



LAWS

Responsibility Prevention

Compliance RULES

CODE OF CONDUCT

1.2.2022

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Regulations



ASEN - OSHNET
BEST PRACTICES
AWARD 2016

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Foreword of CEO



By approving the Code of Conduct, **PROVEN GROUP OF COMPANIES** reaffirms its unwavering commitment to a sustainable development and responsible Group of Companies.

On referring this Code of Conduct, it becomes evident that **PROVEN GROUP OF COMPANIES** diligently adheres to and implements ethical work practices and rules.

This Code of Conduct enables the top management, the consultants and employees of **PROVEN GROUP OF COMPANIES** to perform their duties ethically, thereby enhancing the services provided to those who have been working with **PROVEN GROUP OF COMPANIES**.

I strongly believe that through consistency and wholehearted adherence of the top management, the consultants, and employees of **PROVEN GROUP OF COMPANIES** to the principles outlined in this Code of Conduct, it will be endowed with sustainable development.

Than Htaik Lwin
Chief Executive Officer

Objectives



The approving and implementing of this Code of Conduct is based on essential values such as professionalism, honesty, discipline, and proper conduct, to position PROVEN GROUP OF COMPANIES as an ethical organization dedicated to achieving sustainable development.

Hence, the contents in this Code of Conduct will lead the employees to act with integrity while performing their responsibilities.

Furthermore, this Code of Conduct also aims to be part of the corporate governance practiced by PROVEN GROUP OF COMPANIES.

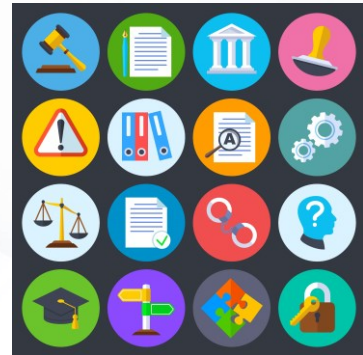
PROVEN GROUP OF COMPANIES expects employees to follow this Code of Conduct in the following manner:

- (1) Read, understand, and adhere to this Code of Conduct;
- (2) Identify and report any wrong actions inconsistent with this Code of Conduct;
- (3) Seek advice from the relevant officers if you're uncertain about your actions to ensure that what you are doing is correct and consistent with this Code of Conduct.

PROVEN GROUP OF COMPANIES expects the top management to follow this Code of Conduct in the following manner:

- (1) Set a positive example to adhere to this Code of Conduct;
- (2) Provide the necessary support, help, and advice to subordinates regarding how they adhere to this Code of Conduct;
- (3) Give opportunities for subordinates to voice their concerns about adherence to this Code of Conduct; take time to actively listen to their voices; guide and lead them correctly to adhere to it;

CHAPTER (1) SCOPE, COMMENCEMENT AND APPLICATION



(1) **Scope**

This Code of Conduct is applicable as follows:

- (a) Employees working at member companies, factories, subsidiary offices, and sales branches of PROVEN GROUP OF COMPANIES
- (b) CEO, Administrative Director, Executive Director, or Non-executive Directors performing administrative duties at member companies and factories of PROVEN GROUP OF COMPANIES
- (c) Advisors associated with member companies, factories, and affiliated businesses of PROVEN GROUP OF COMPANIES
- (d) Contractors and suppliers/buyers associated with member companies, factories, and affiliated businesses of PROVEN GROUP OF COMPANIES

(2) **Commencement**

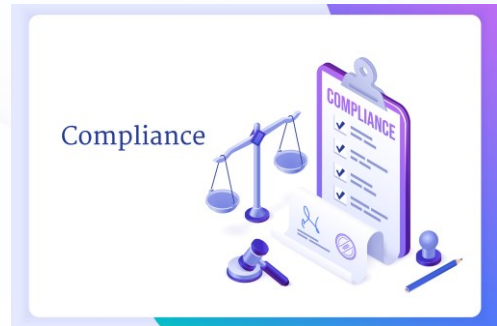
The member companies and factories of PROVEN GROUP OF COMPANIES will practice this Code of Conduct, effective from **1st February, 2022**.

