

# **Code of Conduct Manual**



**Hot Pot Public Company Limited**

**Revised Edition**

**Approved by Board of Director's Meeting no. 4/2015**

**on August 13, 2015**

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## Message from the Chairman

Hot Pot Public Company Limited (“The Company”) is committed to carrying out the business in accordance with good corporate governance principles, business ethics and concurrently responsibilities toward society, community, environment and all parties of stakeholders in order to build confidence to all parties of stakeholders and carry the Company toward sustainable growth.

The Company, therefore, has set out the code of conduct manual for directors, executives and employees at all level to follow as the same standard of operational guidelines with integrity, honesty, transparency, fairness and accountability. This code of conduct manual had been revised from previous version which was approved by the meeting of the Board of Directors no. 1/2011 on July 18, 2011 in order to be suitable for the Company’s business operation, circumstance of situation change and compliance with good corporate governance policy of the Company. Additional substance has been prepared to cover more practices of directors, executives and employees, treatment towards all groups of stakeholders and performance of duty

The Company has defined that the duties and responsibility for all directors, executives and employees to strictly abide by the code of conduct manual, together with the Company’s rules and regulations. The Company significantly expects that directors, executives and employees shall comprehend and adhere to the code of conduct manual as operational frameworks to promote good corporate governance, enhancing the Company’s steady and sustainable growth.

A handwritten signature in blue ink, appearing to be "Metta Charuchinda".

.....

(Mr. Metta Charuchinda)

Chairman of the Board of Director



## Vision, Mission and Value

### Vision

To be one of the leader in restaurant business, and the top of mind of customers, employees and society

### Mission

We are committed to providing service to our customers as important persons and benefactors. We focus on product development and differentiation of service to create added value and satisfaction for our customers. We conduct business by emphasizing and recognizing the important of business ethic, transparency, accountability to be beneficial to our stakeholders at appropriate level with continuity and sustainability.

### Value

<u>C</u> ustomer Focus	Focus on customers
<u>U</u> nity	Be one, be united
<u>S</u> tandard	Recognize the standard of service
<u>T</u> rust	Work with trust
<u>O</u> wnership	Think as an owner
<u>M</u> anpower Management	Manage our employees
<u>E</u> thics and Integrity	Perform duties with ethics and integrity
<u>R</u> esult Oriented	Implement to achieve results



## **Code of Conduct**

### **1. Ethics for Treatment toward Stakeholders**

The Company adheres to treat all groups of stakeholders with good faith, honesty and equality. As a result the Company determines that directors, executives and employees shall perform their tasks in compliance with ethics towards the Company's stakeholders as follows:

#### **1.1 Treatment toward Shareholders**

The Company has its policy to make equitable treatment of shareholders, protect shareholders' interests, and avoid performing any action that infringes or deprives the shareholders' rights by defining the following practices:

1. Operate business with honesty and good faith, make decision concerning business operation on a careful and prudent basis and treat all shareholders equally for the maximum benefit of shareholders as a whole.
2. Manage the Company's business to achieve prosperity with good performance and adhere to conduct business in accordance with good corporate governance principles in order to create growth, added value and appropriate returns to shareholders with continuity and sustainability.
3. Disclose the Company's information for investment decision making of shareholders equally, regularly, accurately, completely, sufficiently, timely and accordance with criteria of supervisory agencies as well as provide several channels for information disclosure.
4. Supervise the use of inside information strictly to prevent seeking for their own benefits or other persons' benefits from such inside information improperly (Abusive self-dealing) or proceed with any matter in the manner that may lead to conflicts of interest toward the Company in order to treat shareholders with fairness.

#### **1.2 Treatment toward Employees**

The Company recognizes that employees are valuable resources leading to the success of the Company and the achievement of the Company's goals. As a result, the Company treats all employees equally and fairly, without discrimination or violation in any forms by establishing guiding practice as follows:

1. Comply with the laws and regulations relating to employees strictly.
2. Provide fair recruitment, selection and hiring according to knowledge, capability, experience and suitability for job position.
3. Offer fair remuneration to employees based on knowledge, capability, experience, position, job description, responsibility and performance of each staff and in line with the Company's operating results and comparable with other companies in the same business group.



