



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

CODE OF CONDUCT

1. INTRODUCTION

The purpose of the Code of Conduct is to guide and enhance the conduct and behaviour of Vietnam Industrial Investments Limited's ("VII") directors, officers, employees and contractors in performing their everyday roles. The code encourages and fosters a culture of integrity and responsibility with the focus of augmenting our reputation as a valued employer, business partner and corporate citizen, in all our relationships.

The VII Code of Conduct underpins the way our Company wishes to operate and should be understood and abided by all concerned.

2. THE CODE Respect for Persons

Directors, officers, employees and contractors should approach dealings with other persons equitably and with respect. This involves:

- * Courtesy and responsiveness in dealing with others.
- * Fairness in supervision and dealing with other staff by valuing colleagues and their personal commitment to meet shared objectives.
- * Encouraging cooperation and engaging rational debate to accomplish alternative points of view.
- * Avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation.
- * Understanding and responding to the needs of our business partners and other stakeholders.

Respect for the Law

Directors, officers, employees and contractors should operate within the laws and regulations of the countries in which we operate at all times. In doing so, they should respect the law and act accordingly by observing and respecting such laws, customs and business methods to the extent that we adhere to the underlying principles of our Code of Conduct. Any known violation must be reported immediately to management.

Integrity

Directors, officers, employees and contractors should consistently maintain their integrity whilst carrying out their duties by avoiding conflicts between their private interest and their professional responsibilities with respect to:

- * Personal, financial and sexual relationships.
- * Receipt of gifts and other benefits that may create an obligation.
- * Use of confidential information obtained in the course of your duties.
- * External activities and public comment.

Some situations that may give rise to a conflict of interest include situations where a person has:

- * financial interests in a matter the Company deals with or they are aware that their friends or relatives have a financial interest in the matter;



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited POLICIES MANUAL

- * directorships/management of outside organisations;
- * membership of boards of outside organisations;
- * personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
- * secondary employment, business, commercial, or other activities outside of the workplace which impacts on their duty and obligations to the Company;
- * access to information that can be used for personal gain; and
- * offer of an inducement.

Individual Directors, officers, employees and contractors may be the only people aware of the potential for conflict. Accordingly, it is their responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. They must report any potential or actual conflicts of interest to their manager.

Diligence

Directors, officers, employees and contractors should carry out their roles in a professional and conscientious manner. This involves:

- * Endeavouring to achieve highest standards of performance and adhering to professional codes of conduct where possible.
- * Exercising care for others in employment-related activities.
- * Taking responsibility for all issues for which we have control.
- * Reporting fraudulent or corrupt activities.

Economy and Efficiency

Directors, officers, employees and contractors should carry out their roles in a cost effective and responsible manner. This includes:

- * Using VII equipment only for authorised Company business. Company resources are not to be used for any private commercial purposes.
- * Avoiding waste of Company resources.
- * Maintaining adequate security over VII property and resources.

Security

Directors, officers, employees and contractors should make sure that:

- * confidential and sensitive information cannot be accessed by unauthorised persons.
- * Sensitive material is be securely stored overnight or when unattended.
- * confidential information is only disclosed or discussed with people who are authorised to have access to it.



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

Breaches

Directors, officers, employees and contractors should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

Reporting Matters of Concern

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution.

Effective Date: 13 November 2017



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

DIRECTORS AND EXECUTIVE OFFICERS CODE OF CONDUCT

This Code of Conduct sets ethical standards for the directors of Vietnam Industrial Investments Limited (“VII”). Directors will pursue the highest standards of ethical conduct in the interests of shareholders and all other stakeholders.

The following six principles govern their conduct.

1. HONESTY AND INTEGRITY

Directors shall act honestly and with integrity in all of their dealings for the Company. This includes engaging in and promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Directors will not discriminate on the grounds of people’s race, religion, gender, marital status or disability.

Directors will not make promises or commitments that VII does not intend, or would be unable, to honour.

Directors’ conduct, at all times, will be such that their honesty is beyond question.

Directors shall adhere to the truth and not mislead directly or indirectly, nor make false statement, nor mislead by omission.

2. CONFIDENTIALITY OF INFORMATION

Directors will take all reasonable measures to protect the confidentiality of non-public information obtained or created in connection with their activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of VII.

Directors will not use information obtained by them as a Director of VII for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

Directors shall respect the privacy of others.

3. DISCLOSURE OF INTERESTS

Directors shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time.

In performing their duties, Directors will carry out their responsibilities to the exclusion of any personal advantage.

Directors should avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. If such conflict arises, Directors should promptly inform the Board and withdraw from participation in decision-making connected with the matter. If the conflict is potential rather than actual, Directors should seek the advice about whether they should excuse themselves from the situation that is creating the conflict or the appearance of conflict.



