

# **VTech Group**

# **Code of Conduct**

April 2022

## Table of Contents

	Page
Table of Contents	2 - 3
Chairman's Message	4
Disclaimer of Employment Contract & Contact Details	5
Chapter 1 Using this Code of Conduct	6 - 7
Chapter 2 Proper Business Courtesies	8 - 12
Chapter 3 Conflicts of Interest	13 - 15
Chapter 4 Books and Records	16
Chapter 5 Record Retention	17
Chapter 6 Handling and Use of Confidential and Proprietary Information	18 - 19
Chapter 7 Trademarks, Patents and Other Intellectual Property	20
Chapter 8 Computer and Communication Resources	21 - 22
Chapter 9 Securities Trading	23
Chapter 10 External Enquiries	24
Chapter 11 Relationships with Suppliers and Contractors	25
Chapter 12 Relationships with Customers and Business Partners	26
Chapter 13 Competing with Integrity	27 - 28
Chapter 14 International Trade	29
Chapter 15 Interacting with Government	30
Chapter 16 Your Workplace	31 - 33
Chapter 17 Commitment to Environment and Society	34 - 35
Chapter 18 Implementation of the Code	36 - 38

---

Appendix I	Specified Subsidiaries	39
Appendix II	Code of Conduct Annual Certification	40 – 42
Appendix III	Report on Festive Food Received as Gifts	43 - 44

## Chairman's Message

Dear Fellow Employees,

As we, the VTech Group (the Group), gradually reach five decades of successful operation, our commitment to act as a vibrant, dutiful and ethical competitor in the business community requires from each of us, firstly, the highest standards of business conduct and ethics in our dealings with our customers, business partners, shareholders, investors and employees, and the communities in which we operate, and secondly, the due observance of the laws and regulations we are bound by.

This document, the Code of Conduct approved by the Board of Directors of VTech Holdings Limited (the Code), is a statement of the core standards of behaviour expected from the Group's directors, officers and employees, as well as any representatives, agents or consultants engaged by the Group or external parties such as our business partners and suppliers which we work closely with. The issue of the Code is to underscore the determination of the Group's management to build and operate a thriving and successful business through constant reinforcement and enhancement of the Group's commitment to conducting its business ethically. The standards found in this Code are not unique and are in fact widely accepted by local and overseas reputable business organizations. The key principles summarized here are part of the Group's long-standing tradition of high ethical standards.

You are expected to comply with the terms of this Code and the policies referred therein. Please read the Code carefully and make sure that you understand the consequences of non-compliance, and the Code's importance to the success of the Group. Our reputation depends on each of us delivering on our promises and fulfilling our responsibilities. Our shareholders rely on our decisions. Our customers count on us to stand behind the products we sell. Our business partners make decisions based on their confidence in us. The communities where we do business look to us to be a responsible corporate citizen. And our employees count on us for honest, respectful and fair treatment which they all deserve.

The Group attaches the utmost importance to your observance of this Code because VTech's continuing growth and good reputation depend on your honesty, integrity and good judgment. Our ability to meet the challenges of the future depends in large measure on our understanding and support of the Code's purpose and spirit. We are committed to remaining a leader in our business field by providing sustainable products with the highest quality and first-class service to our customers. Adherence to the terms of this Code will help us to achieve these goals.

Allan Wong  
Chairman  
VTech Holdings Limited

---

## **Disclaimer of Employment Contract (for US employees)**

No statement in this Code of Conduct, or any other policy or manual published or distributed by the VTech Group, should be construed to grant any employee an employment contract or an assurance of continued employment, or to supplement any such contract in existence, or to create any other contractual rights. Nor should this Code of Conduct or any other policy or manual be interpreted as creating an implied or express contract of employment between VTech Group and its employees, or to supplement any such contract in existence. Terms of employment are covered by local law and any express written contract between VTech Group and an employee is not amended in any way by this Code of Conduct.

## **Email Contact Details**

### **Human Resources Department / Offices**

USA	lchristiansen@vtechphones.com
Canada	gordonchow@vtech.ca
Hong Kong	hrandadm_dept@vtech.com
Malaysia	rosita_harun@vtech.com
China	xia_chen@vtech.com
Europe	gilles_sautier@vtech.com

### **Legal & Compliance Department**

Hong Kong & China	CCO@vtech.com
USA & Canada (VTech & LeapFrog)	cathysmith@vtechphones.com

## Chapter 1 Using this Code of Conduct

### 1.1. Nature of the Code of Conduct

VTech Holdings Limited (“VTHL”) and each of its direct and indirect subsidiaries worldwide (collectively, “VTech” or the “Group”, and each a “Group Member”) are committed to the highest standards of integrity in the conduct of our business. This Code of Conduct (the “Code”) is a written statement of the core standards of behaviour expected by the Group of its directors, officers and employees in the conduct of the Group’s business, and may by extension apply to external parties such as representatives, agents, consultants and advisers engaged by the Group or the business partners or suppliers it works with. The word, “you” used in this Code includes any and all of the above referred directors, officers, employees, representatives, agents, consultants, advisers, business partners and suppliers.

This Code is not a comprehensive document intended to address every business activity that we might conduct, nor is it a summary of all the laws and policies that apply to the Group’s activities in the jurisdictions in which it operates. Where necessary, the collective standards described in this Code are further explained and supplemented by other policies, guidelines, procedures or protocols issued by the Group and its affiliated companies, whose directors, officers and employees must generally follow as an *internal governance requirement*, and where applicable (such as in Hong Kong), the directors, officers and employees are *legally bound and obliged to observe and comply with as part of their employment or legal relationship with the Group*.

