



SPRING ART HOLDINGS BERHAD

CODE OF CONDUCT

1. INTRODUCTION

The Directors and Management of Spring Art Holdings Berhad, together with that of its subsidiary and associated companies (“the Group”) are committed to adhering to the best practice in corporate governance and observing the highest standards of integrity and behavior in all activities conducted by the Group, including the interaction with its customers, suppliers, shareholders, employees and business partners, and within the community and environment in which the Group operates.

All employees of the Group play an important role in establishing, maintaining and enhancing the reputation, image and brand of the Group and ensuring the observance to and compliance with the standards of integrity and behavior that the Group is committed to. It is required that employees display the highest levels of professionalism in all aspects of their work and comply with this Code of Conduct (the “Code”) and all applicable laws, regulations and other policies applicable within the Group.

2. OBJECTIVE

2.1 Purpose of the Code

- a) This Code provides ethical and legal guidance to all Affected Personnel in the conduct of their business and that of the Group.
- b) This Code provides a common behavioral framework for all employees of the Group, irrespective of their specific job or location. However, it is not intended to be all-encompassing and there are areas in which the Group has developed or will develop specific detailed policies. This Code is to be read and applied in conjunction with such policies.

2.2 Applicability of the Code

- a) This Code applies to all Directors and employees of the Group (the “Affected Personnel”).
- b) The standards set out in this Code extend beyond normal working hours, and apply to Affected Personnel fulfilling their roles while on the business of the Group, including after hours functions, conferences and social activities.
- c) It is a condition of employment and/or appointment with the Group that all Affected Personnel comply with this Code and all applicable laws, regulations and other policies of the Group and failure to comply may result in the commencement of disciplinary proceedings that may lead to termination of employment and/or appointment.

3. GENERAL PRINCIPLE

3.1 Compliance with Laws

- a) The Group operates in a highly regulated business environment and its activities are subject to numerous laws, regulations and licensing conditions. Affected Personnel must ensure that they familiarise themselves with the laws, regulations and license conditions applicable to their activities. If in doubt, Affected Personnel are to seek advice.
- b) Affected Personnel activities and the business activities of the Group must be conducted in absolute compliance with applicable laws and regulations.
- c) The Group aims to provide a safe working environment for its Affected Personnel and for its customers and other business partners. Employees must work safely and adhere to appropriate industry practices and laws to protect the health, safety and wellbeing of employees, customers and other business partners.

3.2 Fair Dealing

- a) The aim of the Group is that it provides an environment in which all Affected Personnel, customers, suppliers and other business partners are treated fairly and equitably irrespective of, amongst others, sex, race, sexual orientation, age, disability, and religion or ethnic origin. Affected Personnel are to conduct themselves and the business activities of the Group to facilitate these aims being achieved.
- b) The Group will compete effectively and fairly in the markets in which it operates. It will be honest, ethical and responsible in the way it presents products and services to its customers, uses its market power and its pricing practices.
- c) The Group will be fair, honest and transparent in its relationship with suppliers and contractors from selection through to payment and termination of the relationship.
- d) All commercial transactions will be properly and accurately recorded and documented.
- e) Corrupt practices, whether directly or through intermediaries, are unacceptable. No bribes or improper payments, gifts or inducements will be made to, or accepted from, any party, irrespective of local business custom and practices. However, in recognition of the reality of commercial and business practices, the Group acknowledges that modest gifts and reasonable entertainment are acceptable as part of the normal course of business provided that such gifts or entertainment are not supplied, or received, in circumstances indicating an inducement or reward has been given, or received.

3.3 Confidentiality & Protection of Company Assets

- a) Affected Personnel must keep confidential all information that would reasonably be considered to be confidential, including but not limited to terms and conditions of contracts entered into by the Group, employee and customer details, performance and financial details and policies and procedures of the Group.
- b) The Group will maintain the privacy of confidential information relating to its Affected Personnel and customers.
- c) Assets and confidential information should be fully protected and must not be used by Affected Personnel for personal gain or for any other reason that is not in the best interests of the Group.
- d) Misappropriation of property owned by the Group, Affected Personnel, customers or suppliers will not be tolerated. Any misappropriation should be immediately reported and properly investigated. Appropriate disciplinary and or legal action will be taken.

