

Whistleblowing Policy and Procedure

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Whistleblowing Policy and Procedure

Introduction

Industrial and Commercial Bank of China (Thai) Public Company Limited aims to be a bank that operates its business with transparency, fairness and a strong sense of business ethics so as to ensure that the Bank's internal operation is transparent and has good corporate governance. Therefore, the Bank has formulated a procedure for protecting and ensuring Whistleblowers, as well as persons who refuse to be a part of Fraud or Corruption inside the Bank, that they will be protected and not be in any way adversely affected when providing information to the Bank or for their anti-corruption actions.

Objective

To be the guideline for reporting suspicion of Fraud or Corruption as well as for protecting the Whistleblowers and persons who refuse to be a part of Fraud or Corruption.

Definition

"The Bank"	means: Industrial and Commercial Bank of China (Thai) Public Company Limited
"Director"	means: Members of the Board of Directors of the Bank
"Employee"	means: Permanent employee or employee under fixed-term employment contract
"Other Persons"	means: Persons or juristic persons who are not Employees of the Bank
"Interested Persons"	means: Persons or juristic persons who have transactions with the Bank namely the shareholders, customers, business partners and business representatives.
"Business Representative"	means: Person or juristic person who is not an Employee of the Bank whom the Bank has employed or agreed to have such person undertake transactions or contact third party in the name of the Bank.
"Liaison Officer"	means: The Head of the Internal Audit Department
"Fraud"	means: Any action or failure to act that is intended to deceive victims. Such actions would result in damages to the victims and benefits to the person committing the Fraud.
"Corruption"	means: An abuse of power that involves obtaining unlawful benefits whether offering or accepting bribes in any form whatsoever by offering, promising, ensuring, forcing to accept money, assets or other benefits to government officials, government agency officers, private sector officers or other officers whether directly or indirectly in an attempt for such persons to act or neglect to act their duties or to obtain or maintain unlawful business benefits unless required by law or regulation of the Bank.
"Other Offenses"	means: Other offenses or wrongdoing that are not considered a Fraud or Corruption such as violation or incompliance with the law or disciplinary regulations of the Bank.

Guidelines on Whistleblowing

Employees, Directors, Other Persons or Interested Persons who know of or genuinely suspects, whether or not they have been damaged by such act, that an action related to Fraud or Corruption, violation of laws and regulations and business ethics has been committed, as well as Employees who have been defamed or unfairly treated due to Whistleblowing or refusal to be a part of Fraud or Corruption can report such matters or submit complaints through the designated channels as specified in this Procedure.

1. Matters that the Bank Accepts for Reports on Suspicion of Fraud and Corruption , violation of laws and regulations and business ethics

- 1.1 Using improper/wrongful authority to seek benefits for him/herself, his/her family, friends, acquaintances or associates such as giving or accepting bribes or benefits with conflict of interest, deceits as well as failure to proceed in accordance with the Bank's rules and policies.
- 1.2 Destroying any evidence or document, attempting to mislead or conceal information as a way of supporting Fraud or Corruption.
- 1.3 Any action or event or information that may be viewed as Fraud or Corruption.
- 1.4 Effects from Whistleblowing, submitting complaints, providing support during investigation or gathering evidences related to Fraud or Corruption, lawsuits or being a witness, providing testimony or providing any cooperation to the court or government agency. The effects are such as being defamed, demoted, punished, released of duties or discriminated by wrongful methods.
- 1.5 Performing or conducting any actions that causes the Bank to violation of relevant laws and regulations.
- 1.6 Any actions that are not in compliance with the Directive subject Business Ethics

2. Channels for Reporting Fraud and Corruption

The Whistleblower or the person affected from the refusal to take part in Fraud or Corruption may report/submit the complaint to the following channels:

- 2.1 Email to corruptionreport@th.icbc.com.cn
- 2.2 Letter or email addressing:
 - 2.2.1 The Chief Executive Officer; or
 - 2.2.2 The Audit Committee; or
 - 2.2.3 The Head of Division; or
 - 2.2.4 The Head of the Internal Audit Department

Industrial and Commercial Bank of China (Thai) Public Company Limited
622 Emporium Tower Fl. L11th – 13th, Sukhumvit Road, Khlong Tan, Khlong Toei, Bangkok 10110.

However, the whistleblowing channel No. 2.2.1 and 2.2.2 shall be used for the external parties (such as customers, business partners), while for the internal use the additional whistleblowing channels No. 2.2.3 and 2.2.4 shall be channels for escalation as well.

- 2.3 Drop into the complaint box in front of the Internal Audit Department.

3. Responsibilities and Proceedings

- 3.1 The Whistleblower shall use polite language and he/she is required to provide sufficient details of the facts or evidence to indicate wrongful behavior in order for the Liaison Officer to investigate such behavior further.
- 3.2 The Receiver of report or complaint under No. 2 Channels for Reporting Fraud and Corruption shall forward the matter received to the Liaison Officer for further proceeding within 3 business days from the day he/she received such report.
- 3.3 Liaison Officer has the duty to gather and consider the sufficiency of information. The information submitted shall have the following details:
 - 3.3.1 Name/Last name, contact address and telephone of the Whistleblower or the Complainant.
 - 3.3.2 Details of the Whistleblowing or the Complaint cases such as:
 - Names of related persons
 - Date, time and place of the Fraud, Corruption or Other Offenses
 - The act in suspicion of Fraud, Corruption or Other Offenses
 - Witnesses to the Fraud, Corruption or Other Offenses incident
 - Related documents, evidences and details that can be verified
 - In the case of report or complaint of Whistleblowing cases via letter, the Whistleblower shall sign on the letter and all related documents.
 - 3.3.3 If there is sufficient evidence that the Whistleblower wrongfully accused any person resulting in damage to any person, the Bank shall take actions to protect the reputation of wrongly accused person or the person damaged by the accusation as follows:
 - If the Whistleblower is an Employee or Director, the investigation and punishment shall be in accordance with the disciplinary punishment of the Human Resources Department except for the Bank's Directors who are not the Bank's Employees, the Bank shall consider taking actions as it deems appropriate.
 - If the Whistleblower is an Other Person and resulting in damage to the Bank or Interested Person, the Bank reserves the right to take legal actions on him/her.
 - 3.3.4 For reports of wrong doing or complaints on problems/disputes between individuals or complaints that do not fall in Whistleblowing of Fraud and Corruption, the procedure shall be in accordance with the Bank's relevant regulations.
 - 3.3.5 To ensure that the Receivers have knowledge and understanding on their assigned roles and responsibilities, the Liaison Officer shall send an email to the Receiver in accordance with No. 2 "Channels for Reporting Fraud and Corruption" in order to enquire about such report on a quarterly basis and shall have a record of such enquiry as evidence and submit the report on Fraud and Corruption to the Audit Committee at its first meeting of each year.

