

Anti-Corruption Programme
Booklet

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A MESSAGE FROM THE BOARD OF DIRECTORS

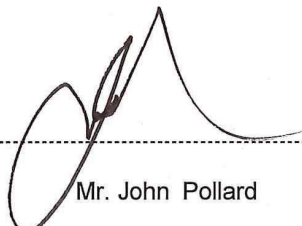
Meinhardt is committed to conducting its business in accordance with strict standards of honesty and integrity and to ensure this is achieved, this Staff Manual includes measures to be followed to comply with international anti-corruption legislation.

This programme of measures has been formally approved by the Board and includes specific practices that must be followed regarding compliance with laws, corrupt conduct, bribery, fraud and behavior, both internally and externally.

This programme includes mechanisms whereby employees and others can report suspected cases of discrimination, corruption, fraud or other illegal or unethical activity without fear of reprisal.

The Board of Directors requires all staff, including senior management and Directors, to comply with the requirements set out in this manual and to confirm in writing that they will do this, on an annual basis.


Adhering to the requirements set out herein will both provide a safe and ethical work environment, plus enhance our reputation within the marketplace that we operate with zero tolerance to corruption and that we interact with all relevant parties with honesty and integrity to the highest level.



Mr. John Pollard
Managing Director



Mr. Chen Yao Hui
Director



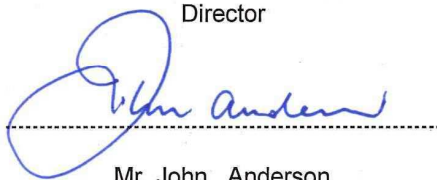
Mr. Theera Wattanasup
Director



Ms. Sasiporn Sirilatthaporn
Director



Dr. Nipon Thiensiripiat
Director



Mr. John Anderson
Director



Mr. Boonchon Tuntirattanasoontorn
Director



Mr. Chaichana Chainiwes
Director

1.0 INTRODUCTION

The purpose of this Staff Manual is to provide staff with a reference that describes the Anti-Corruption Policy, the Code of Conduct, the Anti-Corruption and other related misconducts procedures and risk assessment as well as the office procedures, staff requirements, roles and responsibilities and objectives of our Company.

In relation to Anti-Corruption, this Manual is intended as a practical guideline and tool to help all Meinhardt's employees. The Manual provides an overview of the Company's approach to addressing and mitigating corruption risk in daily business activities. It is intended to clearly outline acceptable and unacceptable conduct. It reaffirms the importance of compliance with applicable laws, Meinhardt's Anti-Corruption Policy and Code of Conduct to which every employee and member of the Board of Directors must adhere.

The success of our Company depends entirely on a dedicated team approach and the co-operation of all individual staff members.

We wish to create a stimulating and challenging environment in which to practice our various disciplines and to provide solid career prospects and a sense of achievement to all levels of staff.

To this end, all staff are strongly encouraged and invited to provide at any time any comments and suggestions that will add to the efficiency of our practice and improve our working environment.

The Meinhardt's Anti-Corruption Programme Booklet is an excerpt of the Meinhardt's Staff Manual, emphasizes solely on the anti-corruption/bribery aspect.

2.0 MEINHARDT (THAILAND) LTD. ANTI-CORRUPTION POLICY

Meinhardt (Thailand) Ltd. and all its subsidiaries (Meinhardt from hereafter) are committed to conducting its business in accordance with strict standards of honesty and integrity and to highest levels of professionalism and ethical behavior in delivering its services. Meinhardt's culture values transparency and accountability in its administrative and management practices and we are committed to ensuring the company, its officers and employees, act at all times in compliance with the laws.

Meinhardt will report promptly to the authority(ies) whenever it knows or is informed by a reliable source, that a client, supplier, sub-contractor or other participant (including employees) in a Meinhardt project is acting illegally or unethically.

Meinhardt will consider reviewing its relationship with an associate or a company who commits or is suspected to have committed bribery or is acting illegally or unethically.

Employees found to be in breach of the Anti-Corruption Policy, the Anti-Corruption Procedures and the Code of Conduct will be subject to Meinhardt disciplinary action.

