



Practical guideline 3

Strengthen Board Effectiveness



คณะกรรมการ รับผิดชอบในการกำหนดและทบทวนโครงสร้าง คณะกรรมการทั้งในเรื่องขนาด องค์ประกอบ สัดส่วนกรรมการที่เป็นอิสระ ที่เหมาะสมและจำเป็นต่อการนำพาองค์กรสู่วัตถุประสงค์และเป้าหมายหลัก ที่กำหนดไว้



3.1 Board Structure

The Board define and review the structure of the Board, Sub-Committees and Independent Directors to be suitable and qualified with knowledge skills experiences and expertise which are important to the Board composition and comply with the company's business.



Composition and qualification of Board

1. The Board must consist of at least 5 Directors but not exceed 15 Directors
2. There should be the independent Directors no less than one-third of a whole Directors and there must be at least 3 Independent Directors.
3. The age of Director must not over 70 years old.
4. The terms of Directors and Independent Directors is 3 years per term which can be reappointed according to the law and not over 3 terms or not more than 9 years consecutively (without an exemption).



5. Holding the position of Director in the State enterprise and/or the listed company on the Stock Exchange of Thailand (SET).
 - (1) Holding the position of Director in the State enterprise and/or the legal entity that the State enterprise is a shareholder not more than 3 places.
 - (2) Holding the position of Director in the company listed on the SET not more than 3 companies. In addition, the Director position holding according to (1) and (2) must not over 5 places in total.
6. Being expertise in multi-disciplines in order to combine necessary knowledge which comprise of
 - The expertise in petroleum or petrochemical business at least 3 persons
 - The expertise in law at least 1 person
 - The expertise in accountancy and finance at least 1 personNevertheless, this should comply with the recruitment policies and regulations, considering the education background, management experiences in such field and well achievement and recognition acceptable in comparable scale of business.
7. Possess complete qualifications without prohibited qualities under the Public Company Act, the Securities and Exchange Act, Announcement of the Capital Market Committee, Securities and Exchange Commission Regulations, Rules of the Stock Exchange of Thailand, Articles of Association of Companies in Thailand, Good Corporate Governance Principles and other related requirements and should not possess the inappropriate qualities in order to acquire trust for the company execution.
8. Possess complete qualifications without prohibited qualities under the Cabinet Resolution on the 24th January 2011 on the appointment of high-ranking government officials or the person holding the position of Director in the State enterprise and/or the legal entity of which the State enterprise is shareholders.

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9. Possess a supportive and promoted quality and image of the implementation on the Good Corporate Governance in order to add value to the company such as morality, ethics, independence, expressive confidence, creativity, duty of care and duty of loyalty, dedicator and well acceptance from the society.
 10. If used to hold the position of the company Director, the performance as the Director with full capacity and the useful opinion and suggestion to the company shall be considered.

3.2 Roles Duties and Responsibilities of Chairman of Board of Director

(Details are according to the practical guideline 1, [page 50 -51](#))

3.3 Nomination and Appointment of the Board of Directors and Sub-Committees

The Board shall good govern on the nomination and appointment of Director to be transparent and explicit in order to acquire the qualified Board complying with the composition.

- **Board of Directors**

1. The shareholders are authorized to appoint the Board of Directors. The Nomination and Remuneration Committee will select the suitable person to be nominated as a Director and present to the Board to approve before presenting at the meeting.


The shareholders consider to approve according to the rules as following:

- (1) One shareholder has a vote equal to the number of the shares that he or she holds and one share per vote.





- (2) The election of Director shall vote as a person or one time for a whole number of Directors that should be selected at that time according to the approval of the shareholder meeting. For the voting, whether to be one person or a group of person, a person who is voted by the shareholders will acquire the vote from the shareholder according to the shares that he or she holds under (1). The shareholder cannot share his or her vote more or less to anyone.
 - (3) The resolution requires a majority vote, whereby a person receiving the highest votes in descending order shall be elected as a Director according to the equal number of Directors that shall have or shall be elected at that time. In the event that the persons elected in descending order have the equal votes exceeding the number of required Directors or the number that should be elected at that time. The chairman of the meeting shall have a casting vote.
2. The Board of Directors shall appoint one Director to be a Chairman and the Board of Directors shall consider to appoint one Director or Directors to be the Vice Chairman to perform the duty in accordance with the company's rules and as assigned by the Chairman.
3. The Board of Directors appoints the President and Chief Executive Officer which is from the selection according to the relevant procedures and regulations. The President and Chief Executive Officer shall as well hold the position of the Director and the Secretary of the Board of Directors.
4. In the event that the Director's position becomes vacant for the reasons other than the end-term. The Board of



Directors shall nominate a person who has complete qualifications without any prohibited qualities according to the law as a replacement Director at the next Board Meeting. Unless the remaining terms of the vacant Director is less than 2 months, the replacement Director will be in the office only for the remaining terms of the Director that he or she replaces. The resolution of the Board of Directors for the nomination of replacement Director must consist of votes no less than three-fourth of the remaining Directors.

5. In the event that the Director's position becomes vacant less than the numbers that can hold the meeting, the remaining Directors shall act on behalf of the Board of Directors only to manage to hold the meeting of the shareholders in order to nominate the whole vacant positions. This shall be done within 3 months since the day of the vacant position less than the number that can hold the meeting. The replacement Director can hold the position only the remaining terms of the person that he or she replaces.
6. The new appointed Director shall attend the Director Orientation for the important information which will be useful to the duty performing within 3 months since the nomination date.



- **Independent Directors**

According to the Good Corporate Governance, which defines that the Board of Directors shall comprise of the Independent Directors not less than one-third of the whole Board of Directors. The terms of the Independent Directors shall be equal to the terms of the Board of Directors which is 3 years per term. The Independent Director whose terms is terminated might be re-appointed from the shareholders but shall not be over successive 3 terms or not over 9 years without any exceptions.

The Independent Director must have knowledge with an independent qualification in compliance with the Announcement of the Capital Market Supervisory Board and defined by the Board of Directors. The qualifications of the Independent Director is stricter than the regulations of the Announcement of the Capital Market Supervisory Board on the proportion of shares holding which is not over 0.5% (the Capital Market Supervisory Board defines not over 1.0%) and the definition of the Independent Director is disclosed on the company website at www.irpc.co.th

The Independent Directors are able to freely express their views at the meeting. They shall regularly attend the meeting and able to access the financial and business information appropriately in order to express their views freely. They shall protect the benefits of the stakeholders and rule out the conflict of interest between the company and the executives, Directors or the major shareholders.

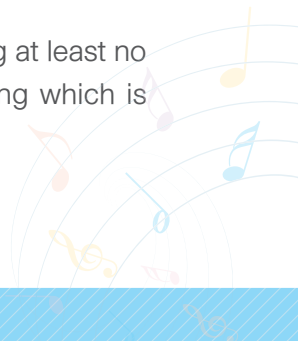
(Details of the Independent Director's qualifications appear on part 6 definition of key words [page 206](#))



3.5 The Governance of Director Operation

The Board of Directors shall govern all Directors to be responsible of their duties and allocate enough time.

