



Code of Professional Conduct and Business Ethics Policy

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1. PURPOSE

EDMI Limited has adopted this Code of Professional Conduct and Business Ethics Policy ("Code" or "Policy") which applies to all of the Company's employees when dealing with its business partners, and our customers, both internally and externally.

In this Code, EDMl Limited is referred to as "Company" or "EDMI" and references to the masculine gender also encompass the feminine gender.

The Code aims to promote the standard of personal and professional integrity, honesty and values to all employees in understanding their responsibilities in their business conduct - as individuals and as members of the Company.

All employees are required to observe the Code, including all other rules, regulations and policies of the Company.

2. SCOPE

This Policy applies to all EDMl's employees.

3. RESPONSIBILITIES

3.1 Employee Responsibilities

3.1.1. All employees must comply with this Code in the course of their appointment/employment with the Company. A breach of this Code may result in an employee being subject to disciplinary proceedings which could result in a termination of their employment and/or legal action.

3.2 Manager Responsibilities

3.2.1. Managers who have employees reporting to them ("Subordinate") must supervise the Subordinate in their work. If a Manager is aware or becomes aware of any breach and/or misconduct by a Subordinate, he should counsel and advise the Subordinate accordingly. The Manager should consult his own Manager or HR Business Partner if he is or becomes aware of any repeated misconduct and/or breach of the Code by the Subordinate.

3.2.2. Manager who fails to take action or fail to report repeated misconduct and/or breach of the Code, may be held responsible for his own failure to do so.

3.2.3. A Manager must:

- i. understand and comply with the Code and assist his Subordinates with questions or direct them to someone who can provide the right answers;
- ii. understand the implications if the Code is breached and put in the appropriate measures to mitigate them.

- iii. ensure his Subordinates understand and comply with the Code and are given adequate and regular training on it.
- iv. encourage his Subordinates to report any breach and/or suspected breach of the Code.
- v. report any breach and/or suspected breach of the Code through the proper channel. The appropriate party will then investigate the matter. The Manager must keep all reported matters confidential and not to take it upon himself to investigate the matter.
- vi. make sure the reporting employee is protected from any form of retaliation.
- vii. implement the appropriate action for the breach of the Code.

4. PROFESSIONAL CONDUCTS

4.1 Laws & Regulations

- 4.1.1. Employees must maintain a high standard of professional and personal conduct and comply with all laws, rules and regulations.
- 4.1.2. Employees must not engage in any illegal activities or act in any manner which will adversely affect the integrity, reputation and credibility of the employees and Company.

4.2 Policies & Procedures

- 4.2.1. Employees must understand and comply with all the policies, rules and regulations of the Company.
- 4.2.2. If an employee is aware that any policy or procedure is not complied with, corrective action is to be undertaken promptly to remove or reduce the risk exposure for the Company.

4.3 Risk Management

- 4.3.1. Employees play an important role in driving and achieving an effective enterprise-wide Risk Management program.
- 4.3.2. Employees must adopt a risk-based thinking to proactively identify and assess risks which may jeopardize the Company's objectives.
- 4.3.3. Employees must implement an effective risk-mitigating measures to safeguard the Company from potential threats.
- 4.3.4. Employees must participate in Risk Management related programs or initiatives (e.g. training, workshop, etc.) organised by the Company.

4.4 Record Keeping and Reporting

- 4.4.1. EDMI requires information to be recorded and reported honestly, accurately and timely to make good business decisions.
- 4.4.2. Employees must keep accurate and true records, including both paper and electronic documents on any device and all hardcopy material in EDMI's filing systems. Employees are strictly prohibited to fake, exaggerate, or intentionally leave out personal, business, or other information, whether on paper or electronic records.
- 4.4.3. Employees must assist in all internal and external investigations, including those by regulatory bodies, enforcement agencies, or related to litigations.

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. Employees must demonstrate honesty, integrity and ethical behaviour at all times and employees are the first line of defense against fraud and dishonestly.
- 4.5.3. Employees must participate in programs organised by the Company to stay abreast with fraud prevention efforts as well as to inculcate and maintain a sound, sustainable and ethical culture.
- 4.5.4. Employees must proactively report any known or suspected fraud incidences or misconducts to the Head of Department of Risk, Legal & Compliance Department or via the whistleblowing channel.

4.6 Social Media

- 4.6.1. Employees must not use social media networks, internet chatrooms, forums, blogs, online shopping, social video, Facebook, Twitter, Google+, LinkedIn etc, during working hours.
- 4.6.2. Employees must not disclose the Company's confidential and proprietary information. Employees must also not make any comments or remarks about the Company, their colleagues, political events or other sensitive issues on social media.
- 4.6.3. Employees must understand and comply with the Company's decision not to discuss certain topics publicly, either for confidentiality or legal considerations.

