



Singer Thailand Public Company Limited
and its Subsidiary Companies.

ANTI - CORRUPTION POLICY

Approved by the Board of Directors of the Company on November 14, 2014

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1. INTRODUCTION

Singer Thailand Public Company Limited and its subsidiary companies are committed to operate their businesses in an equitable, honest, ethical and transparent manner, according to the principles of good corporate governance. This core business operating philosophy not only includes fully adhering to all relevant applicable laws and regulations, but also not permitting any actions that might constitute corruption. The Company has endorsed and participated the Private Sector's Collective Action Coalition against Corruption (CAC), in order to corroborate its stand against corruption.

In order to be fully confident that the Group has a proper policy determining the scope of responsibilities, together with associated operating procedures and appropriate guidelines aimed to prevent all forms of corruption on the part of the management and staff in the course of conducting its businesses, the Company has adopted and published this **Anti-Corruption Policy**. This Policy is to be considered as an addendum to the existing Company "**Code of Business Conduct**", and has been approved by the Board of Directors to be applied to all Group Companies.

2. DEFINITIONS

In this Policy

- "Company" means Singer Thailand Public Company Limited,
 - "Group" means the Company and its subsidiary companies, and "Group Company" means any of them
- "Board" means the Board of Directors of the Company,
- "Corruption" means the giving or offering; or any act leading to the expectation of any bribe, incentive or benefit (such as money, gift, loan, reward, gratuity, entertainment or preferential treatment) or the receipt or request for any such bribe, incentive or benefit, directly or indirectly, where the aim is to influence the recipient or any other person(s) to act in an inappropriate, unethical, immoral or illegal manner and/or to misuse the authority of his or her position or any information gained from performing their duties.

3. OBJECTIVES

The core objectives of this Policy are:

- 3.1 To provide for clear and concise operating procedures, aimed at preventing directors, management and staff, as well as any involved external parties having any dealings with the Group, from violating the established anti-corruption policies,

- 3.2 To define oversight and review procedures, aimed at ensuring that all Group Companies and their respective directors, management, and staff all fully adhere to the requirements of this Policy.

4. SCOPE OF THIS POLICY

- 4.1 The Board shall take such steps as may be necessary to ensure that this Policy is adopted by and applies to every Group Company, and constitutes an effective obligation of all their respective directors, management and staff. All such directors, management and staff are prohibited from undertaking any act, which constitutes corruption in regards to conducting the business of the Group, which includes all business units and any involved parties. This requirement includes all sales representatives and other business agents/brokers involved in the business operations and/or acting on behalf of any Group Company, who all must also adhere fully to this Policy.
- 4.2 Regular internal reviews or audits will be undertaken to ensure that full adherence is made to this Policy. Additionally, there shall be regular reviews and updates of the established associated operating procedures or requirements of the Group, so that they continue to correspond to any changes in its business operations as well as the ever-changing applicable legal and regulatory requirements.

5. ROLES AND RESPONSIBILITIES

- 5.1 The Board, in addition to its role under paragraph 4.1 above, has the role and responsibility for considering and approving this Policy together with oversight thereof, as well as for reviewing, approving and monitoring the effective supporting anti-corruption systems and procedures to ensure that all staff of the Group are fully aware of as well as intensively motivated about anti-corruption.
- 5.2 The Audit Committee has the following role and responsibilities:
- (1) Review and audit all financial reports and accounts, internal controls systems, internal audit systems, and the risk management procedures relating to the various possible risks that may arise from any fraudulent or corrupt actions. This is in order to ensure that associated operating procedures are concisely defined, effective and appropriate as well as are in accordance with generally accepted accounting standards.
 - (2) Oversee this Policy and the associated anti-corruption measures to ensure that the Group fully adheres to all relevant applicable laws and regulations.

- 5.3 The Chief Executive Officer of the Company and management of each Group Company have the roles and responsibilities for determining appropriate systems and procedures for promoting and supporting the Policy through communicating to all staff and other involved parties; as well as for regularly reviewing the appropriateness of these systems and procedures, so that they remain relevant and correspond to any changes in the business operations and changes in applicable legal and regulatory requirements.
- 5.4 The Internal Audit Unit has the role and responsibilities for auditing and reviewing that all business activities fully adhere to and are in accordance with established policies, associated operating procedures, and the established scope of power and authority; and that they fully comply with all relevant applicable laws, rules and regulations as defined by the regulatory and oversight agencies. This is in order to ensure that all current internal controls system are appropriate and adequate relative to possible risks arising from any corrupt activities; whereby the Internal Audit Unit is required to report its findings to the Audit Committee.
- 5.5 The Company has established an Anti-Corruption Prevention and Suppression Committee ("ACPSC") and assigned to it specific authority to directly implement, oversee and monitor adherence to this Policy by all Group Companies, to undertake investigations and recommend corrective actions and penalties for violations. The ACPSC shall work together with the Internal Audit unit and the HR&A Department as directed by the Board.
- 5.6 Directors, management, and all staff are required to follow with full adherence to this Policy. In the event that anyone is suspicious of or comes across any violation by others of this policy, a report must made to their respective supervisor or responsible person or the Board through using the established anonymous informant (or 'whistle-blower') channel of communicating such information or complaints, that is designed to both ensure equitable and just investigation takes place as well as proper protection is given to the informant in accordance with established procedures.

