



CODE OF CONDUCT POLICY

The Code of Conduct Policy is to demonstrate the highest level of integrity and ethical standards in all business practices at Oakwell and all its' subsidiaries. Employees are required to conduct themselves in a manner consistent with the Company standards, community standards and government requirements.

The Code of Conduct Policy applies to all employees who are engaged on a full time, part-time, casual and fixed time basis. This policy outlines how employees should behave and conduct business in the workplace and it should be read in conjunction with Sonepar's Code of Conduct with its compliance guidelines.

RESPONSIBILITIES

It is the **Manager's** responsibility to:

- Constantly communicate to employees on expected behaviors and conduct.
- Take immediate action if there is a breach of policy.
- Take a leadership role in observing and promoting the behavior and standards in this policy and other related policies.

It is the **Employee's** responsibility to:

- Comply with the Code of Conduct.
- Uphold Company's standards relating to work performance and conduct.
- Act at all times in the best interests of the Company.
- Raise any concerns of issues with their Manager or Human Resources.

It is **Human Resources'** responsibility to:

- Revise and update the policy as required.
- Provide advice/counselling to Employees.
- Conduct awareness training for all Employees.
- Ensure due process is upheld.
- Authorize dismissal action.



GUIDELINES

Company Reputation

Employees must not act in any way that may cause harm to the reputation or market position of the Company during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

In addition, Oakwell advocates operating principles that all employees are expected to implement:

- Giving their trust which does not exclude control.
- Conveying the idea that responsibility for security and control is everyone's business.
- Understanding that information is a source of opportunity or risk for the Group and that it should therefore be shared where needed as well as protected.
- At all levels and regardless of position, refraining from using titles as a means to procure pecuniary or other advantages for themselves or anyone else and reporting any conflicts of interest, even potential, with the Group.

Whenever in doubt, they should therefore ask questions and check before acting.

Personal Conduct

An employee is expected to obey of any lawful and reasonable order (s) of a superior and accept a letter, order or other communication served by the management. Any willful insubordination or disobedience case will be reviewed seriously.



Employees should not loiter, idle or waste time during working hours. They should be mindful of the attendance and punctuality, refrain from habitually late and irregular attendance. Employees knowingly interfering / tampering with any attendance records of himself or of any other employee is viewed as misconduct. Employees maybe dismissed if they absent from work without permission or without any reasonable cause. This also applies for willful damage or damages due to negligence or carelessness in work in progress or any other property of client/Company.

Violence, Drugs and Alcohol

The company will not tolerate violent behavior in the workplace and this includes the following:-

- Conduct on the part of the employee who endangers the life or safety of other employees apart from possible danger to the property of the Company or to/from a customer, supplier or visitor.
- Interfering with the work of other employees, assault or threat of assault or conduct endangering the life of other employees.
- Quarrelling or using foul language within the work site/supplier's/client's premises.
- Consumption/possession/sales of illegal drugs inside the Company premises or at supplier's/client's premises.
- Drunkenness or indecent behavior or conduct, abusing threatening or intimidating or coercing other employees or to/from a customer, supplier or visitor.



Harassment

All Employees are entitled to a workplace that is free from any form of hostility, discrimination or harassment. Employees are prohibited from the following behaviors:-

- Sending sexually explicit, offensive, derogatory, insulting, abusive, indecent, sexual harassment messages to others and insensitive intimidating e-mail messages.
- Sending offensive statements and or any disparagement of others based on race, religion or politics.

Honesty

The company will not tolerate theft, fraud or dishonesty in connection with the Company's business or property or theft of other employees' property within the work premises. Employee must not collaborate with others of the Company in inflating costs of purchase of materials, overtime working hours, keep any monetary benefits for self for services provided for the clients. Falsification, tampering, defacement or destruction of documents / records of the Company is prohibited.

Employees are not allowed to disclose to any person, information with regards to the working, activities, management, product details, business strategies, or any other details considered to be secret and of vital importance to the Company.

Gift Giving

Employees are prohibited from soliciting or accepting any personal advantages from any person having business dealings with the Company (e.g. clients,



suppliers, contractors, etc). However, you are allowed to accept (but not solicit) for instance the following gifts offered voluntarily:

- Advertising and promotional gifts of nominal value (usually means gifts bearing company's logo or name with limited commercial value); or
- Gifts given on a festive or special occasion (e.g. moon cakes for Mid-Autumn Festival, food hampers for Christmas and New Year, etc)

Employees who receive above-mentioned gifts of value above S\$200 will need to declare to Human Resources for recording. Generally, employees should decline an offer of a gift if acceptance of it could affect your objectivity in making business decisions, or induce you to act against the interests of the Company, or lead to allegations of impropriety.