4.7 Work Safety

- 4.7.1. Employees must observe and comply with all the health and safety rules and regulations stipulated by the Workplace Safety & Health Act 2006, the relevant government authorities and the Company.
- 4.7.2. Employees must promote a workplace which is environmentally friendly and safe working environment. Employees must report any work-related accidents, injuries, hazardous or threatening situations to the Workplace Safety and Health Committee immediately.
- 4.7.3. Supervisors must regularly check their workplace to ensure it is safe for everyone.
- 4.7.4. Employees must report to the Security Personnel or Facilities Department immediately if they notice unauthorized person loitering around the workplace.

4.8 Anti-Harassment, Anti-discrimination and Human Rights

- 4.8.1. Any form of harassment and discrimination based on a person's gender, race, age, nationality, ethnic origin, religion, disability, sexuality or any other personal attribute is prohibited. This includes 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.
- 4.8.2. Employees should not harass or discriminate against others based on their office, rank or position in the Company.
- 4.8.3. Employees must be aware of and respect human rights. Managers must ensure equal opportunity and practise fairness in their department.
- 4.8.4. Disciplinary action will be taken against anyone guilty of workplace harassment.

4.9 Serious & Prohibited Misconduct

- 4.9.1. While breaching any Company rule can lead an employee to disciplinary process, the following are considered serious breaches (the list is not exhaustive) that may lead to a dismissal:
 - i. Being under the influence of intoxicants during working hours or on 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, colleagues or customers' property including the Company or customer's vehicles.
 - iv. Wilful misuse, destruction, or damage to Company's property or others' property on the Company premises or under the Company's 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. Being absent from work for 2 days or more without approval or informing his Manager.
- xi. Sleeping on the job during working hours.
- xii. False declarations or misrepresentation of personal particulars.
- xiii. Using the Company's properties or facilities for purposes unrelated to the Company's activities without approval.
- xiv. Failure to maintain an acceptable level of performance.
- xv. Failure to follow Company working 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 Environmental, Health & Safety regulations that may cause injury or damage to Company property.
- xvii. Threatening, intimidation, coercing or interfering with other employees including insubordination or refusal to follow 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 acts that harm the Company's reputation or interests with 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 valuable, whether money or material, directly or indirectly, to any customers or external parties to influence a deal. Similarly, employees must not accept anything of monetary or any material value, in exchange for providing favourable treatment to any external party.

5.1.2. Facilitation payment or fees are also prohibited.

5.2 Conflict of Interest and Outside Work

5.2.1. Employees must not engage in transactions or business relationships that create a Conflict of Interest, whether in appearance and/or reality.

5.2.2. Employees must not be directly or indirectly involved in a business, trade or occupation which competes with the Company's business.

5.2.3. Employees must not, without the prior written approval from the CEO:

- i. act as a director, officer, employee or partner of any other organization outside the Company; and
- ii. engage in any organization or firm in which the employees have personal interest which may conflict with the business of the Company.

The onus is on the employee to provide information for the CEO to make a decision. However, this does not prohibit employees from investing in publicly available securities provided they do not possess insider information.

5.2.4 Employees are strictly prohibited from:

- i. working for any business that competes or provides similar services as the Company;
- ii. working for any business which might embarrass, discredit or conflict with the interests of the Company; and
- iii. taking on work which will affect the employees' work performance.

5.2.5. For more detailed guidelines, Employees should refer to the Conflict of Interest Policy & Procedures and Outside Work Policy HRM-115.

5.3 Insider Information

5.3.1. Employees must not trade in the shares of Osaki Electric Co., Ltd if they possess unpublished price sensitive information.

5.3.2. Employees must not breach insider trading laws and shall exercise caution not to disclose material facts that contradict insider trading laws.

5.3.3. Employees interested in buying shares in Osaki Electric Co., Ltd must seek the prior written approval of the Company's CEO.

5.4 Gifts and Entertainment

5.4.1. Gift and hospitality, whether given or received, must be handled with care to prevent corrupt practises. Employees must comply with the Gift and Entertainment policy. Employees must not accept gifts or any form of hospitality from competitors, customers, suppliers, potential suppliers, contractors and colleagues or anyone which will influence the employees in their decision making.

5.4.2. If it is impractical (e.g., no notice is given) or discourteous (e.g., during festive seasons) to refuse or return a gift or service, the employee receiving the gift (e.g. food hampers, cash, discounts, tour vouchers, etc) must make a declaration to their Head of Department (HOD) and HR.

5.4.3. If the employees or HODs are uncertain of the gifts given or received should be accepted, they must consult HR or the Risk, Legal & Compliance Department immediately.

5.4.4. The Company strongly condemns any corrupt practices, and employees engaging in such activities may be dismissed as well as face criminal charges.

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 breaching of Non-Disclosure Agreements, to advance its position in the market, bidding, tender or business in general.
- 5.5.2. Employees must not use confidential information or materials proprietary to its previous employers for the benefit of the Company.