- 3.5.1 Shall govern to ensure that there are mechanisms to support the Directors to understand their roles and duties.
- 3.5.2 Shall define the regulations on the Director's position holding in another company considering the effectiveness of the Director's work that hold the position in many companies and ensure that the Director properly dedicate on the company's duties. The listed companies shall be defined to which each Director will hold the position in accordance with the qualities or the company's business nature and it shall not exceed 3 listed companies. As a result, the effectiveness of the performance as a Director might decrease if the number of the companies that the Director hold the position is too many and there is a disclosure of such regulations.
- 3.5.3 Organize the report system of other position holding of the Director and disclose. In case that the Director hold the position of the Director or Executive, or has whether direct or indirect interests in other businesses that have conflict, or able to misuse the opportunity or company's information for their own benefits.
- 3.5.4 Ensure that the company has sufficiently preventive measurements and notify the shareholders to be acknowledged appropriately.
- 3.5.5 Assign each Director to attend the meeting at least no less than 75% of a whole Director meeting which is held in a year.





3.6 The Governance of the Companies in IRPC Group

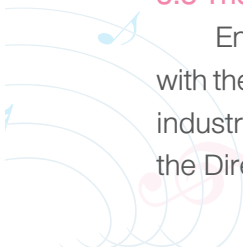
The Board of Director shall set the guidelines to govern the Subsidiaries, Associates and Joint-venture companies through the representative of the company who is the Top Executive and being nominated to hold the position of Director or Executive of the Subsidiary, Associate and Joint Venture Company. The nomination shall be approved from the Board of Directors and the decision making on the important investment, and the business operation of such representative shall be approved by the Investment Committee or the Management Committee or the Board of Directors depend on the case, and shall define to report the progress and important implementation frequently.

3.7 The Assessment of the Board of Director

The Board of Director shall define the self-assessment every year such as (1) the self-assessment of the whole Board of Directors (2) the self-assessment of each of the Director (3) the self-assessment of the 4 Sub-Committees such as the Audit Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee and the Risk Management Committee. The Committees shall consider together on the performance result and advice to address the problems which lead to improve to be more strengthened. There shall be the assessment from the third party according to the appropriate time such as every 3-year and disclose in the annual report.

3.8 The Director Development

Encourage the Directors and Executives to attend the seminar with the useful courses for the duty performing on the business and industrial management including the roles and responsibilities of the Director.





Practical Guideline 4

Ensure Effective CEO and People Management



4.1 The Board of Directors ensure that there shall be a nomination and development of the President and Chief Executive Officer (CEO) and the Top Executives to have knowledge, skills, experiences and necessary qualities to drive the organization to achieve the goals as following:

- (1) Assign the Nomination and Numeration Committee to define the regulations and the nomination procedures for the qualified person to hold the position of the CEO.
- (2) Govern the CEO to appoint the appropriate Top Executives. The Board of Directors or the Nomination and Numeration Committee together with the CEO consider the regulations and nomination procedures and appoint the person to be the Top Executive.
- (3) Govern for the Succession Plan in order to prepare the successor of the CEO and the Top Executives. The CEO shall report the implementation result according to the succession plan to the Board of Directors periodically.
- (4) Encourage and support the CEO and the Top Executives to attend the training to develop and increase the knowledge and experiences which will be useful for the duty performing.
- (5) Set up the policies and guidelines for the CEO and the Top Executive position holding in another company explicitly.



4.2 The Board of Directors shall govern to define the appropriate numeration structure and assessment.

- (1) Define the numeration as an incentive for the CEO and the Top Executives including all levels of operational personnel complying with the purposes and main goals of the organization and consistent to the interests of the business in long term which include.
- (2) Consider the appropriate numeration proportion from the short term and long term performance result such as salary and bonus.
- (3) Define the policy on the numeration both in monetary and non-monetary regarding the factors, for example, same industry numeration level, size appropriateness, type and business complexity, responsibilities and the motivation ability, and maintain qualified personnel.
- (4) Define the policies regarding the assessment, regulations and communication to be recognized.
- (5) The Board of Directors not including the Director who is an Executive shall have the roles regarding the numeration and the assessment of the CEO at least on the issues as following:
 - (5.1) approve the assessment regulation of the CEO and such assessment regulation shall be a motivation to execute the business according to the purposes, goals and strategies and consistent with the long term business's benefits. The assessment regulations shall be informed to the CEO beforehand.





(5.2) assess the performance of the CEO every year or assign the Nomination and Numeration Committee to assess and notify the result and the development issue to the CEO.

(5.3) approve the annual numeration of the CEO considering from the performance assessment of the CEO and other factors.

(6) Approve the regulations and factors on the assessment and follow up with the CEO to assess the Top Executives in accordance with such assessment regulations.

(7) Govern to set the regulations and factors on the performance assessment of an entire organization.

4.3 คณะกรรมการ ต้องทำความเข้าใจโครงสร้างและความสัมพันธ์ของผู้ถือหุ้นที่อาจมีผลกระทบต่อการบริหารและการดำเนินงานของกิจการ

(1) ทำความเข้าใจโครงสร้างและความสัมพันธ์ของผู้ถือหุ้นซึ่งอาจอยู่ในรูปแบบของข้อตกลงภายในกิจการครบถ้วน ไม่ว่าจะ เป็นลายลักษณ์อักษรหรือไม่ ข้อตกลงผู้ถือหุ้น หรือนโยบายของกลุ่ม หรือบริษัทแม่ ซึ่งมีผลต่ออำนาจในการควบคุม การบริหารจัดการกิจการ

(2) ดูแลไม่ให้ข้อตกลงตามข้อ 1 เป็นอุปสรรคต่อการปฏิบัติหน้าที่ของคณะกรรมการ เช่น การมีบุคคลที่เหมาะสมมาสืบทอดตำแหน่ง

(3) ดูแลให้มีการเปิดเผยข้อมูลตามข้อตกลงต่าง ๆ ที่มีผลกระทบต่อ การควบคุมกิจการ

(4) ดูแลให้มีการบริหารทรัพยากรบุคคลที่สอดคล้องกับทิศทาง และกลยุทธ์ขององค์กร พนักงานในทุกระดับมีความรู้ ความ

6.4 Govern to prepare the policies and guidelines on the anti-corruption explicitly and communicate in all levels inside and outside the organization to put into practice.

6.4.1 Create the anti-corruption projects or guidelines and support the activities that promote and foster the employees to act according to the related laws and regulations.

6.5 Oversee that there is a mechanism for receiving complaints and taking action on the whistleblowing.

6.5.1 Set the policy on the whistleblowing and complaints of corruption against the duty, guidelines, consideration procedures and whistleblowing channels, including the protection measurement for the whistleblowing person as a tool to help the company to be acknowledged of the complaints regarding the wrong doing action, rules and regulations and code of conduct of the company's business operation from all groups of stakeholder. The policy on the whistleblowing and the complaints corruption against the duty shall be disclosed to and acknowledged by all groups of stakeholder.

6.5.2 Ensure that there are mechanisms and procedures to manage (record, progress follow up, problem solve, report) the complaints of stakeholders and ensure that there is more than one convenient channel for receiving complaints and disclose the receiving complaints channels on the website or the annual report.



- 6.5.3 Ensure that there are clear policies and guidelines for the whistleblowing. There should be channels for the whistleblowing via the company's website or through the Independent Directors/assigned Audit Committee as well as a process for reviewing operational data and report to the Board of Directors.
- 6.5.4 Ensure that there are proper protection measurements for the person who whistleblowing with good faith.