Statement of Policy:

- Meinhardt's personnel shall not permit any use of the funds or other assets of the company for any unlawful or improper purpose.
- Meinhardt's personnel shall not make, or authorize anyone to make on the behalf of the Company, any payments or gifts or offers or promises to pay money or give anything of value to or for the benefit of any person, including any public official, that is or may appear to be related to obtaining or retaining business with any person, directing business to any person, obtaining any other advantage in the conduct of business, or inducing or rewarding the improper performance by any person of any function or activity or consent to, or connive in, any of the aforementioned.
- Meinhardt's personnel shall not make contributions of funds, facilities or services of any kind to political parties or officials or candidates for office to obtain their support for executive, legislative, administrative or other action favourable to the Company.
- Meinhardt operates a strict zero tolerance approach to bribery, fraud and other serious misconduct such as theft and corruption.
- Meinhardt will maintain processes to enable staff and any external parties to raise concerns they may have with respect to non-compliance with this Policy in confidence. Staff must report and external parties are encouraged to report any such concerns.
- The books and records of the Company must reflect, accurately and fairly, the transactions of the Company and dispositions of its assets. No undisclosed or unrecorded funds or assets are to be established for any purpose.

3.0 **ROLE AND RESPONSIBILITY**

Board of Directors:

- The Board of Directors is responsible for approving the Staff Manual, ensures the management team awareness and attention to the Anti-Corruption programme, and embeds organizational Anti-Corruption culture.
- The Board of Directors is responsible for assigning the responsibility and accountability for performance and compliance of the Anti-Corruption Programme as well as responsible for appointing of members of the Anti-Corruption Steering Committee and indirectly oversight them.
- Complies with Anti-Corruption and other misconducts measures or sanctions when non-compliance occurs.

Employee:

- As a Meinhardt employee, you share a responsibility to ensure that we comply with Meinhardt's Staff Manual. In relation to anti-corruption it is therefore important that you read and understand the Code of Conduct, the Anti-Corruption Policy and the Anti-Corruption Procedures.
- If you are unsure of any aspects relating to the Code of Conduct, the Anti-Corruption Policy or any of the Anti-Corruption Procedures, you should ask for advice from your supervisor.
- Should you become aware of an infringement of laws, regulations or the Meinhardt's Staff Manual, you shall raise this issue with your supervisor. If this is not possible or appropriate you shall raise the issue or report the infringement directly to the Anti-Corruption Steering Committee.
- Employees have a duty to inform the company about breaches of the law and safety matters; and where the concerns raised are not answered by the company, are free to communicate these concerns to an appropriate government agency. Whenever an agency of government conducts an investigation, employees should co-operate fully.
- To help ensure compliance with this Staff Manual, Meinhardt requires that all employees review the Manual and acknowledge their understanding and adherence in writing on an annual basis on the form provided on the Appendices Part of this Manual.

Team Leaders:

As a leader of Meinhardt's staff, you have a responsibility to ensure that people under your supervision are aware and follow the requirements in Meinhardt's Staff Manual. In relation to anti-corruption, you should focus on the requirements on the Code of Conduct, the Anti-Corruption Policy, the related Anti-Corruption Procedures as well as accepting the value of the Programme and carry it to your team.

Anti-Corruption Steering Committee:

- Determines the Anti-Corruption Policy, Programme, Procedures, and Guidelines.
- Reviews and implements the Anti-Corruption objectives across the company and subsidiaries.
- Coordinates with the Managing Director and the Board of Directors on defining the responsibility and authority of key personnel.
- Promotes the Anti-Corruption programme awareness and trains people within the company.
- Sets up complaint channels and staff investigation procedures.
- Sets up internal controls system and sanctions in the event of violation.
- Reviews relevant measures and internal control to ensure efficient and effective Anti-Corruption measures.
- Reviews risk assessment process and advises risk mitigation measures to the Board of Directors. The Board of Directors and Team Leaders shall implement such advice.
- Continually maintain and oversight the Anti-Corruption Programme.

Anti-Corruption Steering Committee Leader:

Anti-Corruption Steering Committee Leader is the leader of the Anti-Corruption Steering Committee, additional responsibilities are as follows.

- Communicates the Anti-Corruption issues both internally and externally.
- Reports internal audit results on the Anti-Corruption measures and provides relevant suggestions in the Management Meeting.

4.0 DEFINITIONS

Employee: Employee includes directors, team leaders, managers and staff (whether permanent or casual, full time or part time) and a temporary hire employed directly by Meinhardt but does not include contractors.

