



**Hyphens Group
Code of Conduct**

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Version history		
Date	New / Update	Updated by - (Name / Title)
1 April 2019	Version 1	Chew Meng Yan/ HR Supervisor
1 March 2021	Version 2	Jessica Tan / Senior Regional HR Manager

1 INTRODUCTION

Hyphens Pharma International Limited and its subsidiaries (the “Group”) have adopted a Code of Conduct (“the Code”) that applies to all employees. The Code sets out the principles to guide employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity when dealing with its competitors, customers, suppliers, other employees and the community.

The Code sets the minimum standard that the Group expects of all employees, regardless of the jurisdiction or legal entity through which the Group operates.

It is the responsibility of every employee to comply with the spirit and principles of the Code, as amended from time to time.

2 COMPLIANCE WITH THE LAW

In addition to the Code, the Group expects employees to comply with all laws, regulations, codes of practice, and legal, regulatory and licensing requirements applicable to the different jurisdictions where it operates.

Employees should not engage in any activity that adversely affects the Group’s interests or reputation, including but not limited to, engaging in any act whether in the workplace or otherwise that, in the sole discretion of the Group, involves violent behaviour, moral wrongdoings, or which constitutes a criminal act under all applicable laws, regulations and legal requirements, regardless of whether the employee is criminally charged or convicted.

3 CONFLICT OF INTEREST

A ‘conflict of interest’ arises when employees have a competing professional or personal interest that would either make it difficult to fulfil their duties properly, or would create an appearance of impropriety that could undermine customer or public confidence.

Employees must do nothing that conflicts with the interests of the Group, or anything that could be construed as being in conflict, for example, participating in the evaluation/approval of award to a vendor in which an employee has a vested interest (either personally, or through close relatives). Employees should declare/disqualify themselves from handling transactions which put them, whether perceived or real, in a position of conflict.

Employees must avoid all situations which could result in conflicts of interest. They should comply with reporting and disclosure requirements of potential or actual conflicts of interest, and disclose any matters which could reasonably be expected to interfere with their professional duties.

4 BUSINESS CONDUCT

Employees should not engage in any outside business dealings that involve or could appear to involve, a conflict between their personal interests and the interests of the Group (i.e. conflict of interests).

Employees must not have any direct or indirect financial or business interest in or dealings with competitors, suppliers, customers or anyone else with whom they are engaged in a business relationship on behalf of the Group, which might or might appear to, create a conflict of interest, or impair the judgments they make on behalf of the Group. They should also not engage in any personal business dealings which detract from or conflict with their employment in Hyphens Group.

Employees must avoid situations where their loyalties may be divided between the Group's interest and those of a customer, supplier or competitor.

Employees must not take advantage of any opportunity for personal gain that rightfully belongs to the Group. They should avoid putting themselves in any situation which might or might appear to put them at a personal advantage, and they must report any potentially compromising situation to their supervisors promptly.

5 PROHIBITION ON BRIBERY AND CORRUPTION

All employees must not seek to bribe, corrupt or otherwise improperly influence a public official in any country. Such actions are incompatible with the Code of Conduct which the staff of the Company are required to follow. Employee who is involved in any form of bribery or corruption will be subject to internal disciplinary action, including possible dismissal and be referred to the local authority.

In addition, all employees must comply with applicable laws in the countries where the Company operates, including local anti-corruption and anti-bribery laws.

Bribery of a public official involves giving or offering a benefit (monetary or otherwise) to a person where the benefit:

- is not legitimately due; and
- where it is given or offered with the intention of influencing a public official or an associate in the exercise of his or her duties.

Employees should be aware that in many jurisdictions, the legal definition of “corruption” is very broad and may apply when a public official grants a favour to another person, even though that person has not provided or offered any particular benefit to the public official.

Liability may arise notwithstanding that a benefit is given or offered to a person other than the public official (e.g. to a relative or business partner of a public official).

6 GIFTS, FAVOUR & CONCESSIONARY OFFERS

No employee or any member of his family shall accept any gift, favour or concessionaire offer from any organisation, firm or individual who is or is seeking to become a principal, distributor or customer of the Group.

Where circumstances make it impossible, difficult or impractical to reject the gifts, favour or concessionaire offer, employees should immediately declare such offer to their superiors and HR who shall decide on its disposal. This applies to all except perishables and those of a token value. When in doubt whether the gifts, favour or concessionaire offer can be accepted, the employee should declare.

7 WORKPLACE HARASSMENT

Workplace harassment can occur when one party at the workplace demonstrates behaviour that causes or is likely to cause harassment, alarm or distress to another party. Examples of behaviour that may be harassment include:

- a. Threatening, abusive or insulting language, comments or other non-verbal gestures
- b. Cyber bullying
- c. Sexual harassment
- d. Stalking

Harassment may be verbal or non-verbal. Verbal harassment includes comments that are offensive or unwelcome regarding an employee's nationality, origin, race, colour, religion, gender, sexual orientation, age, body, disability or appearance. Nonverbal harassment includes distribution, display or discussion of any written or graphic material that ridicules, denigrates, insults, belittles or shows hostility, aversion or disrespect toward an employee or a group of employees by virtue of their national origin, race, colour, religion, age, gender, sexual orientation, pregnancy, sexual identity, disability, appearance, etc.