6. APPROVAL AND REVIEW

- 6.1 This Policy is endorsed by the Audit Committee of the Company and approved by the Board.
- 6.2 The Company's Human Resources & Administration Department will review this Policy at least annually, and more often as it may be necessary; and will then propose to the Audit Committee any subsequent required changes as appropriate. This HR&A Department will also oversee the implementation of this Policy, and submit any required relevant advice on an ongoing basis; whereby should any further updates to this Policy be required they should then be undertaken as soon as possible.

6.3 Any material change shall be proposed to the Audit Committee for endorsement and then to the Board for approval. A review recommending no material change shall also be proposed to the Audit Committee for approval and further submitted to the Board for acknowledgment.

7. CONTENT OF THIS POLICY

7.1 General Policy

- (1) Directors, management and all staff of all Group Companies must fully adhere to this Policy, through not being involved, whether directly or indirectly, in any corrupt activities or practices. They must not be negligent or remain silent when coming across any activities relating to the business operations of the Group that may be considered to be corrupt. They must notify their respective superior or those in authority about any suspicious activities, as well as are required to fully cooperate with any subsequent investigations. Should they have any suspicions or questions, they should seek advice from their respective superior or those directly responsible for monitoring compliance to the established Company's ethical behavior guidelines, through various existing channels of communications.
- (2) Equitable treatment and full protection will be given to all those who stand out against any corrupt practices or provide information on any suspicious corrupt activities relating to the Group's business operations, including through the measures established by the Company's 'Whistle-Blower' Policy designed to protect any informants or complainants or those who cooperate in informing on any corrupt activities.
- (3) Those committing any corrupt actions are considered to have violated the this Policy; and they will be subjected to disciplinary action and associated penalties in accordance with the relevant regulations, together with any additional legal prosecution if such actions are considered to have also broken any applicable laws.
- (4) Each Group Company recognizes the importance of effectively communicating and educating all those involved about their responsibilities in being involved with Group's businesses operations, in order to create a good understanding or to inform them of possible impacts relating to the required full adherence to this Policy.
- (5) So as to achieve full clarity and transparency in regards to those activities involving a potentially high risk of corruption occurring, directors, management and all staff must discharge their responsibilities with all due care in regards to following this Policy and associated operating procedures as specified below.

7.2 Political Support & Contributions

- (1) "Political support and contributions" means giving support, in terms of donating goods or money, and/or being personally involved, or allowing the directors, management or staff to also become involved, in any political activities in the name of any Group Company, so as to gain some competitive business advantage. This is not allowed. However, this does not include any directors, management or staff participating in political activities in a personal capacity and under their inherent personal rights; but they must not declare that such actions are being done in their capacity as a staff of any Group Company, or must not donate any assets, products or equipment of any Group Company of any kind for the use or benefit of the political activity in question.
- (2) The Group has a policy of operating its businesses in an impartial and apolitical manner; and does not have any bias towards any particular politician or person belonging to any specific political party. The Group will not support and/or give money contributions or donate any goods to any specific political party, politician or political candidate, in the manner as described in (1) above, with the intent of gaining any business advantage for the Group.

7.3 Charitable Contributions, Donations and Aid Grants

Making charitable donations may result in some risks for the Group; whereby such activities involve expenses being incurred without any associated tangible benefits, as well as will present excuses or opportunities for possible acts of corruption. Therefore, so that such acts of charity will not involve any possible hidden agenda, the Company has established these policies and criteria in regards to charitable contributions, together with associated detailed review and oversight procedures, as follows:

- (1) Any donations or contributions made must be clearly proven to be a genuine act of charity and assistance to a 'bone fide' charity organization, with the objective of supporting the success of the specific charity program seeking to achieve genuine or actual social benefits, or in accordance with established CSR (Corporate Social Responsibility) related activities.
- (2) Any donations and contributions made must be clearly proven to be a 'bone fide' act of charity that does not in any way involve any benefits or favors being gained by any individual person or business unit within the Group, other than receiving public recognition or a certificate of appreciation for the support given.

7.4 Corporate Sponsorships.

Corporate sponsorships differ from charitable donations or contributions, since corporate support activities are undertaken with the objective of partly benefiting society/local

communities together with some specific aspect of the Group's businesses, products, and brand name or image. As such, there are inherent risks involved, since expenses are incurred in return for various benefits that may be difficult to quantify or monitor. Further, such sponsorship activities may be open to suggestions as being possibly connected with acts of bribery.

