



Code of Professional Conduct and Business Ethics Policy

Version 1.0

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1. PURPOSE

The Policy defines the guidelines in dealing with our business operations with all our customers, both internally and externally. All employees are to observe the Code, including all rules, regulations and policies of the Company.

The Code aims to promote the standard of personal and professional integrity, honesty and values to every permanent, contract and temporary employee in understanding their responsibilities in their business conduct - as individuals and as members of our Company.

2. SCOPE

This Policy applies to all EDM I employees, including personnel on EDM I's employment of services.

3. RESPONSIBILITIES

3.1 Employee Responsibilities

- 3.1.1. Employees must comply with EDM I's standards set under the Code as a condition of appointment/employment. Employees will be liable for disciplinary proceedings which included a penalty, termination of service and/or legal action for the breach of the Code of Professional Conducts and Business Ethics.
- 3.1.2. Employees are expected to take note and comply with the following key areas when conducting themselves in the course of their employment and/or representing EDM I

3.2 Management Responsibilities

- 3.2.1. Managers are responsible for supervising the activities and conduct of employees in their reporting chain. Consult with Human Resources when you identify a concern, any misconduct and on how to prevent its recurrence.
- 3.2.2. Managers who fail to take action and report misconduct may be held responsible for their failure to report misconduct or to take steps to address or remediate an issue.
- 3.2.3. As a Manager, you must
 - i. Understand and follow the Code, make sure you know the Code and can either help employees with questions or direct them to someone who can provide the right answers;
 - ii. Understand the main Code violation risks that apply in your function or department and the procedures to mitigate them;
 - iii. Ensure your staff understand the procedures they should follow to avoid violating the Code;

- iv. Be alert to any violations of the Code, and encourage your team members to speak up if they know or suspect a violation;
- v. If you are told of a possible violation of the Code, you have a duty to report it. Report it through proper and official channels and ask the employee who came forth to do the same. The appropriate party will then investigate the matter. You must also ensure you keep all reported concerns confidential and never take it upon yourself to investigate the matter.
- vi. Make sure the reporting employee is protected from any form of retaliation.
- vii. Decide and implement appropriate consequence management in response to a violation of the Code.

4. PROFESSIONAL CONDUCTS

4.1 Laws & Regulations

- 4.1.1. The Company expects every employee to maintain a high standard of professional and personal conduct and should comply with the Company's policies, rules and regulation and to be law-abiding as a private person.
- 4.1.2. Employee should avoid any showing of immoral or indecent conduct, a conviction of criminal offence and off duty conduct which adversely affects the employee's and Company's integrity, reputation and credibility.

4.2 Policies & Procedures

- 4.2.1. Employees have a responsibility to understand the Policies and Procedures that exist within their department. It is critical to the safeguarding of the Company's assets and minimisation of risk in transactions and subsequent financial reporting, that all employees:
 - i. Have the required knowledge of the Policies and Procedures relevant to their area, and
 - ii. Understand the connection between and ensure that Policies and Procedures in their area are aligned to the requirements in the JSOX and that at all times, they adhere to these Policies and Procedures in undertaking their work, and
 - iii. Conduct regular reviews of the work undertaken in their area to ensure compliance with the Policies and Procedures.
 - iv. Have an understanding that when it becomes known the Policies & Procedures are not being correctly followed, that corrective action is undertaken promptly to remove / reduce risk exposure for the business.

4.3 Risk Management

- 4.3.1. Employees are essential in driving and achieving an effective enterprise-wide Risk Management program.
- 4.3.2. All employees are expected to adopt risk-based thinking as to proactively identify and assess risks which may jeopardize the achievement of Company's strategic, departmental or project objectives.

- 4.3.3. All employees are responsible for implementing an effective risk-mitigating measures and communicating accordingly to Head of Departments (HODs) or the Risk & Compliance department so that Management may make informed decisions in safeguarding the Company from potential threats.
- 4.3.4. Employees shall participate in Risk Management related programs or initiatives (e.g. training, workshop, etc.) arranged by the Company. For clarity in complying with the Code, employees should refer to the Risk & Compliance department.