4. Provide reasonable and appropriate welfare and other compensation for employees and comparable to other companies in the same or similar business group and compliance with relevant law, for example provident fund, accident insurance, annual check-up, other allowances, discount for the Company's products etc.
5. Promote, rotate, award or punish employees transparently and accountably with honest, fair, and equitable manner, without discrimination by considering each employee's knowledge, competency and appropriateness.
6. Support and give importance to develop employees' competency thoroughly and constantly by giving opportunity to employees for knowledge and competency development according to their duties in order to promote their professional progress.
7. Treat employees with kindness and respect individual and human dignity.
8. Promote a good work culture and atmosphere as well as encourage good relationship among employees so that they will work together with happiness and harmony, cooperate with other as a team and treat other employees generously.
9. Preserve environment and occupational health in workplace that is safe for the employees' health, lives and properties on regular basis and implement training to provide knowledge and build up awareness of such matters to employees at all level.
10. Listen to the opinions, suggestions, complaints and whistle blowing of employees at all level in an equitable way thru channels provided by the Company with appropriate and fair procedure, rectification, and measures to protect the complainants.
11. Encourage employees' involvement in defining business directions and resolving problems of their units and the Company as a whole.
12. Manage and conduct the Company's business with carefulness and avoid unfair actions which may disrupt employees' job stability.

### **1.3 Treatment toward Customers**

The Company is committed to continuous satisfying clients' needs and creating confidence to customers, considered as the Company's benefactors. Therefore, the Company has determined the following framework:

1. Produce standardized quality products and services according to safety on health, life and property of customers, at reasonable and fair prices, develop and improve quality of goods and service with consistency to create customers' satisfaction and confidence.
2. Create and maintain a cordial and lasting relationship with customers as well as continuously survey customers' satisfaction.



3. Provide several channels for customers' complaints and suggestion in order to prevent or solve problems promptly as well as use such information for further improvement or development of the Company's products and services.
4. Do not request, accept or offer any inappropriate benefits from/to customers.
5. Behave towards all customers with honesty, sincerity, equality and without discrimination.
6. Comply with agreements or other terms and conditions given to customers fairly. In case when the compliance with agreement cannot be achieved, the Company shall promptly negotiate with customers in advance in order to mutually consider the way to solve problems and prevent possible damage.
7. Disclose information pertaining to its products and services in accurate, complete, adequate, and timely manner without any concealing, distorting, giving false or misunderstanding information.
8. Keep confidential information of customers strictly and do not disclose their information without prior permission from those customers, except in compliance with the law, abstain from using information to take any advantage for their own or involved persons improperly.

#### **1.4 Treatment toward Business Partners**

The Company realizes the significance of operating business with equality, fairness, trustworthy and honesty on the basis of mutual benefits with business partners therefore the following practical guidelines are defined:

1. Provide transparent goods and services procurement process by treating all business partners with equality and fairness, and establish criteria and operational guidelines of selection of business partners explicitly, properly, and fairly.
2. Do not request, accept or offer any dishonest benefits to/from business partners and send letters to notify such matter to all business partners as well as request for their cooperation.
3. Prepare fair agreement and perform in accordance with such agreement or conditions agreed with business partners strictly. In case any condition stated in the agreement cannot be followed, business partners shall be promptly informed so that mutual resolution will be made and preventive measures shall be addressed.
4. Keep confidential information of suppliers as usual and abstain from exploiting such information to unlawfully seek for their own benefits or related persons' benefits, except with the business partners' consent.
5. Maintain sustainable relationship with business partners, including cooperation in economy, society and environment.



### **1.5 Treatment toward Creditors**

The Company has a policy to treat all creditors equally and fairly by determining the following guidelines for practice:

1. Strictly adhere to obligations and conditions stated in loan agreement, including loan repayment, safeguarding all collaterals, and not applying loan in the way that oppose to the objectives agreed in the agreement. In case where the Company fails to fulfill agreed obligations, creditors shall be promptly informed in advance so that mutual resolution will be made and preventive measure will be addressed.
2. Do not use dishonest method to conceal information or fact that may cause damage to creditors.
3. Do not request, accept or give other dishonest benefits from/to creditors.
4. Disclose correct, complete and on time financial information to the creditors on regular basis.
5. Manage business to ensure the creditors of the Company's financial status and good record of loan repayment.

