



## Genusys Pte. Ltd. and Subsidiaries

28 Kranji Loop, #04-05 Kranji Green, Singapore 739571

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### 1. INTRODUCTION

The board of directors, key senior management, key technical personnel and employees of Geniusys Pte Ltd ("GNS") and its subsidiaries (collectively referred to as the "Group") are committed to observe and maintain a corporate culture in an ethical manner and to uphold the highest standards of professionalism in their legal business conduct within the Group in line with good corporate governance practices. This Code of Conduct and Ethics ("Code") shall outline the fundamental principles and standards of business ethics and conduct of the Group.

### 2. OBJECTIVES

This Code shall serve as a basic guide for the directors of the Group ("Director(s)") and Employees (as defined under Clause 3 of this Code) in defining ethical standards and conduct at work and shall be adhered to at all levels of the Group. This Code is not intended to be exhaustive and does not address every possible situation, hence it shall be reviewed from time to time and each level of the Group is expected to behave or conduct while carrying out their duties.



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For all intents and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations in conjunction with the relevant policies to which they are bound to observe in the performance of their duties.

### 3. APPLICABILITY

This Code is applicable to all Directors and employees (including full time, probationary, contract and temporary staff) (“Employee(s)”) regardless of the nature of their appointment or employment, their job grade, or their positions in exercising and/or discharging their powers or duties. Each Employee has a duty to read and understand this Code. Violation of any of this Code’s provisions can result in disciplinary action, including termination of employment. If a Director requires further clarification on this Code, the Director may refer or highlight any concerns to the Chairman of the board of directors of the Company (“Board”) or the Board or the Chief Executive Officer of the Company, whereas, for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department or the [Human Resources Department] (“HR Department”).

### 4. CORE AREAS OF CONDUCT & ETHICS

Ensuring that all policies, standards, procedures and instructions necessary for the safety and health management system are documented and readily available. These documents are communicated, understood, reviewed, implemented and maintained by all personnel.

#### (a) Conflicts of Interest

Directors and Employees must avoid situations where there is a real or perceived conflict between their personal interests and the interests of the Group. They must not use their position, or any information obtained in the course of their duties, for personal gain.

Additionally, Directors and employees must not take on external roles or responsibilities that could compromise—or appear to compromise—their ability to act in the Group's best interests.

All actual, potential, or perceived conflicts of interest must be disclosed promptly and resolved in a fair and transparent manner, with appropriate records maintained. Individuals involved in such conflicts must abstain from decision-making related to any transaction, contract, or arrangement in which they have an interest.

Employees must disclose conflicts of interest through the following channels:

#### i. During onboarding

Upon joining the company or when transferred to a new role or business unit.



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ii. Annually

All employees must submit a declaration form each year, regardless of whether conflict exists.

iii. Ad-hoc basis

Disclosures must also be made as soon as an employee becomes aware of any changes in their personal circumstances that give rise to, or eliminate, a conflict of interest.

(b) Confidential Information

The Group values and protects all private, confidential or proprietary information. As such, all Directors and Employees are expected to exercise utmost caution and due care to safeguard any internal or external source of information of a confidential and sensitive nature relating to the Group which is acquired during their employment. Unless the disclosure is duly authorised, legally mandated and/or publicly announced, the material information must be held in the strictest confidence by the Director or Employee involved until it is publicly released. Should a Director or an Employee know of material information affecting the Group, the person shall refrain from disclosing the information outside or using the information acquired to their personal advantage, whether directly or indirectly.

The confidentiality of relations and dealings between the Group and its customers is paramount in maintaining the Group's reputation. Staff is required to keep confidential on all information relating to the Group's customers including information regarding their accounts and transactions. Employee who resides in countries where the Personal Data Protection Act (PDPA) has been enforced should always abide by this Act.

(c) Inside Information and Securities Trading

A Director or Employee shall not use, for their personal gains, price-sensitive non-public information, which can affect the prices of the securities of the Company and/or related listed companies when it becomes publicly known ("Inside Information"). Directors and Employees are prohibited to trade in securities or to divulge the information to others, including close family and friends, to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released. Directors or Employees shall also not trade in securities in any other companies where they have Inside Information which they obtain in the performance of their duties.

Violation of this policy can result in civil and criminal penalties.

(d) Protection of Group's Assets and Funds

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.