Where the context in the Code requires, the singular shall include the plural, the plural shall include the singular, and any gender shall include all other genders. Further, where used in this Code, the words “include” and “including,” and variations thereof, shall not be deemed to be terms of limitation, but rather shall be deemed to be followed by the words “without limitation”.

### 1.2. Applicability of the Code

If approved by VTHL, a Group Member may amend and issue a revised Code for the specific use in the jurisdiction in which the member operates in response to any legal or regulatory requirements imposed by the law of that jurisdiction. Generally, the Code applies to VTHL and each Group Member worldwide, and each of their respective directors, officers, and employees, as well as any representatives, agents, consultants, advisers, business partners and suppliers engaged by them and whose terms of engagement have expressly incorporated this Code.

### **1.3. Basic Standards for All**

You must comply with all laws and regulations applicable to the Group or the conduct of its business wherever located. In some instances, there may be a conflict between the applicable laws of two or more countries. If you encounter such a conflict, or if a local law conflicts with the terms of this Code, you should report it to the relevant Group Member and in the case of an employee, its Human Resources & Administration Department (“HRAD”) which shall then consult with the Legal & Compliance Department (“LCD”) to determine the appropriate course of action.

Proper conduct means more than strict compliance with the laws and regulations that apply to our business. It also means adherence to the highest standards of business conduct in any dealings that involve the Group or its business. Because the success of our business depends on the reputation of the Group and its employees for integrity and principled business conduct, in many instances, the terms and the related requirements, standards and practices set out or referred to in this Code go beyond the requirements of the laws and regulations.

### **1.4. Ethical Decision-Making**

It is impossible to prescribe exhaustive guidelines to cover each and every ethical concern that you may face at work or when dealing with VTech. When faced with a difficult issue, you should gather information about the issue and identify those persons who will be affected by the situation. You should review this Code to determine if any policies provide guidance, and if you are an employee, seek advice from your supervisor who shall consult LCD. Be guided by the rule of thumb which is that if full disclosure of all of the facts related to an activity will reflect favourably upon the Group and avoid critical public scrutiny, such will usually be the most reasonable approach in most circumstances.

## Chapter 2 Proper Business Courtesies

Gift giving practices vary around the world. While gifts are generally given to create goodwill and strengthen business relationships, providing, offering or accepting certain gifts in some circumstances may give rise to actual or apparent conflict of interest and/or even be unlawful. Please read this Chapter in conjunction with the Group's Anti-Corruption Policy and Policy on Gifts, Entertainment and Gratuities.

### 2.1. Accepting Gifts and Entertainment

2.1.1. Except as provided otherwise in Section 2.1.3 below, when you are involved in making business decisions on behalf of the Group, the decision must be based on uncompromised objectivity of judgment, and you must not:

- (a) accept any gifts, entertainment or gratuities that could influence or could be perceived to influence the Group's business;
- (b) derive any direct or indirect benefit or interest (in the form of money, gifts, rewards, commissions, official positions, employment, contract, services, favour, product discount, etc) from a party having business dealing with the Group;
- (c) accept any benefit with an express or implied understanding that you are in any way obligated by your acceptance of the gifts;
- (d) request or ask for gifts, entertainment or any other business courtesies from people doing or proposing to do business with the Group;
- (e) receive gifts in form of cash, cash equivalent, gift coupons, securities, below-market loans, etc., and these must be returned promptly to the giver and reported to VTech senior management; and
- (f) receive any payments or gifts in the nature of a kickback or bribe.

2.1.2. Subject to the standards described in this Code, specific Group Members may have developed a policy on gifts, entertainment and gratuities applicable to its employees. You should consult the applicable policy for details.

2.1.3. Exceptions:

- (a) You are allowed to accept unsolicited gifts in the form of:
  - (i) food for festive occasions (e.g. moon cakes, fruits, rice dumpling, dim sum, candy, chocolate, cookie, sticky rice cake and wine for Chinese New Year and Christmas, etc.) of whatever actual or

estimated market value after completing and submitting the report in Appendix 3 and obtaining the requisite approval;

- (ii) corporate souvenir or promotional gifts, e.g. paper weights, stationery, coffee mug, etc. not exceeding US\$38 (HK\$300) in value;
- (iii) “Lai Sees” (red packets) not exceeding US\$38 (HK\$300) presented to you during Chinese New Year;
- (iv) other gift not exceeding US\$38 (HK\$300) in value; or
- (v) other cash or non-cash gifts not exceeding US\$65 (HK\$500), including gifts won from lucky draws, presented to you for attending functions on behalf of the Group

provided that they (i) are under customary culture and commonly accepted business courtesies, (ii) are not frequent, (iii) excessive in value, (iv) will not influence your judgment or actions in performing duties for the Group, and (v) are in compliance with the applicable laws and regulations of the giver’s and your place of operations.