4.4 Record Keeping and Reporting

- 4.4.1. EDMI requires honest, accurate and timely recording and reporting of information in order to make reasonable business decisions.
- 4.4.2. Employees are expected to preserve and maintain accurate and true records, and this includes all paper and electronic correspondence and documentation stored on any electronic device and all hardcopy material stored in the EDMI's paper filing systems. Falsification, exaggeration, inappropriate characterization, or deliberate omission of personal, business or other records or information, paper-based or electronic, is strictly prohibited.
- 4.4.3. Employees are required to cooperate and support with all internal and external (regulatory, enforcement agencies, litigation) investigations.

4.5 Fraud Prevention

- 4.5.1. The Company recognizes the need to foster morality, integrity and ethical business conduct as part of its corporate responsibilities. The Company prioritizes transparency and accountability amongst its commitments to establish good corporate ethics and working culture.
- 4.5.2. All employees are expected to demonstrate honesty, integrity and ethical behaviour at all times per the Code. Employees are crucial as the Company's first line of defence to integrate fraud prevention measures or initiatives in day-to-day business operations duties.
- 4.5.3. Employees shall participate in anti-fraud programs arranged by the Company to stay abreast with fraud prevention efforts as well as to inculcate and maintain a sound and sustainable, ethical culture.
- 4.5.4. Employees are responsible to proactively report any known or suspected fraud incidences or misconducts to Head of Departments, Risk & Compliance department or via Whistleblowing channel.

4.6 Social Media

- 4.6.1. Employees are to refrain from online activities using online social media networks, internet chatrooms, forums, blogs, online shopping, social video, etc while on the Company time. When using online social media networks, for example, Facebook, Twitter, Google+, LinkedIn during personal time.
- 4.6.2. Employees are expected to respect the Company's confidentiality and proprietary information and to refrain from making any comments or remarks about the Company or co-colleagues or event which may have an opinion

on. Employees are to exercise great care and be respectful of the Company, fellow team members, clients and competitors.

- 4.6.3. Employees need to understand and comply with the Company's decision for any topic not to be discussed in the public domain for confidentiality or legal reasons.

4.7 Work Safety

- 4.7.1. Employees must observe and comply with the regulations stipulated by the Workplace Safety & Health Act and all safety rules at the workplace set by the Company's Environmental, Health & Safety (EH&S) Committee chaired by Facilities Department or any competent personnel as regulated by local government
- 4.7.2. Employees are responsible for promoting an environmentally friendly, health conducive, injury-free & safe workplace, free from injury and harm. Employees must report any work-related accidents and injuries, hazardous or threatening situations to the EH&S Committee immediately.
- 4.7.3. Supervisors are required to survey their workplace regularly to ensure that the overall work environment is safe.
- 4.7.4. Employees should ensure any unauthorized person that is seen loitering around the workplace must be reported to the Security Personnel or Facilities Department immediately.

4.8 Anti-Harassment, Anti-discrimination and Human Rights

- 4.8.1. Harassment and discrimination in any form based on a person's gender, race, age, nationality, ethnic origin, religion, disability, sexuality or any other personal attribute is not acceptable. They can be in terms of verbal comments, physical contact, violation of personal conduct that will degrade a person, online harassment and/or discrimination such as spamming, cyberstalking, or any other inappropriate behaviour, will not be condoned.
- 4.8.2. Employee should not harass or discriminate other employees because by his/her office, rank or position in the Company.
- 4.8.3. Employees should exercise and aware of human rights. Managers must ensure equal opportunity and practise fairness in their department.
- 4.8.4. Disciplinary action will be meted out on anyone guilty of workplace harassment.

4.9 Serious & Prohibited Misconduct

- 4.9.1. While violation of any Company rule will subject an employee to a disciplinary process, some violations are more severe than others and carry more severe penalties. The following highlight some of the more serious offences that are viewed as possible grounds for dismissal. Appropriate approval from HODs or HR on the proper discipline to be meted out must be sought if in doubt.
 - i. Being under the influence of intoxicants while on duty or Company premises.
 - ii. Fighting whether provoked or otherwise during working hours or on Company premises.

