



HANA Microelectronics Public Co., Ltd.

CORPORATE CODE OF CONDUCT

By Board of Directors

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1. PURPOSES

- 1.1 To establish general guidance for HANA directors, executives and employees in recognizing and resolving ethical and legal issues while conducting the Company's business
- 1.2 To communicate a compliant channel where employees can report any illegal or unethical acts by ensuring strict confidentiality upon person informing information
- 1.3 To enhance the trust of our shareholders, employees, customers and suppliers, business partners, creditors as well as governments and the public at large, while achieving HANA's business objectives
- 1.4 To comply with the best practices of good corporate governance, as recommended by the Stock Exchange of Thailand

2. SCOPES AND RESPONSIBILITIES

- 2.1 All employees and members of the Board of Directors of HANA Group must conduct all affairs of the Company in a manner of consistent with this procedure.
- 2.2 The policies in this Code apply across HANA Group in all countries. The Code is not intended to cover all HANA policies or all laws. If a local law conflicts with a policy in this code, one must comply with the law; if a local custom or practice conflicts with a policy in this Code, one must comply with the Code.

3. PROCEDURES

A code of conduct is a formal statement of the standard of behaviors expected by the Company of its management and employees. This corporate code of conduct is an important part of our comprehensive integrity and compliance program. It outlines how HANA expects its people to interact with customers, suppliers, creditors, competitors, stakeholders, and others we deal business with. However, it does not attempt to provide specific answers for every situation that may be encountered. Employees must exercise individual judgment and every action should be considered for both its short-term consequences and its long-term effects on the Corporation and its reputation.

The code of conduct is comprised of the following:-

- 3.1 Relationship with customers
- 3.2 Relationship with suppliers and business partners including creditors
- 3.3 Relationship with shareholders and financial community
- 3.4 Relationship with employees
- 3.5 Relationship with others

3.1 RELATIONSHIP WITH CUSTOMERS

3.1.1. Provide Quality Products and Services

- HANA shall provide products and services that meet or exceed our customers' expectations for quality, delivery, reliability, and competitive prices.

- When our products, systems or components are manufactured or assembled according to our customers' specifications, there will be no change in design, material content or process, or substitution of parts, unless clearly authorized in writing by the customer or permitted under the terms of the contract, by regulation or commercial practice.
- Where inspection or testing is required to confirm conformance to specifications, there will be no misrepresentation of data or falsification of records.
- Our products will be safe for use by our customers and other end-users, and they will meet all applicable standards and regulations
- No product or system that has been used, other than in normal testing or reconditioned by either HANA or our customers will be resold as new equipment.

3.1.2. Seek Business Openly and Honestly

- HANA strictly prohibits bribes or any other form of improper payment, direct or indirect, to any representative of the government, customers or suppliers in order to obtain a contract, other commercial benefit or government action. The Company also strictly prohibits any employee from accepting such payments from anyone.
- Where a customer or potential customer notifies HANA of a policy or preference in which it prohibits or limits gifts to the customer's employees, the Company will respect such notification strictly.

3.1.3. Follow Accurate Billing Procedures

The Company will reflect accurately on all invoices to customers the sale price and terms of sales for products sold or services rendered.

3.1.4. Safeguard the Property of others and Policy on Intellectual Property and Copyrights

The Company safeguards the tangible and intellectual property of those with whom we do business, which may be used in fulfilling work assignments, and we will comply with all regulations or contractual requirements governing the use of such property. Any reward and copyrights received from the assignment/work given by the Company or any byproduct assignment/work that originated or result from training/tutoring by the Company shall belong to the Company. Directors, management and employees shall use computer and information technology related work according to Computer-Related Crime Act and other local intellectual property and copyright laws.

3.2. RELATIONSHIP WITH SUPPLIERS AND BUSINESS PARTNERS INCLUDING CREDITORS

3.2.1. Fair and Open Competition

The Company promotes fair and open competition and aims to develop and secure long term relationships with suppliers and contractors based on mutual trust.