Code of Conduct for Board of Directors

1. Shall perform the duty according to the laws and related rules and regulations of the company and the shareholder meeting resolution.
2. Shall perform the duty with full capacity and honestly execute to the best interests of the company.
3. Strictly be a non-affiliate with politics and be neutral, including be independent on decision making and act.
4. Authorize the Executives to fully perform routine duty of the company without an unreasonable guiding on such duty.
5. Shall has no interests in businesses related to those of the company or the competitive business to the company whether direct or indirect unless there is a disclosure of such interests and the person who involved according to the regulations, means and methods required by law.
6. Shall avoid the personal conflict of interest against those of the company in order that the management will be fully and effectively operated.
7. Shall execute with caution and not create commitments that may conflict with their duties afterwards.
8. Shall not exploit from an unlawful business neither directly nor indirectly.
9. Shall not commit any acts that may deteriorate the interests of the company or be favourable to other persons or legal entity.
10. Commit to protect and eliminate the fraudulent acts that shall be regarded as the urgent issue to proceed rapidly and absolutely to create the values and good image of the company.





Code of Conduct for the Executives and Employees

Self-Practices

1. Commit to be a good and smart person by seeking for knowledge and experiences to enhance the performance ability and self-development as to be benefits for one's own and the company.
2. Adhere to morality and ethics, avoid all vices and narcotics and not behave to damage one's reputation and the reputation of the company, for example, not being a person with heavy debts, not obsess with all kinds of gambling and not involve in any kind of narcotics.
3. Act with polite manner, dress appropriately and behave properly for the position and local custom without disgracing the image of the company.
4. Do not use one's position to seek for unfair advantages neither directly nor indirectly.
5. Perform tasks, receive orders, and be responsible for their own line of command and shall not cross the chain of command.
6. Do not delegate one's duties to other persons to act on one's behalf, unless it is necessary or for the work convenience that does not require specific skills or comply with the company regulations.



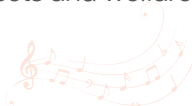
Practices toward Colleagues

1. Respect the personal rights of your colleagues, avoid to disclose the information or story regarding the performance of your colleagues including the private matter, or critic in the manner that cause damage to your colleagues or the overall image of the company.
2. Treat your colleagues with politeness, kindness and good human relations. Do not conceal necessary information to perform the task and be able to adapt to work with others.
3. Respect others by not claiming the work of others as your own.
4. The supervisors should behave in a respectful manner and being a good role model for the subordinates.
5. Subordinates should not do anything disrespectful to the supervisor and avoid criticizing the supervisor. The subordinates should be respectful, open for the supervisor's opinions and hear it rationally.
6. Do not act aggressively, threaten or humiliate or frighten or create the depressive environment or interfere the performance of the colleagues. Such acts include the harassment, indecent, courtship or sexual harassment whether verbally or physically intended to infringe upon dignity and the right to privacy in a manner that makes the victim feel distressed, annoyed or unsafe without consent to that action including any actions that are a violation of the law.



Practices toward Company

1. Perform duty with responsibility to the best of ability, be honest, commit and dedicate, act according to the company's regulations and policies and the organizational culture considering the interests of the company as important.
2. Strictly maintain the confidentiality of customers, business partners and the company. Be cautious not to leak company's confidential documents or information or not to fall into the uninvolved person.
3. Notify the supervisor by hierarchy or the Audit Committee if any acts of dishonesty and misconduct against the laws and the company's regulations or policies are found. Cooperate in the investigation of facts as required.
4. Not being involve in or conceal any acts that might be the conflict of interest of the company, the corruption, or any illegal acts.
5. Do not dispraise or commit any acts which will lead to disunity or damage within the IRPC Group or related persons.
6. Do not use the company working hours on another work or for the personal benefits which might affect the inability to fully perform during working hours.
7. Cooperate to maintain the working environment and atmosphere including the organizational development toward excellence.
8. Cooperate with the company's activities, maintain and create the unity among staffs. Support each other in a good way for the working interests of the company as a whole.
9. Wisely use the assets and welfare of the company.



2.2 Code of Conduct and Practices toward Stakeholders

การดำเนินธุรกิจของกลุ่มไออาร์พีซี ย่อมเกี่ยวข้องกับผู้มีส่วนได้เสียหลายกลุ่ม อันได้แก่ ผู้ถือหุ้น พนักงาน ลูกค้า คู่ค้า เจ้าหนี้ คู่แข่ง ภาครัฐ ตลอดจนชุมชน สังคม และสิ่งแวดล้อม ซึ่งแต่ละกลุ่มย่อมมีความต้องการที่แตกต่างกัน ดังนั้น จึงได้กำหนดจรรยาบรรณและแนวปฏิบัติต่อผู้มีส่วนได้เสียเพื่อให้สอดคล้องกับความต้องการของแต่ละกลุ่มผู้มีส่วนได้เสียดังต่อไปนี้



2.2.1 Code of Conduct and Practices toward Shareholders

“The IRPC Group commits to be responsible and offer the utmost satisfactory to the shareholders. To treat all shareholders with equity, equality and fairness. The best effort will be put to develop the IRPC Group’s business to grow sustainably and gain the returns consistently. The business will be performed in accordance with the Good Cooperate Governance and the transparency. The information shall be properly and accurately disclosed and the credible accountancy system shall be organized.”

Practices

1. Perform duty with honesty and the best of ability, proceed any actions with fairness to all shareholders.
2. Administer and perform duty with the knowledge and management skills and apply such skills with full ability. The decision making to any actions shall act cautiously.
3. Shall not proceed any actions in the manner that can cause the conflict of interest of the company.
4. Report the financial and non-financial status and the future trend of the company to the shareholders equally, frequently and completely according to the fact.



5. Shall not exploit the benefits for one's own and the related person by using any company's information which is undisclosed to the public, and shall not reveal the confidential information that produces the damage of the company and the third party.



2.2.2 Code of Conduct and the Practices toward Employees



“The IRPC Group realizes that all employees are the key factors that bring about success, progress and sustainability growth of the company. Therefore, we place importance on the treatment of employees with the equality and equity without discrimination. We provide a fair remuneration, good welfare, take care of their safety and occupational health, maintain a good working environment and consistently develop the employees' capacity, and provide the career stability and advancement. We promote the unity not partisan and treat everyone politely.”

Practices

1. Shall act in compliance with the law, working rules and regulations, employment agreement or other agreements regarding the fair human resource management.
2. Administer the human resource to be accorded with and uphold the business strategies and goals. Avoid any unfair acts that might effect on the stability of the employees' career.
3. Organize the human resource management system and procedures comparable to the leading business with explicit, transparency and fairness to be in the same direction of the organization.





4. The Company shall treat everyone with equity and non-discrimination due to their homeland, race, gender, age, colour, religion, disability, status, family lineage, education, educational institute or other status which is not relevant to work. That includes the respect for individual privacy and protection of personal information.
5. The company shall seek and recruit the personnel with the effective and fair employment condition in order to receive a good person with knowledge, ability and honesty to work professionally.
6. Provide with proper and fair remuneration to build up the motivation of work in terms of salary and bonus according to the business profits.
7. Maintain the environment and create the working system that the employees shall always have a safety in life and asset. There shall be a good occupational health complying with at least the standard set forth by the government.
8. Knowledge, competence, aptitude and performance of employees are referred to as key success indicators for job promotion and transfer. The evaluation is carried out with fairness, impartiality, and able to explain.
9. Given the opportunity to the employees to show their full potential. Uphold the knowledge skill and ability development with the workshop on different courses that necessary and useful to the operation.
10. The company shall enforce the effective assessment, remuneration, rewards and punishment system on a basis of fairness, non-discrimination and in compliance with the company's regulations, and be explainable.