- (b) You are not allowed to receive gifts and gratuities other than the above-mentioned items. When there is no opportunity to immediately refuse the gift, it should be returned to the extent practicable to do so with an explanation of the Group’s policy, and it must be reported to senior VTech management. When local customs or practice make it inappropriate to decline the gift at the time it is offered, its receipt must be reported to the Divisional CEO / President or the Heads (the “Specified Office Holders”) of the overseas Group Members listed in the Appendix (the “Specified Subsidiaries”). If you are the Specified Office Holder, you have to report the receipt of gifts and gratuities to the next level of management. The Group has absolute discretion on how to dispose of the gift.
- (c) The Group allows you to accept unsolicited meals and entertainment:
  - (i) customarily and commonly accepted as business courtesies provided that they are not excessive in value, and are not frequently given and accepted with an express or implied understanding that you are in any way obligated by your acceptance of the entertainment. You should also keep records of accepting unsolicited meals and entertainment for regular reporting to your supervisor in accordance with the requirement of the Policy on Gifts, Entertainment and Gratuities; or

- (ii) provided in connection with an event approved or sponsored by a Group Member.

## **2.2. Offering Gifts, Entertainment and Benefits**

- 2.2.1. The Group obtains business on the merits of our products and people. You should never offer money, favours, inappropriate gifts or promises of gifts, or anything else that is of more than nominal value or that goes beyond the common courtesies associated with accepted business practices in connection with Group business.
- 2.2.2. Such payments or favours may be considered bribery, which violate the Group's policy as well as the laws of many countries.
- 2.2.3. Any gift or entertainment that you provide in connection with Group business must be permissible under local law. Also, if senior management of the Group has approved your making a gift, or if your gift is given in connection with a company-sponsored event in which senior management has authorized the gift, then the gift is permissible.
- 2.2.4. Giving any payment or gift in the nature of a kickback or bribe is absolutely prohibited.
- 2.2.5. Our customers and suppliers likely have gift and entertainment policies of their own. You must exercise reasonable care to never provide a gift or entertainment that knowingly violates the other company's gift and entertainment policy.
- 2.2.6. A budget for gifts and entertainment should be created before the start of the fiscal year to be approved by the appropriate management of your subsidiary. All gifts and entertainment expenses should be properly recorded and supported in the appropriate accounting records.
- 2.2.7. Many countries have strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. You are prohibited from giving gifts or valuable consideration to government officials or employees in connection with Group business without the prior written approval of the Group CEO.
- 2.2.8. Exceptions:  
  
Offering gifts in the form of food for festive occasions, e.g. moon cakes, fruits, rice dumpling, dim sum, candy, chocolate, cookie, sticky rice cake for Chinese New Year, etc. and corporate souvenir, e.g. paper weights, stationery, coffee

mug, etc. to customers and suppliers (but not government officials) is allowed, provided that they are under customary culture and commonly accepted business courtesies, are not frequent or excessive in value, and are in compliance with the applicable laws and regulations of the recipients' and your place of operations.

### **2.3. Loans**

Neither you, your immediate family members, nor anyone acting under your instruction should grant or guarantee a loan to, or accept a loan from or have borrowings guaranteed by, any individual or organization having business dealings with the Group. However, there is no restriction on an employee's use of a bank, where that bank has a relationship with the Group, so long as the employee's use involves the bank's normal lending practices and prevailing market interest rates and terms. Whenever you are aware that this restriction may have been violated, you should immediately report it to the Specified Office Holder with a standard declaration form. If you are the Specified Office Holder, you have to report it to the next level of management.

### **2.4. Gambling**

You must not engage in gambling of any kind, including games of mahjong, with persons having business dealings with the Group, if you are gambling against such persons. Gambling with such persons in legal gambling houses, where you are both gambling against the house, and not against each other, is permitted unless another provision of this policy is violated (such as your receipt of an excessive amount of gambling stakes as a gift from such person). If you do join in any social game of a gambling nature with any person having business dealings with the Group, you must exercise prudent judgment to avoid frequent gambling and withdraw from any game in which the stakes are excessive.

### **2.5. Use of Contractors for Personal Work**

You may hire contractors with ongoing relationship or frequent dealings with the Group to perform personal work only if you pay for the services at commercial rates. You must report the use of such contractors in writing to the Specified Office Holder before commencement of the work. If you are the Specified Office Holder, you have to report it to the next level of management.

### **2.6. Requests for Sponsorship**

Requests for gifts from clients or suppliers to be distributed at Group functions (such as at the Annual Dinner) are to be organized by the HRAD. Individual directors, employees or departments are prohibited from requesting sponsorship on the Group's behalf without the prior written consent of the Specified Office Holder. If you are the

---

Specified Office Holder, you have to apply for consent of the next level of management.

## **2.7. Questions and Procedures**

If you have any questions regarding the Group's Anti-Corruption Policy and Policy on Gifts, Entertainment and Gratuities, you should refer the matter to the LCD or the HRAD of the relevant Group Member or the Chief Compliance Officer (the "CCO").

## **Chapter 3 Conflicts of Interest**

You should avoid any conflict between your personal interests and the interests of the Group. Actions taken on behalf of the Group must be based on sound business judgment, not motivated by personal interest or gain. A conflict of interest occurs when your private interests interfere in any way, or appear to interfere, with the interests of the Group as a whole. Never let your business dealings on behalf of the Group be influenced, or appear to be influenced, by personal or family interests. Always ask yourself what is best for the Group when you make business decisions.

It is not practical to list all situations in which a conflict of interest may arise. The examples below indicate some of the situations that should be avoided.

### **3.1. Improper Personal Benefit**

Conflicts of interest arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Group. You may not accept any benefits from the Group or our suppliers or customers that have not been duly authorized and approved pursuant to VTech policy and procedure, including any loans or guarantees of your personal obligations.

