Board of the Audit Committee Sanko Diecasting (Thailand) Public Company Limited 3/14 M. 2, T. Nong Bua, A. Ban Kai, Rayong, 21120

Or through the Company's website: [www.sankothai.net](http://www.sankothai.net)

The Chairman of the Board or the Audit Committee will receive the information directly by keeping them confidential in order to protect the stakeholders and the witness and will carry on the procedure fairly by referring to the information received and prove it to further handle the situation.

### **5.1) Complement Process when receives complaint**

#### **(1). Gather all the evidence regarding the violation**

The complaint recipient will proceed with gathering the information regarding the violation of the ethics personally or assigns appropriate personnel to carry out the process.

#### **(2) Information processing and filtering**

The complaint recipient will file the complaint, investigate the case within 7 working days since the day of complaints in order to find appropriate solutions to each case which may involve;

- Report to authorized personnel in order to deal with the issues case by case.



- Report the information to the Audit Committee/auditors to investigate further and process and filter the information.

*(3) Assign proceeding measures*

The personnel responsible for (2) must indicate the measures to stop the violations of the ethics and compensate the damages to those affected by considering the damages as a whole.

If the appellant is not satisfied with the procedures to stop the complaints, he/she may appeal within 7 days since procedures have started.

*(4) Result Reports*

The person receiving the complaints is responsible for notifying the appellant of the result according to (3) if the appellant reveals his/her identity

In the case of an emergency, report directly to the Chairman of the Board and/or to the Board of Directors. For example, issues that affect the reputation, images or the financial status of the Company or in conflicts of the Company's business operation or to the high level Executives.

***5.2) Whistle blowers protection policy***

The Company has the whistle blowers protection measures as follows;

(1) The whistle blower may choose to not reveal themselves, if they deem that by revealing themselves will lead to danger or any damages. However, if they choose to reveal themselves, the Organization can report the progress and the information faster and more convenient.

(2) The complaint recipient will keep the related information confidential and will reveal only as necessary by considering the safety and the damages to the whistle blowers, the sources of the information and the relating parties. The whistle blower protection measures will protect those who cooperated and will be guaranteed by the Company to not have their employment terminated, or received disciplinary actions that may negatively affect the staffs in any way.

(3) In the case that the whistle blower feels that they are not safe or may be in danger, the whistle blower may request the Company for an appropriate protection measures or the Company may



provide protection measures without the request of the whistle blowers if the issue has the possibility to cause discomfort or harm.

## **6. Discipline**

The Directors, Executives and all levels of the staffs must acknowledge and strictly follow the business ethic of the Company as described above. Violations or disregards of the ethics are considered violations of the rules according to the Human Resource Management Department.

## **7. Revision, adjustment and cancellation of the business ethics**

The revision for the business ethics will be made in accordance with the official rules and standard regulations and in conjunction with the constant change of the business environment. The Board of Directors and the Audit Committee has decided to have a review on the Code of Ethics annually. However, appropriate time for revision may be given, in the case of major changes or cancellations of significance.

The amendments or the cancellations of the Company's Code of Ethics must be presented to the Audit Committee and the Board of Directors to evaluate and approve.



## **Agreement of Understanding**

### **“Code of Ethics”**

***Sanko Diecasting (Thailand) Public company Limited.***

1. I have received and read the “Code of Ethics”
2. I have acknowledged and will abide by the “Code of Ethics” of the Company as the principle guidelines in my work.

Sign .....

( )

Position: .....

Staff ID: .....

Date: .....

Remarks: If you require further assistant or explanation about the content of the code of conduct

- For Directors and Managers, please contact the Company Secretary TEL. 02-6122311
- For members of staff, please contact the Human Resource Department TEL. 033-010701-5 ext. 131