



LH FINANCIAL GROUP PUBLIC COMPANY LIMITED
GOOD CORPORATE GOVERNANCE POLICY

Content

	Page
Preface	3
Good Corporate Governance Policy	4
Good Corporate Governance Self-Assessment	4
Review of Good Corporate Governance Policy	4
Principle 1 Establish Clear Leadership Role and Responsibilities of the Board	4
Principle 2 Define Objectives that Promote Sustainable Value Creation	6
Principle 3 Strengthen Board Effectiveness	6
Principle 4 Ensure Effective CEO and People Management	9
Principle 5 Nurture Innovation and Responsible Business	9
Principle 6 Strengthen Effective Risk Management and Internal Control	11
Principle 7 Ensure Disclosure and Financial Integrity	13
Principle 8 Ensure Engagement and Communication with Shareholders	14

Preface

LH Financial Group Public Company Limited has the intention in operating the business in conformity with the Good Corporate Governance Policy as the guideline along with the sustainably social and environmental development. The company emphasizes on creating the culture of good governance in the organization. In the year 2013 the company has appointed the Corporate Governance Committee, who is responsible for determining and reviewing the Corporate Governance Policy, including being the company's representative to communicate and operate the corporate governance with the same standard of organization. In addition the company has the ethics in business operation for creating the competitiveness and trust worthiness among the shareholders, investors, stakeholders, and all related parties. This will be the basic factor that is important to operate the company with the efficiency, transparency, and trustworthiness. This includes the stable and sustainable promotion on management with honesty, increase of value in business, security, and growth as well as placing the importance on internal control systems, internal auditing, equitable treatment of shareholders and stakeholders, ethics in business, supervision to prevent conflicts of interest, adequate disclosure of information while considering risks and appropriate risk management.

The company's Board of Directors establishes the sub-committees to give assistance in the close supervision on the company's operation. These sub-committees are;

- The Audit Committee
- The Nomination and Remuneration Committee
- The Corporate Governance Committee
- *The Risk Oversight Committee*

Each sub-committee will supervise the company's operation following the vision, mission, business operation plan and good corporate governance, as well as indicating the roles and responsibilities clearly in written form. The good corporate governance of the company consists of the main principle which the Board of Directors, the executives, and all employees hold as the operation's guideline as the 4 following principles;

1. Transparency : Transparency in the operation and the disclosure of information to related parties
2. Integrity : Honesty
3. Accountability : Responsibility for the performance of the duty
4. Competitiveness : Competitiveness in the competition

Good Corporate Governance Policy

The Good Corporate Governance Policy consists of the principles and guidelines according to the Good Corporate Governance: CG Code of the Securities and Exchange Commission. This policy has been set to use as the working's guidelines for the Board of Directors, the executives, and all employees and it is classified into 8 principles as follows;

- Principle 1 : Establish clear leadership role and responsibilities of the board
- Principle 2 : Define objectives that promote sustainable value creation
- Principle 3 : Strengthen board effectiveness
- Principle 4 : Ensure effective CEO and people management
- Principle 5 : Nurture innovation and responsible business
- Principle 6 : Strengthen effective risk management and internal control
- Principle 7 : Ensure disclosure and financial integrity
- Principle 8 : Ensure engagement and communication with shareholders

Good Corporate Governance Self-Assessment

The company has arranged the self assessment of the Good Corporate Governance's principles annually as a tool for the Board of Directors and managements to do their self assessment concerning to the company operation and then use the outcomes for developing and adjusting the issues properly.

Review the Good Corporate Governance Policy

The company has reviewed the Good Corporate Governance Policy and the Principles's Guidelines annually or whenever there is a major change for making them up to date.

Principle 1 : Establish Clear Leadership Role and Responsibilities of the Board

1. The company's Board of Directors plays the important roles on the good corporate governance . The board of directors consists of the experts of various fields and they are the professionals who have more experiences, being leaders with broad visions, making any decision confidently and devoting themselves to perform duties according to responsibilities attentively and honestly to make the maximum benefits for the company and shareholders, including governing the company with the good management as follows;

- defining objectives;
- determining means to attain the objectives; and
- monitoring, evaluating, and reporting on performance.

2. The company's Board of Directors will lead the company to reach the following governance outcomes;

- being competitive and has a good business profits by considering the long- term impact;
- operating the business with morality, including respecting to the rights and responsible for shareholders and stakeholders ;

- being the social benefits, including developing and reducing the impact on the environments;

and

- adjusting under any risk factor.