### **3.2. Family Members and Close Personal Relationships**

A conflict of interest may arise when VTech Group does business with or competes with organizations that employ or are owned or partially owned by family members. Family members include your spouse, children, parents, siblings, in-laws or a person whose relationship with you is similar to that of persons who are related by blood or marriage. If such a situation arises, you must report your specific situation with a standard form, “Report on Conflict of Interest”, to the Specified Office Holders for them to assess the nature and extent of any concern and how it can be resolved. If you are the Specified Office Holder, you must report to the next level of management.

### **3.3. Financial Interests in other Businesses**

Neither you nor members of your family may have an ownership interest in any other enterprise if that interest compromises or appears to compromise your loyalty and fiduciary duty to the Group. For example, you may not own an interest in a private company that competes with the Group. Similarly, you may not own an interest in a private company that does business with the Group, such as a VTech supplier, without the prior written approval of the Specified Office Holder. If you are the Specified Office Holder, you have to seek written approval of the next level of management. If you believe your family members’ financial interests in the other businesses may have caused a conflict of interest, you must immediately report it to the Specified Office Holder with a standard form, “Report on Conflict of Interest”. If you are the Specified

Office Holder, you have to report to the next level of management. The above requirements are exempted if you have financial interest in a publicly traded company.

### **3.4. Outside Employment with a Competitor**

Employees may not volunteer, work for or receive payments for services from any business or research and development entity that is in competition with the Group. An employee may not market products or services in competition with the Group's current or potential business activities.

### **3.5. Outside Employment with a Customer, Supplier or Others**

Without prior written approval from the Specified Office Holder, you may not be employed by a customer or a supplier of the Group. You may not accept money or benefits of any kind as compensation or payment for any advice or services that you provide to a customer, supplier or any other third party in connection with its business with the Group. If you are the Specified Office Holder, you have to seek prior written approval from the next level of management. A conflict of interest may also arise if your outside activities (which in and of themselves may not constitute conflicts of interest) are so time demanding that they interfere with your job performance.

### **3.6. Business Opportunities**

If you learn of a business or investment opportunity through the use of the Group's property or information or your position at VTech, you shall not participate in the business or make the investment. Such opportunity is a business or investment opportunity for the Group, not for you individually.

### **3.7. Questions and Annual Declarations**

If a conflict of interest situation arises, it is your responsibility to disclose the circumstances to the Specified Office Holders. Questions about potential conflict of interest situations should be addressed to the Specified Office Holder. Subject to local law and agreements, you will be asked as part of the annual certification for this Code to declare any conflict of interest you may have with the Group, and to update the declaration at any time when there are changes that affect its accuracy. Your local HRAD will provide you with the relevant form and instructions for making the written declaration.

### **3.8. Group Property, Assets and Resources**

Each of us is entrusted with numerous Group assets and has a special responsibility to protect them. This includes not only cash and other financial assets, but also assets like plant and equipment, inventory, and supplies. Without specific authorization, no

---

employee may take, loan, sell, damage, or otherwise dispose of any Group property, or use Group property for non-Group purposes.

You must ensure that Group expenditures are for legitimate business purposes. Keep accurate and complete records of funds spent. Use corporate charge cards or calling cards only for business purposes or as specified in Group instructions.

Each employee must take appropriate steps to prevent damage to and theft or misuse of Group property. When you leave the Group, all Group property must be returned to the Group.

## Chapter 4 Books and Records

Accurate and complete records are critical in meeting the Group's financial, legal and management obligations. You must prepare and complete all Group documents accurately, truthfully, and in a timely manner. Group records include:

- employee and payroll records
- vouchers
- bills
- time reports
- billing records
- measurement, test, performance, and production and sales records
- other records created in the performance of our duties

When applicable, legal liabilities such as payment obligations, commercial commitments or transactions covered by the documents must be properly authorized pursuant to the Group's Approval Policy and the Approval Policy of the relevant Group Member, and documented.

The Group's accounting, financial and other systems must provide accurate and timely reporting of transactions involving Group assets in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Group with the intention or understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents. No entry may be made intentionally to hide, distort or disguise the true nature of any transaction or to facilitate such purposes.

Questions regarding the Group's financial reporting requirements should be directed to the Group Chief Financial Officer.

---

## Chapter 5 Record Retention

Numerous laws require the retention of certain Group records for a number of specific periods. It is important that you support the Group's compliance with all applicable laws and regulations pertaining to the preservation of records. The Group's policy provides for the identification, maintenance, destruction or retention of all records in the Group's possession on a systematic and regular basis. Under no circumstances are Group records to be destroyed selectively or maintained outside Group premises or Group designated storage facilities. Questions regarding the retention of the financial records should be directed to the Group Chief Financial Officer.

Business documents may be disclosed to external parties voluntarily or mandatorily in different situation, for examples, in the course of litigation or in response to government investigations. If you learn of a court order or a pending, imminent or contemplated litigation or government investigation, you should immediately contact the LCD. You must retain and preserve ALL records that may be responsive to the court order or relevant to the litigation or that may pertain to the investigation. You must not destroy any such records in your possession or control. You must also affirmatively preserve all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Group.

Any questions regarding how to retain particular types of records or how to preserve a particular record that pertains to a pending, imminent or contemplated investigation or litigation or may be responsive to a court order should be directed to the LCD.