### **1.6 Treatment toward Business Competitors**

The Company formulates a policy to conduct business under fair competition framework with the following guidelines:

1. Perform under framework of free and fair business competition and do not prevent others to engage in business competition.
2. Refrain from seeking confidential information of business competitors through dishonest or inappropriate approach.
3. Refrain from defaming business competitor's reputation by negative allegation without factual truth or perform unfair competition.

### **1.7 Treatment toward Society, Community and Environment**

The Company aims to be an organization responsible for community, society and environment by complying with the following operational guidelines:

1. Oversee, prevent and avoid damage caused by the Company's business operation to society, community and environment.
2. Provide cooperation and control to strictly comply with laws, relevant rules, orders and regulations.
3. Support activities to improve and develop community, society and environment according to the Company's capability, promote and encourage the use of products that are environmentally friendly.



4. Provide knowledge, arrange training and support activities to encourage employee involvement continuously in order to implant their consciousness of responsibilities towards society, communities and environment.
5. Conduct business while taking into account of efficient and valuable use of resources and encourage resources recycling.
6. Incorporate energy management as a part of the Company's business operations, constantly improve efficiency of energy utilization and set annual target for energy conservation. Energy conservation is the duty and responsibility of executives and employees at all level.
7. Cooperate with government and relevant agencies on any event with impact on society, community and environment as a result of the Company's business operation.

## **2. Ethics for Compliance with Law, Rules and Regulations**

The Company gives priority to conduct business seriously in accordance with all relevant laws, rules, regulations, customs and traditions and good morals. Consequently, practical guidelines have been established as follows:

1. Comply with relevant laws, rules, regulations, customs and traditions of the country in which the Company conducts business, as well as good morals.
2. Comply with rules and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).
3. Do not assist, support, cooperate or conspire to avoid or violate laws, rules, regulations, customs and traditions and good morals.
4. When seeing violation against or noncompliance with laws, rules, regulations, customs and traditions, such matter shall be reported to supervisors, responsible parties or thru whistle blowing channels designated by the Company including cooperation with internal and external supervisory agencies for investigation and information disclosure.

## **3. Ethics for Respect for Human Rights**

The Company respects human values and dignity of everyone by not acting or supporting violation of human rights strictly. The practices have been stated as follows:

1. Treat all employees equitably and fairly based on human dignity and respect individual liberty and rights.
2. Provide process of employment, training and compensation for employees equally, fairly and transparently with consideration on the basis of knowledge, competency and work experience without regard to race, nationality, language, religion, caste, sex, age and educational background.



3. Respect the privacy of directors, executives and employees by keeping personal information confidential and do not disclose such information to unrelated parties unless it is granted permission of owners or required to do so by laws.
4. Promote compliance with international human rights principles and do not complicit in the violation of human rights in any form such as the use of child labor etc.

#### **4. Ethic for Avoidance of Infringement of Intellectual Property**

1. Protect the Company's intellectual property by means of avoidance of duplication and modification of the Company's intellectual property or perform any action for their own benefits or other benefits.
2. Do not perform any action leading to infringement of other intellectual property. In event of seeing any action which infringes or may infringe intellectual property, such action shall be reported to supervisor or relevant units or thru channels defined by the Company.
3. Operate business in compliance with laws, regulations and contractual obligations on others' intellectual property rights, patents, copy rights trade secrets, and other proprietary data.
4. In case of any other copyrights or intellectual property derived from employees' operation, such copyrights or intellectual property shall be owned by the Company.
5. Any software used in the Company's IT system shall be legal permission and copyrights and copying software for any reason, without the permission of software owner, is prohibited.

#### **5. Ethics for Anti-Corruption**

1. Directors, executives and employees at all level must comply with anti-corruption policy, business code of conduct, regulations and relevant work manual of the Company by not involving with all forms of corruption in both direct and indirect manner.
2. To stress the attending on processes which incur a high risk in corruption, the Company determines that directors, executives and employees must conform carefully in the following courses of action:

- 1) Giving and Accepting Bribe

Prohibit from giving or accepting any form of bribe for business benefits and prohibit from assigning other persons to give and accept bribe for his/her own benefits.