Associated Person/ associate: Associated person or associate includes a person with whom personal business is conducted, a close friend, a person who is a trustee of a trust in relation to which the employee may benefit, or a director or officer of a company or other entity over which the employee has substantial control.

Third party: Third party means any individual or organization that an associate may come into contact with during the course of his/her engagement with the Company, includes actual and potential clients, customers, contractors, suppliers, business contacts, agents, advisors, business associates.

- Contractors and suppliers: Contractor and supplier include those individuals or organizations who provide a product or service and are temporary hired directly or through an agency or firm. Contractors, normally refers to sub-consultants of the company.

Conduct: Conduct refers to the action or behaviour of an employee while misconduct is where the employee could and has the ability, but chooses not to achieve the standard required by the Company. Misconduct also means unacceptable conduct, actions which breach the Company's Code of Conduct and are detrimental to the business or interfere with the well-being of other employees.

Anything of value: Anything of value means anything that has monetary value or would constitute an advantage, financial or otherwise, to the recipient, such as, but not limited to: cash or a cash equivalent, services, offers of employment, fee-for-service contracts, charitable contributions, political contributions, travel and/or entertainment expenses, meals, gifts, use of vehicles or vacation homes, discounted or free tickets to events, and favourable terms on a product or service.

Public official: Public official for this purpose includes all officials, employees, agents and representatives of any branch or level of government (executive, legislative or judicial and whether national, state or local) or of any governmental department or agency (including advisors to such agencies and branches), directors, officers and employees of State-owned or controlled companies (including their consultants, advisors, agents and other representatives), political parties, party officials and candidates for office, and officials and employees of public international organisations such as the United Nations, World bank, International Monetary Fund (including their consultants, advisors, agents and other representatives).

Meinhardt: For the Code of Conduct only, Meinhardt refers to Meinhardt (Thailand) Ltd. and all its subsidiaries.

5.0 CODE OF CONDUCT AND OTHER ANTI-CORRUPTION POLICIES

5.1 Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which Meinhardt's ethical standards are built.

- All employees and officers must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate.
- Although employees are not expected to know the details of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

5.2 Corrupt Conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- Official misconduct;
- Bribery and blackmail;
- Fraud; and
- Theft.

Corrupt conduct will not be tolerated and disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt behaviour. Employees who become aware or suspect corrupt behaviour are obliged to report it immediately.

Employees are to refer to Anti-Corruption Policy and Bribery, Fraud Control within this Code of Conduct.

5.3 Bribery

Meinhardt is strongly opposed to bribery and corruption in all its business dealings in every country and operates a universal policy of zero tolerance of bribery or corruption in any form. Bribery involves making a payment of any value to any person deliberately to distort a proper decision making process, to influence a person's decision, to encourage them to secure an improper commercial advantage, or to enter into a dishonest arrangement.

Bribery constitutes "authorizing, offering, giving, accepting or soliciting anything of value to a decision maker (whether in the public or private sector) with the intention of inducing such decision maker to perform his/her functions or activities improperly (including through prejudicing impartiality or the exercise of good faith) or to reward the decision maker for having done so".

Meinhardt has committed to the Bribery Act 2010 ("Bribery Act"), which is legislation passed by the UK Government. The Bribery Act applies to both bribes paid in the public and private sectors pursuant to which the following activities constitute an offence:

- a) Active bribery (e.g., offering or paying a bribe) as well as passive bribery (e.g., soliciting or receiving a bribe);
- b) Bribing a public official;
- c) Failing to prevent bribery. Under this offence, Meinhardt may be liable for bribes paid by third parties on behalf of Meinhardt even if Meinhardt had no actual knowledge of the bribe.

All Meinhardt staff are prohibited from soliciting, arranging or accepting a bribe for the employee's benefit or that of the employee's family, friends, associates or acquaintances.

If you discover or suspect bribery, the following procedures shall be applied.

- If you are uncertain as to the legality of a proposed transaction or arrangement, please immediately consult the Anti-Corruption Steering Committee.
- If you become aware of or, in good faith, suspect any potential bribery of any form or degree involving Meinhardt, you are under express duty to immediately notify the Anti-Corruption Steering Committee. Any contact in this regard will be treated in the utmost confidence.
- If it is demonstrated that any Meinhardt employee (regardless of seniority) has been involved in any act of bribery, the concerned individual's employment with Meinhardt will, subject to any prevailing legal requirements, be terminated with immediate effect. In addition, Meinhardt will formally report the incident to relevant law enforcement authorities.