3.4 Guidelines on investigating Whistleblowing Cases by the Internal Audit Department shall be as follows:

3.4.1 Period for Reporting the Results of the Investigation

The assigned investigator shall report the result of the investigation to the Liaison Officer within 30 business days from the date of receipt of Whistleblowing or complaint case from the Liaison Officer. If the investigation cannot be completed within 30 business days, the investigator shall report the limitation, difficulty or problem to the Liaison Officer to request for an extension approval for a period of not more than 15 days per each approval. The Liaison Officer shall report such extension to the Audit Committee to acknowledge the reason for the extension.

3.4.2 Reporting the Results of the Investigation The Results of the Investigation shall be reported to the following persons:

- The Audit Committee; and
- The Chief Executive Officer

3.4.3 Post-Investigation Proceedings

In case the person who is accused or person in complaint is an Employee or Director, the investigation and punishment shall be in accordance with the disciplinary punishment of the Human Resources Department except for the Bank's Directors who are the Bank's Employees, the Bank shall consider taking actions as it deems appropriate.

The investigators and the persons involved in consideration of punishment shall have no interest in the matter being investigated. The Internal Audit Department shall have the authority to request for any Employee or any document or put a halt on moving/tempering with any document for the benefit of seeking the facts of the cases.

In the case the Internal Audit Department do not have an expert on the particular subject being investigated, it may request persons from other units of the Bank or employ/hire outside experts or experts from the Head Office to join the investigation team as deemed appropriate for each case. However, the way and method to be used in the investigation and the issue on the independence of the experts in the case shall be approved by the Liaison Officer.

In the event that the Whistleblowing case being investigated is complicated and related to many units, the Liaison Officer shall elevate the matter to the Chief Executive Officer to appoint experts who do not have interest in the case to join the investigation team.

In the event that the person being accused is, the Chief Executive Officer of the Bank, the Head of the Division or Head of Department or the Liaison Officer him/herself, the Audit Committee shall appoint a special committee to investigate the case.

4. Protection of Whistleblowers and Refusal of being a Part of Fraud Corruption, violation of laws and regulations and business ethics

The Bank has formulated the procedure for the protection of Whistleblowers who report the suspicion and provide information as well as persons who refuse Fraud or Corruption and to be in line with the Bank's Procedure, the Bank shall ensure that the Whistleblowers and persons who refuse to be a part of Fraud and Corruption would not be adversely affected by such report or refusal.

The Bank shall provide protection to the Whistleblowers or the persons who refuse to be a part of Fraud or Corruption so that they would not be in any trouble, danger or be unfairly treated due to cooperation on anti-fraud and Corruption as follows:

- 4.1 The Bank shall not demote, punish or take any action that would negatively affect the Employee or the persons who refuse to be a part of Fraud or Corruption even though such action could result in loss of opportunities to the Bank.
- 4.2 In the event that the Whistleblower or the Claimant found that he/she is in danger or damage may occur to him/her, he/she can request for an appropriate protection program or the Bank may set a protection program for him/her if it sees danger or damage may occur due to cooperation on Fraud and Corruption.
- 4.3 If found that any Employee has unfairly treated resulting in damages to the Whistleblower or the persons who refuse to be a part of Fraud or Corruption, this action shall be regarded as disciplinary violation. Moreover, if there is any physical assault or unlawful treatment to the Whistleblower or the persons who refuse to be a part of Fraud or Corruption, the Employee shall be punished in accordance with the law.

5. Keeping of Confidential Information

- 5.1 The Bank shall keep the information of the Whistleblower or the persons who refuse to be a part of Fraud or Corruption strictly confidential and not disclose such information unless required by law. The sharing of such information shall be limited to the officers responsible for the investigation. If it is found that the information had been wrongly used or disclosed, it shall be regarded as a disciplinary violation of the responsible officers would be taken disciplinary action and/or punished in accordance to the law.
- 5.2 Any person who has come to know the information of the cases or complaint as per this Procedure shall keep the information or other evidences related to the case confidential for the safety or the damages that could occur to the Whistleblowers or the related persons unless otherwise necessary due to the proceeding as specified in this Procedure or required by law. Any violation due to wrongful disclosure of such information shall be punished in accordance with the Bank's disciplinary action and/or the law as the case may be.

Review of the Whistleblowing Policy and Procedure

This Policy and Procedure shall be reviewed by the Working Group (Compliance Department, Portfolio Risk Management Department, Branding & Communications Department, Human Resources Department and Observer by Internal Audit Department) at least every 2 years or when there are any material change to the Bank's operation or business conditions to ensure that this Whistleblowing Policy and procedure reflects the change to business conditions and operation of the Bank.