Therefore, the following policies and procedures relating to giving corporate sponsorships are established:

- (1) Any corporate sponsorships to be given must be based on clearly defined objectives and planned associated activities, together with details of the intended achievements on the part of requesting party as a result of receiving the sponsorship requested, and how the success of the planned sponsored activities will be of genuine benefit to society or the local community and/or specifically to the Group, particularly in relation to the Group's established Corporate Social Responsibility related (CSR) policies and activities.
- (2) Any corporate sponsorships given must be clearly documented that the sponsorship is given in the form of money or other benefits (such as Group products) that can be equated to a quantifiable monetary value; and that they do not involve benefits for any specific person or business unit within the Group, other than receiving public recognition or a certificate of appreciation according to normal business practices.
- (3) Any corporate sponsorships must be documented and give in writing, in the format established by the Company and through the Company's CSR unit, indicating details regarding the name of the recipient and the objectives of the sponsorship together with any other relevant details. This document must be submitted for approval by those person(s) with the relevant approval authority, in accordance with the established levels of approval authority within the Company.

7.5 Gifts, Hospitality and Other Associated Expenses

It is recognized that establishing and maintaining good relationships with business partners or associates is key to the Group achieving continued business success; whereby the staff are allowed to give/make and/or receive gifts, including any acts of hospitality/entertainment and/or other types of associated expenses to or from others, so long as such acts are in accordance with all the following related criteria:

- (1) The gifts are given without any intent to influence, induce or reward any involved person(s), in order to gain advantages through any inappropriate actions on their part; and are not given as directly or in a disguised manner in exchange for any assistance, facilitation or other such benefits to be gained from the other party.

- (2) The gifts are given in an open, fully transparent and legal manner; whereby it is clearly apparent that such gifts are not being used as an excuse for any other intent, as well as that they are being given in the name of a Group Company and not on a personal basis from any staff member.
- (3) Such gifts are not in the form of money or 'cash equivalents' (eg.: gift checks/certificates or gift coupons) with the value amount not exceed baht 5,000.-.
- (4) The gifts given are fully appropriate to the occasion, such as during the New Year, Chinese New Year or other similar and normally-accepted festivals.
- (5) The type and value of the gifts given are fully appropriate in nature and in accordance with the specific festival/occasion in question. For example, during any competitive bidding process, staffs are not allowed to receive any gifts or any other acts of hospitality/entertaining from those companies involved in such a bidding process.
- (6) The value of any gift given or received shall not exceed the amount announced by the Company pursuant to this Policy, unless expressly authorized in writing by the Chief Executive Officer of the Company. Any gift received which exceeds such value shall immediately be returned to the giver or, where this is inappropriate, handed over to the Company.

7.6 Risks Assessments

The Company's management must arrange to have an internal risk assessment exercise (or CSA: Control Self-Assessment) undertaken on a continuing basis for all Group Companies, which will cover possible risks resulting from any fraudulent or corrupt activities; and also review any existing risks management measures, so that they remain appropriate to the level of risks considered acceptable.

7.7 Human Resources

- (1) The Company will incorporate this Policy as an integral part of the Human Resources Management Program of the Group, which will also include policies on human resources recruitment, training, performance evaluation and assessment procedures, as well as compensation and benefits management, and staff promotion policies.
- (2) Additionally, the Group has operating procedures in place to inform all staff that they will not be demoted, disciplined or negatively affected in any way should they decline or refuse to act in a corrupt manner, even if the Group may lose any business opportunities as a result from such actions on the part of the staff.

7.8 Internal Training and Communications

(1) All management and staff will receive communications relating to this Policy and associated operating procedures for their information and acknowledgement. This will start from the new staff-orientation program, so that they will fully understand all anti-corruption measures and procedures, together with the associated expectations of the Group and associated penalties in the event that any staff member violates this Policy and operating procedures.

Additionally, ongoing internal training will be undertaken for all management and staff, so that they are fully aware of the importance of this Policy and associated operating procedures, further, any subsequent revisions and updates will also be posted on the Company's website.

(2) The Group will also inform all Sales Representatives/Agents and Business Brokers, Suppliers/Services Providers and any other involved external Parties about this Policy, in writing, immediately from the beginning of any business relationship and/or subsequently as appropriate and required. As such, the Group encourages them to also fully adhere to the same standards of social responsibility as the Group.

7.9 Operating Requirements

The conduct of any business operations are to be carried out in strict accordance with this Policy. They are also required to use the operating procedures as specified in the Company's "Code of Business Conduct", Corporate Governance Policy and the Zero-Tolerance Policy, together with any related regulations, operations manuals of the Group and any other operating procedures that may be subsequently specified by the Company.

7.10 Disciplinary Actions/Penalty

Any required disciplinary actions and penalties to be imposed will be in accordance with the established disciplinary and penalty regulations and/or applicable laws.

Note: This Policy was approved by a resolution of Meeting of the Board of Directors No. 203, on November 14, 2014