

**OMNI-PLUS SYSTEM LIMITED**

**AND**

**GROUP of COMPANIES**

**(“OPS“)**

**BUSINESS ETHIC & CODE OF CONDUCT**

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## **1. INTRODUCTION**

The Code of Business Conduct (the “Code”) regulates the standards of ethical conduct of the OPS Group. The Code provides that the Directors, officers and employees are required to observe and maintain high standards of integrity by following the rules, regulations and Company policies. The specific standards and guidelines are below.

The Directors, officers and employees are responsible to carry out their duties in an honest, fair, diligent, and ethical manner, within the scope of the authority conferred upon and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies, including such other requirements which are incidental thereto.

This Code is applicable to all Omni-Plus System (“OPS”) companies and to all its subsidiaries and employees. They have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders. The Board of Directors of the Company are entrusted with the fiduciary responsibility of oversight over the assets and affairs of the Company.

The rules and principles set forth in this Code are general in nature and in compliance with the Code which to be read with the Human Resource Policies of the Company and it shall be mandatory. The Directors, officers and all the employees of the Company may contact the Chief Executive Officer/Managing Director of Entity for assistance in interpreting the requirements of this Code.

Any employee found to have violated this Code shall be facing disciplinary action, which may include dismissal. Any exceptions to the requirements stipulated in this Code are to be highlighted to the Board.

## **2. ETHICS OF OPS**

Employees, contractors, suppliers and agency employees of OPS Group are required to adhere to the following guiding ethical principles in their professional dealings. This includes dealings with the customers and business associates, regulators and other employees and colleagues in relation to their dealings with the OPS Group.

### **2.1 Customers and Business Associates**

One shall act fairly and honestly with regard to the interest of our customers and business associates, and to be professional in their dealings, delivering the highest standard of service to the OPS Group.

### **2.2 Regulators**

One shall comply with the spirits, as well as the letter, of all applicable laws and regulations that are applicable to the OPS Group.

### **2.3 Fellow colleagues and Employees**

One shall act professionally and treat fellow employees and colleagues with the utmost respect.

All of us are responsible for upholding the Code. Managers and supervisors are responsible for actively involved in promoting the spirit and principles of the Code, and also for ensuring that the employees understand and apply the provisions of the Code in their areas of responsibility.

Everyone is expected to understand, observe and promote the compliance of both the spirit and letter of the Code. The Code forms a part of the employment contract. Anyone who violates the Code, or any of the policies and procedures or any other applicable laws or regulations, shall be subject to disciplinary action, which may include termination.

Everyone has a duty to report of any violations or potential violations of the Code. The person who witnesses such violation shall notify their supervisor immediately. The supervisor shall notify the Human Resource (HR) department. In any high-risk incidents, the matter shall be escalated immediately to the HR department. Anyone who suspects where your supervisor may have violated the Code, you shall escalate this to the next level of supervisor in the chain of reporting.

### **3. Legal and Regulatory Compliance**

While the Code sets out the principles of conduct that shall be followed by everyone in the OPS Group they are also required to comply with all the governing laws, regulations of the Monetary Authority of Singapore, and regulators in the different jurisdictions where applicable.

Whenever the national laws and regulations are found to be less strict, international laws will be applicable and vice versa. Since these laws and regulations are numerous and often complex, whenever any question arises, employees should seek guidance on these requirements from their superior or the company's management.

If any employee violates any law and/or regulation or is involved in any irregularity, including fraud, such should be instantly reported to the Chief Executive Officer/Managing Director of Entity, and the Internal Audit Team will act in accordance with OPS's Internal irregularity & fraud Reporting Procedure.

### **4. No Child Labour and Forced Labour**

OPS and group of companies adhere to the legal minimum age requirements in all countries in which the company is active. The minimum age of employees shall be 18 years and able. The company shall be under no circumstances to make use of forced labour. No employee is required to lodge deposits, and no individual will be deprived of identity papers upon commencing employment with the company. The company forbids the use of coercion, violence, threat of penalties, or other intimidating practices like confiscation of personal documents (only copies) or wage punishment.

Local business management is responsible to comply with the OPS standards with regard to child labour and forced labour. This also applies to all the suppliers, contractors and its sub-contractor.

### **5. Ethical Business Behaviour**

One shall required to carry out their duties with honesty, fairness, integrity and professionalism in accordance with the spirit of the law and Code.