11. The company shall open for all level of employee's opinions and suggestions and understand them on a basis of the fact without discrimination.
12. Treat the employee politely, and respect the individual and human dignity.
13. For critical posts, successor development plan is put in place.
14. Consider the career path, remuneration and incentives on a basis of knowledge ability, quality, success of work, attitude and potentiality of the employees.
15. The supervisor shall supervise, care, plan, follow up, evaluate and input the feedback to the employees under the supervision frequently in order to prevent a neglect of duty and wrongful operation.
16. The company shall establish the complaint and whistleblowing system of the misbehave employee in order to prevent a violation of the individual rights. Considering the punishment for the person who violates the regulations or relevant law appropriately depend on the case.
17. Work-life balance of employees is encouraged both working life and personal life. The Company supports creative and useful activities contributing to physical and mental health as well as good living quality of employees and their family.
18. Act according to the Labour Union Law and shall not proceed any actions from which prevent the Union's activities. Unless those activities are severely against the law, ethics and business's code of conduct or cause the damage and disunity to the IRPC Group.





2.2.4 Code of Conduct and Practices toward Partners

“The IRPC Group considers the equity and code of conduct in operating business and maintaining benefits with the business partners. We strictly act in compliance with the laws and rules that are mutually agreed upon. To step into a partnership that will support business operations among each other in the long run.”

Practices

1. In business negotiations, neither directly or indirectly request nor accept any gifts or benefits that are dishonest when trading with the partners. If found to be requested, received or any dishonest benefits, such act will be disclosed to the business partners and address the problems fairly and rapidly together.
2. Strictly comply with the agreed contract or other conditions. In the event that one of the conditions cannot be met, shall promptly notify the business partners beforehand. To mutually consider to remedy the damage fairly with the reasonableness.
3. Open to receive opinions and any recommendations that are requested or suggested by the business partners in order to improve and address the problems occurred in the operation.
4. Treat the business partners with equity and fairness on the basis of a fair remuneration for both parties.
5. Encourage the business partners to perform with ethics and social responsibility, respect the human rights and maintain the occupational health and safety of the employees. Including a proper environment management.





2.2.5 จรรยาบรรณและแนวปฏิบัติต่อเจ้าหนี้

“กลุ่มไออาร์พีซี ยึดถือแนวทางการปฏิบัติที่เป็นธรรมตามเงื่อนไขและความรับผิดชอบต่อเจ้าหนี้ รวมถึงบริหารเงินเพื่อให้เจ้าหนี้มั่นใจในฐานะทางการเงินและการชำระคืนตามกำหนดเวลา”

แนวปฏิบัติ

1. รักษาและปฏิบัติตามเงื่อนไขที่มีต่อเจ้าหนี้อย่างเคร่งครัด โปร่งใสทั้งในแง่การชำระเงินคืน การดูแลหลักประกันค้ำประกัน และเงื่อนไขอื่น ๆ รวมทั้งไม่ใช้เงินทุนที่ได้จากการกู้ยืมเงินไปในทางที่ขัดต่อกฎหมายหรือวัตถุประสงค์ในข้อตกลงที่ทำกับผู้ให้กู้ยืมเงิน
2. เปิดเผยข้อมูลฐานะทางการเงินของบริษัทแก่เจ้าหนี้ ตามข้อกำหนดในสัญญาอย่างถูกต้องครบถ้วน ตรงตามกำหนดเวลา
3. แจ้งต่อเจ้าหนี้ล่วงหน้า หากไม่สามารถปฏิบัติตามเงื่อนไขในสัญญาและร่วมกันหาแนวทางแก้ไขปัญหาดังกล่าวด้วยเหตุและผล และเป็นธรรม



2.2.6 Code of Conduct and Practices toward Business Competitors

“The IRPC Group operates business under fair competition framework. We do not misrepresent, deceive, or use any improper means but to comply with the principles of good trade competition.”

Practices

1. Operate under the principles of good trade competition, trade competition law and the Code of Conduct on business operation.
2. Not to destroy the reputation of the business competitors with the slander, defaming and attack without the reasonable information.
3. No seeking on information and secrecy of the business competitors with dishonest and improper means.





2.2.7 Code of Conduct and Practices toward Community Society and Environment

“The IRPC Group carried out the business with responsibility to the community society and environment. We have concerns and care for the people’s safety and quality of life. The emphasis is placed on the use of natural resources with the value and highest benefit, the environment preservation the energy use promotion including the use of renewable energy effectively. Being a good citizen role model who participate in the community and society development and environment protection through supporting the implementation of public interest activities for the community and society in a creative way.”



Practices



1. Considering the option on the natural resources use with the least effects of damage to the society, environment and people's quality of life.
2. Always share a portion of the profits from business operations for the society community and environment development. Carrying out the projects focused on the appropriateness and benefits that the community shall receive for a sustainable development and happy coexistence.
3. Raise an awareness on the society and environment responsibility to all personnel levels continuously and seriously.
4. Place importance on the business partners' transaction with society and environment responsibility.
5. Commit to be a part of society responsibility on the safety, occupational health and environment quality frequently and seriously. Being a good role model on the effective energy use and energy preservation for the public benefits and the future generation.
6. Strictly act in accordance with the laws and regulations related to the environment management in compliance with the spirit of law and regulations issued by the audit organization. To consistently audit, follow up and assess the result of performance to decrease the effects on environment.



7. Participate in the society, community and environment development which regarded as a duty and policy of the IRPC Group. Commit to develop promote and level up the quality of life of the society and community to be better along with the company's growth. Controlling and preventing the pollution of environment and systematically carrying out on the environment management for the continuous development.
8. Communicate for understanding and cooperate to provide information with the community, society, investors, shareholders, government agencies and interested people regarding the status and fact of the implementation timely without concealing the fact.
9. Always open for the opinions and requirements of the community where the company located. To response quickly and effectively to the situation which effects on the environment and community around the area as resulted from the company's work.
10. Uphold maintain and preserve the good custom and culture of the nation. To cooperate and support the policies and activities of the public and private sector. Providing educational support to youths for the community and society benefit in general.
11. Uphold and encourage all personnel levels to apply the knowledge and capacity to frequently carry out the public interest activities for the community, society and environment.





2.2.8 Code of Conduct and Practices toward Public Sector

“The IRPC Group shall avoid the act that might effect on an improper action and conflict with the good management principles when carry out the transaction with the government officials or government agencies. We are anti-bribery to the government officials to facilitate or for business benefits.”

Practices

1. Strictly cooperate with the government sector to act according to the laws, rules and regulations related to the business operation.
2. No bribes, gifts or awards to the government agencies or government officials in order to facilitate or for the benefits in the wrongful business operation.
3. Shall not give an opportunity to the government officials to commit a wrongful act in the business of the IRPC Group and shall not support the government officials on the act that leads to corruption.