- iii. Theft, unauthorized possessions or removal or attempted possession or removal of any Company property or property of employees or customers, inclusive of Company's or customer's vehicles.
- iv. Misusing wilfully or destroying, damaging any Company property or the property of others while on Company's premises, or for which the Company bears responsibility.
- v. Bringing or possessing firearms, illegal drugs or stolen goods on Company premises.
- vi. Conviction by any court of law for criminal offences.
- vii. Punching the time card of another employee, regardless of the reason.
- viii. Fraud or dishonesty.
- ix. Gambling or engaging in a lottery on Company premises.
- x. Unauthorized absence from work for 2 days or more.
- xi. Sleeping on the job outside official break time.
- xii. False declarations or misrepresentation of personal particulars.
- xiii. Using the Company's properties or facilities for any purpose other than relating to the Company's activities without authorization.
- xiv. Failure to maintain an acceptable level of performance.
- xv. Failure to observe Company established starting and stopping work hours, lunch and tea / rest periods. This includes reporting late for work, leaving workplace before official work time, leaving assigned work area without permission from a supervisor, etc.
- xvi. Failure to observe the EH&S regulations in circumstances that might lead to injury to any other person or damage to Company property.
- xvii. Threatening, intimidation, coercing or interfering with fellow employees on the premises. e. Wilful act or insubordination or refusal to carry out a reasonable and lawful instruction.
- xviii. Refusal or failure to allow security personnel to check personal belongings when entering or leaving Company premises when required.
- xix. Smoking on Company premises, except in officially designated places.
- xx. Committing an act which is detrimental to the Company's good image or interest with a member of the public, customers and / or suppliers.

5. BUSINESS ETHICS

5.1 Bribery & Kickbacks

- 5.1.1. Bribery and kickbacks are prohibited. Employees must not give or offer anything of monetary or material value, directly or indirectly, to any customer or external parties as an inducement to secure a deal. Similarly, employees must not accept anything with a monetary or any material value, in return for giving favourable treatment to any external party.
- 5.1.2. Facilitation payment or fees should be forbidden.

5.2 Conflict of Interest

- 5.2.1. Employees should refrain from entering into transaction or business relationship that violates Conflict of Interest, in appearance and in fact.

- 5.2.2. Employees should not be involved, directly or indirectly, in a business, trade or occupation which compete with any carrying business or proposed to be carried on by the Group.
- 5.2.3. Employees may not, without obtaining prior approval from the CEO:
- i. Act as a director, officer, employee or partner of any other organization outside the Company;
 - ii. Engage in any outside organization or firm in which you have a personal interest to undertake and work for the Group.
 - i. The onus is on the employee to provide information upon which a decision may be made. This does not prohibit employees from investing in publicly available securities, in the absence of inside information relating to those securities.
 - ii. Under no circumstances should the following be allowed:
 - iii. Employment with any business that competes or provides similar services as the Company;
 - iv. Employment with any business which might embarrass, discredit or conflict with the interests of the Company; and
 - v. Any work which conflicts with the Company's operating hours, scheduled rosters, overtime hours when required, or the employee's performance on the Company assignments.
- 5.2.4. Employees should refer to the Conflict of Interest Policy & Procedures EP 51 for more in-depth guidelines.

5.3 Insider Information

- 5.3.1. Employees should ensure they are not allowed to deal on the securities of Osaki Electric when they are in possession of unpublished price sensitive information.
- 5.3.2. Employees should prevent violation of the law of insider trading and exercise caution in the dissemination of material facts contrary to the prohibition of insider trading.
- 5.3.3. Employees who are interested in buying Osaki Electric shares should get approval from Management of EDM I Limited in Singapore.

5.4 Gifts and Entertainment

- 5.4.1. Gift and hospitality, whether given or received, must be handled with care to prevent corrupt practises. EDM I had a set of Gift and Entertainment policy which all employees are required to comply with. The policy indicates that no employees should accept gifts or any form of hospitality from competitors, customers, suppliers and potential suppliers, contractors and colleagues.
- 5.4.2. The events of impracticable (example: no notice is given) or discourteous (example: during festive seasons) to refuse or return such a gift or service, the employee in receipt must declare the gift to his / her HOD. Some examples of gifts would include food hampers, cash, discounts or tour vouchers, etc.
- 5.4.3. In the events where employees or HODs are unable to determine the acceptability of the gifts given or received, they should immediately consult the HR or the Risk & Compliance department.