#### **5.1 Misleading, Fraudulent or Deceptive Conduct**

Integrity is an essential element to OPS's business and must not in any circumstances to be sacrificed for the sake of results or otherwise. Employees are deemed to cooperate with both internal and external investigations and regulatory examinations. Employees shall not provide any misleading or evasive information, make false statements or representations where by doing so would be misleading.

No one shall engage in any conduct involving fraud or dishonesty, or commit any act that reflects adversely on integrity in doing business and for the community at large.

#### 5.2 Proprietary or Confidential Information not belonging to Omni-Plus System or its Employee

One shall not use unauthorised proprietary or confidential information which does not belong to either OPS or its employees when performing their duties or responsibilities.

#### 5.3 Involvement in Civil Proceedings and/or Criminal Proceedings

One must immediately report to HR department or anyone from the management if they are the subject of any criminal or administrative investigations or proceedings by any governmental or regulatory authority or body, whether in Singapore or elsewhere.

One must immediately report any criminal convictions in Singapore or elsewhere to the HR department or to the management. Should they have not previously disclosed this, they must report to their supervisor at any time where they have or have had:-

- a) Judgment entered against you in any civil proceedings in Singapore or elsewhere involving a breach of law or regulatory requirement;
- b) Been the subject of any criminal prosecution in court;
- c) Been disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management or any corporation; or
- d) Been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining you from engaging in any type of business practice or activity.

One must report any civil proceedings in which they, or any other entities controlled by them, are named defendants, if the proceedings involved any significant business or financial transactions or if the civil proceedings may have a potential adverse impact on OPS Group or may potential impact at OPS Group.

#### 5.4 Involvement in Bankruptcy Proceedings and Managing Personal Finances

One must immediately report to their HR department if they are the subject to bankruptcy proceedings in any country, unless local laws provide otherwise.

One should manage their personal finances in a responsible and prudent manner, and not indulge in speculative transactions or financial commitments that could give rise to indebtedness.

If they have difficulties in meeting your financial commitments, have indebtedness that is under collection action or are at risk of bankruptcy, you should consult your manager immediately. This could also expose OPS Group to potential operational and/or financial risk.

## 5.5 Harassment and Discrimination

We promote harmony and merit-based work environment where mutual respect that is free of racial, sexual, ethnic, religious or other bias and any form of harassment or discrimination, including bullying or acts that humiliate any individual. Racial, Sexual, ethnic or religious jokes or comments are subject to individual interpretation and may be offensive to other employees.

Relationships between persons in the workplace shall be business-like, free of biasness, without prejudice and discrimination or without any form of harassment.

Any unwelcomed behavior which is sexual in nature that is sufficiently severe or pervasive which interfere with an individual's work performance or create an intimidating, hostile, or offensive working environment would be deemed to be sexual harassment and severe actions will be taken against the abuser.

Intimidation, coercion and threats, or any other actions leading to bodily and/or mental harm are unacceptable at any cost. Any harassment, including sexual harassment, to an employee, customer or supplier or any party who are with any business relationship with OPS Group is similarly unacceptable.

Should they confronted with such actions, they shall report it to their supervisor or HR department or anyone from the Management immediately without any hesitation.

## 5.6 Workplace

Any acts of violence or threats of violence by any employees against any other person in or about OPS facilities, or in connection with the conduct of OPS's business are strictly prohibited.

We will comply with all the applicable Government regulated safety, health and environmental regulations, and establish systems to provide a safe and healthy workplace to our employees. One required to be aware of, and follow OPS's procedures, including evacuation plans in any emergency situations. Everyone is responsible for working safely to avoid risk to themselves and to fellow colleagues, by reporting unsafe working conditions or breaches of security and reporting injuries to their superior immediately.

No one should involve in gambling of any kind, with person having business dealings with OPS. One should exercise fair judgment and withdraw from high stakes games including social games with customers and suppliers of the OPS Group. Gaming is prohibited on our premises at any cost.

## 5.7 Drugs and Alcohol

In line with our commitment to Safety Health & Environment (HSE) & Security, illicit drugs and alcohol are highly detrimental to the safety and productivity of the employees in the workplace. We are committed to provide a safe, secure, clean & healthy working environment for our employees & contractors.