2.3 Code of Conduct and Practices toward the Business Operation

The IRPC Group has an intention to promote good governance in business operations including the principles of honesty, morality and ethics to use in the work performance, therefore, rules, regulations and business practices are set as a standard framework of behaviour. To supervise the personnel behaviour whether are the Board of Directors, Executives or all level of employees. It is considered that this Code of Conduct and the business practices should be strictly adhered to and complied with in the same direction throughout the organization.

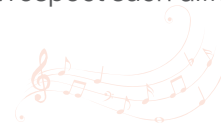



2.3.1 Code of Conduct and Practices on respect and act in compliance with laws, rules, regulations and requirements

“The IRPC Group places an importance on the respect of law, rules and regulations related to the business operation and strictly act in compliance with it both in the country and where we invest in order to operate the business smoothly and legitimately. Therefore, the personnel of IRPC Group shall respect the different of laws, customs, traditions and cultures and shall not act against the law or not respect such different customs, cultures and traditions.”

Practices

1. Strictly respect to and operate under the law and regulations. Shall consult with the legal department in case of uncertainty and shall not perform according to one’s understanding without advice.
2. Study and understand clearly of the company’s rules, regulations and requirements, the laws relevant to the operation, including the disciplinary action and the penalties and be able to explain to the subordinates.




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3. Maintain the disciplines on one's behaviour and operation and those of the supervisor under an appropriate realm. Considering the appropriate situation and fact for the real practice.
 4. Study to understand and act according to the law, custom, tradition and culture of the country or the invested area or the operational area in order that the illegal acts shall not occurred or against the custom, tradition and culture of that country or the area.
 5. Support activities or transactions for legitimate purposes and not participating in any illegal acts or concealment.
 6. Review of compliance with the law, related rules and regulations until they are compiled into categories for the research and study. Organize the training to educate and build an understanding of the laws relevant to the operation properly and consistently.




2.3.3 Code of Conduct and Practices on the Respect and Compliance with the International Human Right Principles

“The IRPC Group strictly respect and act in compliance with law principles on the international labour and human rights. We respect the labour’s rights, women’s rights, children’s rights and human dignity and avoid the acts that violate the international human rights of all forms including the freedom and equity of person accredited and protected by Thai law and international law.”


Practices

1. Organize the training to educate and make understand regarding the international human rights principles to the employees in order to apply as a part of the operation.
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2. Encourage and prioritize the joint-venture with the customers or the business partners who respect the international human rights.
 3. Operate the business without the use of forced labour in all forms, such as the use of human trafficking labour or the unlawful child labour etc.
 4. The company shall not discriminate the employees due to similarities or differences in race, religion, gender, age, education, language and colour or other social status. That includes the respect for individual privacy and protection of personal information. The company shall not punish the employees in the manner of physically and mentally abuse whether by the harassment, threatening, violation or any kinds of violence.
 5. Regularly monitor and ensure that no business operations are involved in human rights violations. To join and accept the practices that are beneficial to the global society, such as the United Nations Human Rights Principles.
 6. Provide channels for whistleblowing and complaints if the incidents or actions related to human rights violations occurred.



2.3.3 Code of Conduct and Practices on the Political Neutrality



“The IRPC Group operates the business with honesty and uphold the democratic system with the King as Head of State. Commit no acts of non-affiliation of politics or provide political support to any political parties or political groups or any politicians whether at the local or national level, with a clearly political neutrality expression. However, the company respects the political rights of all personnel by promoting the exercise of political rights as a good legal citizen.”

Practices

1. The company places importance on the political neutrality, non-participate and non-affiliate to any political parties, political coalition groups or political authority persons.
2. The company has a policy not to support the finance, asset, personnel or company's resources for the political assistance whether direct or indirect, and not for the interests of the politician or the political party or the political coalition group or the company's benefits or contribute to the company's business benefits.
3. The company encourages all employees to act according to the law and able to exercise their own political rights without committing any acts that cause the company to lose the political neutrality or the damage from such activity participation, such as using the company's position or name or company's logo or dress with company uniform that make others misunderstand that the person is the company's employee.
4. The company does not have a policy that all level of employees command or convince by any means to persuade the employees or the subordinates to participate in any kind of political activities which can lead to the internal organization conflict, and cause the company damage in all cases.
5. The company shall not commit any acts related to the politics, not participate in voting campaign or advertise for the political parties, political coalition groups or any politicians in the company's area. This includes the company's resources and assets non-using for the politics. The employees shall not express in any means that makes others understand that the company is involved or taking side or support the political actions or the activities of the political party, the political coalition group, the politician or the person relevant to politic or the political candidate.



2.3.4 Code of Conduct and the Practices on the Prevention of Money Laundering and Counter Financial Sponsorship of Terrorism

“The IRPC Group uphold and act in compliance with the laws, rules and regulations of Thailand and International on the prevention of money laundering and counter financial sponsorship of terrorism in all regions or countries that we operate the business. All personnel must be cautious not to become a tool for the money laundering or being a terrorism financial sponsorship. We prioritize on the surveillance and whistleblowing and notifying to the officers if the unlawful acts occur. There shall accurately record the financial transactions and fact or other assets according to the Thai law and the International law as prescribed.”

Practices

1. When contacting the customers, contractual partners or business partners, shall examine the fact of the customers or business partners for their basic information, for example, the authorized director or the compliance with relevant laws, rules and regulations. The purposes and business partnership intention shall be defined by the governmental documents monitoring or the credible independent organization in order to clarify suspicions as it is an easy way but effective to protect oneself not to become the intermediary of the money laundering or being a terrorism financial sponsorship.
2. Cooperate with the relevant agency to act in accordance with the prevention and suppression of money laundering measurement and terrorism financial sponsorship as prescribed both domestically and internationally.



3. Avoid any acts that conceal or disguise the true nature such as the acquisition of location, disposition, transfer, acquisition of any rights of asset related to the violation of the prevention and suppression of money laundering and counter financial sponsorship of terrorism law as if such asset is acquired legally, as well as the act to support such action.
4. Shall be cautious when dealing with persons or legal entities suspected to commit the offenses under the anti-money laundering and counter financial sponsorship of terrorism law, for example, the offense relating to narcotic, offense relating to sexuality (ex. women trafficking and prostitution), offense relating to public fraud, offense relating to embezzlement or business fraud at the financial institutions, offense relating to malfeasance in office and offense relating to commission of extortion or blackmail or the acts of a similar nature which is unlawful, the offense relating to custom evasion under the Custom Act, offense relating to terrorism under the Penal Code, offense relating to the gambling limited to the offense being an organizer of a gambling activity, offense relating to election and the offense relating to human trafficking.
5. Shall not operate transaction with a person suspected to commit an unlawful act or manage asset or income related to the crime. If being noticed that the customers, contractual partners or business partners have carried out the suspicious business transaction such as proposing an exaggerated agreement or suspected on the money laundering, shall report such acts through the whistleblowing channel or the company's complaints receiving channel.





2.3.5 Code of Conduct and Practices on Fair Competition and Monopoly

“The IRPC Group determines to operate a fair and ethical business, respect rules and strictly comply with the Antitrust Law or Trade Competition Law including any laws, rules and regulations of Thailand and the country where we operate the business related to the Trade Competition law. We shall not intervene the market mechanism or take advantages from other business operators and shall uphold the free and fair trade competition.”