(3) **Application**

When adhering to the rules outlined in this Code of Conduct, with regard to provisions of the existing laws, please follow these guidelines:

- (a) In case of any inconsistency between the provisions in this Code of Conduct and those of the existing law, the latter must be followed;
- (b) When the provisions in this Code of Conduct and those of the existing law are the same but have different requirements, the higher requirements must be followed.

CHAPTER (2) COMPLIANCE WITH THE EXISTING LAWS



- (1) PROVEN GROUP OF COMPANIES is committed to full compliance with all existing laws while operating businesses.
- (2) Moreover, those applicable to Chapter (1), Paragraph (1) of this Code of Conduct must comply with the existing laws.
- (3) Disciplinary actions related to violations of the existing laws can significantly impact the reputation of PROVEN GROUP OF COMPANIES. Therefore, it is essential to maintain ethical conduct without violations.
- (4) In the event of disciplinary actions related to violations of the existing laws, the following measures will be taken:
 - (a) According to the rules established by PROVEN GROUP OF COMPANIES;
 - (b) By assembling an investigation team based on the nature of the violation.

CHAPTER (3) PERFORMING JOB



Individuals subject to Chapter 1, Paragraphs (1)(a) and (b) of this Code of Conduct must carry out their assigned duties while adhering to the following terms:

(a) **Diligent efforts**

When carrying out their assigned duties, individuals should exert both physical and mental effort.

(b) **Decision**

Whenever making decision during your job assignments, you should try to decide ethically.

(c) **Honesty**

PROVEN GROUP OF COMPANIES has always been dedicated to integrity. Therefore, when carrying out the assigned duties, you must work with complete integrity.

(d) **Impartiality**

When carrying out assigned duties, responsibilities, and employee affairs, impartiality must be maintained, regardless of any causes.

(e) **Fairness**

When carrying out assigned duties, responsibilities, and employee affairs, fairness must be maintained.

(f) **Complying with the rules**

You must adhere to the rules established by PROVEN GROUP OF COMPANIES.

(g) **Politeness**

When carrying out assigned duties, interacting with colleagues of different ranks, dealing with employee affairs, or traveling outside as a representative, individuals must maintain both physical and verbal politeness.

(h) **Openness to learning and embracing change**

As PROVEN GROUP OF COMPANIES positions itself as an ethical group of companies committed to achieving sustainable and balanced development, it is essential to remain open to learning, and embrace changes.

(i) **Extra Job**

- (1) Engaging in part-time or full-time work outside or serving as an advisor, or consultant for other companies similar to PROVEN GROUP OF COMPANIES is prohibited.
- (2) However, if you wish to work part-time or full-time at any business whose business nature is different from PROVEN GROUP OF COMPANIES, you may do so by submitting a request to the management and getting their approval.
- (3) Individuals who have worked like that before the establishment of this Code of Conduct must disclose their ongoing work and may continue only after obtaining approval.
- (4) Working part-time or full-time at a private business different from that of PROVEN GROUP OF COMPANIES is generally allowed but it must be disclosed.
- (5) Individuals who operated private businesses before the establishment of this Code of Conduct must disclose their prior work.

(j) **Engagement in philanthropic projects and taking responsibility at particular organizations**

- (1) PROVEN GROUP OF COMPANIES encourages you to participate in philanthropic activities during non-office hours.
- (2) When assigned to particular organizations, please notify the management as soon as possible. Such assignments should not generally impact your duties.
- (3) If you are elected by a labour organization, you must perform only in accordance with the provisions outlined in the relevant labour law.

(k) **Political**

- (1) PROVEN GROUP OF COMPANIES will refrain from engaging in any political activities, affiliating with any political parties, or providing support or donations to any political parties or candidates.
- (2) We will not prohibit you in any way from supporting your preferred political party.
- (3) However, it is encouraged to engage in such activities only during non-office hours.
- (4) With a prior manner, you need to disclaim that every activity is based on your own perspective and actions.

(l) **Interacting with government organizations**

You should interact with government organizations and officials as follows:

(a) Interaction for legal purposes

You can legally interact with them, such as paying taxes or contributing to social security schemes.

(b) Informal interaction

- (1) Informal interactions with government organizations and officials, not for legal purposes, require approval from the respective departments.