- 2) Gifts, Hospitality and Entertainment and Other Expenses

Giving or receiving gifts, hospitality and entertainment and other expenses is an important part of creating or maintaining business relationship. However, giving or accepting gifts and hospitality and entertainment should be justified in all circumstances according to tradition, custom and ordinary course of business and comply with the Company's business ethics and code of conduct and relevant laws. The value of gifts, hospitality and entertainment and



other expenses should be appropriate, depending on each situation. In addition, providing and receiving gifts and hospitality and entertainment must not be encouraging to perform or avoid performing which may lead to corrupting problems.

### 3) Political Contributions

The Company values political neutrality and has no policy to contribute or support in form of monetary or property donations to any political parties, political groups or politicians, either directly or indirectly.

The Company respects human rights and freedoms of employees to participate in political activities, without claiming the name of the Company.

### 4) Contributions for Charity, Public Benefit and Sponsorships

- Charity in form of cash or properties of the Company must be contributed only under the name of the Company to foundations, public charities, temples, hospital, sanatorium and reliable or certificated social organization and must be verifiable. To make charitable contribution, the memorandum shall be prepared by stating name of recipient, objective of donation with supplementary documents and submitted to the authorized persons for approval.
- Sponsorships in form of cash or property of the Company must be granted only under the Company's name with the purpose of business, good image and reputation of the Company. To make sponsorships, the memorandum shall be prepared by specifying name of recipient and clear objective together with verifiable evidence and supporting documents and submitted to the authorized persons for approval.
- Granting or receiving charitable contributions or sponsorships must not be used as a mean for or leading to bribery.

3. Purchasing and procurement shall be carried out in accordance with the Company's rules and regulations with transparency and accountability. The evaluation of supplier selection shall be strictly pursuant to purchasing regulations. The letters notifying about anti-corruption policy and measures of the Company as well as channels of whistle blowing and complaints have been sent to all suppliers since January 21, 2014. The Company reserves the right to stop any business interactions with suppliers who commit the corruption.

4. Upon the detection of act within the scope of corruption, the staff shall not neglect or ignore and inform their supervisors or responsible persons or inform via whistle blowing channels as well as collaborate in any investigations. In case of having any suspicion or query, the issues shall be brought to their supervisor or responsible persons through stated channels.

5. Provide whistle blowing and complaint channels, establish measures for protection for any complainant or whistle-blower and keeping information of whistle blowing or compliant in confidential and process investigation timely and fairly.



6. A person who is involved with any corruption will be considered for disciplinary actions in accordance with the Company's regulations up to dismissal and/or termination of employment. In addition, conviction on laws may be applied in case such act violates the laws.
7. Conduct corruption risk management by assessing risk arising from other activities of the Company which may have process or procedure probably contributing to corruption, establish measures of risk management and follow up as well as review existing measures of risk management to be suitable so that risk will be controlled in acceptable level.
8. Implement human resource management procedure in line with anti-corruption policy, starting from recruiting or selection, training, performance evaluation, promotion, rewarding and hiring process. Furthermore, organization chart shall be set with appropriate duty segregation, resulting in checking and balancing.
9. Set out proper auditing process and internal control system in order to prevent corruption and misconduct. Process of internal audit spreads over core activities of the Company such as purchasing and procurement, marketing etc. Internal control system includes finance, accounting and data gathering and recording.
10. Communicate anti-corruption policy and notify channels of whistle blowing and complaints to everyone in organization to comprehend, accept and comply thru various channels of the Company i.e. email, intranet, website, announcement board etc.
11. Communicate anti-corruption policy and notify channels of whistle blowing and complaints to public and stakeholders thru various channels of the Company i.e. website, annual report, Annual Disclosure Information (Form 56-1) etc., arrange orientation of all new directors, executives and employees and provide regular training on anti-corruption policy to all relevant existing employees for their understanding and complying with this policy.
12. Monitor the implementation of anti-corruption policy regularly and revise framework in line with change in business, rules, regulations, and relevant laws in usual.

#### **6. Ethics for Receiving and Offering Gifts, Properties or Other Benefits**

1. Do not request gifts, properties or other benefits from customers, business partners or any person dealing business with the Company.
2. Avoid receiving or giving money, things or other benefits from customers, business partners or persons dealing business with the Company with intention to persuade to perform or failure to perform in improper or illegal manner.
3. Avoid giving or accepting gifts or any gratuity from customers, business partners or persons dealing business with the Company, except for customary occasions or seasons. The value of any gift received must not be over Baht 3,000 and without business obligation involvement or influence on business decision. If the value is above Baht 3,000, the recipient shall report his or her superior and send such gifts to the Company without delay.