Practices

1. Shall not act on or agree with the trade competitors or other business competitors, or gather together among the manufacturers in a manner to decrease or limit trade competition or monopoly.
2. Shall not disclose or exchange the confidential marketing information to the same business operators. For example, price and discount information, cost of production capacity, sales volume, purchases volume, marketing plan, profits margin and credit terms. Including the acquisition of information, name list and confidential information of the customers, business partners or other manufacturers.
3. Shall not abuse the market power or unfairly superior bargaining power against other business operators although not being a market dominant.
4. As the Trade Competition Law is complicated and different in each country. Therefore, there shall be a discussion with the legal agency from the operations' commencement.





2.3.6 Code of Conduct and Practices on Safety, Occupational Health and Environment

“The IRPC Group prioritizes on the safety and occupational health of the personnel in our community and the environment. We focus on promoting supporting and raising awareness on the safety, occupational health and environment to be a routine life of all personnel and relevant persons. We encourage to properly use the renewable energy and decrease the wasted energy use for the benefits of the organization, whole society and country.”



Practices

1. There shall be the management system on safety, occupational health and environment as a part of the operation in order to enhance the effectiveness quality and highest value to the operation.
2. Strictly adhere to the operation in compliance with the laws, policies, terms and standard on the quality, safety, occupational health and environment and comply with the management manual. Encourage to apply the management system according to the international standards as a management tool.
3. Design and opt for clean technology in the manufacturing process according to the environmental engineering and safety principles and systematically manage the hazardous chemicals and waste materials.
4. Control and protect all forms of damage from the accident, fire, injury or illness due to work, asset lost and damage, safety system violation, incorrect operation and various errors that occurred. Maintain a safety working environment for the employees and those of the contractors. This shall be regarded as a responsibility of the Executives and employees

to report the accident or incident complying with the prescribed procedures.

5. Provide an emergency accident control and prevention plan in the operation area. There shall be an organization's accident and crisis management plan to prepare for the emergency management that may occur, for example, fire, a leakage of oil, gas, chemical or waste. Shall also be prepared for other crises that may cause business interruption, discredit reputation and image of the IRPC Group.
6. There shall be a public relations and media to create knowledge understanding and disseminating information to the employees, contractors' employees and the relevant stakeholders to acknowledge and understand the policies, rules, procedures and cautions of the quality, safety, occupational health and environment as well as to implement appropriately without causing harm to health, asset and environment.
7. Seriously and continuously commit to be responsible to the society, safety quality, occupational health and environment. Use the natural resources to its highest benefits considering the importance of environment and the safety of relevant stakeholders. Promote the social activities on the environment protection and develop the quality of life of the people in the community according to the sustainable development principles.
8. If any operations are not safe or not comply with the terms or standards of quality safety and occupational health and cause the effect on the environment, such operations shall be refrained, and shall notify the co-worker, supervisor and the responsible agency in order to address the problem or plan to address the problem. The operation shall not be absolutely performed until it will be addressed or improved to be ready for the operation.



Establish an agency that is responsible for the evaluation and surveillance on the security status according to the alarm level. There shall be a regular testing and rehearse the practical procedures in case of emergency. To continuously develop and improve the safety management system, occupational health and environment to be consistent with the law and international standards.



2.3.7 จรรยาบรรณและแนวปฏิบัติว่าด้วยการควบคุมภายใน การตรวจสอบภายใน และการบริหารความเสี่ยง

“กลุ่มไออาร์พีซี ต้องจัดให้มีระบบการควบคุมภายในและตรวจสอบภายในที่มีประสิทธิภาพตามมาตรฐานสากลเพื่อให้มั่นใจว่า มีการปฏิบัติตามมาตรฐานและกฎหมายต่าง ๆ ที่เกี่ยวข้อง ภายใต้ การตรวจสอบของผู้ตรวจสอบภายใน และการสอบทานของ คณะกรรมการตรวจสอบ รวมถึงมีการบริหารความเสี่ยงให้อยู่ใน ระดับที่เหมาะสม ครอบคลุมทุกด้าน และติดตามการประเมินผล อย่างสม่ำเสมอ”



แนวปฏิบัติ

1. คณะกรรมการกำหนดนโยบายและกำกับดูแลให้มีระบบการควบคุมภายในที่ดี มีการบริหารความเสี่ยงให้อยู่ในระดับที่เหมาะสม ไม่ส่งผลกระทบต่อการบรรลุวัตถุประสงค์ของบริษัท และมีการติดตามประเมินผลอย่างสม่ำเสมอ
2. คณะกรรมการตรวจสอบ สอบทานการควบคุมภายใน ระบบการบริหารความเสี่ยง และรายงานผลการตรวจสอบให้คณะกรรมการ และผู้ถือหุ้นทราบ โดยมีองค์ประกอบของระบบควบคุมภายในที่สำคัญ 5 ประการ ดังนี้
 - (1) มีสภาพแวดล้อมของการควบคุมที่ดี (Control Environment) เพื่อให้พนักงานมีทัศนคติที่ดีต่อการควบคุมภายใน
 - (2) มีกระบวนการประเมินความเสี่ยงที่เหมาะสม (Risk Assessment) เพื่อประเมินความเสี่ยงที่สำคัญในการดำเนินงานขององค์กร

7. ยึดหลักความซื่อสัตย์ ปราศจากอคติและความซื่อตรงในการจัดเก็บ บันทึกข้อมูล ตลอดจนการจัดทำรายงานทางบัญชีและการเงิน เป็นไปโดยสุจริต



2.3.9 Code of Conduct and Practices on Security Trade, Internal Information Use and Information Confidentiality

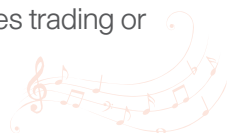
“The use of internal information which is important to the IRPC Group shall be considered of the effect to all stakeholders. All levels of personnel shall have duty to maintain secrecy of IRPC Group not to leak to the irrelevant persons. Shall absolutely avoid to disclose the internal information that is not yet public revealed to the third party, especially the internal information or news that might effect to the stock value traded in the stock market. This includes all information that the business partners and customers shared with trust. Shall not exploit the internal information obtained from the operation for profits or benefits from a wrongful securities trading, or cause the company to lose benefits whether direct or indirect.”

Practices on Securities Trade and Internal Information Use

1. Board of Directors and Executives (according to the SEC definition) shall refrain to trade the company’s securities or stock before the period of the financial statement report for a period of time and shall also refrain from stock trading 2 days after the financial statement report of 1st quarter and annually are published.
2. Board of Directors and Executives (according to the SEC definition) shall provide the report on changes in securities holdings and derivatives and report to the SEC after securities trading.



3. Board of Directors and Executives (according to the SEC definition) and the Executives on Accounting and Finance shall report their own securities holding and other reports in compliance with the regulations of the Stock Exchange of Thailand (SET) and the Stock Exchange Committee (SEC).
4. All levels of personnel who know or possess the internal information shall be prohibited to use the information for the benefit of buying or selling, or to persuade others to buy or sell or offer to buy, or offer to sell the stock of company, subsidiaries and/or associates listed in the SET either in person or through a broker, while still holding information that is not disclosed to the public. Shall not give the internal information that is not yet public revealed to others for the purpose of share trading. Such act shall be construed as a speculative securities trading or create an advantage for a particular group.