(2) When government organizations and officials come to interact with you, you must do so only with approval from the respective departments.

(3) If you are interacting with your friends who are government officials, these interactions must occur outside of the office hours as much as possible.

Additionally, you must clearly disclaim that these interactions do not represent your current organization.

(m) **Workplace safety, health and environment**

Every workplace within PROVEN GROUP OF COMPANIES is committed to a safety and healthy working environment. Every business action of PROVEN GROUP OF COMPANIES is committed to minimizing environmental impact. Therefore, it is essential to fully collaborate and adhere to all rules, regulations, orders, and directives related to workplace safety, health, and the environment, as well as the terms, conditions, and requirements established by PROVEN GROUP OF COMPANIES.

(n) **Borrowing Money**

Do not borrow money from the following entities for any reasons:

(a) Subordinates

(b) contractors, subcontractors, consultants, suppliers, sales stores, and distributors who have a business relation with PROVEN GROUP OF COMPANIES.

(o) **Provision of gifts and catering**

Gifts and catering should only be offered or accepted in accordance with the guidelines established by PROVEN GROUP OF COMPANIES.

(p) **Company's property**

Property of PROVEN GROUP OF COMPANIES must be used solely for the advancement of the company's business. Business-related materials, including

motor vehicles, must be used in accordance with the requirements and should not be used for personal purposes.

(q) Overpayment

If you discover that your salary, overtime pay or various expenses including travel allowance, hotel allowance and reimbursement claims for other reasons exceed the required amount, it is crucial to promptly report this to your respective senior officer and repayment should be made to the respective issuer.

(r) Involvement with the media

Without prior approval from PROVEN GROUP OF COMPANIES, regarding business-related matters:

(1) Do not participate in interviews, provide opinions, or make comments in the media.

(2) Do not write for print media, such as magazines and newspapers.

(s) Social media

In your own personal accounts, you must not describe, provide opinion on, or share the following:

(1) Posts, articles, digital videos and movie clips that could lead to misunderstanding or irritation among company employees, violence, racial hatred, religious intolerance, or defilement.

(2) Company matters and technological issues without prior approval from PROVEN GROUP OF COMPANIES.

(t) Identification and reporting

If you discover violation of this Code of Conduct, whether intentional or accidental, you are responsible for reporting it. You may do so in writing to the

respective office or through any convenient method that clearly describes the matter.

(u) **Providing reference**

(1) If you need to provide a reference for any reason, you must do so from a personal standpoint and not in relation to PROVEN GROUP OF COMPANIES.

(2) If you need to provide a reference on behalf of PROVEN GROUP OF COMPANIES, you must do so only after obtaining step-by-step approval.

(v) **Narcotic drugs and psychotropic substances**

(1) PROVEN GROUP OF COMPANIES strictly prohibits the use of narcotic drugs and psychotropic substances that are banned by any applicable laws.

(2) Always refrain from using narcotic drugs and psychotropic substances in the workplace or elsewhere.

(w) **Safeguarding the information**

(1) You must never disclose, except when specifically assigned, production technology, trade secrets, market information or financial information of PROVEN GROUP OF COMPANIES.

(2) You must safeguard the information related to PROVEN GROUP OF COMPANIES in accordance with the rules, both during your current employment and for the required period after you leave the company.

(3) You must securely protect confidential private information, including employees' personal data.

(x) **Undue influence**

You should not misuse your position, power, or authority to influence subordinates inappropriately to do the following:

- (1) To perform tasks for you or your family;
- (2) To handle matters unrelated to your assigned responsibilities.
- (3) Coercion.
- (4) Compulsion.

(y) **Intellectual property rights**

As PROVEN GROUP OF COMPANIES is always committed to respecting intellectual property rights, you must adhere to the rules established for these rights.

CHAPTER (4) CORRUPTION, BRIBERY, MONEY LAUNDERING AND INSIDER TRADING



Those applicable to Chapter (1), Paragraph (1) of this Code of Conduct must:

(a) **Corruption**

Never engage in corruption. PROVEN GROUP OF COMPANIES does not encourage corruption practices.

(b) **Bribery**

Never accept bribery for any reasons. PROVEN GROUP OF COMPANIES never engages in bribery.