4. Avoid giving or receiving reception party in the manner exceeding normal nature or improper for normal relations with customers, business partners or persons dealing business with the Company.
5. Allow to accept invitations to business events, seminars, and field trips where the travelling expenses are sponsored by business partners. However, the aforementioned activities must benefit the Company's business and be approved by the relevant supervisor but acceptance of spending money or other benefits provided by such business partners is prohibited.

## **7. Ethics for Conflicts of Interest**

Any duty performance of directors, executives and employees shall be conducted primarily in accordance with the Company's benefit and involvement in any transaction that may cause a possible conflict of interest with the Company shall be avoided. The Company has imposed guiding practice as follows:

1. Stipulate that directors, executives and employees including related persons shall not acquire personal interests against the Company's benefit. Any activity that may lead to conflicts of interest with the Company shall be avoided including either dealing with persons relating to the Company's business such as business partners, customers, competitors, or using opportunity or information obtained from their status in the Company to acquire personal interests for themselves, and conduct any business which is regarded as the competition with the Company or identical or similar business as the Company or perform other duties which will disrupt their task performance in the Company.

Once conflict of interest issue cannot be avoided, the person involving in the transaction must report the Company without taking any part in consideration and approval for such transaction.

2. In case transaction that may create conflicts of interest is carried out, the Company has stipulated guidelines for handling conflict of interest issues transparently and verifiably in order to prevent conflicts of interest. The Audit Committee shall carefully give opinions regarding necessity and appropriation of such transaction to the Board of Directors and/or shareholders (as the case may be) for their consideration and approval. The directors who may have conflicts of interest shall not attend the meeting to consider for approval and abstain from voting to approve such transaction.

In addition, the regulations stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand shall be strictly complied with regarding price determination and other terms and conditions with the persons who may lead to conflicts of interest with the Company as if it is a transaction done with an outsider (Arm's Length Basis) with reasonable trade agreement same as transacting contracts in general, based mainly on the company interests. Details of connected transactions with possible conflicts of interest shall be disclosed in financial statements, Annual Report and Annual Disclosure Information (Form 56-1) with accurate and sufficient information.



3. In case where directors, executives and employees become directors, partners or advisors in other organizations, such status shall not be against the Company's interest and their direct roles in the Company.
4. In case where directors, executives, employees or any family member are involved or become shareholders in a competing business or being of the same nature as that of the Company or any business that may create the Company's conflicts of interest, they shall notify their superior and the Chairman of the Board in writing.

#### **8. Ethics for Keeping Confidential Information, Use of Internal Information and Trading of the Company's Securities**

To be transparent and protect exploiting their own benefits by using inside information which the Company has not disclosed to public yet as well as to avoid scandal about the appropriation of securities trading of internal persons, the Company has established regulations for directors, executives and employees of the Company to follow.

1. Directors, executives and employees at all level shall maintain confidentiality and/or inside information of the Company, refrain from disclosing and protect such confidential documents or information from leaking to non-relevant persons that may cause damages to the Company, or acquire personal interest for themselves or others, irrespective of directly or indirectly, even after ending employment with the Company. In addition, they shall not trade and transfer in-out the Company's shares by taking advantage of confidential and/or inside information and/or enter into legal transactions by using confidential and/or inside information of the Company which may cause damage to the Company whether directly or indirectly.
2. Directors, executives and employees in units that receive inside information, shall not use such information before disclosing to public. Moreover, they shall not trade and transfer in-out the Company's shares for a period of one month prior to the disclosure of quarter and annual financial statements to the public and at least 1 working day after such disclosure.
3. All directors and executives must sign for acknowledge their duties to report on the Company's shares owned by them, their spouse and minor children to the Securities and Exchange Commission (SEC) within 30 days after taking the position appointment. In addition, they shall report the change of shareholding to SEC within 3 business days after the date of trading and transferring in-out the Company's shares and inform the Company as well as report in the meeting of Board of Directors on quarterly basis.

Such regulation is also applied to spouse and minor children of the Company's directors, executives and staffs. In case that, any persons who infringe the regulations shall be punished by discipline and/or law.