Practices on Information Confidentiality

1. Defines a hierarchy of secrecy for information such as disclosure, concealed, confidential, and highly confidential.
2. Maintain confidentiality of information and documents that cannot be disclosed and/or is a trade confidentiality, invention formulas which are regarded as a property or right of the company to the third party, especially the trade competitors.
3. Personnel at all levels involved in confidential information shall keep the confidentiality and conceal not to leak it, and shall not disclose such concealed information and document, and/or trade confidentiality information.
4. Study, understand and acknowledge the procedures, security maintain methods and strictly comply with the procedures to prevent the confidential information from being unintentionally disclosed.

5. Critical undisclosed information is kept confidential and shall be exposed to a limited number of concerned employees only. All concerned must be notified of the information classification as “confidential” and the restriction of its use, including no misuse of such information for the company stock trading.
6. The mutual use of internal information must be under the framework and responsibility as only assigned and the obtained information during the operation shall be protected.
7. The personnel of IRPC whose work is terminated with the company shall keep the confidentiality of information and shall not disclose the company’s secrecy to the third party.



2.3.10 จรรยาบรรณและแนวปฏิบัติว่าด้วยการให้ข้อมูลข่าวสาร การแสดงความคิดเห็นแก่บุคคลภายนอก และการเปิดเผยสารสนเทศ

“กลุ่มไออาร์พีซีต้องคำนึงถึงการเปิดเผยสารสนเทศอย่างมีประสิทธิภาพ สามารถเข้าถึงผู้มีส่วนได้เสียอย่างทั่วถึง และเท่าเทียมกัน เพื่อให้มั่นใจว่าผู้ถือหุ้น นักลงทุน และผู้มีส่วนได้เสียทุกฝ่ายจะได้รับข้อมูลข่าวสาร และการแสดงความคิดเห็นที่เชื่อถือได้ ถูกต้อง ครบถ้วน และทันเวลา เป็นไปตามแนวปฏิบัติตามหลักการกำกับดูแลกิจการที่ดีของตลาดหลักทรัพย์แห่งประเทศไทย”

แนวปฏิบัติการให้ข้อมูลข่าวสาร การแสดงความคิดเห็นแก่บุคคลภายนอก

1. ประธานเจ้าหน้าที่บริหารและกรรมการผู้จัดการใหญ่ รองกรรมการผู้จัดการใหญ่สายบัญชีและการเงิน เป็นผู้มีอำนาจในการเปิดเผยข้อมูลต่อสาธารณะ โดยจะดำเนินการด้วยตนเอง หรืออาจมอบหมายให้ผู้บริหาร หรือผู้ที่เกี่ยวข้องเป็นผู้ดำเนินการ ภายใต้นโยบายการเปิดเผยสารสนเทศ และแนวปฏิบัติที่ดีเกี่ยวกับการเปิดเผยสารสนเทศของบริษัท ทั้งนี้ ฝ่ายการเงินและนักลงทุนสัมพันธ์ มีหน้าที่รับผิดชอบการเปิดเผยและสนับสนุนข้อมูลต่อนักวิเคราะห์



แนวปฏิบัติการปฏิบัติหน้าที่ด้วยความซื่อสัตย์ สุจริต

1. ปฏิบัติหน้าที่ด้วยความซื่อสัตย์สุจริต ทั้งยังธรรม และมีความรับผิดชอบ
2. ไม่เลือกปฏิบัติและไม่รับอามิสสินจ้างใด ๆ อันอาจเป็นเหตุจูงใจส่วนบุคคลในการเอื้อประโยชน์ส่วนตนและบุคคลอื่น
3. ประพฤติปฏิบัติตามจรรยาบรรณและนโยบายอื่น ๆ ของบริษัทในฐานะนักลงทุนสัมพันธ์อย่างเคร่งครัด



2.3.12 Code of Conduct and Practices on Interests and Conflict of Interest

“The IRPC Group prioritizes on the protection of the transaction that might have conflict of interest including the relevant transaction. The direct or indirect stakeholders must not be in a part of decision making. The IRPC’s personnel must operate by taking into account mainly on the interests of the organization. Shall avoid any acts of conflict of interest to the organization or might effect on the decision making of the operation and shall not involve with the activity that might cause the conflict of interest or allow benefits or privileges to other persons directly and indirectly which may cause the company’s benefits loss or not fully gain.”

Practices

1. Board of Directors and Executives shall carefully consider the conflict of interest related to the connected transaction between the company, the subsidiaries and the associates or the involved person with honesty, reasonability and independence under the good ethics in consideration of the highest benefits of the company.
2. The Audit Committees have duty to examine the connected transactions or significant connected transactions between the company, the subsidiaries and the associates and consider the disclosure of the company’s information



in case of a connected transaction or transaction that may have conflict of interest accurately and completely.

3. Board of Directors, Executives and the Company Auditor must report their interests in relation to the execution of the company, associates, subsidiaries, and their securities holdings of the company or related parties in accordance with the rules and requirements of the Securities and Exchange Law.
4. Board of Directors and Executives shall act strictly in compliance with the principles, means and disclosure of the connected transaction according to the regulations of the Stock Exchange of Thailand (SET) and the Stock Exchange Committee (SEC).
5. Shall be careful of the personal relationships with persons who may have conflict of interest, for example, the business partners, customers or trade competitors with IRPC Group. Including the personal relationships or personal business with colleagues that may cause the conflicts or affect work atmosphere or operation.
6. Information or opportunities obtained as IRPC's personnel must not be misused for personal benefits, benefits of personal business, or the works other than those of the company which affect to the operation.
7. Not accepting work outside the IRPC Group or operate a business that competes with the company which result in the company benefits lose or less benefits gain than it should be.
8. Frequently self-examine if one has the interests or benefits that conflict with the operation and shall provide annual disclosure report of such suspicion that might have conflict of interest with the company according to the company's form and notify the hierarchical supervisor and submit to the Office of Cooperate Affairs.



9. Attending the meeting to consider an agenda in which the attendee has interests, that person must leave the meeting temporarily and abstain from voting so that other attendees have an opportunity to consider, analyse and criticize without the influence of that stakeholder.
10. In case of suspicion or uncertainty about the performance of one's own or the involvement of oneself and related persons and such business has transaction with IRPC Group that may have conflict of interest. The employee shall notify the previous mention to the supervisor or the Office of Cooperate Affairs immediately and submit the conflict of interest report form afterwards.



2.3.13 จรรยาบรรณและแนวปฏิบัติว่าด้วยการจัดซื้อ จัดหา

“การจัดซื้อ จัดหา เป็นกระบวนการสำคัญที่จะสนับสนุนการดำเนินงานของกลุ่มไออาร์พีซีให้เป็นไปตามหลักการกำกับดูแลกิจการที่ดี โดยมีกระบวนการจัดซื้อจัดหาพัสดุที่โปร่งใสและเกิดประโยชน์สูงสุดต่อองค์กร เป็นไปตามระเบียบข้อบังคับของบริษัทบนพื้นฐานการแข่งขันที่เป็นธรรม สามารถตรวจสอบและอธิบายได้”