## Chapter 6: Handling and Use of Confidential and Proprietary Information

One of the Group's most valuable assets is information. Like all other assets, information that is not generally disclosed and is helpful to the Group (or would be helpful to competitors) must be protected. The Group is committed to protecting its confidential business information and trade secrets (collectively, "Confidential and Proprietary Information"). Some examples of Confidential and Proprietary Information include sales and profit figures, product specifications, new product or marketing plans, terms offered or prices charged, research and development ideas or information, manufacturing processes, information about potential acquisitions, divestitures and investments, customer lists, compensation data, financial data, technological prototypes, commercial disputes and litigation, settlements and professional advice. In addition, the Group has determined that certain information must not be disclosed to others except as required by law or permitted by Group policy, such as employee records and the confidential information of other companies.

It is the responsibility of each director and employee who has access to or is in control of the Group's Confidential and Proprietary Information to provide adequate safeguards to prevent its loss, unauthorized disclosure or misuse. Examples of misuse include disclosure of information in return for monetary rewards, use of information for personal interest and disclosure of information to sabotage the Group's interest.

You must safeguard Confidential and Proprietary Information by:

- (i) keeping it secure;
- (ii) limiting access to those who have a need to know the information in order to do their job;
- (iii) avoiding discussion of Confidential and Proprietary Information in public areas, such as in public transportation or during commute or on mobile phones;
- (iv) marking all such information "Confidential", "Proprietary", or with a similar notation; and
- (v) declining and preventing use of such information for your own benefit or the benefit of persons outside the Group.

You are not allowed to disclose any Confidential and Proprietary Information to any party outside the Group without appropriate written authorization from the Specified Office Holder. When there is a legitimate business need to disclose Confidential and Proprietary Information outside the Group or where disclosure is sought by legal process, a non-disclosure agreement may be appropriate. The LCD can help to prepare such non-disclosure agreement.

The obligation to preserve the Group's Confidential and Proprietary Information is ongoing, even after your employment with the Group ends. All directors, officers, and employees, as well as any representatives, agents or consultants utilized by the Group, are bound by confidentiality obligation which is a condition of their employment. You must strictly abide by your confidentiality obligation and protect all Group Confidential and Proprietary Information.

---

We must not acquire a competitor's trade secrets or other confidential and proprietary information through unlawful means, such as theft, spying, bribery or through breach of a competitor's non-disclosure agreement.

---

## **Chapter 7 Trademarks, Patents and other Intellectual Property**

Innovative ideas and intellectual property rights, including trademarks, service marks, copyrights, patents and trade secrets, are valuable Group assets that must be protected. All employees have a duty to safeguard and protect the intellectual property rights of the Group, as well as the intellectual property rights of others.

Our logos and the name of the Group are examples of Group trademarks and service marks. You must use Group trademarks and service marks in accordance with Group instructions. Advise the LCD and the Specified Office Holder of infringements by others. Similarly, the trademarks of third parties must be used properly.

Works of authorship such as books, articles, drawings, music, computer software and other such materials may be covered by copyright laws. You may not reproduce, distribute or alter copyrighted materials from books, trade journals, magazines, or any other source without permission of the copyright owner or its authorized agents. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

The Group licenses the use of much of its computer software from outside companies. The use of software not owned by the Group without a licence could constitute copyright infringement. You are not allowed to make copies of any part of a third-party computer program unless the copy is an authorized back-up copy or permitted by the relevant computer software licence. Do not download and install software without approval. Please refer to the Group's Policy on IT Assets, Standards and Inventory Management for details.

You should consult with the LCD regarding necessary licences or approvals to use the intellectual property of others.

## Chapter 8 Computer and Communication Resources

The Group's computer and communication resources, including Internet, voice mail and e-mail, provide substantial benefits, but they also present significant security and liability risks to the Group. The Group's computer and communication resources are Group assets and are for Group business use. Any improper use of these resources may reflect poorly on the Group, damage its reputation, and expose you and the Group to legal liability. Incidental and occasional personal use of electronic mail and voicemail is permitted, but such use should be minimized and the length of the messages should be kept as short as possible, as these messages cost the Group in both productive time and money.

To the extent permitted by law, all information that is transmitted by or stored in Group e-mail, computers, phone mail systems, and fax machines is Group property. To the extent permitted by law and applicable agreements, the Group retains the right, from time to time and at its sole discretion, to access and review such information for compliance with Group policy and other business purposes and, where deemed appropriate and authorized or required by law, to disclose such information. Upon receipt of this Code after joining and remaining with the Group, you are treated to have given your consent to the Group's access and review of any personal information you may have transmitted and/or stored in the Group's information and communication systems.

Directors and employees using the Group's computer and communications resources must adhere to the following guidelines:

- (i) Take appropriate measures to ensure their proper security and use including securing your computer and any computer or voicemail passwords;
- (ii) Use computer and communications resources consistently with all other Group policies, including those relating to harassment, privacy, copyright, trademark, confidential and proprietary Information and other intellectual property considerations. Avoid communications and activities that could be construed as improper or that otherwise could harm the Group's reputation;
- (iii) Exercise care, caution, etiquette and judgment in your electronic communications and use. Messages should be business-like and professional. Do not send chain mail in any format or send messages anonymously. Do not use Group time and resources for personal pursuits. Remember that your e-mail messages are easily forwarded to a wide audience; and
- (iv) Do not visit improper or inappropriate websites or sound off in public forums - for example, newsgroups and mailing lists. Do not use the Internet or e-mail to send defamatory, threatening, obscene or sexually harassing messages or other improper or illegal communications (such as hate speech and doxing) to other employees or to anyone outside the Group. Do not download, retrieve or send sexually explicit,

---

discriminatory or illegal material from the Internet or from e-mail at any time while on work premises, or while using Group computer systems outside of work premises.