(c) **Money Laundering**

Never get involved in money laundering for any reasons. PROVEN GROUP OF COMPANIES will never engage in money laundering in any form.

(d) **Insider Trading**

Those covered under Chapter (1), Paragraph (1) of this Code of Conduct must never act for personal gain or someone else's benefit based on confidential business information obtained from PROVEN GROUP OF COMPANIES.

CHAPTER (5) DISCRIMINATION, BULLYING, VIOLENCE, SEXUAL HARASSMENT, AND DISCRIMINATION



For those applicable to Chapter (1), Paragraph (1) of this Code of Conduct:

(a) **Discrimination**

While conducting business, PROVEN GROUP OF COMPANIES does not accept any form of discrimination based on any reasons, including race, colour, religion, gender orientation or age.

(b) **Bullying**

While conducting business, avoid any physical or verbal actions that could be perceived as bullying through rank or authority. PROVEN GROUP OF COMPANIES does not tolerate bullying through rank or authority.

(c) **Violence**

While conducting business, avoid any physical or verbal actions that could be perceived as violence through rank or authority. PROVEN GROUP OF COMPANIES does not tolerate any violence.

(d) **Sexual harassment**

While conducting business, avoid any physical or verbal actions that could be perceived as sexual harassment through rank or authority. PROVEN GROUP OF COMPANIES does not tolerate any form of sexual harassment.

CHAPTER (6) CONFLICT OF INTEREST



As conflict of interest may arise for various reasons, those applicable to Chapter (1), Paragraph (1) of this Code of Conduct must prioritize the legitimate interests of PROVEN GROUP OF COMPANIES in accordance with the established rules.

CHAPTER (7) LABOUR RIGHTS



PROVEN GROUP OF COMPANIES always operates in compliance with the existing labour laws. We will especially never employ underage labour, or use of forced labour in any workplace within PROVEN GROUP OF COMPANIES. Those applicable to Chapter (1), Paragraph (1) of this Code of Conduct must ensure their decisions and actions are consistent with the labour laws.

CHAPTER (8) DRESS CODE AND REPRESENTATION



Dress Code

The dress of those applicable to Chapter (1), Paragraph (1) of this Code of Conduct impacts the company's image positively or negatively. Therefore, wearing the uniform on work days and adhering to the required dress code on other occasions is necessary.

Representation

Those applicable to Chapter (1), Paragraph (1) of this Code of Conduct represent the company. Therefore, except on holidays and personal time, they must dress in accordance with this Code of Conduct, representing the company, and adhere to the policies and rules of PROVEN GROUP OF COMPANIES.

CHAPTER (9) ADDRESSING VIOLATIONS OF THE CODE OF CONDUCT

In case those applicable to the terms and conditions of this Code of Conduct fail to comply, they will be investigated and action will be taken in accordance with the disciplinary policy and terms and conditions established by PROVEN GROUP OF COMPANIES.

Those applicable to the terms and conditions of this Code of Conduct can report non-compliance and violations. The identity of the informant will be protected and kept confidential.



Appendix



In Paragraph (B) of Chapter (3), the following should be considered for making the ethical decision:

- (1) Is the factor I have to decide on honest and fair?
- (2) Is it consistent with existing laws and this Code of Conduct?
- (3) Is it consistent with the values established by PROVEN GROUP OF COMPANIES?
- (4) Do you feel positive about yourself or PROVEN GROUP OF COMPANIES regarding the decision?
- (5) Will you have a clear conscience if the decision you made becomes public?

Chapter (3), Paragraph (o)

Provision of Gifts and Catering

Provision of gifts

- (a) According to this Code of Conduct, PROVEN GROUP OF COMPANIES will not provide any incentive to anyone or any organization for the purpose of business gain.
- (b) PROVEN GROUP OF COMPANIES will announce the types of gifts and the recipients.
- (c) You may provide gifts according to that list.
- (d) If there are individuals not included in the list, the person who notices this should request their addition to the list and have it announced.