The following shall form part of an employee's conditions of employment with OPS:

- It is employee's responsibility to be fit for work and not to be impaired by drugs or alcohol at work or on duty.
- Use, possession, distribution or sales of illicit drugs at company premises is strictly prohibited.
- Employees may undergo drugs and alcohol testing if required.
- The company may also conduct unannounced searches for controlled drugs and intoxicating substances within company's premises.
- The company may conduct "with cause" searches for drugs and alcohol within company premises. Employees may require to undergo alcohol intoxication test during working hours.
- Personnel who failed to comply with the Drugs & alcohol policy may be subject to disciplinary action which may include dismissal.

All contractors (including sub-contractors) are required to ensure that their employees do not create a presence of drugs or alcohol abuse in OPS premises.

All employees are required to maintain a working environment that is safe for all and conducive to attain high work and ethical standards. This statement is to notify and remind all employees and employees of contractors and other companies having access to OPS system premises, that possession or use of intoxicating beverages, firearms or weapons, drugs and narcotics are not permitted on any OPS premises at any cost.

## 5.8 Confidentiality

In the course of performing your duties, you may have access to the "Confidential Information" which includes: financial data, information relating to transactions or potential transactions directly or indirectly involving OPS, product information and information relating to other members or employees. This information may come in various forms including oral, written or electronic formats and can include confidential information relating to our customers, our employees or OPS.

It is legal requirement and our policy that all records of our customers, and the relationship between our customers, and OPS are kept confidential. This obligation extends to all information relating to customers and counter parties of OPS, including account information and transaction information in any format.

If anyone in possession of Confidential Information, one should not under any circumstances: -

- (a) Use such information for the benefit of yourself, or any third party;
- (b) Use such information to influence any customer, or any third party in dealing in any transaction; or
- (c) Communicate such information to any customer or any other party.

Confidential Information should not be disclosed to anyone else within Omni-Plus System except those who "need to know" for the performance of their duties. Where any request or demand for the Confidential Information is received from any person or entity, you should obtain clearance from the Management prior to releasing the information.

They are obliged to protect the confidentiality of Confidential Information received during and after their employment.

They may also have a statutory duty under the laws of a particular country to maintain the confidentiality of customer information. If one breach any of this obligation, they are deemed to

commit a criminal offence and may be liable to punishment which shall be inclusive of fine or imprisonment which depends on the severity of the breach.

In the event anyone receive any media inquiries pertaining to the business details and relationship between OPS Group, one shall not make any comment and shall immediately inform these to the management.

### 5.9 Conflict of Interest

A “conflict of interest” arises when you have competing professional or personal interests that would either make it difficult to fulfil your duties properly, or would create an appearance of impropriety that could undermine customer or public confidence. Amongst others, conflicts of interest could arise in dealings:-

- (a) Between Omni-Plus System and you;
- (b) Between Omni-Plus System and its customers;
- (c) Between Omni-Plus System and its service providers;
- (d) Between you and Omni-Plus System’s customers;
- (e) Between you and Omni-Plus System’s service providers; or
- (f) Among employees.

Where conflicts are unavoidable or there is any possibility that a conflict of interest exists, you must adhere to the rules and procedures set out by your respective departments and management (where applicable), and consult the management and/or your supervisor immediately to handle any actual or potential conflicts.

One shall comply with reporting and disclosure requirements of potential or actual conflicts of interest, including requirements imposed by law. One shall disclose to their supervisor any matters which could reasonably foreseeable with their professional duties at OPS Group so as to keep a record thereof.

### 5.10 Employment outside of OPS

One shall not engage in any outside employment or hold any position (including self-employment or charitable post) without prior written consent of OPS or unless such employment has been arranged or is undertaken in connection with the performance of your responsibilities and duties as part of OPS.

If one currently serve or are considering serving on an organisation where there might be a conflict of interest, one shall discuss this with their supervisor and the management. If there is an actual conflict of interest or one develops, they may be prohibited from joining or to leave the organization.

### 5.11 Business and Other Dealings between Employees, Customers or Suppliers of OPS

We will retain suppliers and (Sub) contractors on the basis of their qualifications and abilities needed for the work to be performed, including their reputation, safety performance and reliability, meeting the ethical business principles set by OPS Group. The suppliers and contractors shall with whom the company deals business to uphold the same standards and the company use the best endeavors to ensure compliance with these standards, which are reflected in this Code.