Personal Data Protection

We are committed to respecting people's privacy and the confidentiality of personal information. We will only acquire and keep personal information that we need to operate the Company effectively or to comply with the law.

Competition and Fair Dealing

All employees should endeavor to deal fairly with everyone, especially his (her) fellow employees and with the Company's customers, suppliers and competitors. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Software

Employees should only use Company-approved software at work. The installation of any copyrighted software for which Company or the employee does not have an active license is strictly prohibited. Employees are not allowed to disseminate documents or software that violate copyright law, secret act or non-disclosure agreement and disseminate of virus or other related harmful software. Please refer to IT policy.



Email and Internet

Employees should use these systems for approved business purposes and in manner that protects the Company's systems and data and maintains the Company's reputation and standing in the marketplace. Please refer to IT policy.

Conflict of Interest

Employees are not allowed to engage in any private work, trade or business in or outside the Company which may conflict with the Company's interest. If an employee is engaged in any other work outside his/her normal working hours, the Directors'/respective Head of Department's approval must be sought. The employee must ensure that his/her 'outside work' does not affect his/her work performance with the Company and does not conflict with the Company's interest.

If an employee is found to be engaged in any private business or 'outside work' without the prior approval of the management, he/she is liable to be terminated from service without any compensation whatsoever and the Company reserves the right to sue the employee for liquidated damages where applicable.

Confidentiality

Employees must maintain the confidentiality of proprietary information entrusted to them by the Company or its customers or suppliers. Various types of proprietary information include trade secrets, as well as business, marketing and service plans, technical, designs, records, financial and salary information, which our Company either wishes to keep confidential or is under an obligation to keep confidential. The employee shall undertake to use confidential information only for the purpose of his/her employment with the Company and will not disclose such information to any other persons or companies, including former employers (if any), except with proper authority and in the course of his/her official duties.



The employee shall not during or after employment disclose to any person or Company, confidential information which belongs to Oakwell Distribution (S) Pte Ltd and its group of companies to any other person or company which the employee may learn in the course of employment with the Company, whether or not such information is being used, created or controlled by the employee.

Confidential information includes sales, costs, profits, organization, customer lists, pricing methods, etc. The employee understands that the aforesaid is not all encompassing and that other trade secrets or whatever documents as deemed fit by the Company shall also be held confidential, may currently exist or arise in the future.

The employee acknowledges that the foregoing clauses are, in view of the competitive nature of the company's business, reasonable and necessary to protect the Company's legitimate interests and that any violation would result in irreparable injury to the Company. The employee therefore acknowledges that if he/she violates any of these clauses, the Company shall be entitled to obtain from any court of competent jurisdiction preliminary and permanent injunctive relief as well as damages and an equitable accounting of all earnings, profits and other benefits arising from such violation, which rights shall be cumulative and in addition to any other rights or remedies which the Company may be entitled to.

NON COMPETITION AND NON SOLICITATION

The Employee acknowledges and agrees that the nature of the Company's confidential, proprietary, and trade secret information to which the Employee has, and will continue to have, access to derives value from the fact that it is not generally known and used by others in the highly competitive industry in which the Company competes. The Employee further acknowledges and agrees that, even in complete good faith, it would be impossible for the Employee to work in a similar capacity for a competitor of the Company without drawing upon and utilizing information gained during his/her employment with the Company.



Accordingly, at all times during the Employee's employment with the Company and for a period of one year after termination, for any reason, of such employment, the Employee will not, directly or indirectly:

- (a) Engage in any business or enterprise whether as owner, partner, officer, director, employee, consultant, investor, lender or otherwise, except as the holder of not more than 1 % of the outstanding stock of a company that directly or indirectly competes with the Company's business or the business of any of its subsidiaries anywhere in Singapore. This includes but is not limited to any business or enterprise that develops, markets, or sells any product or service that competes with any product or service developed, marketed or sold, or planned to be developed marketed or sold, by the Company or any of its subsidiaries while the Employee was employed by the Company or any of its subsidiaries; or
- (b) Either alone or in association with others (i) solicit, or facilitate any organization with which the Employee is associated in soliciting, any employee of the Company or any of its subsidiaries to leave the employ of the Company or any of its subsidiaries; (ii) solicit for employment, hire or engage as an independent contractor, or facilitate any organization with which the Employee is associated in soliciting for employment, hire or engagement as an independent contractor, any person who was employed by the Company or any of its subsidiaries at any time during the term of the Employee's employment with the Company or any of its subsidiaries (provided, that this clause (ii) shall not apply to any individual whose employment with the Company or any of its subsidiaries has been terminated for a period of one year or longer); or (iii) solicit business from or perform services for any customer, supplier, licensee or business relation of the Company or any of its subsidiaries,



induce or attempt to induce, any such entity to cease doing business with the Company or any of its subsidiaries; or in any way interfere with the relationship between any such entity and the Company or any of its subsidiaries.