## **9. Ethics for Protection of the Company's Properties**

The Company encourages directors, executives and staff at all levels to utilize the Company property and fixed assets with the most efficient manner. Hence, operational frameworks have been specified as follows:

### **9.1 Protection of the Company's Properties**

1. Preserve the Company's properties to be in good condition and prevent them from lawful loss or irregular devaluation.
2. Utilize the Company's resources and properties in an economical manner for its optimum benefit and shall not use any of them for personal benefit or other activities unrelated to their work.

### **9.2 Documentation**

1. Prepare all business documents and any other report including accounting and financial reports on a cautious, good faith, timely, accurate and complete basis as well as in accordance with specified standard. Supplementary information should be referable, up-to-date, and kept and collected for ready to use at all time.
2. Prohibit from counterfeiting the Company's letters, reports and documents.

### **9.3 Use of Computer, Information Technology and Communication**

1. Computers and Information and Technology used for operation are regarded as the Company's properties, therefore they should not be used for personal or other benefits.
2. Keep a password to access the Company's information system confidential and do not reveal it to anyone.
3. Prohibit disclosure of information in the Company's data system to other persons without permission.
4. Do not modify, duplicate, erase or destroy the Company's data without permission.
5. Prohibit from using illegal software and copying licensed software for any reason without obtaining permission from the producer of such software.
6. Forbid from modifying the Company's hardware equipment or installing equipment other than the standard equipment provided by the Company.
7. Prohibit from using the Company's electronic mail to forward message which is discrediting, intimidating, obscene, improper or annoying to other persons.
8. Use internet to search for information and knowledge which is beneficial for working, avoid illegal and immoral websites and do not distribute information or news in such websites to others.



9. Use any communication equipment provided by the Company such as telephone, facsimile, mobile phone etc. with conscious mind and responsibility, mainly for the Company's interest.

#### **10. Ethics for Internal Control**

1. Implement internal control system suitable for every activity of the Company and appropriate risk assessment to ensure good controlling activities for all functions, establish working standards to enhance transparent and accountable operation by specifying explicit authority and responsibility of executives and employees in writing, segregate duties of operators, controllers and appraisers to build up efficient auditing and balancing, provide adequate and proper resources, set up monitoring and evaluation systems to ensure appropriate and practical system, and revise auditing system according to changing work environment and risk factors.
2. Establish an independent unit that directly reports to the Audit Committee and perform duty to audit operation of other units pursuant to defined regulations.
3. Employees have duties to support auditing works of internal audit as well as external auditor and cooperate with them by providing correct and complete information and inspect accuracy of financial data and promptly report when discovering error or irregularity.

#### **11. Ethics for Distribution of information and Interviews with the Press or the Public**

1. The distribution of the Company's information shall be conducted in a factual, accurate and careful way and strictly adhered to the criteria and requirement of the Stock Exchange of Thailand regarding rules, conditions and procedures governing the disclosure of information and any practice of listed companies, including relevant laws and regulations.
2. The Company assigns Chief Executive Officer, Deputy Chief Executive Officer and Chief Financial Officer to be authorized persons to be interviewed or to answer questions of shareholders, investors, the press, and external parties. In addition, other executives authorized by the Chief Executive Officer may exploit the Company's information.
3. The Company designates an investor relations unit to perform duty to disclose essential and beneficial information to shareholders, investors, securities analysts, fund managers, and financial institutions. In this regard, units owning the information shall provide their information to investor relations unit.
4. Refrain from or avoid revealing information, news or interviewing with press or public about the Company without authority, or any other information which may adversely affect the Company's reputation, image and business operations.



## **Ethics of Directors and Executives**

1. Perform duties according to the law, relevant rules and regulations, the Company's regulations and policies, shareholders' resolution and good corporate governance principle.
2. Carry out duties with honesty, integrity, carefulness, caution, transparency, fairness and accountability for the best interests of the Company while adhering to the benefits of relevant stakeholders.
3. Devote time to perform duties with utmost knowledge and competency and attend every meeting, except in cases of necessity.
4. Keep confidential information of the Company from leaking and do not disclose such information to non-relevant persons that may cause damages to the Company or stakeholders, except in compliance with laws.
5. Perform duties by avoiding any action that may lead to conflicts of interest with the Company, whether directly or indirectly, including
  - Do not acquire personal interests improperly from their work operation either directly or indirectly.
  - Refrain from exploiting information obtaining from their duties for seeking inappropriate benefit of personal or others' interests.
  - Refrain from any engagement in management action of other entities that undermine the Company's interests.
  - Do not conduct any business in competition with the Company either directly or indirectly.
  - Do not take any advantage or interest from the Company's agreements.
  - Do not receive anything or other benefits that may lead to conflicts of interest of the Company.