3.2.2. Meeting Public Interest and Accountability Standards

The procurement of suppliers and services shall be conducted in a manner of the highest ethical standards, which assure a quality end product, as well as the continued confidence of customers, suppliers, and the public. The hiring of services or the purchase of

goods will be based solely upon price, quality, service, and delivery. Procurement actions will be based on the following principles:

- Impartial selection of capable and responsible suppliers and contractors
- Maximum use of competition
- Compliance with all relevant laws, regulations and contractual obligations
- Adoption of an effective monitoring system and management controls to detect and prevent bribery, fraud or other mal-practices in the processes of procurement and tendering

3.2.3. Bribery and Corrupt Practices

All directors and employees will not be influenced by gifts or favors of any kind from our suppliers or potential suppliers. The Company expects each employee to exercise reasonable judgment and discretion in accepting any gift or hospitality offered to the employee in connection with employment at HANA. All employees must conform to existing policy regarding Gift and Hospitality Policy, and shall comply with all applicable anti-corruption laws, rules and regulations.

3.2.4. Payment procedures

The Company undertakes the responsibility to pay the suppliers and contractors on time and according to agreed terms of trade.

3.2.5 Fiduciary Duties to Creditors

Fiduciary duties include duties of loyalty and duties of care. HANA shall have an ethical obligation to repay debts to creditors according to the agreed terms and conditions including guarantee liability. The Company shall expect creditors to maintain confidentiality about the nature of their negotiations and contracts, and shall not provide false information to misleading correspondence to creditors or claiming inability to repay debts. The Company shall manage fund in the best effort to pay debts and shall provide timely communication to the creditor for the status of outstanding debts and comply with all laws and regulations made in terms of the Consumer Affairs and other applicable laws.

3.3. RELATIONSHIP WITH SHAREHOLDERS AND FINANCIAL COMMUNITY

3.3.1. Attractive Return in Terms of Increased Earnings and Long-term Growth

The Company attempts to achieve growth in earnings for shareholders over the long term. Shareholders and the financial community will benefit from the productive, efficient and competitive operation of the Company.

3.3.2. Honest Disclosure of Information

The Company respects shareholders and potential shareholder's right to know information that is necessary to evaluate how their investments are being managed. True and fair information regarding the management of the Company, its financial position, its general plans, labor, health and safety, environment practices, business activities, structure, shall be available to all that have an interest in the Company, and to be disclosed in accordance with

applicable regulations and prevailing industry practices. There will be no falsification of records or misrepresentation of conditions or practices in the supply chain.

3.3.3. True and Fair Accounting Policies and Practices

It is the policy of the Company to maintain complete and accurate records and accounts. All accounting records, and the reports produced are maintained and presented in accordance with all applicable laws and professional accounting standards.

The account books of the Company shall, in reasonable and accurate details, reflect the transaction and disposition of the Company's assets. It is the unequivocal position of the Company that no false, artificial, or misleading statements or entries should be made in the Company's books, accounts, records, documents, or financial statement.

3.3.4. Insider trading

The Company shall not tolerate the use of insider information by directors or employees to secure personal advantages at the expense of the Company or over those not in the Company. The use of insider information, which has not been made public, for personal gain is illegal, unethical and is strictly prohibited.

3.4 RELATIONSHIP WITH EMPLOYEES

3.4.1. Restrict business dealing with employees' relative

Employees and their immediate families will avoid any situation that may create, seem to create, or be perceived to create a conflict between their personal interests and the interests of the Company. HANA restricts business dealing with employees' relatives and/or business owned by employees unless otherwise disclosed to and approved by senior management. All employees must conform to existing policy regarding Conflict of Interest Policy.

3.4.2. Employment of members of the same family

It is HANA policy to avoid preferential treatment to employees and their family members. Employment of family members in situations where one family member has direct influence over the other's conditions of employment (i.e., hiring decision, salary, promotion, career path judgment, job assignment, etc.) is inappropriate. For the purpose of this policy, family members are defined as spouse, daughter, son, parent, grandparent, grandchild, sister, brother, mother-in-law or father-in-law.