แนวปฏิบัติ

1. ดำเนินการจัดซื้อจัดหาสินค้าและบริการด้วยหลักธรรมาภิบาลที่ดี โดยมีกระบวนการตรวจสอบการได้รับสินค้าและบริการที่ตรงตามความต้องการ ทั้งคุณภาพ ความคุ้มค่า ราคา จำนวน เวลา การให้บริการ และความรวดเร็ว เป็นไปตามระเบียบ ข้อกำหนด และหลักเกณฑ์ต่างๆ ที่เกี่ยวข้อง รวมทั้งคำนึงถึงนโยบายด้านคุณภาพ ความปลอดภัย อาชีวอนามัย และสิ่งแวดล้อม
2. มีการวางแผนการจัดหาล่วงหน้าที่ดี เพื่อหลีกเลี่ยงการจัดหาอย่างเร่งด่วนโดยไม่มีเหตุผลอันสมควร
3. ให้ออกกำลังกายอย่างพอเพียงในการจัดเตรียมเอกสาร หลักฐาน และเอกสารการเสนอราคาต่าง ๆ ทั้งนี้ ข้อกำหนดหรือเงื่อนไข



11. สนับสนุนให้มีการจัดหาสินค้าและบริการจากผู้ประกอบการที่ปฏิบัติตามกฎหมาย เคารพต่อหลักสิทธิมนุษยชน ไม่เข้าข่ายหรือมีประโยชน์จากการใช้แรงงาน หรือการฟอกเงิน หรือกระบวนการผลิตที่ขัดต่อกฎหมายและศีลธรรมอันดีงามของสังคม ตลอดจนคำนึงถึงคุณภาพ ความปลอดภัยของสินค้าและบริการที่จัดซื้อจัดหา อันอาจมีผลต่อสุขภาพอนามัยของผู้ใช้ พนักงาน ชุมชน สังคมและสิ่งแวดล้อม
12. บุคลากรที่มีส่วนเกี่ยวข้องกับการจัดหาพัสดุ ต้องไม่ใช่ข้อมูลจากการจัดซื้อจัดหาเพื่อประโยชน์ส่วนตัว หรือเปิดเผยให้กับผู้ที่ไม่เกี่ยวข้องอย่างเด็ดขาด



2.3.14 Code of Conduct and Practices on Acceptance and Offering Gifts, Assets or Other Benefits

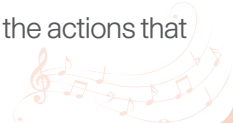
“The IRPC Group adhere and uphold not to request, accept, give bribes or other benefits from or to the person involved in business with intention to act or to neglect wrongful act or to exchange with the privilege of the company. For the transparency without corruption of the IRPC Group’s business, and to establish a good standard of operation with full capacity without predicament or an effect on the decision making of the operation.”

Practices

1. The gifts, assets, souvenirs or other benefits from the third party shall not be accepted in any cases. Unless it’s the case that such deserved assets or benefits are in compliance with the laws or rules and regulations issued by the virtue of law, or receive from the relatives or a person giving with affection according to their ability, or compliance with the good custom and tradition that the company’s regulations have defined to do so.



2. It is prohibited that the personnel of the IRPC Group including their families request or accept gifts, assets or other benefits from the contractors, sub-contractors, customers, business partners, joint-ventures or persons pertaining the company's business in any cases. This may affect biased operational decisions or predicament or conflict of interest.
3. The discretion may be used for giving gifts, assets or other benefits to the third party in a manner that is not unreasonable or extravagant, or does not violate the good tradition or laws of Thailand or the local area in which IRPC Group invests. However, the laws, rules, regulations or requirements for accepting gifts, assets and other benefits of the recipient shall be taken into account as well.
4. The gifts and souvenirs shall be accepted in an appropriate opportunity according to the custom and tradition only. The value is fixed not to exceed the company's regulations (no over three thousands baht) and if it's necessary to accept the over-price gift, the supervisor shall be notified to consider the necessity and the appropriateness.
5. Inform the policy on the non-acceptance gifts to the third party, customers, business partners, suppliers, contractors, sub-contractors, joint-ventures or the person pertaining the company's business.
6. Business entertainment expense and other expenses directly related to the performance of business contract is acceptable. However, the expenses must be reasonable and not against the company's anti-corruption and non- acceptance gift policy.
7. The bribes or any similar benefits shall not be given to the personnel of the IRPC Group or to the third party, especially the government officials. Strictly considering the actions that may violate the law and the local custom.



8. In the necessary case to accept the gifts, souvenirs or other benefits and cannot return, shall notify the supervisor and deliver it to the agency assigned by the company to collect gifts, assets or other benefits in order to donate to the outside persons or organizations for charity or public benefits.



2.3.15 Code of Conduct and Practices on Charitable Donation and Funding

“The IRPC Group support the charitable donation and funding to develop the community and society, and to develop the quality of life, to build economy and strength for the community and society with the charitable donation and funding for the charitable organization or other organizations. The procedures shall be considered and approved by the authorized person according to the regulations along with the auditing, controlling and monitoring process in order that the money is used to serve the purpose, and not to be used as an excuse of bribery and corruption.”

Practices

1. To donated money to the charitable organizations that have the purpose for the social benefits, these organizations must be trustful. This shall proceed on behalf of the company with the transparency through the procedures according to the regulations and legitimacy. There shall be a monitoring and auditing to ensure that the donated money is used for the public benefits and truly serve the donation purposes.
2. The sponsorship whether as money, objects or assets for the activity or any projects shall has the objectives to enhance the business and build the good image of IRPC Group or



- PTT group. There shall indicate clearly the name and logo of the companies of the IRPC Group and proceed with transparency through the procedures according to the regulations and legitimacy without the conflict of interest and there shall be the evidence or response letter from the organizations that received the donated or funded money.
3. Explicitly define the donation and funding authorization that indicate the amount and hierarchy of consideration. The approval evidence shall be kept and recorded in the accounting system and audited by the Office of Corporate Internal Audit and/or external auditor to ensure that the donation and funding are honest and transparent.



2.3.16 จรรยาบรรณและแนวปฏิบัติว่าด้วยการใช้เทคโนโลยีสารสนเทศและการสื่อสาร

“กลุ่มไออาร์พีซี กำหนดให้เทคโนโลยีสารสนเทศและการสื่อสาร เป็นปัจจัยสำคัญที่ช่วยส่งเสริมการดำเนินธุรกิจและเพิ่มประสิทธิภาพในการทำงาน การใช้เทคโนโลยีสารสนเทศและการสื่อสารนั้น บุคลากรทุกคนต้องพึงระมัดระวังให้มีการใช้งานอย่างถูกต้องและมีประสิทธิภาพ ภายใต้ข้อบังคับของกฎหมาย คำสั่ง และระเบียบข้อบังคับ และให้มีความตระหนักถึงความสำคัญของความมั่นคงปลอดภัยด้านเทคโนโลยีสารสนเทศ โดยระมัดระวังไม่ให้เกิดผลกระทบต่อบริษัท และผู้มีส่วนได้เสียโดยรวม”

แนวปฏิบัติ

1. จัดให้มีการบริหารความปลอดภัยของระบบข้อมูลสารสนเทศ ซึ่งหมายถึง ระบบคอมพิวเตอร์และข้อมูลคอมพิวเตอร์ตามมาตรฐานสากล
2. ป้องกันและดูแลระบบสารสนเทศที่อยู่ในความครอบครองหรืออยู่ในความรับผิดชอบของตน ไม่ให้ถูกบุคคลที่ไม่ได้รับอนุญาตเข้าถึงข้อมูลโดยมิชอบ และไม่เปิดเผยข้อมูลที่มีความสำคัญทางธุรกิจต่อผู้ไม่เกี่ยวข้อง