## **Ethics of Employees**

### **1. Treatment toward Themselves**

1. Adhere to merit and morality, omit all vices and drugs, and do not behave oneself in a manner that may damage reputation of oneself and the Company.
2. Have responsibility for assigned duties and regularly learn additional knowledge and experience to build up more efficient work capability.



## **2. Treatment toward Company**

1. Strictly abide by the Company's rules, regulations, announcements and policies as well as relevant laws and do not engage or support or do anything that violate or breach them.
2. Carry out works with honesty, caution, diligence, perseverance and devotion, utilize their skill, knowledge and capability for developing and improving tasks of themselves as well as their own units to be more efficient on a regular basis, and have responsibilities to their duties professionally.
3. Have loyalty and good attitudes toward the Company, retain reputation and image toward the Company in the eyes of outsiders, and avoid any action may cause damage to the Company's reputation and image.
4. Perform duties with dedication of the Company's benefit and refrain from using their positions in the Company or information obtained from their work operation in the Company for their own benefit or others improperly.
5. Avoid any financial obligations with persons dealing business with the Company or colleagues such as lending, borrowing, soliciting, exchanging a check for cash, chit fund operation, and liability payment, etc.
6. Do not involve or engage in any other company or conduct business competing with the Company without the Company's permission in writing.
7. Do not use the Company's work hours to do other works or for personal benefit resulting in inability to extremely carry out their duties in work hours of the Company that could have adverse effects on their performance, duties and working hours in the Company.
8. Do not exploit the Company's confidential information, data and documents to any party that has no right to access that information including family member of employees and carefully keep such information confidential. When termination or retirement of employment, all reports and documents shall be returned to the Company completely.
9. Take into consideration and perform any action to help preserve clean, safe and pleasant working environment.

## **3. Treatment toward Other Employees**

1. Subordinates shall obey and perform their tasks as assigned by their superiors strictly, listen to supervisors' advice, and do not overstep their direct superiors except at the instruction of supervisor at a higher level.
2. Superiors shall make themselves respectable by acting as righteous leaders and role models, whereas subordinates shall treat their superiors with respect, honor, and politeness.
3. Superiors shall supervise and take responsibility for their subordinates to strictly comply with the Company's regulations, rules, announcement or instruction.



4. Superiors shall provide compensation, reward, appointment, rotation, assignment, and punishment toward subordinators with righteousness and fairness manner based on individual knowledge, competency and suitability.
5. Superiors shall coach, advice, help solving problems, and transfer working knowledge and experience to subordinates so that they can properly perform their assignments as well as develop subordinators for advancement in their careers.
6. Superiors shall attentively and kindly listen to their subordinates' problems, opinions and suggestions, sincerely give them advice, take good care of them, and treat them with kindness.
7. Do not accuse the Company's executives or other employees without fact.
8. Treat other employees with equality, fairness, give respect and honor to others, respect colleagues' individual rights, avoid disclosing or criticizing other colleagues' personal information and affairs in a way that can cause damage to them, and refrain from claiming ownership of other colleagues' work.
9. Retain and promote harmony, solidarity, teamwork, cooperation, mutual help, and coordination among employees.
10. Treat other employees with politeness, courteousness and good human relations, make self-adjustment to be able to work with others, and refrain from concealing information essential to colleagues' working performance.

#### **4. Treatment toward Customers and Business Partners**

1. Treat customers and business partners with good faith, honesty, and fairness.
2. Avoid giving and accepting free gifts or other benefits to exchange with things or services from business partners.
3. Do not receive any benefits or return in dealing with customers and business partners or persons relating to the Company unless otherwise on traditional occasion. Any case where the value of benefits or return is higher than normal, superiors shall be notified.
4. Do not disclose information of customers and business partners to other persons, and do not illegally exploit such information for the benefits of their own or others.