Receiving gifts

- (a) Those applicable to this Code of Conduct must never accept monetary gifts.
- (b) If you receive gifts such as umbrellas, calendars, diaries, or ball-point pens that represent the respective organizations, you need to report them according to the rules before personal use.
- (c) If you receive low-value gifts worth less than Kyats 10,000, report them and take them only for office use.
- (d) For gifts worth between Kyats 10,000 and 30,000, submit the excess value to the relevant official and take the gifts only for office use. If you do not wish to keep the extra value that you receive, you may submit it to the relevant official according to the rules.
- (e) Do not accept gifts worth more than Kyats 30,000.
- (f) Do not accept gifts frequently (more than once a week or more than twice a month), excluding provision in Paragraph (b).

Catering

- (a) PROVEN GROUP OF COMPANIES will provide catering for guests in the same manner as we do for our employees.
- (b) For guests who should not be treated in that manner, PROVEN GROUP OF COMPANIES must announce the catering price and location in advance.
- (c) Only catering at the specified price and location is permitted. The following expenses are included in the catering:
 - (1) travel costs
 - (2) hotel accommodations
 - (3) medication and treatment

Acceptance of catering

- (a) Employees of PROVEN GROUP OF COMPANIES should not generally accept business catering invitations, except for those that are religious or social in nature.
- (b) In case of difficulty with time and occasion, you may accept catering if it is in the same manner as that provided for employees at the respective workplaces.
- (c) Do not accept private catering.
- (d) Catering must not exceed the local average price. Moreover, catering includes the following costs:
 - (1) travel costs
 - (2) hotel accommodations
 - (3) medication and treatment
- (e) Do not accept catering frequently (more than once a week or more than twice a month).

Chapter (3) Paragraph (e)

- (a) In the content descriptions of the manufacturing process, PROVEN GROUP OF COMPANIES will:
 - (1) Use materials that have intellectual property rights.
 - (2) Use Open Source materials that are free from intellectual property rights.
- (b) Those applicable to Chapter (1), Paragraph (1) of this Code of Conduct must respect intellectual property rights:
 - (1) Especially on company computers and mobile phones, do not install apps that violate copyright laws.

Chapter (4) Corruption, Bribery, Money Laundering

Corruption

Corruption refers to any actions taken for personal interest by exploiting one's duty and authority. This type of corruption includes:

- (a) Exerting encouragement
- (b) Giving opportunity to those related to you
- (c) Favouring
- (d) Coercion or threatening (to get something like money)
- (e) Taking privileges
- (f) Exerting influence
- (g) Taking money dishonestly
- (h) Misuse
- (i) Giving/ taking commissions
- (j) Giving/ taking discounts
- (k) Sharing/ taking profits

Bribery

Bribery means giving money or valuable items, directly or indirectly, to any official or authority, or accepting them yourself, to obtain permission, project approval, or any benefit for PROVEN GROUP OF COMPANIES or yourself. This includes:

- (a) Giving/ accepting membership fees
- (b) Giving/ accepting the subscription fees
- (c) Giving/ accepting product gifts

Chapter (5) Discrimination, Bullying, Violence, and Sexual Harassment

Sexual harassment

Sexual harassment can be defined as any physical or verbal or behavioural actions that may lead to harassment based on gender orientation.

Chapter (6) Conflict of Interest

In situations where a conflict of interest may arise, you must prioritize the interests of PROVEN GROUP OF COMPANIES. These situations include:

- (a) When buying or selling products for PROVEN GROUP OF COMPANIES or making decisions on any matters, giving priority to personal or family interests by using assigned power or authority in the decision-making process;
- (b) When candidates have the same qualifications for a vacant position at PROVEN GROUP OF COMPANIES, giving priority to personal or family interests, or those of a business partner in the decision-making process.
- (c) When one's family business and PROVEN GROUP OF COMPANIES compete for a business project, trying to advance personal or family interests.
- (d) When family members work in your department, giving priority to personal or family interests by using your assigned power or authority when making business decisions.

Chapter (8) Rules for Dress

- (1) Wear the office uniform on workdays, specific days or when representing the company.
- (2) If you wear other attire, it should always be presentable.
- (3) If you wear the ornaments:
 - (a) Do not wear items that are inappropriate, sexually stimulating, or may lead to racial/religious provocation.
 - (b) Do not wear memorabilia for a political party or organization, except festival ornaments accepted by religious and racial standards.



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