In some cases, a concern over conflict of interest may arise involving other close relatives - such as aunts, uncles, cousins, or relatives by marriage. In any case, when staff is unsure about a potential conflict, they should fully disclose the circumstances in writing to their supervisor or HR Department.

It is HANA policy not to have the family members working in the same department, and not have the family members of senior management working in the same HANA location. In addition, the Company does not permit family members working in certain different departments (Purchasing, Receiving, and Accounting, etc.) in which conflicts may

arise and could influence mal-practices. If there are those cases, following actions shall be taken:

- One employee is to transfer to another area or another Hana location.
- The reporting structure is revised so that one employee no longer has direct/indirect influence over the other employee's conditions of employment.
- When members of the same family are considered to work under the same department, written approval of the arrangement by GM (General Manager) and ECM (Executive Committee Member) will be required in advance or 30 days for existing cases where no members of the same family shall have direct or indirect influence over another with respect to conditions of employment, salary, promotion, etc.
- When family members of senior management may be selected to be employed, written approval of the arrangement by ECM will be required in advance where conflict of interest will be fully considered in addition to the career plan of short or long terms as to avoid any preference treatment.

3.4.3. Prohibit Gambling in the Company Premise

The Company will not allow its directors and employees to engage in frequent or excessive gambling of any kind with persons that have business dealings with the Company or among colleagues.

3.4.4. Forbid any and all acts of human trafficking and slavery including prohibit the use of unlawful child labor and forced labor

HANA is committed to a work environment that is free from human trafficking, forced labor and unlawful child labor. HANA shall comply with all applicable laws, rules and regulations including but not limited to, all laws forbidding the solicitation, facilitation, or any other use of slavery or human trafficking under the California Transparency in Supply Chains Act of 2010, California Civil Code, section 1714.43.

Human Trafficking refers to the recruitment, transportation, transfer, harboring or receipt of persons, by means of the threat or use of force or other forms of coercion, or abduction, of fraud, of deception, of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person for the purpose of exploitation.

HANA does not and will not employ child labor. Child refers to anyone under the age of 14, under the age of compulsory education, or under the minimum age for employment within the country. Workers under 18 shall not perform work endangering the health and safety of young workers. The Company shall not use any indentured or forced labor, slavery or servitude i.e., any work or service that a worker performs involuntarily, under threat of penalty. The Company shall strictly comply with the applicable local laws. Workers shall be free to leave upon reasonable notice. Workers shall not be required to hand over the government-issued identification, passports or work-permits as a condition of employment.

3.4.5. Provide a Safe Workplace

It is HANA policy to establish and manage a safe and healthy work environment and to manage its business in ways that are sensitive to the environment. The Company will provide a workplace that is free from safety or health hazards or will control such hazards to acceptable levels.

3.4.6. Equality of Employment Opportunity

The Company is dedicated to the achievement of equality of opportunity for all of its employees in relation to all personnel matters including recruitment, training, promotion, transfer, benefits, dismissal, and etc. without regard to race, color, religion, gender, national origin or handicap status. All employees will be treated as individuals solely according to their abilities to meet job requirements. Employees shall be provided with reasonable accommodation for religious practices.

The purpose of the pre-employment examination is to determine whether an individual is fit to perform his or her job without risk to himself or others. Employees or potential employees should not be subjected to medical tests or physical exams that could be used in discriminatory way for employment decisions.

3.4.7. Safeguard Company Property

Safeguarding HANA assets is the responsibility of all employees and the Company representatives. Employees must use and maintain such assets with care and respect while guarding against waste and abuse. HANA's ability to serve its customers requires the efficient and proper use of the Company's assets and resources, including property information, technology data, software, information system resources, land, buildings, equipment, components, raw materials, inventory, and cash.

3.4.8. Safeguard Information of Others and Privacy Policy

The Company served obligations of confidentiality and non-disclosure of trade secrets of others, including vendors and former employees, with the same degree of diligence that employees are expected to use in protecting HANA's own confidential information and trade secrets. The Company commits to protect the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. The Company shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted and shared.

3.4.9 Working Hours

The Company shall not assign workweeks and working hours greater than those permitted by local law.