3. The company's Board of Directors is responsible for supervising directors and executives to perform their duties for the company with accountabilities, carefulness and honesty. They shall control the company's operation according to the laws, rules and the resolution of the Annual General of Shareholder'meeting, including defining the scope of duties and responsibilities of the company's president clearly, as well as following up the performance of the president as assigned.

4. Board of Directors's Meeting

- The company arranges the company's Board of Directors meeting regularly by determining the one year schedule of the board meeting in advance. Additional meetings are held as necessary. The company shall inform all directors regard to the meeting schedule in advance so that they can manage their time to attend the meeting. The company shall determine the meeting agenda clearly and the important agenda shall be specified, such as considering the quarterly financial statement, the annual financial statement and monitoring the performance of the company and the subsidiaries within the financial business group.

- *All Directors has the duty in meeting attendance at least 75% of the number of the Board of Directors meeting each year, except they have important or necessary matters.*

- The quorum of the meeting shall not be lower than 1/2 of the total number of all director as required by the Memorandum of Association of the company. Any decision shall be concluded with the majority vote, in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

- The chairman and the top executives have duties to consider matters and issues that must be put in the Board of Director's meeting agendas.

- *The company secretary has the duty to send the invitation not less than 7 days before the meeting and the supporting documents not less than 5 days before the meeting which have the necessary information completely to the directors in advance at least 5 days for directors have the appropriate time in consider and study the meeting agenda and the supporting documents, record the meeting in writing and keep the minutes which certified by the Board of Directors for auditing.*

5. The Board can consult the opinion in necessity case from the independent consultants or the external professionals which the company must to accept the expenses of the consult as the company's expenses.

6. The non-executive directors can arrange the meeting among themselves without the attending of the company's president. The meeting should be organized for discussions on issues or problems on the management that they are concerning in order to find solutions, recommendations useful for the management team and they shall notify the company's president about the meeting resolution.

7. The annual performance evaluation of the company's president

The company shall assign the Nomination and Remuneration Committee to evaluate the annual performance of the company's president, including determining the remuneration and bonus for the president's annual performance by considering his/her duties and responsibilities to the company.

Principle 2 : Define Objectives that Promote Sustainable Value Creation

1. The Board of Directors shall define the company's objectives and main goals for the sustainable growth comply with creating value to the company, customers, stakeholders and the whole society outcomes as a framework for the operation of the company.

2. The Board of Directors shall ensure that the company's objectives, goals, and strategies at each time are consistent with the objectives and main goals.

Principle 3 : Strengthen Board Effectiveness

1. The company's Board of Directors' structure, composition and qualification

- The company's Board of Directors consists of at least 5 members according to the company's regulation with a fair and proper portion, which considered the proper member that is adequate for business operation. To delegate powers and ensure that the chairman can operate his duties independently, the chairman and the president shall not be the same person. The delegation of powers should be proceed clearly. Consequently, no one will have the unlimited power for balancing powers and verifying business administration.

- The independent directors should consist of 3 member or at least 1/3 of the total number of the company's directors, whichever is higher.

- All directors as well as independent directors must have qualifications as required by the relevant laws, regulations of governing agencies, the regulations of the company on Corporate Good Governance and they must have the knowledge, experience, skill, diversity of expertise, integrity and special abilities that benefit to the company, including the ability to make independent opinions and they should understand the company business without gender deprivation. In addition ,the Nomination and Remuneration Committee takes responsible for recruiting the directors.

2. An appointment of the company's Board of Directors must follow the determined term with transparency and clearly. In case of re-appointment of the director who retire by rotation, the company must prepare his/her profile and the adequate details,as well as the regulation and nominating methods that will benefit toshareholders for voting.

3. Number of the company which the Directors, the President and the authorized person will hold the Chairman, the Executive Director or the Authorized Director position one or more positions in the another companies not more than 3 business group and can to be the director in the listed company not more than 5 companies to comply with the good corporate governance principle which consider with carefully from the working potential of the directors who hold the position in various companies and also to ensure that the directors can perform their duties appropriately.

4. The term of the director position must be accordance with the Act of the Public Company Limited and the articles of association of the bank. The independent directors can hold the position continuously not more than 9 years according to the Bank of Thailand's regulations.