---

## Chapter 9 Securities Trading

You are prohibited by certain laws and regulations from buying and selling securities of the Group at a time when in possession of “material non-public information” about the Group. Passing such information on to someone who may buy or sell securities (known as “tipping”) is also prohibited. This prohibition also applies to securities of other companies if you learn material non-public information about other companies, such as customers or suppliers, in the course of your duties on behalf of the Group.

Information is “material” if there is a substantial likelihood that a reasonable investor would find the information important in determining whether to trade in or hold a security. Information is considered to be “non-public” unless it has been adequately disclosed to the public, which means that the non-public information which might influence the market price of VTech.

Do not disclose material non-public information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Group’s business. If you leave the Group, you must maintain the confidentiality of such information until it has been adequately disclosed to the public.

Furthermore, senior management of the Group shall comply with the codified standards issued by the relevant exchanges when dealing in the securities of VTech. Questions as to whether information is material or has been adequately disclosed to the public and other questions regarding the Group’s policy on securities trading should be directed to the LCD.

---

## **Chapter 10 External Enquiries**

When dealing with and answering any external non-regulatory enquiries, only personnel authorized by VTech's management may act as official Group spokespersons and representatives, and the personnel has the authority to speak with the media, press, securities analysts, members of the financial community, shareholders, or other groups or organizations. Regulatory enquiries from regulators or government officials should be referred to the LCD.

Requests for financial or other information about the Group from non-governmental or non-regulatory bodies should be referred to the Corporate Communications Department.

For further guidance on the Group's policy and practices concerning contact with the media and general public, please contact the Corporate Communications Department.

---

## **Chapter 11: Relationship with Suppliers and Contractors**

The Group aims at developing and securing long-term relationship with suppliers and contractors based on mutual trust. Procurement of supplies and services shall be conducted using fair and objective criteria in an ethical manner so as to assure a quality end product or deliverable. The decision to engage or subscribe particular services or purchase particular goods should be based upon price, quality, skills, competence, delivery capacity, reputation, service level, integrity, and any possible corporate social responsibility and sustainability considerations. When possible, we should seek competitive bids. Soliciting or accepting any payment or gift from supplier or its agents or representatives in the nature of a kickback, bribe or similar payment is prohibited.

Our dealings with suppliers may also be regulated by antitrust and competition laws, which are discussed in Chapter 13 Competing with Integrity of this Code.

---

## **Chapter 12 Relationship with Customers and Business Partners**

### **12.1. Service to Customers**

We seek to provide efficient and courteous customer service in order to maintain customer satisfaction. We present our customers with clear and accurate information regarding our pricing, capabilities and products. There shall not be any misrepresentation, exaggeration, or mistaken information about our products or services.

### **12.2. Offering Quality Products**

We value our customers' support by providing them with good quality products at prices that represent good value for money.

### **12.3. Safety and Fitness for Use**

We provide our customers with products that meet high standards of safety, quality and reliability.

### **12.4. Social Responsibility**

We accept our social responsibility to improve our products so as to promote the quality of life of human beings.

### **12.5. Pricing**

We seek to provide our customers with the highest quality products at fair prices that allow the Group a reasonable profit in relation to the value provided.

### **12.6. No Fakes Purchase**

The Group places great emphasis on the protection and preservation of intellectual property rights, and it does so by respecting all parties' rightful claim to their intellectual property rights. The Group refuses to buy counterfeit goods. Purchasing units in business units take reasonable measures to assure any materials, components, consumables or tools purchased for the Group's operation are genuine products.

A purchase requisition shall state explicitly the brand name of the item intended to be purchased in full so that only the genuine product will be purchased. Under no circumstances can any substitute or imitation of that brand name product be accepted. Following this practice would facilitate easy checking by user and receiving department.

---

## Chapter 13 Competing with Integrity

### 13.1. Antitrust and Competition Laws

The Group is committed to a policy of vigorous and lawful competition that is based on the merits of our products and services in full compliance with applicable antitrust laws of the United States, competition laws of the European Union, and other applicable competition laws in the countries where we do business. The marketing of our products and services should be based on quality, distinctiveness, brand recognition, fair pricing and promotional programs, and honest advertising practices.

You may not enter into any formal or informal agreement with competitors that fixes prices, or allocates production, sales territories, products, customers or suppliers. Do not engage in discussions with competitors regarding pricing, marketing, product plans, business strategies, production, terms or conditions of sale, or customers, or in other discussions from which the impression of or an unlawful agreement may be inferred.

You may not enter into any agreement with customers and suppliers that establishes the resale price of a product, limits a customer's right to sell a product, or offers or accepts a sale of products on the basis of a collateral agreement to buy other Group's products.

It is possible that sometimes the decision to terminate business relationship, the pricing of a product below cost, and certain other pricing policies may be affected or regulated by antitrust and competition laws. For example, while a business entity generally is allowed to decide independently that it does not wish to buy from or sell to a particular party, when such a decision is reached jointly with others, it may be unlawful, regardless of whether its apparent commercial reasonableness.

Unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. The authorities can, and do, infer agreements based on "loose talk," informal discussions, or the mere exchange of information between competitors from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to legal scrutiny and be construed as the basis or allegation of an improper or illegal conduct. You should take care to avoid involving yourself in situations from which any such unlawful agreement could be inferred.