5.4 Facilitation Payments

Meinhardt is opposed to making of facilitation payments, which are payments involving small sums to officials to obtain routine action to which Meinhardt is otherwise legally entitled.

The legality of payments may vary between jurisdictions and so if you are asked to make a facilitation payment in the course of your duties you should consult Meinhardt (Thailand) Ltd.'s Anti-Corruption Steering Committee immediately to seek for appropriate legal advice.

The routine action of officials can be defined as follows:

- a) is ordinarily and commonly performed by the official; and
- b) is covered by any of the following subparagraphs:
 - granting a permit, license or other official document that qualifies a person to do business
 - in a foreign country or in a part of a foreign country;
 - processing government papers such as a visa or work permit;
 - providing police protection or mail collection or delivery;
 - scheduling inspections associated with contract performance or related to the transit of goods;
 - providing telecommunications services, power or water;
 - loading and unloading cargo;
 - protecting perishable products, or commodities, from deterioration;
 - any other action of a similar nature and;
- c) does not involve a decision about:
 - whether to award new business; or
 - whether to continue existing business with a particular person; or
 - the terms of new business or existing business; and
- d) does not involve encouraging a decision about:
 - whether to award new business; or
 - whether to continue existing business with a particular person; or
 - the terms of new business or existing business.

Generally, any request for a facilitation payment should be refused unless you feel you are at risk of injury, of detention, of deporting or for your life, if you refuse. If one of these exceptions applies the matter shall be reported, as soon as possible, to the Management.

5.5 Competition and Fair Dealing

Meinhardt seeks to outperform competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

Each employee should endeavour to respect the rights of and deal fairly with Meinhardt's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

No employee is permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities.

Employees must deal fairly and equitably with their colleagues and external contacts.

Employees must not engage in any "collusive" practices which may lead to a Client or Meinhardt receiving less than a fair and competitive service.

Employees must not misrepresent themselves or Meinhardt to anyone. If a misunderstanding occurs, immediate clarification should be made once this becomes evident.

5.6 Fraud Control

Meinhardt is committed to conducting its business in accordance with strict standards of honesty and integrity. Serious unethical behaviour such as fraud can damage Meinhardt's reputation and cause monetary and material loss, disruption to operations and regulatory sanctions. The advantages of working in an ethical environment free from fraud and corruption are many and include benefits for both Meinhardt and its employees.

Fraud can be described as encompassing a wide variety of deceptive, dishonest or unethical behaviours. For fraud to exist there must be intentional deception to gain a benefit. For the purposes of this Code of Conduct, Meinhardt adopts the definition of fraud as follows:

Dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by employees and where deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position for personal financial benefit.

Some examples of fraudulent and corrupt activity that must not be engaged in include:

- Theft of physical or intellectual property – includes all intellectual property and proprietary rights (whether registered or unregistered) owned or used by Meinhardt or necessary for the conduct of Meinhardt's business.
- Theft and/or unauthorized release of confidential information.
- Material and deliberate misstatement of accounting information.
- Embezzlement through deception such as falsification of records or claims.
- Corporate card and expense fraud.
- Creating false supplier's invoices and claiming payment for goods and services not delivered or provided.

It is Meinhardt's policy that persons convicted of a criminal offence or dismissed for unethical behaviour relating to fraud or corruption should not benefit from their activity. Accordingly, where permitted by law Meinhardt will seek recovery of money or property stolen or otherwise unlawfully obtained.

5.7 Political Contributions

Meinhardt does not contribute funds to any political party, politician, elected official or candidate for public office in any country.

Employees and other representatives shall not involve or attend events or activities organized by a political party, politician or candidate for public office.

Examples of prohibited political activities or contributions include:

- Sponsorship or hosting of functions or events organized by or associated with political parties, individual politicians or political candidates for public office with the explicit purpose of raising funds.
- Free or discounted use of Meinhardt premises or equipment as an in-kind donation to political parties, individual politicians or political candidates.
- Provide politicians or political candidates with leisure activities, travel and accommodation.
- Paying wages or salaries (including on costs) of a Meinhardt employee working for political parties, individual politicians or political candidates during normal working hours (but not if the employee takes paid leave to work for the party or candidate).