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

Directors shall fully disclose all relationships they have with VII in accordance with policies on independence that Directors may adopt from time to time. Directors dealing with VII will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.

4. DISCLOSURE OF INFORMATION

Directors shall produce true, fair, accurate, understandable and timely disclosure in reports and documents that VII and its subsidiaries are requested to make.

5. ABIDING BY THE LAW

Directors shall abide by the law at all times, including any applicable rules and regulations.

6. PAYMENTS, GIFTS, ENTERTAINMENT AND TRAVEL

Directors shall not use their status as a Director to seek personal gain from those doing business or seeking to do business with VII.

In regard to acceptance of favours, gifts and entertainment, Directors should exercise tact and judgement to avoid the appearance of improper influence on the performance of their official duties.

Directors shall not accept any personal gain or any material significance if offered.

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A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

EMPLOYEE CODE OF CONDUCT

1. INTRODUCTION

The employee Code of Conduct is a framework of guiding principles for employees of Vietnam Industrial Investments Limited (“VII”) to ensure compliance with all legal and ethical standards in work related matters. The Code specifies the standards of behaviour for employees in the performance of their duties.

The following principles embody the Code:

- * To act with integrity and professionalism in the performance of their duties and be scrupulous in the proper use of VII information, funds, equipment and facilities;
- * To exercise fairness, equity, proper courtesy, consideration and sensitivity in all their dealing in the course of carrying out their duties; and
- * To avoid real, apparent or perceived conflict of interests.

Employees’ need to understand the Employee Code of Conduct also applies to and embraces adherence of the formal policies and procedures of the Company in the conduct of their roles.

2. DEFINITIONS

For the purposes of this document the following definitions apply:

- * VII means any of Vietnam Industrial Investments Limited’s consolidated entities.
- * The term “Company” can be interchanged with VII.
- * “Employees” means all employees of VII whether or not in a full-time, part-time, temporary or permanent capacity.

3. RESPONSIBILITIES

- * To comply with all lawful directions of the Company.
- * To promote the interests of the Company.
- * To act in accordance with the Company’s approved policies and procedures (as amended from time-to-time).
- * To observe the Company required standards of performance and behaviour.

4. CONFLICT OF INTEREST

To devote full attention to Company duties and not undertake any paid or unpaid activity, which is damaging to the interest of the Company. It is the employee’s responsibility to raise any potential conflicts of interest with their senior executive who will advise if the activities are regarded as in conflict with the Company interests. Involvement in social, sporting, community, welfare, religious, artistic and political activities would not normally conflict with Company interests.



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

5. COMPUTER AND INTERNET USE

Employees shall recognise the Company uses computer software under licence, which may not be reproduced or copied in any way. Employees may only use software in accordance with applicable licence arrangements and not to misuse software or related documentation including making, acquiring or using unauthorized copies of any computer software.

Employees must use company computers only for purposes approved by the Company. Employees may not undertake any private work on equipment that is the property of the Company.

6. COMPANY PROPERTY

Employees shall not remove any Company vehicles, tools, plant, equipment records, documents or computer files from Company premises or make copies, without the prior approval of the relevant senior executive of the Company.

7. USE OF INFORMATION

In the course of their employment, employees will not deal with the media (of whatever kind). Employees are not authorised to give any details about the Company or its operations, or purport to represent the Company, unless specifically authorised to do so by the CEO.

8. EQUAL OPPORTUNITY AND HARASSMENT

Employees should approach dealings with other persons equitably and with respect. This involves:

- * Courtesy and responsiveness in dealing with others.
- * Fairness in supervision and dealing with other staff by valuing colleagues and their personal commitment to meet shared objectives.
- * Encouraging cooperation and engaging rational debate to accomplish alternative points of view.
- * Avoiding behaviour that might reasonably be perceived as harassment, bullying or intimidation.
- * Understanding and responding to the needs of our business partners and other stakeholders

9. ENVIRONMENT

Employees should comply with environmental laws and regulations relevant to the Company activities.

10. CONFIDENTIALITY OF INFORMATION, DOCUMENTATION AND INVENTIONS

During employment with the Company, employees may be shown or may create information that is confidential in its nature. Employee acknowledge that the Company is entitled to the exclusive benefit of that confidential information. Confidential information created by employees may be able to be made the subject of registered protection, such as a patent in which event employees will fully co-operate with the Company becoming the registered owner of the information.



A.B.N. 64 063 656 333

Vietnam Industrial Investments Limited
POLICIES MANUAL

If the information is not capable of registered protection, employees will fully disclose it to the Company and not disclose it to any other person or use it for any other purpose than employment with the Company both during and after the termination of employment with the Company. Upon request by the Company, employees will enter into a Confidentiality Agreement with the Company.

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