Antitrust and competition laws are extremely complex. Defending against charges of illegal conduct can be exceedingly costly. Even when a company has not violated the law and its acts are found lawful in the end, the harm that may have caused to the Group's reputation by such allegations can be enormous or even irremediable. It is

important to consult with the LCD before engaging in any conduct that may or appear to create the basis for an allegation of wrongdoing. Examples of such conduct include pricing, the creation or termination of business relationship, and distribution arrangement. Training resources and more detailed information regarding compliance with antitrust and competition laws are available from the LCD.

### **13.2. Gathering Competitive Information**

It is entirely proper for the Group to gather information about its marketplace, including information about its competitors and their products and services. However, the Group's acquisition and use of such information is subject to the following guidelines:

- (a) Information about our competitors may only be gathered from legitimate sources such as published articles, advertisements, brochures, non-confidential materials, surveys by consultants and conversations with our customer, provided that such conversations are not likely to create an appearance that the Group is attempting to (i) conspire with our competitors, using the customer as a messenger, or (ii) gather information in breach of a customer's non-disclosure agreement with a competitor or through other wrongful means.
- (b) Never attempt to acquire a competitor's trade secrets or other confidential information, directly or indirectly, through improper means, such as theft, spying, bribery or breach of a competitor's nondisclosure agreement.
- (c) Refuse to accept information if there is any indication that the information has not been lawfully received by the party in possession of the information. If you receive information anonymously, promptly contact the LCD.

The improper gathering of competitive information could subject the Group to liability. If you are in doubt as to whether the source of the information is proper, contact the LCD.

## Chapter 14 International Trade

It is the policy of the Group to comply with the trade laws and regulations (export and import controls, trade sanctions and anti-boycott laws and embargoes) of the countries in which we do business. The Group will arrange, approve and execute the export and import of goods, services, and technical data only if:

- (i) there is legal authority to do so;
- (ii) the intended sender / recipient and all intermediaries are authorized to send or receive the goods, services, or data; and
- (iii) all required documentation is complete and accurate.

Under the laws of some countries, exports may occur even where goods, technology or services do not move across national borders. All employees should be aware that an export of technology can occur in circumstances as casual as a conversation, transmittal of a document, or a plant tour.

The Group will comply with all applicable anti-boycott and embargo laws. The anti-boycott and embargo laws and regulations of the countries in which the Group does business may conflict. Where such a conflict is identified, the LCD should be contacted immediately.

Employees with responsibility for exporting should consult frequently with the LCD regarding the terms of existing export licenses, the need for new licenses where new products or new export destinations are involved, and compliance with applicable anti-boycott and embargo laws.

Trade controls vary widely in different countries where we operate. The Group relies on your compliance with international trade laws and regulations. Requests for advice and guidance on applicable laws and regulations should be directed to the LCD. Violations of these laws and regulations could result in the loss of the Group's ability to export goods and services to our customers. Violations can also carry heavy monetary penalties, result in prison terms for the individuals involved, damage the Group's reputation, and cast doubt on our reliability as a supplier of high technology products. Exporting is a privilege, not a right, and we will comply with all applicable rules in order to maintain that privilege.

---

## **Chapter 15 Interacting with Government**

### **15.1. Prohibition on Gifts to Government Officials and Employees**

Special care must be taken to comply with the special rules applicable when doing business with a governmental entity. In order to ensure compliance with these rules, you are prohibited from providing gifts, meals, or anything of value to government officials or employees or members of their families without prior written approval from the Group CEO.

### **15.2. Political Contributions**

Laws of certain jurisdictions prohibit the use of Group funds, assets, services, or facilities for or on behalf of a political party or candidate and any of their campaigning and fund raising activities. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing by Group CEO. Similarly, you must take PTO (Paid Time Off) or vacation time for any time intended for running for political office, serving as an elected official or campaigning for a political candidate, unless permissible under applicable law and approved in writing by the CCO.

### **15.3. Bribery of Foreign Officials**

Group policy and the laws of many countries where the Group does business prohibit VTech Group and its officers, employees and agents from giving or offering to give money or anything of value to a foreign official, foreign political party, party official or a candidate for political office in order to influence official acts or decisions of that person or entity, obtain or retain business, or secure any improper advantage. Even though foreign official does not cover “family members” of foreign officials, there are certain family relations that are so close as to give rise to a presumption that a foreign official derives benefits indirectly when money or other things of value are given to a family member directly. The policy extends to indirect payments made through agents or intermediaries and includes the use of personal funds. Because anti-bribery laws are complex and differ from country to country, you must read and familiarize with the Group’s Anti-Corruption Policy, and shall obtain the written approval of the CCO and Group CEO before making any payment to a government official in any country.

---

## **Chapter 16 Your Workplace**

### **16.1. Health and Safety**

Compliance with applicable occupational health and safety laws and providing all employees with safe and healthy working conditions free of recognized hazards are important goals of VTech's care for its employees. To support these goals, each facility will have a safety program in place that includes appropriate training and meets applicable laws and government regulations as well as the Group's own high standards. The management of each Group Member worldwide will establish and maintain its workplace environment policies.

Health and safety at work are also the responsibility of Group employees. You are responsible for observing the safety and health rules and practices that apply to your job. You are also expected to take those reasonable precautions necessary to protect yourself and your co-workers from unsafe conditions, including immediately reporting accidents, injuries, and unsafe practices or conditions. Appropriate and timely action will be taken to correct known unsafe conditions.