3.4.10 Wages and Benefits

Compensation paid to workers should comply with all applicable wage laws, including those relating to minimum wages, overtime hours, and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure are not

permitted. The basis on which workers are to be paid is to be provided in a timely manner. Workers shall be provided with understandable wage statement with sufficient information to verify accurate compensation for work performed.

3.4.11 Worker Treatment

The Company's disciplinary policies and procedures shall be clearly defined and communicated to workers. There is to be no harsh or inhumane treatment; this includes harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse of workers. There is to be no threat of such treatment.

3.4.12 Freedom of Association

Open communication and direct engagement between workers and management are the best ways to resolve workplace and compensation issues. The Company will respect the rights of all workers to associate freely, join or not join labor unions, seek representation, join workers' councils in accordance with local laws, and to join trade unions of their own choosing, to bargain and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers shall be able to communicate openly with management without fear of reprisal, intimidation or harassment.

3.4.13 Health and Safety Standards

Worker exposure to potential safety hazards shall be controlled through proper design, engineering and administrative controls, preventative maintenance, safe work procedures, and ongoing safety training. Where hazards cannot be controlled through these means, workers should be provided with appropriate, well maintained personal protective equipment. Workers shall not be disciplined for raising safety concerns.

Emergency situations and events are to be identified and assessed, their impact minimized by implementing emergency plans and response procedures. This should include emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans.

Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness, including provisions to; encourage worker reporting, classify and record injury and illness cases, provide necessary medical treatment, to investigate cases and implement corrective actions to eliminate their causes, and to facilitate the return of workers to work.

Workers exposure to chemical, biological and physical agents is to be identified, evaluated and controlled. Engineering or administrative controls must be used to control over exposures. When hazards cannot be adequately controlled worker health is to be protected by appropriate personal protective equipment programs.

Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

Production and machinery is to be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage and eating facilities. Worker dormitories provided by the company or labor agent are to be maintained clean and safe, and provided with appropriate emergency egress.

3.5 RELATIONSHIP WITH OTHERS

3.5.1 Relationship with Competitors

The Company shall promote and operate business fairly under good business code of conduct and prohibit from indecent data mining and the Company will not defame/discredit the competitor.

3.5.2. Respect Human Rights

HANA believe that respect of human rights is an important part of being a good citizenship. The Company respect each individual right and will not discriminate on the basis of race, color, religion, gender, age, family origin, physical or mental disability. The Company shall uphold human right in every activity we do and will not tolerate such discrimination in others.

3.5.3. Compliance with all laws, regulations, policies, and procedure

HANA requires its executive, directors and employees to understand and abide by the laws, regulations, policies, and procedures that apply to them in the performance of their job duties.

3.5.4. Anti-corruption policy

Hana has a zero tolerance of any and all forms of bribery, corruption, extortion and embezzlement. The Company prohibits the board of directors, management and employees involved in any act of corruption in any form in all business transactions to benefit directly or indirectly even through their family, friends and acquaintances whether receiving, accepting, giving, offering, proposing, or demanding either in monetary or non-monetary form to the government, agency, person, public or private company where the Company conducts the business with, and shall comply with the applicable laws and regulations in all the countries in which the Company operates.

3.5.5 Protect the Environment

HANA abides by all applicable health, safety, and environmental laws and regulations in countries and communities in which the Company operates. The Company policy aims at manufacturing, handling and disposing all materials in compliance with present laws and in a responsible manner without creating risks to human health or the environment.

Violation of the Code of Conduct:

The Company shall not tolerate any illegal or unethical acts. Anyone violating the Code of Conduct will be disciplined, including termination of employment.

Reporting the Complaints:

Employees have an obligation to report any known or suspected compliance violations. Employees are encouraged to work through their supervisor or manager first to report those issues. Functional or line's managers are to be made responsible for those staff under their supervision to comply with the Code.

Channels of complaint are opened to all employees of the Company with the assurance of strict confidentiality upon the person reporting information. Complaints can be sent directly to:

- 1) Employee's direct supervisor (manager level and above)
- 2) Human Resources Representative of each location
- 3) The "suggestion/complaint/red box" available at each of Hana's factories