5. At the Annual General Meeting of Shareholders, the director who is in a longest term hold position, must retire from the post as the one of 1/3 of the Board of director's members. However, he/she might be re-appointed to be the director.

6. The Sub-Committees

The company's board of directors has appointed the sub-committees to study details and screen the business for lightening the load of the company's board of directors duties. Consequently, the company has the committee to consider the special and they must report any operation to the company's board of directors. The company's sub- committees consist of;

- The Audit Committee
- The Nomination and Remuneration Committee,

- The Corporate Governance Committee

- *The Risk Oversight Committee*

In addition, the chairman of the Audit Committee, the chairman of the Nomination and Remuneration Committee and the chairman of the Corporate Governance Committee must be the independent directors for transparency and operating their duties independently.

7. The Company Secretary

- The company's Board of Directors has appointed the company secretary to perform the company's secretary function, the company secretary has a duty to suggest the directors about the related laws and regulations and the company secretary is responsible for administering the directors' activities, including following-up on the implementation of the resolution and determining the scope of duties and responsibilities of the company secretary required by law with responsibility, carefulness and integrity.

- The company's Board of Directors has encouraged and supported the company secretary to join the continued training and developing skills and knowledge in law, accounting or the secretary's function.

8. Remuneration of the Directors and the Executives

The company has determined the policies, methods and criteria about the remuneration of the directors and the president in a fair and transparent manner in accordance with their duties, responsibilities, the performance of each director and the company's performance in line with industry's standards. The company shall provide the proper remuneration in order to retain the directors with desirable qualifications. In addition, The remuneration of the directors shall be proposed to the Annual General Meeting of shareholders for approval annually.

8. Self-assessment of the board of directors

The board's committee's and individual directors' performance evaluation should be conducted at least once a year as a whole and on an individual director level to facilitate consideration and improvement of the board's performance and effectiveness and resolution of any problems. The results will be used properly in the business environment.

Principle 4 : Ensure Effective CEO and People Management

1. Directors, executives and employees knowledge development

- The company pays attention and supports the development of directors by providing them to attend trainings ,seminars or other activities in succession to enhance their knowledge according to their roles and assigned duties as the company’s directors and the sub-committees.

- The company has regularly promoted and developed the executives and employees for supporting the short-term and long- term growth of the business.

2. The company has provided the proper remuneration and benefits system in order for employees to have a good quality of life.

3. The company has established the provident fund for the employees.

4. The company has provided the orientation meeting for newly appointed directors by arranging the briefing about the vision, mission, performance, strategies, goals and the significant operation, including the nature of business and the important documents are also prepared to new directors as the operating guidelines and for further informations.

5. Succession Planning

The board pays attention to develop the successor for operating the business smoothly and continuously to ensure the preparation of staff member suitable for the important position to operate the company business.

Principle 5 : Nurture Innovation and Responsible Business

1. The company pays attention to the rights of stakeholders according to the related laws. There is no action that violates the stakeholders’ rights and the company also promote the responsibilities between the company and all groups of stakeholders.

2. The company has specified the Policy in Treating the Stakeholders.

- Instilling a sense of ethical behavior in working and using as a guideline for doing work with honesty and integrity in treating the company, all stakeholders, public and society.

- Disclosing the company’s information to the shareholders, the investors and public with accurately, thoroughly, timely and in compliance with related laws and regulations as well as cooperate with the regulators by reporting the information accurately, thoroughly and timely.

- Determining the Good Corporate Governance Policy to support the management with honesty, accuracy, transparency and efficiency for increasing value and business value in the long-term, including stable and sustainable growth.

- Determining the company's ethics and code of conduct as the operating guideline for all stakeholders, such as the internal stakeholders; employees and executives or the external stakeholders, such as all group of shareholders, customers, partners, competitors, government and other entities. In addition to, working with transparency and promoting the cooperation between the company and stakeholders to create mutual benefits and ensures that stakeholders are well protected and treated.

- Setting the directors and employees' ethics and promoting their participation to use as the principles and practice methods to be honest, moral and prevent any action that violates the rules and regulations that impair the company's reputation.