## **Supervision in Acting and Reviewing**

1. Define that the code conduct shall be communicated to directors, executives and employees at all level for acknowledgement and understanding.
2. Every director, executive and employee has duty to be aware of, comprehend, and strictly comply with the code of conduct manual. When having a doubt regarding practices stipulated in the code of conduct, employees should consult his/her superior or relevant department such as Human Resource Department.
3. Executives at all level should behave as role models for the staff to perform pursuant to the code of conduct and have duties and responsibility to oversee and encourage all subordinates to acknowledge, understand and seriously comply with the code of conduct manual.
4. When seeing any infringement or avoidance of the code of conduct, directors, executives and employees have duties to report to their direct supervisor or persons/departments in charge or use whistle blowing or complaint channels, and cooperate in fact-finding investigation. In this regard, the Company has measures to protect any whistle-blower or complainant or reporter. All information received will be treated in confidence and the disciplinary action shall be taken shortly and fairly.
5. Regularly review and improve the code of conduct to be up-to-date and compatible with evolving business environment.

## **Whistle Blowing, Complaints and Suggestion**

The Company provides the opportunities for employees and all groups of stakeholders to propose their opinions, suggestions, complaints and whistle blowing regarding anti-corruption, fraud and violation of laws, rules, regulations, code of conduct and good corporate governance principles as follows:

1. Channels of whistle blowing, complaints and suggestion
  - 1) Electronic mail of the Chairman of the Board who is also the Chairman of the Audit Committee at [chairman@hotpot.co.th](mailto:chairman@hotpot.co.th)
  - 2) The Company's website at [www.hotpot.co.th](http://www.hotpot.co.th)
  - 3) Suggestion boxes at branches, factory and head office
  - 4) Calling at telephone numbers in notices posted at every branch
  - 5) Postal mailing to  
The Chairman  
Hot Pot Public Company Limited  
350 Ramintra Road, Tha Raeng, Bangkok, Bangkok 10230



## 2. Protection and keeping confidential

- 1) Any whistle-blower or complainant, whether employees or external persons, will be protected.
- 2) The Company shall provide fairness and safeguard to any staff who denies or inform corruption cases or report wrongdoing or make a complaint or cooperate in reporting corruption by not changing job position, job nature, workplace, job suspension, punishment or providing negative impact on that staff.
- 3) The Company shall investigate according to procedure and record investigation outcomes in writing without disclosing information of a whistle blower or complainant. The Company will keep the whistle blower or complaint's documents confidential and prohibit from disclosing them to unrelated persons, except when required by law.

## 3. Procedure for investigation

- 1) When receiving any whistle blowing or complaints, a recipient shall gather factual information and submit them to the company secretary.
- 2) The company secretary shall invite the following representatives from management to perform investigation:
  - Deputy of Chief Executive Officer
  - Human Resource Manager
  - Manager of a whistle blower or complainant (in case of such person is the Company's staff)Company secretary shall attend the investigation meeting as an observer.
- 3) In process of investigation, the company secretary may be assigned to report progress of investigation to whistle blower or complainant from time to time.
- 4) In case of the outcomes of investigation is found that there are information or evidence reasonable showing that a suspect actually commits wrongdoing, the Company will provide the right to the suspect to acknowledge the allegation and prove oneself. To do so, the suspect can provide additional information or evidence to prove that he/she does not involve with wrong doing as accused.



### **Disciplinary Punishment**

Directors, executives and employees at all level have a duty to comply and promote others to comply with code of conduct. The following actions constitute a breach of code of conduct:

1. Fail to comply with code of conduct.
2. Suggest, encourage and support others to not comply with code of conduct.
3. Neglect, ignore when seeing a violation of or failure to comply with code of conduct in case of knowing or being in a position to know as it involves work under own responsibility.
4. Fail to collaborate or obstruct investigation into facts on violation or noncompliance with code of conduct.
5. Treat any whistle blower reporting noncompliance with code of conduct unfairly.

The Company regards code of conduct as a discipline which directors, executives and employees at all level shall comply seriously. Violation or noncompliance with specified code of conduct shall be strictly subject to the Company's disciplinary penalty and may also be faced with legal punishment, if such action is unlawful.

### **Acknowledgement and Conformity Form**

I have received, read and understood this Code of Conduct Manual. I, therefore, sign and commit to comply with these practices stipulated in Code of Conduct Manual strictly.

Signature .....

Name .....

Position .....

Section /Department .....

Date/Month/Year .....