Employees and other representatives may attend events or activities organized by a political party, politician or candidate for public office such as paying for tables at functions or events sponsored by or associated with political parties, individual politicians or political candidates provided that:

- Such events or activities are for business purpose only, for example a political party business observer program.
- Such events or activities shall be formally registered and approved in advance by the ACSC.

Meinhardt recognizes employees' rights to participate as individuals in the political process. You will need to apply for leave if you are running for office or carrying out the duties of public office during normal working hours. Such participation, including contributions of time and money, is conducted entirely on your own account and your political opinions are not presented as being representative of Meinhardt.

5.8 Charitable Contributions

Meinhardt has a strong interest in community issues and activities other than that of strictly business interests. This is reflected in the many requests we receive for charitable contributions. Meinhardt has a proud history of support for a number of worthy organizations, activities and events, both locally and internationally.

Charitable contributions include donations to charitable organizations (including academic institutions such as universities), charitable giving and philanthropic activities.

Donations mean small or large amounts of resources (time, financial, property or human) provided voluntarily to an organization (charitable or otherwise) or individual person to support a cause or initiative with no expectation of commercial gain in return.

Meinhardt's charitable contributions must be:

- for legitimate purposes.
- permitted by law.
- approved by directors.
- made only to incorporated community groups, clubs, associations, non-profit organizations, non-government organizations, other community related commercial organizations and/or academic bodies such as universities.
- accurately recorded in the accounting records.

Meinhardt's charitable contributions must not be:

- made to individuals or organizations that are linked to political parties, politicians or political candidates.
- made to be perceived as bribes or payments to gain an improper business advantage.

5.9 Sponsorships

Sponsorships refer to support for an event, initiative or organization (including academic institutions such as universities) by providing financial, property and/or other resources, in return for certain rights, benefits or associations that may be exploited. Sponsorships are intended to be mutually beneficial. They may be small or large scale. Sponsorships may be a one investment or part of a longer term commitment. They may be local sponsorships used to promote a commitment to a local community or reinforce Company values.

Meinhardt's sponsorship contributions must be:

- for legitimate purposes.
- permitted by law.
- approved by directors.
- made only to incorporated community groups, clubs, associations, non-profit organizations, non-government organizations, other community related commercial organizations and/or academic bodies such as universities.
- accurately recorded in the accounting records.
- transparently documented in an agreement with the organization.

Meinhardt's sponsorship contributions must not be:

- made to individuals or organizations that are linked to political parties, politicians or political candidates.
- made to be perceived as bribes or payments to gain an improper business advantage.

5.10 Gifts, Hospitality and Expenses

The area of exchanging gifts, entertainment and gratuities with those people and companies we do business with is one that requires careful management and consideration. Gifts and hospitality may be corrupt, may be used to facilitate corruption, or may give the appearance of corruption. The purpose of gifts, hospitality, and expenses in a commercial setting is to create goodwill and sound working relationships, not to gain advantage with customers.

Gifts include cash or assets given as presents.

Hospitality includes meals, hotels, flights, entertainment or sporting events.

Expense includes cash given for specific purpose.

Meinhardt will meet all reasonable expenses associated with the employee's travel, food and lodging on company recognized business. Such arrangements should not be accepted from vendors unless at that company's facilities or otherwise unavailable through normal commercial sources.

No gifts, hospitalities, and expenses should be offered, given, provided by any Meinhardt employee, family member of an employee, or agent unless it:

- is not a cash gift or cash equivalence,
- is consistent with customary business practices,
- is not in poor taste, indecent, sexually oriented, inconsistent with Meinhardt's value of mutual respect, or that might reflect poorly on Meinhardt.
- is not more than THB 10,000 in value,
- cannot be construed as a bribe or payoff,
- must be infrequent and
- does not violate any laws, regulations or applicable policies of the other party's organization.

No gifts, hospitalities, and expenses should be solicited or accepted by any Meinhardt employee, family member of an employee, or agent unless it:

- is not a cash gift or cash equivalence,
- is consistent with customary business practices,
- is not in poor taste, indecent, sexually oriented, inconsistent with Meinhardt's value of mutual respect, or that might reflect poorly on Meinhardt.
- is not more than THB 3,000 in value for gifts or hospitalities, or otherwise specifically approved by TL/DI,
- cannot be construed as a bribe or payoff,
- must be infrequent and
- does not violate any laws, regulations or applicable Meinhardt's policies.