5.6 Third Party Payment

- 5.6.1. Payments to third parties must be related to, and commensurate with the services performed. All payments on behalf of the Company must be accurately recorded and made available for audit. The payments must also be 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 must safeguard the Company's assets and avoid personal gain through their use. Any employee who is required to remove the Company's property from the designated premises for work must first obtain proper approval. Using the Company's facilities, vehicles, or equipment for personal benefit is prohibited.
- 6.1.2. All employees must protect and manage and responsibly use the Company's assets. Company owned computers, emails, internet access accounts, telephone and voicemail systems belong to 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 information to be recorded and reported honestly, accurately and timely to make good business decisions.
- 6.2.2. Employees must keep accurate and true records, including both paper and electronic documents on any device and all hardcopy material in EDMI's filing systems. Employees are strictly prohibited to fake, exaggerate, or intentionally leave out personal, business, or other information, whether on paper or electronic records.
- 6.2.3. All financial books, records and accounts must accurately reflect the transactions and events; and must be maintained and 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 must assist in all internal and external investigations, including those by regulatory bodies, enforcement agencies, or related to litigations.

6.3. Intellectual Property

6.3.1. Unauthorized use of intellectual property, including copyrighted software or any other proprietary works are prohibited.

6.3.2. Employees must comply with all applicable laws, licenses or purchase terms governing the use of any software or proprietary works.

6.3.3. Any work, design or intellectual software created during an employee's employment shall remain as part of the Company's assets and it shall not be removed or destroyed even if the employee leaves the Company.

6.4. Personal Data Protection

6.4.1. Personal data refers to information related to an identified or identifiable individual, such as names, addresses, contact information, NRIC number and other identifiable attributes.

6.4.2. Employees must ensure that personal data is not published, disseminated, communicated or disclosed to anyone within the organisation unless it is required for their work. Personal data of customers which are obtained directly or indirectly by the Company acting either as a data controller or data intermediary must be treated with care.

6.4.3. Employees must only download, record or disclose personal data if it is required for their work.

6.5. Confidential & Proprietary Information

6.5.1. "Confidential Information" refers to sensitive information, whether in written, verbal, or digital form, that is not publicly disclosed and is crucial for the business operations, strategies, or relationships of the Company which include but not limited to:

- i. information concerning any employee, customer, contractor or agent of the Company;
- ii. business and marketing plans and projections, details of agreements and arrangements with third parties, and customer and supplier information and lists;
- iii. Company's policies and procedures;
- iv. Company's financial information, pricing schedules and structures, product margins, remuneration details and investment outlays; and
- v. products technical or non-technical data, formulae, patents, programs, devices, methods, techniques, design and plans.

6.5.2 Safeguarding the Company's Confidential Information is paramount to maintaining trust, integrity, and competitiveness. Employees must treat Confidential Information with utmost care and responsibility and this includes

not disclosing such information to unauthorized individuals, both within and outside the organization.

- 6.5.3 Access to Confidential Information should be limited to those with a legitimate need for it in the course of their duties. Employees must use secure methods to store and transmit Confidential Information, both in physical and digital formats.
- 6.5.4 Any unauthorized attempts to access, share, or compromise Confidential Information is prohibited and may result in disciplinary actions or legal consequences.

7. REPORTING OF SUSPECTED CONCERNS OR VIOLATIONS

7.1. Whistle Blowing

- 7.1.1. In pursuit of the highest standards of corporate governance, EDMI has established a whistleblower policy and channel.
- 7.1.2. Employees are encouraged to report any unethical, fraudulent practices or wrongdoings at the workplace for prompt remedial action and damage control.
- 7.1.3. Employees are encouraged to report on any accounting, internal controls, audit or compliance irregularity, illegal or unethical behaviour through the various whistle blowing channels:
 - (a) email to: whistleblowing@osakiunited.com; or
 - (b) send by post to:

Osaki United International Pte Ltd
47 Yishun Industrial Park A
Level 4
Singapore 768724
Attention: OUI Internal Audit Division

- 7.1.4. Employees can confidently report on any irregular, illegal or unethical behaviour without 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 made in bad faith.

8. ENFORCEMENT, ADMINISTRATION AND REPORTING

8.1. Compliance and Declarations

- 8.1.1. All employees must comply, maintain and act in accordance with the highest standards of personal and professional integrity in all aspects of their employment. The Code and all other policies and procedures of the Company must be observed and adhered to at all times.

8.2. Disciplinary Procedures

8.2.1. The Company will not hesitate to take disciplinary actions against any employee who is found to breach the Code, other policies or procedures of EDM I and this may include dismissal.

8.3. Board of Inquiry

8.3.1. If necessary, EDM I will convene a Board of Inquiry to thoroughly review and investigate any cases, incidents or complaints which may damage EDM I's reputation or lead to infringements on the laws and regulations in the countries where EDM I operates.

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. For more detailed guidelines, Employees should refer to the Disciplinary Policy HRM-105.

9. REFERENCES

No	Title
1	Conflict of Interest Policy & Procedure
2	EP43 - Gifts and Entertainment Policy
3	MIS-PRO-002 - IT General Policy
4	HRM 115 - Outside Work Policy
5	HRM 105 - Disciplinary Policy
6	Employee Handbook - Osaki United International Whistle-blowing Program