Employees who commit workplace harassment may be personally liable for their actions, which in some instances could lead to criminal or civil action in the Courts. The Group will conduct confidential and impartial investigations into allegations of harassment. Disciplinary action may be taken against employees if allegations of harassment are found to be malicious or vexatious. Employee who retaliate in any way against a person who has complained of harassment, given evidence in a harassment investigation or been found guilty of harassment, will be considered to have committed harassment and will be subject to corrective actions.

8 WORKPLACE HEALTH AND SAFETY

The Group is committed to provide a healthy and safe work environment for employees, business partners and visitors. Every employee has a personal responsibility to support this commitment.

Employees are obliged to carry out their work in a safe manner, without causing harm to themselves or others, and to report any potentially unsafe or unhealthy situations immediately.

They must observe and follow all safety and environmental regulations laid down in the standard operating procedure, including putting on the necessary safety equipment, and conduct specific risk assessment prior to carrying out any works, where applicable.

Employees must not be under the influence of alcohol or drugs during working hours that can impair their judgment and threaten the safety of themselves or others. All employees must observe the rules of office security.

9 COMPANY PROPERTY AND ASSETS

Employees are responsible for the Company property entrusted to them. This property includes, but is not limited to physical property (such as phones, company vehicles or computers), records (such as data on customers and company records), and intangible property (such as computer software, computer records and intellectual property).

It is important that, whichever category the property falls into, employees must act reasonably and take appropriate measures to prevent losses arising from wilful action by others, both outside and within the Group, which may result in property damage, theft, loss, abuse or unauthorized access to physical or logical assets, and intellectual property (including data).

Employee must treat the Group's property as they would their own and must not damage it, deface it or remove it for personal use, unless authorised to do so. Company vehicles are strictly to be used for work purposes only. Employees must not, without authorization, drive company vehicles for personal use.

Similarly, they are responsible for the proper expenditure of the Group's funds including expenses. While spending or committing Group funds, employees must be sure that the transaction is proper and documented, and that the Group receives appropriate value in return.

10 CONFIDENTIAL INFORMATION

Except required by law and in the course of performance of duties, no employee shall, without prior authority nor approval from the management, disclose or divulge or make public any information or transaction of a confidential nature relating to the business of the Company or the affairs of its customers or other employees, which may come to the employee's knowledge or possession in the course of his employment. Such confidential information may, without limitation, be verbal, written, electronic or in the form of image data, photographs or software.

11 PROPRIETARY INFORMATION & INTELLECTUAL PROPERTY

It is important that all company proprietary information is kept confidential. Employees have a duty to safeguard company information, bearing in mind ethical, legal ramifications and government regulations.

Information of commercial value or of a sensitive nature must be tightly controlled. For example, when releasing information to a third party for a bid proposal, a Non-Disclosure Agreement should be signed by the third parties, and information released is on a need-to-know basis.

Any trademark, copyrights, patents, designs, registered designs, proprietary information and all other intellectual property rights developed and commissioned by the company belong to the Group. Employees are reminded not to infringe any third parties' rights including, but not limited to, any third party intellectual property rights, copyrights, patents and trademarks.

The Group will hold exclusive property of any invention, discovery, design or improvements made. This could also include inventions employees may create which relate to the company's business, regardless of whether the invention or designs are patentable or are capable of being registered or copyrighted.

Employees must report these inventions to the company and shall, at the company's request and expense, disclose information relating to the invention and do what is required to obtain patents or industrial rights relating to the invention. The patents will be in the name of the company or its nominee and the employee will not be entitled to any payment for the invention. The company's ownership of any intellectual property created by employees while with the company continues after they have left service.

When employees leave the company for any reason, including retirement, they must return all the company's property, including all documents and records in their possession, and they must not disclose or misuse company confidential information. Employees are also responsible for protecting information provided in confidence by any third party, such as a customer, supplier or a partner, after they leave the company.

12 INSIDER TRADING

Employees must not use "inside" information - information which has not been made available to the public and which may materially affect a corporation's stock price - as the basis for purchasing, or selling, shares in the company, or any other company with which they have dealings. Such information may include unannounced earnings, dividends or potential acquisitions. Employees must not engage in, or procure another person to engage in, any share transactions with respect to the shares of the corporation, whether it is for themselves, anyone else or for the Group, when in possession of inside information.

13 ENFORCEMENT & REPORTING VIOLATIONS OF THE CODE OF CONDUCT

The Group is committed to its Code of Conduct. All employees of the Group and any other persons are encouraged to raise genuine concerns about possible violations of this code of conduct.

Any alleged violation of this Code will be investigated by the Management. Failure to comply with the Code is viewed as a serious matter that can lead to disciplinary action, up to and including termination of employment or dismissal, as well as criminal penalties. Such disciplinary action may also be taken against supervisors who condone, permit or have knowledge of improper conduct.

If employee believe a violation of this Code has occurred or employee have become aware of conduct that may be contrary to this Code, he/she can try to discuss this first with his/her manager. Employee's manager has an obligation to either take action to resolve the issue or escalate it. If employee have discussed it with his/her manager and feel that the issue has not been resolved, or if the violation involves his/her manager and employee do not feel comfortable discussing it with the manager, then employee can contact his/her manager's superior, Human Resource department, General Manager or the independent channel for whistleblowing at AC_Chairman@hyphens.com.sg.

This Code of Conduct will be updated from time to time to keep it relevant to changes in the Group's business or operating environment.