All gifts and hospitalities offered or received must be recorded for transparency in the Anti-Corruption Incident log.

5.11 Protection of Employees for Refusing to Pay Bribe

- Meinhardt will not sanction or disadvantage any staff or associated person/s for refusing to commit bribery.
- No employee will suffer demotion, penalty, or other adverse consequences for refusing to pay bribe.

5.12 Managing Contractors and Suppliers

On engaging with contractors and suppliers, if there is a legitimate need for the services or the goods they provide, Meinhardt shall make certain on the following points.

- That the contractors and suppliers conduct itself lawfully,
- That the services and goods are priced at market value,
- That the contractors or suppliers are qualified and authorized to provide the services or goods,
- That the receipt of such services or goods is documented,
- That a written contract shall be required except for minor transactions or small purchases.

Meinhardt shall also ensure on the following points.

- That Meinhardt will conduct its procurement practices with contractors and suppliers in a fair and transparent manner.
- That Meinhardt will take steps to identify and monitor its contractors and suppliers.
- That Meinhardt will assess the risk of bribery in its contractors and suppliers and conduct regular monitoring.
- That Meinhardt will communicate with its contractors and suppliers its anti-corruption programme.
- That prior to entering into a business relationship with a contractor or a supplier, a risk-based compliance assessment will be conducted.

5.13 Anti - Corruption Risk Management

An effective anti-corruption risk management is required in order to ensure the success of the anti-corruption programme. At Meinhardt, a risk assessment process will be utilised to identify the areas most at risk of corruption and bribery, the potential impact and, set in place measures and resources needed to mitigate the risks.

The risk assessment as well as the review of the effectiveness of the risk mitigation measures shall be conducted regularly at least once a year.

5.14 Potential Risk scenarios - “Red Flags”

A list of possible red flags that may arise during the course of business is summarized below (not exhaustive). If you encounter any red flags you must report them promptly by following the procedure set out in Raising Concerns and Reporting Policy.

- Potential improper payments to administrative officials to facilitate process related to: Building Construction Permit or any other permits; dealing or coordinating with various government officials.
- Potential improper payments to tax authorities or officials to facilitate process related to withholding tax refund.
- Disclose secretly information of the bidders or assist a preferred bidder to win the bidding for gaining any personal benefits.
- Neglect on the quality or schedule of the works under supervision while gaining any personal benefits.
- Hiring contractors whose lack of relevant expertise or professional reputation or with unclear ownership, control, nor credit terms.
- Having a contract with no written agreement or with an agreement but lacks economic sense.
- Having irregular contractual provisions that cannot be satisfactorily explained.

5.15 Books and Records

Meinhardt maintain complete and transparent books and records. Books and records encompass any and all documents relating to the business affairs of Meinhardt and are not limited to the accounting system. All financial transactions must be documented, regularly reviewed and properly accounted for in the books and records of Meinhardt. Any cover-up, incomplete, incorrect or misleading entries in commercial books are prohibited.

Meinhardt Accounting System conducted the book keeping and recorded in accordance with standards of accounting or Generally Accepted Accounting Principles and Internal Controls Procedure to provide assurance to the management regarding the financial controls system. Internal Controls are performed on Meinhardt Financial Controls System on the following aspects.

- Keep Accounting Document in accordance with Accounting Act B.E. 2543 for 5 to 7 years (refer to Meinhardt's Accounting Document Storage Guidelines for retention period of documents)
- Record accounts under the accrual basis of accounting
- Check and verify all financial documents by internal accountants
- Determine the right of the approvers clearly (refer to Meinhardt's Right of Approvers)
- Determine the required documents to support the payment
- Ensure that there are no “off-the book” accounts, inadequately defined transactions or false entries

Internal Auditor to check and verify all financial documents twice a month, external Auditor to audit all financial documents again every 6 months.

All Documents shall have supporting documents.

5.16 Training and Orientation

5.16.1 Objectives

Meinhardt is committed to implement and maintain the Anti-Corruption Programme Training for its staff and high risk contractors and suppliers by ensuring they are trained to:

- To commit and understand the best practice of the Anti-Corruption Programme.
- To avoid any incident which may cause any non-compliances.
- To help building the company Anti-Corruption culture.