- *The company has determined the whistle blowing and the complaints policy to control the effective whistle blowing and give the opportunity to external stakeholders and internal stakeholders to comment give the clues, complaints or other important issues by providing processes and channels for receiving and handling complaints such as complaints through the independent directors and the bank's website including protecting the impacts and damages to the whistleblowers.*

- Determining the Corporate Social Responsibility Policy for sustainable business development by using the business ethics along with the good corporate governance. And focusing on social responsibility in the core processes of business operations. (CSR-in-Process) and outside the core business processes. (CSR-after-Process) by encouraging the executives and employees at all levels to participate and volunteer themselves to instill the sense of social responsibility. It also creates a strong foundation for sustainable development which will lead to the sustainable development of the social and country.

3. The company has disclosed the practice following the policy and conducted the sustainable business development report

- Disclosing the practice following the policy of the Corporate Social Responsibility for Sustainable Business Development in the company's activities, including encouraging employees to participate in the company's policy to instill the sense of corporate social responsibility in all levels of employees in succession.

- Preparing the sustainable business development report in terms of the company's social responsibility.

4. Does not violate human rights and operate any activities that might effect to the public cautiously.

5. Encouraged a fair treatment of stakeholders, both in cost and return for example, procurement, determining the suitable duration for delivery, fair trade agreements and does not involve in any activities. That might be a violation of property and intellectual property infringement, including making a payment of the acquisition of assets fairly, such as making a payment to the creditor on the monthly payment period.

Principle 6 : Strengthen Effective Risk Management and Internal Control

1. Internal Control and Internal Audit

The Board of Directors encourages and recognizes the importance of the company internal control regard to five different areas; the environment of organizational internal controls, risk evaluation, performance controls activities, information and communication technology and monitoring and evaluation systems. The internal control has been set to ensure that the company has sufficient tools to conduct the adequate and appropriate internal controls that can enable the company to achieve its business objectives under the good corporate governance and effective internal control.

2. Risk Management

The Board of Directors pays attention to the risk management for the whole organization, risk governance framework and risk. The Board of Directors has determined the risk management policy and risk management process. The process consists of the main procedures; risk identification, risk evaluation, risk monitoring and control and risk reporting, including regularly reviewing the adequacy of the risk management system and the effectiveness of risk management.

3. Chief Operating Officer

The company has provided the chief operating officer or the operational control to supervise the audit process according to the government regulations, policies, procedures and ethics.

4. Prevention of Conflicts of Interest

- The company transactions must eliminate conflicts of interest and be confident within a good ethical framework for the benefits of the company, shareholders and all related parties. (Stakeholder)

- The directors and executives must disclose information relevant to the transaction with the company properly and sufficiently for benefits in making decisions or approving the company's transactions.

- The directors must notify the company without delay of any directly or indirectly of interest in any agreement made by the company or when there are any questions that may be conflicts of interest.

- The director or person who may have conflicts or conflicts of interests, must not give any opinion and have no authority to approve any action or have no right to vote on that matter as required by the SET Board of Governors and / or the Stock Exchange of Thailand (SET), in addition, the company must record such interest in the resolution.

5. The Board of Directors pays attention the transaction that may lead to conflict of interest or the connected transaction or the inappropriate between the transaction and the connected transactions should set the price and conditions as the transaction with the external person including the information disclosure must comply with the rules and regulations and laws.

6. The directors, the executives or the first 4 level of executive officers from the highest position and all executives who take a position of the 4th level, and those in higher positions, or equivalent to accounting and finance manager, including their related persons as follows:

(1) Spouse or unmarried couples

(2) Underage children

(3) Juristic person which the person under (1) and the person under (2) hold the shares total more than 30% of total number of voting rights of the juristic person and the shareholding is the largest proportion in the juristic person.

They must report the changing of securities holding and the derivatives of LH Financial Group Public Company Limited within 3 days from transaction date according to the Securities and Exchange Commission's regulations and report the conflict of interest report according to the Securities and Exchange Act B.E.2535 by preparing the conflict of interest report within one month from the date of taking of the position or when the changes are made from the last report and the report must be submitted to the company secretary to keep record and the copy of the report must be submitted to the Chairman and the Chairman of the Audit Committee.

7. The company has determined the policy to prevent the inappropriate use of corporate position to comply with certification of membership of Thailand's Private Sector Collective Action

Coalition Against Corruption to ensure that directors and employees are aware of their duties and responsibilities for anti-corruption ,business ethics, and all anti-corruption principles.