One shall avoid entering into any business relationships, such as joint ventures or partnerships with a customer, competitor or supplier of OPS Group, or with a business introduced or affiliated with a customer or supplier.

If a conflict of interest arises between OPS or its employees and its customers, the customers or relevant Business/Support Unit head should be made aware of conflict, where appropriate, and consult the Management. One should avoid taking things personally, or diverting away, opportunities that properly belong to OPS or are discovered through the use of corporate property, information or their position.

One should not solicit, accept, offer, and retain personal benefits or advantages (such as fees, commissions, rewards, loans, employment, office, contract, service or favours) in connection with OPS's business transactions either for themselves or facilitate such payments to a third party.

If one is involved in business dealings or transactions in which the parties related to them have a direct or indirect interest in the proposed business transaction, they should inform their supervisor of this and remove themselves from decision making process.

Inappropriate borrowing or lending money or belongings among employees, which may create actual or perceived conflicts of interest, is strictly prohibited at any cost.

#### 5.12 Accepting Gifts and Inducements

Generally, the acceptance of gifts from customers, existing and/to potential, business associates or members of the public is not acceptable as it may create a situation of conflict or potential conflict of interest. One should not accept gratuities, cash or cash equivalent, or concessionary/preferential offers, including shares, for themselves or for any other persons from business associates or customers.

Where circumstances make it impossible, difficult or impractical to reject gifts or where rejection of the gift may affect OPS's relationship with customers or business associates (other than cash or cash equivalent), one may accept the gift(s). For not exceeding the monetary values of S\$100 (Singapore Dollars) or local currency equivalent, one should notify their supervisor. For gifts exceeding S\$100 (Singapore Dollars) or local currency equivalent, one should seek formal written approval from their supervisor and/or guidance from the management.

Gifts of cash or cash equivalent should not be accepted from customers or business associates unless rejecting them would be offensive given local custom. All such cash gifts must be surrendered to the HR department, who will determine the use of this.

The acceptance of gifts under inappropriate circumstances may also amount to bribery and/or be a criminal act in jurisdiction where OPS operates. In certain countries, accepting gifts may be a crime under equivalent of the Singapore Prevention of Corruption Act, which provides that a person shall be guilty of an offence if he receives or gives any gratification (whether in the form of cash, employment, business opportunities, favours or otherwise) as an inducement or reward to a person to do or not to do any act, with a corrupt intention.

Queries on whether gifts are appropriate or excessive can be directed to the management where an employee must declare to his or her immediate supervisors, details of any gifts received from customers, contractors, consultants, suppliers or any other external party, and shall not retain such gifts without the consent of his or her supervisor.

### 5.13 Accepting Entertainment

One should obtain approval from their supervisor for the entertainment extended to them, and maintain a record of generous entertainment extended by business associates.

One should not lavish entertainment in order to guard against being compromised in such a way that they are unable to or appear unable to properly discharge your duties in a professional manner. If there are doubts as to whether entertainment is lavish or overly generous so as to create the appearance of any conflict or impropriety, these situations can be referred to the management or to your supervisor. By the way of guidance, business meals are acceptable.

Overseas Trip would generally not be considered acceptable. As the main objective is to protect ONE from being singled out to attend lavish functions, the following need not be declared:-

- a. Cocktails events which are also attended by employees of the other organization/companies;
- b. Working lunches and other meals including those following/preceding official meetings; and
- c. Invitations to official opening ceremonies.

If one receive entertainment when there are at overseas, this should be treated in the same manner as entertainment received locally and declared where appropriate.

### 5.14 Employees offering Gifts to Customer/Business Associates

If anyone present gifts to their business associate, they are required to obtain their supervisor's approval and keep a record of gifts presented. On a quarterly basis, one should submit this to their supervisor for review.

### 5.15 Entertainment of Business Associates by Employees

One may provide local or overseas entertainment to business associates, provided that the entertainment is reasonable and has been incurred in accordance with the corporate gifts and expenses procedure. One should submit such records to their supervisor for review on a quarterly basis.

Employees under Sales & Marketing and Procurement are required to serve their annual declaration via Conflict of Interest Declaration form to disclose situation where there may be actual, potential or perceived conflict of interest as such may create problems, resulting in damages to the company's reputation, influence individual's judgement or even gave false impression that the company has acted improperly.