- 5.4.4. EDMI does not condone to any corrupt practises, any employees found practising that will face termination and may face criminal conviction depending on the country that they reside.

5.5 Fair Competition and Anti-Trust

- 5.5.1. Employees should not perform any act that will prohibit competition by illegal or irregular means such as soliciting, obtaining or using confidential information of competitor or business partner without its consent including violation of Non-Disclosure Agreements, to advance its position in the market, bidding, tender or business in general.
- 5.5.2. Employees should not be allowed to use confidential information or materials proprietary to its previous employers for the benefit of EDMI.

5.6 Third Party Payment

- 5.6.1. Payments to third parties must be clearly related to, and commensurate with the services being performed. All payments on behalf of the Company must be appropriately described in the books of accounts of the Company and available for audit. The payments must also be properly approved and signed by authorized signatories.

6. PROTECTION OF COMPANY INFORMATION AND ASSETS

6.1. Company's Facilities, Equipment, Premises and Vehicles

- 6.1.1. Employees should protect company's assets and avoid personal gain from their usage. Any employee who is required to remove the Company's property out of the designated premises in the course of work should obtain proper approval. It is against the Company's standard for any employee to use its facilities, vehicles or equipment for personal gain.
- 6.1.2. All employees must be responsible stewards in the use, protection and management of its assets. All company computers, emails, internet access accounts, telephone and voicemail systems are the property of the Company and the Company reserves the right to access all equipment, systems and information at any time.

6.2. Record Keeping and Reporting

- 6.2.1. EDMI requires honest, accurate and timely recording and reporting of information in order to make reasonable business decisions.
- 6.2.2. Employees are expected to preserve and maintain accurate and true records and this includes all paper and electronic correspondence and documentation stored on any electronic device and all hardcopy material stored in the EDMI's paper filing systems. Falsification, exaggeration, inappropriate characterisation, or deliberates omission of personal, business or other records or information, paper-based or electronic, is strictly prohibited.
- 6.2.3. All financial books, records and accounts must accurately reflect the transactions and events; and employee records must be maintained and shall be disposed of properly. No false or misleading entries shall be made in

accounting books or records. Records are a vital part of maintaining a high level of ethical business transactions.

- 6.2.4. Employees are required to cooperate with all internal and external (regulatory, enforcement agencies, litigation) investigations.

6.3. Intellectual Property

- 6.3.1. Unauthorized use of intellectual property, including copyrighted computer software, works or any other proprietary works cannot be compromised.
- 6.3.2. Any employee who violates the law is contrary to the Company's standards of conduct. All employees must comply with all applicable laws, all license or purchase terms regulating the use of any software or proprietary works.
- 6.3.3. Any work, design or intellectual software that is completed in the course of an employee's employment shall remain as part of the company's, it shall not be removed or destroyed even with the employee's leaving the company.

6.4. Personal Data Protection

- 6.4.1. Any information of an individual include names, addresses and contact details, transaction data, drivers' licence information, salary information and bank details are considered as personal data.
- 6.4.2. Employees must ensure these data must not be publish, disseminate, communicate or disclose to any person within the organisation unless it is required for your employment. Personal data of customers which are be obtained directly or indirectly by the company which role are either as a data controller or data intermediary belongs to the company's assets.
- 6.4.3. Employees must not download, recorded or disclosed them outside of their work requirements. Any unauthorised obtaining of these personal data is subjected to the criminal convictions depending on the country where the offence is committed.

6.5. Confidential & Proprietary Information

- 6.5.1. For the purpose of this Undertaking, "Confidential Information" means all and any information (whether or not it is described as confidential) in any form or medium concerning any past, present or future business, operations or affairs of the Company, or of any client of the Company including, without limitation:
- i. All information concerning any employee, customer, contractor or agent of the Company;
 - ii. All business and marketing plans and projections, details of agreements and arrangements with third parties, and customer and supplier information and lists;
 - iii. The Company's policies and procedures;
 - iv. All financial information, pricing schedules and structures, product margins, remuneration details and investment outlays;
 - v. All products technical or non-technical data, formulae, patterns, programs, devices, methods, techniques, design and plans.