Principle 7 : Ensure Disclosure and Financial Integrity

The company has monitored the disclosure of important information of the company both Financial and Non-Financial Information with complete, timely and transparency, through the easily access channels which are trustworthy and equality.

1. Disclosure of the Financial and Non-Financial Information

- The company has disclosed the important information to the shareholders, investors and public with transparency, accuracy, completeness, timeliness and accountability, including complying with related laws and regulations, both in Thai and English version through easily accessible channels, equitable and keep the up to date.

- The company has disclosed the shareholder structure and shareholding information of the directors and the executives both directly and indirectly in the annual report.

- The company has disclosed the financial information and important information in the notes to the financial statements and Management Discussion and Analysis (MD&A) for quarterly financial statements to provide investors with information and understand the changes that have occurred to the company's financial position and operating results.

- The company has determined responsibility department in disclosure the information and transparency, including assigning the department that responsible for coordinating the requested disclosure of information and keeping relationship between the company and its shareholders, investors, securities analysts and other relevant agencies.

2. Investor Relations Function

- The company has provided the investor relations department to disclose the company's information,both of the financial and general information to the shareholders, investors, securities analysts, and relevant agencies via any channels such as the Stock Exchange of Thailand, the Securities and Exchange Commission and the Stock Exchange of Thailand and the company's website etc.

- The company has provided the analyst meeting and press conference to meet the securities analysts and press in order to publicize and explain the information as well as give the opportunities to the participants to ask any questions transparently and the company's top executives will attend the meeting.

- The company has prepared the investor relations function activities report on questions, suggestions of the securities analysts or the investors to the Board of Directors.

Principle 8 : Ensure Engagement and Communication with Shareholders

1. The company will not violate or deprive the shareholders' rights and encourage all shareholders to exercise their basic rights as required by laws.

2. The company will protect the shareholders' rights and equitable treatment of shareholders

- All shareholders are considered the business owners and have the fundamental rights according to the received rights equally. Therefore, the company is obliged to protect and guard the rights of shareholders and the benefits of all shareholders with fairness and encourage all shareholders to exercise their rights, including institutional shareholders which cover the fundamental rights according to the laws of shareholders which are the right of share in profit or dividends according to the shareholding proportion, the right to trade or transfer securities held by them, the right to get the company information in an appropriate and timely manner through the easily accessible channels. Consequently, they could make decisions that impact the company and themselves. They also have rights to elect and remove directors, the right to determine directors' remuneration, the right to appoint an auditor, the right to attend the AGM meeting and the right to vote at the shareholders meeting.

- The company provided the protective measures to prevent the use of internal information to benefit themselves or others in improper way.

- The company provided the channels where all shareholders could exercise their right to report any complaints or suggestions that affect their benefit as the shareholders to the Board of Directors and the Audit Committee.

- The company provided the company's website to provide the up to date information and news which easily access, such as, financial reports, analysis of operating results and financial position, newsletters to shareholders, social activities, annual registration Statement (Form 56-1), annual report (Form 56-2) invitation to the Annual General Meeting of Shareholders (Form 56-1) and the company activities etc.

- The company will inform the shareholders in advance about the rules and procedures for attending the AGM meeting, including preparing necessary and sufficient information for the shareholders to consider in advance and timely. The information is also published on the company's website in advance before sending the document to allow shareholders to have time to study the information in advance

before receiving the documents from the company. The company will facilitate and provide channels for all shareholders and institutional investors to exercise their right to attend the meeting and vote or give a proxy to other persons to attend the meeting and vote on their behalf without restrict or discourage opportunities. The company also provides the easy registration process to attend and vote.

3. Shareholder Meeting

- The company accommodates the shareholder's meeting by keeping the process correctly following the related law and regulations and the good corporate governance principle.

- The company also encourages and promotes all groups of shareholders including the shareholders in the type of institutes to attend the shareholders' meeting as the shareholders have right as the company's owners appointed by the Board of Directors to act on behalf and have right in making the decision on the significant changes of the company.

- The company shall support to use voting form on important agenda and provide the opportunity for shareholders to exercise their rights in electing the company's directors.

- The company pays attention the rights of shareholders following the good corporate governance guideline, which the company has operated following the quality assessment of shareholders' meeting arrangement (AGM Checklist) by Thai Investors Association.