Any violation of these shall result in disciplinary action which could include employment termination or removal from the Board. When one in doubt, employee may approach the CEO for further clarification on these.

### 5.16 Securities Transaction & Insider Trading

OPS employees may become aware of information about OPS or other companies that has not been available to public. The use of such non-public or "Inside" information for other benefits which is detrimental to the company is unethical and violation of law. Employees must not engage in "Insider trading" or give information to anyone who might trade on the basis for such information.

### 5.17 Fair Dealings with Customers

We aim to service the needs of our customers within the boundaries with fair, ethical and legal business practices. One must not take advantage of customers through manipulation, abuse of privileged information, misrepresentation of facts or concealment of any material information that the customer is entitled to know in connection with any dealings between the customer and OPS.

The company supports fair competition and promote competitive marketplace that is free, to provide consumers with high quality goods and services at fair prices, and to prevent conduct that interferes with this outcome. Failure to comply with these can have serious consequences for OPS including complicated and time consuming investigations from Government official or from private parties, substantial fines or damages, and inappropriate publicity that could damage the reputation of the company.

### 5.18 Integrity and Accuracy of Records

One should follow OPS procedures which are relevant to each particular business deal.

- To maintain all business deals and records fully and accurately. No one should make any false or misleading business information, the intention of which is to obscure the true nature of a business deal, or which are not justified.
- False accounting or the maintenance of false or misleading records can amount to a criminal offence that may result in criminal sanctions against the person. One may also be subject to internal disciplinary action.
- One should not dispose of or destroy any records of OPS, except in accordance with OPS's policy. If there is threatened or pending litigation, any regulatory review or audit or other legal process, one must not dispose of or destroy any relevant records. Intentional destructions of records to avoid regulatory disclosure are strictly prohibited. Any amendment or alteration of records must be authorised by a supervisor.

### 5.19 Money Laundering

OPS or its employees will make sure not to cooperate, be it directly or indirectly, in any money laundering matters. If employees find a certain financial transaction suspicious, the employee should seek guidance from his or her supervisor/manager and or the company's management. OPS provides guidance and support to employees to ensure that they continue to understand money laundering and how to react to it.

### 5.20 Confidential Reporting

If one observe any actual or potential breach of the Code, irregularity, impropriety, fraud or other inappropriate activity by a fellow employee, customer, vendor or third party relating to OPS, they should escalate to their supervisor and the management or HR department as appropriate.

Any allegations must be made in good faith. If the allegations are not subsequently confirmed by an investigation, they will still be protected from possible reprisals if they acted genuinely and had reason to believe that there are grounds for the allegations.

Disciplinary action may be taken against employees who make allegations frivolously, maliciously or for personal gain.

The management and HR department will make every effort to maintain confidentiality over the report. However, there may be instances, such as government investigations may arise from the report which results in the loss of confidentiality.

OPS affirms the commitment to the Code and to act with honour and integrity, delivering value to our customer business associates, and stakeholders.

### 5.21 Security

OPS conducts its activities with the utmost precaution and safely in order to safeguard its employees, the community it works in and the environment. Security measures and training for employees will be continuously monitored and adjusted to the current needs.

### 5.22 Protection of Personal Data

OPS respects any individual's general right to privacy of their personal data and adheres to all applicable laws on the use of personal data.

### 5.23 Job responsibilities of a Manager, Supervisor and an Employee

Manager;

Manager's responsibility is to oversee the daily operations of the manufacturing facility. They coordinate, plan, and direct all the activities that go into the production process. Managers are actively involved in hiring and staffing, training new employees, dealing with performance problems and terminations, supporting problem resolution and decision-making, conducting timely performance evaluations, monitoring performance and initiating action to strengthen results, monitoring and controlling expenses and budgets, and tracking and reporting scorecard results to senior management.

Supervisor;

The supervisor's overall role is to communicate management needs to the employees, supervise employees' performance, provide guidance, support, identify development needs, and manage the reciprocal relationship between employees and the management so that each is successful.

Employee;

Employees are required to communicate work load challenges they encounter to their supervisors if any. Follow all the lawful employer safety and health rules and regulations, and wear or use required protective equipment while working. Report hazardous conditions to the employer. Report any job-related injury or illness immediately to the employer, and seek treatment promptly. Have proper attendance and not to raise any disciplinary issues in the working environment.