7. REPORTING OF SUSPECTED CONCERNS OR VIOLATIONS

7.1. Whistle Blowing

- 7.1.1. To facilitate the attainment of the highest standards of corporate governance, EDM I has a policy for whistle-blowers.
- 7.1.2. Employees can escalate unethical or fraudulent practices or wrongdoings at the workplace for prompt remedial action and damage control.
- 7.1.3. EDM I encourages employee to submit confidential or anonymous concerns or complaints regarding any accounting, internal controls, audit or compliance irregularity, illegal or unethical behaviour through the Whistle Blower channel.
- 7.1.4. An employee can confidently submit the concern or complaint without the fear of dismissal or retaliation, if the complaint was made in good faith.
- 7.1.5. Disciplinary action will be taken against employees who make frivolous or malicious complaints or any complaints that are not made in good faith.
- 7.1.6. Refer to the Osaki Whistle Blowing Policy for more information.
Send by email to: whistleblowing@osakiunited.com; or
Send by post to: Osaki United International Pte Ltd
47 Yishun Industrial Park A
Level 4
Singapore 768724
Attention: OUI Internal Audit Division

8. ENFORCEMENT, ADMINISTRATION AND REPORTING

8.1. Compliance and Declarations

- 8.1.1. The Code applies to all employees. All employees are expected to comply, maintain and act in accordance with the highest standards of personal and professional integrity in all aspects of their employment. The Code must be observed and adhered to at all times.
- 8.1.2. Employees do not exempt his/her responsibility to comply with the applicable laws, regulations and the Company's policies that are related to his/her job even if they failed to read and/or acknowledge the Code
- 8.1.3. All employees are required to acknowledge that he/she has read, understood and to confirm that he/she will comply with the Code and make all necessary disclosures required under the Code annually.

8.2. Disciplinary Procedures

- 8.2.1. The Company will not hesitate to take actions against any employee who is found to be in violation of the Code. Violations are subject to disciplinary action, which shall include dismissal where appropriate.

8.3. Committee of Inquiry

- 8.3.1. EDM I will convene a Committee of Inquiry to thoroughly review and investigate any cases, incidents or complaints which may have a perceived potential damaging impact on the reputation of EDM I and/or cases which

may result in any possible infringements on the laws and regulations in the respective countries that EDMI is operating.

- 8.3.2. Typically, these cases would likely involve the non-compliance aspects of the Code, such as
- Professional Integrity
 - Employee Conduct
 - Workplace Safety and Health
- 8.3.3. The Committee must consist of individuals who do not have personal, professional, or financial conflict of interest with those involved with the inquiry and should include individuals with the appropriate expertise to evaluate the evidence and issues related to the allegation, interview the principals and key witnesses, and conduct the inquiry.
- 8.3.4. For good governance, ideally the Committee should, where possible, comprise at least one (1) independent external individual (i.e. either our Internal Auditor or member of the appropriate EDMI board) to be a part of the Committee of Inquiry.
- 8.3.5. Appointment members of the Committee are expected to be familiar with the principles of administrative law, including natural justice and procedural fairness. The appropriate appointment of these individuals as the Committee members are to be initially recommended by the Risk & Compliance before CEO's eventual approval. However, in the instances where the case/incident/complaint involves CEO, the eventual approval of the Committee members appointed will be made by Board of Directors.
- 8.3.6. Once the members have been identified, the Committee will be expected to conduct the review and investigation efforts within 2 weeks from the initial inception of the Committee.
- 8.3.7. For any matters or cases deemed appropriate, EDMI may also separately notify its parent company, Osaki Electric Co Ltd to keep the relevant authority updated accordingly.

9. REFERENCES

No	Title
1	EP51R01 - Conflict of Interest Policy & Procedure
2	EP43R00 - Gifts and Entertainment Policy
3	EP50R00 – General Compliance Rules
4	MIS-PRO-002 IT General Policy
5	Osaki Whistle Blowing Policy