4. Operation on the Date of Shareholders' Meeting

- The company implements appropriate technology in the shareholders' meeting in order to ensure that the meeting can proceed quickly and conveniently right from the start by preparing the meeting information for all attendants, preparing the registration of meeting, printing out voting forms, calculating the voting results for each meeting agenda and reporting the results of the shareholders' meeting.

- The company directors, the chairman of all sub-committees and the top executives are responsible for allocating their time to attend shareholders' meeting and answer questions made by the shareholders attending the shareholders' meeting. The only exception, they cannot attend the meeting because they have other tasks or priorities with greater urgency to attend the meeting.

- The company provides the persons for check the voting and counting votes in the meeting and the company shall appoint the independent persons who are auditors and legal consultants for facilitate the proceedings at the shareholders' meeting and ensure counting votes for the transparency, accuracy in accordance with the law and the Articles of Association.

- The company shall use voting cards separately for voting during each segment of the meeting's agenda, especially the appointment of directors during which the voting should be conducted on a one-person-one-vote basis to ensure transparency and verifiability throughout the process.

- During the meeting, the shareholders can register to attend in the meeting and can exercise to voting in the agenda not yet voted.

- The company allocates the time appropriately and encourages the shareholders to have the opportunity in expressing their comments and suggestions. The directors and related executives are responsible for explaining and answering the queries of shareholders.

5. Minutes Taking and Disclosure the Shareholders' Meeting Resolutions

- The company created the minutes of shareholders' meeting by recording the issues of queries and answers, voting measures, result of the votes in each agenda, and name list of the directors who attended the meeting and absent directors.

- The company disclosed the resolution of shareholders' meeting and result of the votes in each agenda within the meeting date or next morning of the meeting through the Stock Exchange of Thailand in the duration specified by the Stock Exchange of Thailand. This shall be published on the company's website.

- The company submitted the copy of minutes of shareholders' meeting to the Stock Exchange of Thailand within the duration of 14 days from the date of shareholders' meeting and published the minutes of shareholders' meeting on the company's website.

6. Equitable Treatment of Shareholders

The company ensures that the shareholder are treated and protected in their fundamental rights equally and fairly as well as the measures to prevent the interest conflicts or the use of internal data for taking advantages for their own and other people dishonestly.

7. Information Provision Prior to the Shareholders' Meeting

- The company prepares the notice of the shareholder's meeting both in Thai and English and notifies the meeting details, the agenda and the documents of the meeting which the company has determined the agenda stating clearly whether they will be for acknowledgement, for approval or for considering including the director's suggestion, fact and reason each agenda and publish through the company's website prior the shareholder's meeting to provide the shareholders study the information adequately.

- The company shall prepare the Power of Attorney Form as required by law that allow shareholders to document the intended direction of their voting.

- To propose at least 2 independent directors with attached personal profiles to be elected by the shareholders attending the meeting and act as proxies to facilitate the shareholders.

- The company shall notify the shareholders about the rules and regulations used in the notice of the shareholder's meeting. The details are about the principles and methods in attending the meeting, the process of resolution voting, the rights in voting, and the vote counting.

8. Protection of the Minorities' rights

- The company pays attention of the rights and equitability of the shareholders and treats all shareholders, majority or minority, individual or institutional, foreign and Thai shareholders, fairly and equally. All shareholders will receive the important and accurate information at the same time fairly.

- The company has given the opportunity to the shareholders and minority shareholders to propose the important and beneficial matters and to propose qualified candidates to be elected as the company's directors and to propose any questions related the agenda to the company's board of directors for submit their proposals in advance of the meeting. The company has determined the criteria following the Stock Exchange of Thailand regulations and disclose the criteria on the company's website including notify the information via SET Portal for the shareholders acknowledge in the right, agenda proposing method of the shareholder's meeting and period to propose the agenda.

9. Protection of Internal Information Usage

- The company realizes the protection of internal information usage in writing. Especially, for the directors, the executives and the employees including spouse and any minor children acknowledge the important information and financial statements and must be keep the information as strictly confidential of the company.

- The company shall determine the guidelines for the employees to be able to carry out their tasks and perform their duties with honesty, integrity and fairly as well as in accordance with the laws and regulations. The guideline should include explanations that employees shall not prioritize their personal gains over their responsibilities to the company along with the reasons for employees not to disclose or use internal information of the company in pursuit of certain personal ends and interests.