5.16.2 Required Actions

- a) **Orientation:** All new staff shall be informed on the content of Anti-Corruption Programme and the rest of the Staff Manual clearly on the day the HR Department conducts the Orientation Programme.
- b) **Training:** ACSC provides the training on the Anti-Corruption Programme and the rest of the Staff Manual to all MTL staff. All staff shall attend the training once in the life time of being Meinhardt staff. For staff with high exposure to bribery risks (e.g. staff who have to deal with public officials, purchasing, financial and accounting), annual training shall be provided.
- c) **Acknowledgement:** All new staff to acknowledge the Staff Manual by signing the Staff Acknowledgement Form one week after join Meinhardt. Other existing staff to acknowledge the Staff Manual by signing the Staff Acknowledgement Form after receiving and reviewing the Staff Manual and do likewise thereafter annually.
- d) **Acknowledgement of programme by Contractors or Suppliers:** Contractors or suppliers will be provided with a letter of Acknowledging and Accepting of Meinhardt (Thailand) Anti-Corruption Programme. Upon acknowledging and agreeing to the Programme, the contractors or suppliers shall endorse the provided Acknowledging Letter and return to Meinhardt. High risk contractors and suppliers shall also be trained to fulfil the objectives of the Programme.

5.17 Communication

5.17.1 Internal Communication

Internal communication procedure is established and implemented to ensure that all employees, business entities under the control of Meinhardt and any agents are aware of the following.

- The Anti-Corruption policy and how the employee, business entities under the control of Meinhardt and any agents should apply themselves to the policy.
- Guidelines on the Code of Conduct, Anti-Corruption Procedures and programmes.
- Guidelines for Gifts, Hospitality and Expenses.
- The sanctions in the event of violation of the Anti-Corruption programme.

Internal Communications may be accomplished by the use of:

- Awareness training.
- Use of office or site notice board(s) for posting announcement or memo.
- Electronic mail or letter.
- Website.
- Management, Team and other meetings.

5.17.2 External Communication

External Communication Procedure is established and implemented on how Meinhardt handle the process of disclosing the information on Anti-Corruption Programme to the public. This is in order to help strengthening Meinhardt's reputation, deter attempts from those wishing to corrupt, help stimulating comment and feedback from external interested parties and also reinforce the internal communication messages.

The information on Anti-Corruption Programme intended to be disclosed to the public shall be reviewed and approved by the ACSC prior to the disclosing.

External Communication shall be conducted to the public or relevant external parties on the following.

- Meinhardt's Anti-Corruption Programme
- Guideline for Gifts, Hospitality and Expenses.

External Communications may be accomplished by the use of:

- Electronic mail for both outgoing and incoming (i.e. complaint) communication.
- Newsletter.
- Website.
- Electronic mail signature.
- Letter or phone call for incoming communication (i.e. complaint).

5.18 Raising Concerns and Reporting

This Procedure applies to all directors, officers, employees as well as contracting staff of Meinhardt, whether full time , part time or casual and at any level of seniority wherever employed.

All employees are encouraged to report any genuine matters or behaviours that they honestly believe contravene Meinhardt's Code of Conduct, policies or the law. For the purposes of making a report under this Procedure, matters may include any actual or suspected;

- Conduct or practices that are illegal or breach any law.
- Breach of any Meinhardt policies.
- Corrupt activities.
- Theft, fraud or misappropriation.
- Significant mismanagement or abuse of funds or resources.
- Abuse of authority.
- Serious harm to public health, safety or environment of the health or safety of any Meinhardt employee; or
- Any action taken against, or harm suffered by an employee as a result of making a report under this Policy.

Meinhardt employees are encouraged to report matters in the first instance to their Supervisors. In some instances this may not be appropriate, such as where the individual does not feel comfortable in doing so, where the employee has previously done so and believes no action has been taken or where the employee wishes to remain anonymous. In these cases matters should be reported internally to HR Manager or member of Anti-Corruption Steering Committee.

Although non-anonymous reports are preferred, should an employee feel more comfortable to report, in good faith, anonymously, he or she may do so.