3.4 Conflicts of Interest

- a) Affected Personnel are to act in the best interests of the Group.
- b) Affected Personnel must not engage in activities that directly or indirectly involve, or could appear to involve, a conflict between their personal interests and the interests of the Group.
- c) Areas where conflicts might arise include: substantial share ownership in competing organisations, direct or indirect personal interest in contracts, dual employment with outside organisations or seeking or accepting gifts or entertainment beyond levels considered reasonable in the business environment of the Group.
- d) Any actual or potential conflicts of interest are to be fully disclosed to appropriate management and/or Board of Directors and where such circumstances are permitted by management and/or the Board of Directors to continue, shall not be deemed a breach of this Code.

3.5 Reporting Non-Compliance

- a) Affected Personnel are to report genuine suspicions of non-compliance with this Code.
- b) The reporting of non-compliances with this Code may either be made to the appropriate supervising manager and/or Board of Directors or may be done in accordance with the Whistleblower Framework and Policy which shall be a safe environment in which to speak up without fear, reprisal or victimisation.

4. SPECIFIC PRINCIPLES

4.1 Employee

- a) The Group envisages itself as an equal opportunity employer and aims to:
 - i. make human resource decisions on the basis of merit with the information available to it, including the possession of skills, experience, qualifications and characteristics relevant to the performance of work;
 - ii. ensure unlawful discrimination does not occur in the workplace or in circumstances arising out of the employment relationship;
 - iii. maintain a workplace free from sexual harassment, unfair discrimination or other offensive conduct; and
 - iv. promote a work environment in which individuals have the opportunity to develop and realise their full potential.
- b) An employee who is found to be in breach of this Code, other Group's policies or applicable laws will be subject to disciplinary action. Inappropriate conduct or performance, or non-compliance issues will be brought to the attention of the employee who will be allowed to respond to any allegations. Except in the case of summary dismissal for serious misconduct, employees should be given a reasonable chance to remedy the inappropriate conduct or performance.
- c) Any grievances with respect to an employee's employment, treatment, the action of other staff members, customers or suppliers or compliance with this Code or other policies should be raised.
- d) The Global People Policy sets out these policies in more detail and must be complied with, with such variations as are necessary from jurisdiction to jurisdiction as set out in the relevant Country People Policy.

4.2 Occupational, Health, Safety & Environment

- a) It is envisaged that the Group will conduct its business activities and operations in a safe manner and in an environment that prevents, to the extent possible, injury to its Affected Personnel, customers, suppliers and contractors.
- b) The Group endeavors to ensure that the Group will reduce the environmental impacts of its business activities and will seek to do this through continual improvement of environmental performance, protection and safety.
- c) The Group is committed to provide effective support and training for the employees of the Group to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impacts of their activities.

4.3 Know Your Customer and Proper Documentation

- a) Employees are required to conduct due diligence on new customers, suppliers and business partners of the Group (including any intermediaries acting on behalf of such customers, suppliers and business partners) and monitor their activities to identify any issues of concern.
- b) Employees are required to ensure that payments in respect of all transactions and business activities of the Group are properly documented to indicate that such payments are made to the proper party for legitimate purposes and in respect of which proper consideration has been received.

5. ADMINISTRATION

5.1 Publication of the Code

This Code will be available at all venues and places of employment in the Group

5.2 Continual Improvement

The appropriateness and effectiveness of this Code will be continuously monitored and appropriate agreed improvements and reporting procedures will be adopted where necessary.

5.3 Amendments and Updates

- a) This Code may be updated from time to time. Affected Personnel will be required to comply with the Code as updated.
- b) Amendments to this Code must be approved by the Board of Directors.
- c) All updates and amendments are to be communicated to Affected Personnel.

5.4 Questions about this Code

Questions about this Code and its application by employees should be directed to their Manager or Human Resources.