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The protection of asset shall also cover the Group's resources including all the Group's intellectual properties, methodologies, materials, systems of instructions developed in the course of employment, confidential information, all office equipment, computer systems and data, trademarks, know-how and other operating assets.

(e) Business Records and Control

The Group recognises that financial integrity is fundamental in maintaining the trust of its key stakeholders. Accurate, timely and reliable records are essential in managing the affairs of the Group in a transparent manner. All books, records and accounts should conform to generally accepted and applicable legal requirements and accounting principles and to all related laws and regulations. It is the responsibility of each Employee to ensure and maintain accurate and adequate business records. Hence, no unauthorised, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

(f) Compliance to the Laws, Rules and Regulations

The Group shall continuously observe and comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations including the ethical and technical requirements of any relevant regulatory or professional body that are applicable to their positions and/or work. The Group reserves the right to report any non-compliance and actions or activities suspected of being criminal in nature to the relevant authorities. In addition to the above, the Directors and Employees are required to keep abreast with the latest development and changes of all relevant laws, rules and regulations by attending seminars, internal training and workshop.

(g) Acceptance and Provision of Gifts

No personal gifts, favours, entertainment or services, in cash or kind, that will or will appear to influence objective and fair business decisions, will be accepted or provided in line with the provision of the Group's Anti-Bribery and Corruption Policy. It should only be offered or received only sparingly and only in ways that are legitimate and approved by the Group. The gifts, favours, entertainment or services that are deemed as not given to influence the Directors' or Employees' performance of duties include normal business courtesies (meals or entertainment), token gifts which are occasional, gifts during festive or special occasions and gifts from social functions attended by the Directors or Employees on behalf of the Group, are permissible and should be declared to the HR Department, where required.



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### (h) Health and Safety

The Group will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Group's policies and procedures. All employees are also insured under a medical/surgical insurance policy in addition to the compulsory coverage provided for under the Ministry of Manpower (MOM) Work Injury Compensation Act in 2020.

### (i) Discrimination and Harassment

The Group will not tolerate any form of abuse or harassment of the Employees or anyone else they work with based on nationality, gender, age, religion, race, sexual orientation or disability. It is the Group's policy to provide all Employees with a working environment free from any form of harassment, prejudice, bullying or intimidation of any kind. Any questions concerning issues of such should be directed either to the Employees' superior or the HR Department. All such reports and/or complaints shall be treated in the strictest confidence.

### (j) Outside Interest

Directors and Employees shall not engage in an outside interest that will undermine the performance of the Directors and Employees or bring disrepute to the Group. It is essential to avoid situations where the Directors and Employees' loyalty becomes suspicious even though they handle their outside interest in their personal capacity at their own risk and cost. The Directors and Employees should declare to their respective department head in charge of any other directorship, having a second job or working as a consultant in other organisation and having a financial interest in existing or potential competitors, customers or suppliers.

### (k) Misconduct

No Director or Employee is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (including the use and abuse of drugs).

In setting the strategic direction of the Group, the Directors shall consider the four main sustainability aspects, namely environmental sustainability, economic sustainability, social sustainability, and sustainability governance. Directors shall balance the interest of all stakeholders by operating in accordance with the principles of this Code in an environmentally, socially and economically sustainable manner.



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### **(l) Fair dealing and anti-competition**

Directors shall act impartially, honestly and responsibly in dealing with all stakeholders, including but not limited to Employees, regulators and the public, where he/she shall not compete or aid/assist other competitors to compete with the Group and/or take unfair advantage of any individual or person through manipulation, concealment, abuse of privileged or confidential information or any unfair dealing practice.

## **5. REVIEW OF THIS CODE**

The Board will monitor compliance with this Code and review this Code regularly to ensure that it continues to remain relevant and appropriate.

## **6. WAIVER OF THIS CODE**

Waiver of this Code may be made by the Board or the appropriate committee of the Board. Waiver of this Code may be granted on a case-by-case basis and only in extraordinary circumstances.

## **7. REPORTING, INVESTIGATION AND DISCIPLINARY ACTION ON VIOLATION OF THIS CODE**

The Directors and Employees shall report any practices or actions believed to be inappropriate under this Code to their superior and the Human Resources Manager. If it is appropriate, in view of the nature of the reported matter, reports of violations may be made directly to the higher levels including the Chief Executive Officer or whistle blow or report the concerns, in confidence through channels mentioned in the Whistleblowing Policy.

No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of this Code.