CONSEQUENCES

Any Employee who is found to have deliberately and seriously breached the policy will be subject disciplinary action. In all instances, corrective action will be taken to prevent a recurrence of the event/s.

PROCESS

The Company will take immediate action if an Employee breaches the Code of Conduct Policy and the type of action will vary according to the severity of the misconduct and may range from counseling to dismissal. If serious misconduct or inappropriate workplace behavior occurs, the employee may be suspended while the case is being investigated.

If any Employee believes that the Code of Conduct has been breached, they are encouraged to approach their Manager or Human Resources.

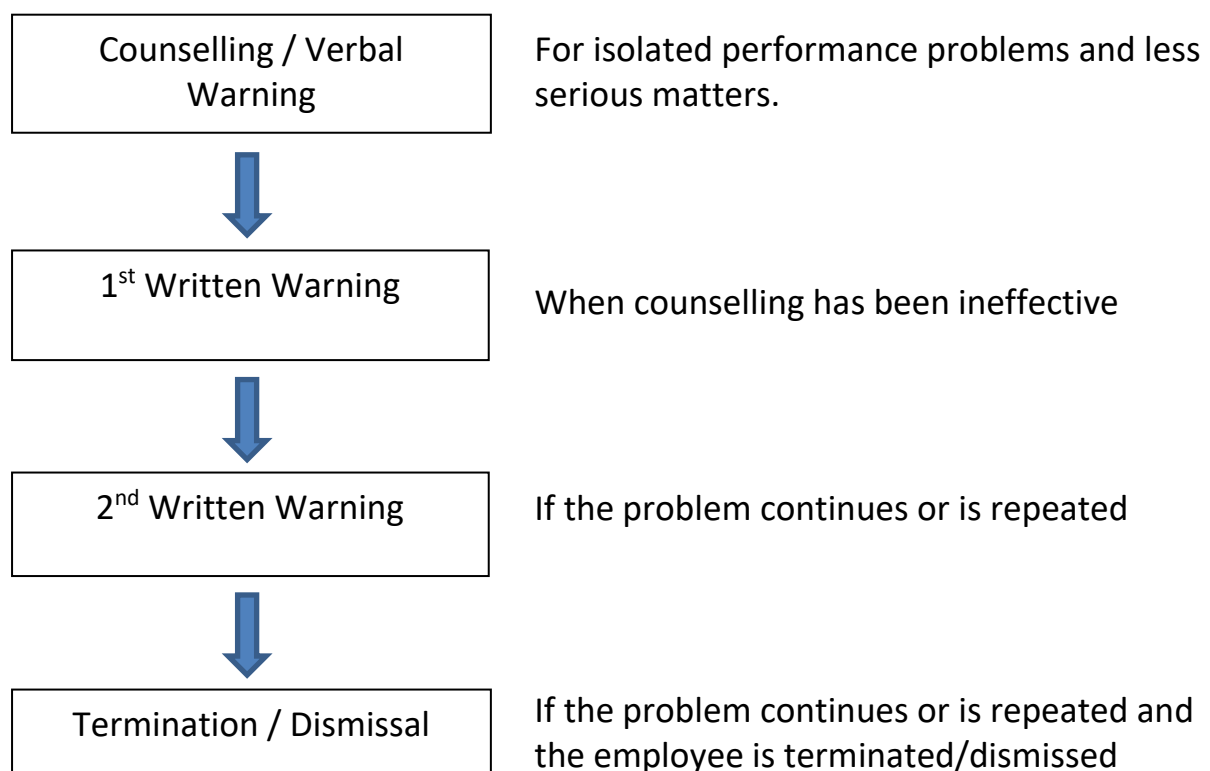
If a complaint is lodged, confidentiality will be maintained at all times to protect the Employee making the complaint, and the Employee against who the complaint has been made. The need for confidentiality will be communicated to all parties involved in the investigation.

Human Resources will conduct the investigation in conjunction with the Manager when needed and the CEO will be advised in all cases.



In conducting the investigation, the Employee against whom the complaint has been made will be given a fair hearing. Employees will not be disciplined until the investigation is complete, although some cases may require earlier preventative action. At the conclusion of the investigation, Human Resources will recommend the most appropriate action. For dismissal cases, Human Resources and the CEO must be consulted before an employee is dismissed.

Counselling/Disciplinary Action Flow Chart



Depending on the severity of the individual case, the Manager can by-pass certain stages when appropriate. For example: Employees guilty of serious misconduct can be given a final warning or dismissed. The counselling stage can be by-passed provided the Manager can demonstrate that they have previously discussed the issue with the employee.