The report will be the subject of a thorough investigation with the objective of locating evidence that either supports or refutes the claims made by the employee making the report. All investigations will follow best practice in investigation and be fair and independent. In some cases, external professional consultants may be engaged to assist in the investigation.

All investigations whether under taken by internal or external resources will observe the rules of natural justice in that the investigation will be conducted without bias and any person against whom an allegation is made will be given the opportunity to respond.

Meinhardt is committed to implementing the findings and recommendations of any investigation with a view to rectifying any wrongdoing as far as practicable in the circumstances.

The Investigation committee will report their findings and recommended actions directly to the BOD or MD. In cases where the Leader of the Anti-Corruption Steering Committee or another member of the Anti-Corruption Steering Committee has been accused of reportable conduct, or where he or she has a close personal relationship with the person against whom the accusation is made, he or she will be excluded from the reporting process.

Unauthorized disclosure of information other than in accordance with this policy may be the subject of disciplinary proceedings, including summary dismissal.

Employees who report matters in good faith and provided he or she has not been involved in the conduct reported, will not be penalized or personally disadvantaged because they have reported a matter, be any of the following:

- Dismissal.
- Demotion.
- Any form of harassment.
- Discrimination.
- Bias.

Whilst not intending to discourage employees from reporting matters of genuine concern, it is strongly suggested that employees making a report of fraud and unethical behavior ensure as far as possible that reports are factually accurate based from firsthand knowledge and presented in an unbiased fashion.

Making a disclosure is not about airing a grievance. It's about reporting real or perceived malpractice. A report may damage the career prospects and reputation of people who are the subject of serious allegations and therefore if your report is not made in good faith or is found to be malicious, deliberately misleading or frivolous, you may be the subject of disciplinary action including summary dismissal.

5.18.1 Seeking Advice:

Should an employee be unsure of any aspects relating to the Code of Conduct, the Anti-Corruption policy, the Anti-Corruption Procedures or any parts of the Staff Manual, the employee is encouraged to seek advice or discuss issues before making complaints. Employees can seek advice from their supervisors or from the ACSC/HRM, this can be done informally or formally by filling out the Raising Concern & Reporting form.

5.18.2 Channels for external whistle blowing and reporting: External whistle blowing and reporting can be made via the following channels:

- Phone call to Meinhardt management for any matters or to any Meinhardt staff if the matter is less serious.
- Email to acsc@meinhardt.net. The matter will go directly to Meinhardt's Anti-Corruption Steering Committee.
- Use the "Whistle Blowing" channel provided in the Meinhardt website's Corporate Governance section <<http://www.meinhardt.net/whistleblowing>> should you prefer to report anonymously.

5.19 Monitor and review

The ACSC with the help of HR Department shall monitor the programme to ensure the programme is followed by all staff. The ACSC shall also periodically at least once annually review the Programme's suitability, adequacy and effectiveness and implement improvements with the approval from the Board of Directors as appropriate.

Internal audit with an assistance from external auditors shall be utilised to make an independent assessment of the adequacy and effectiveness of the programme.

The ACSL shall report the results of the programme reviews and other aspects of the Programme to the Management team in the Management Meeting.

5.19.1 Management Meeting

Management Meeting is conducted regularly on a quarterly basis to review management topics and issues and also to review the Anti-Corruption aspect of the company. Unplanned meetings to assess any urgent anti-corruption issues shall be initiated by the ACSL or MD.

Records of management meetings are maintained by the MD or other DI assigned by the MD.

Pertaining to the Anti-Corruption aspect, the Meinhardt's Management shall review the following input.

- a) Results of Internal Controls Audit or the Programme reviews,
- b) Log file review (of transactions), contractors and suppliers review, staff performance review,
- c) Procedure conformance,
- d) Status of previous nonconformities or incidents,
- e) Follow-up actions from previous Management Meeting,
- f) Changes or other matters that could affect the Anti-Corruption System,
- g) Recommendation for improvement.

Meinhardt's Management shall also review the decisions and actions on the improvement of the effectiveness of the Anti-Corruption System and its processes.

5.20 Comply and Breach of Programme

If it is demonstrated that any Meinhardt employee (regardless of seniority) has breached the Anti-Corruption Programme, disciplinary procedures or sanctions will be applied to such an employee. The staff performance review of such an employee will also be affected.

Contractors and suppliers who found to have breached the Anti-Corruption Programme will be terminated from any of the contractual agreements.