The health and safety of all employees, and the quality and productivity demanded by customers and shareholders, require each employee to report to work free from the influence of any substance that could prevent him from conducting work activities safely and effectively.

### **16.2. Harassment and Discrimination**

We aim to provide a working environment that is free from harassment, discrimination, and any personal behaviour not conducive to a productive work climate. The management of each division shall establish and maintain Group workplace environment policies, which set forth the Group's standards in this regard.

### **16.3. Non-Discrimination**

The success of the Group depends on the full contribution of all employees. It is the Group's policy to provide equal opportunities related to all employment matters including recruitment, training, promotion, transfer, compensation and benefits, dismissal, and other terms and conditions of employment.

The laws of many jurisdictions in which VTech conducts its business prohibit discrimination in the workplace based on race, colour, religion, sex, age, breastfeeding, marital and family status, national origin, citizenship, disability, veteran status, or other factors. The Group's human resources policies ensure VTech's compliance with the applicable anti-discrimination laws.

#### **16.4. Harassment Is Prohibited**

The Group does not tolerate conduct in the workplace, or whenever you are acting as a representative of the Group outside the normal workplace that creates an intimidating or otherwise offensive environment, including sexual harassment or harassment linked to an attribute protected by law. In Hong Kong, these attributes are sex, marital status, pregnancy, breastfeeding, disability, race and family status.

Sexual harassment consists of any of the following actions, if they are unwelcome: sexual advances, requests for sexual favours, and other verbal or physical conduct of a sexual nature when:

- (i) submission to such conduct is made as a condition of employment
- (ii) submission to or rejection of such conduct is used as a basis for employment decisions
- (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment

Harassment on the basis of certain characteristics is also prohibited. The law prohibits verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his race, colour, national origin, citizenship, religion, sexual orientation, marital status, age, mental or physical handicap or disability, or any other characteristic protected by law, when such conduct has the purpose or effect of creating an intimidating, hostile, or offensive work environment or unreasonably interfering with an individual's work performance or otherwise adversely affects that individual's employment.

Harassing conduct includes epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts, and written or graphic material that ridicules or shows hostility or aversion to an individual or group that is posted on Group premises or circulated in the workplace.

#### **16.5. Reporting Improper Conduct**

An employee who feels that he has been the subject of harassment, discrimination or personal behaviour not conducive to a productive work environment should immediately bring the issue to the attention of the HRAD of the relevant Group Member. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. VTech will not in any way retaliate against any employee for making a complaint or report of harassment in good faith or participating in the investigation of such a complaint or report. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in improper conduct.

---

## **16.6. Drug and Alcohol Abuse / Dress Code / Avoiding Objectionable Conduct**

The Group reminds you that there are laws and regulations relating to the possession and use of alcohol and drugs in each of the locations where it has operations. Its policy prohibits the illegal use, sale, purchase, transfer, possession or presence in one's body of illicit drugs while on Group premises. Similarly, the Group policy prohibits the use, sale, purchase, transfer or possession of alcoholic beverages by any individuals while on Group premises, except as authorized by the Group. Employees must not be intoxicated while on Group premises or when acting as a representative of the Group, outside the normal workplace.

While at Group premises or acting as a representative of the Group outside Group premises, you must dress appropriately, act with decency and decorum, and you must avoid engaging in any conduct or activity which might be considered as morally offensive to others (such as attending a "peeler bar" or "strip club").

## **16.7. Employee Privacy**

In compliance with the applicable law, the Group has issued policies covering the collection, handling, disclosure and retention of the personal information of individuals including employees and external parties that are required for the effective operation of the Group or by law in the jurisdictions in which it operates. Access to such information is normally restricted to those with a need to know or the legal right to access.

## **Chapter 17 Commitment to the Environment and Society**

### **17.1 Environmental Protection**

The Group is committed to conducting its business in a manner that is compatible with the environmental laws and regulations and economic needs of the communities in which we operate. The major environmental impacts that may be brought by VTech's operations are carbon emissions, energy and water consumption, waste generation and logistics. It aims to minimise these potential environmental impacts caused by or linked to its operations.

Environmental protection is one of the five pillars of the Group's sustainability plan. Hence it is a part of the Group's continuous efforts in its sustainability mission that integrates economic growth, environmental protection and social responsibility in its business strategies to design, manufacture and supply innovative and high quality products for the wellbeing of people and benefits of society, and aims to drive sustainable value for our stakeholders and the communities. Through these efforts, we improve our environmental performance throughout the Group's activities and seek to comply with all applicable environmental laws and regulations. VTech has developed a climate change strategy to assess and address the potential impacts of climate change on its sustainable growth through the implementation of high performance production chain, green product design and manufacturing as well as sustainable procurement and logistic practices.

You should be alert to and immediately report any condition or practice that may create an undue risk to persons or the environment. As part of your job, you are responsible for ensuring that your activities strictly adhere to all applicable environmental laws and to all VTech Group programs and procedures relating to environmental protection. You must all take responsibility for the Group's environmental performance and contribute to the related targets. You are also encouraged to adopt green office practices and minimize business travel.

### **17.2 Human Rights**

The Group respects labour and human rights of all employees and those participated along the supply chain. Our Modern Slavery and Transparency in Supply Chain Statement, which is made in accordance with the Ten Principles of the United Nations Global Compact, the UK Modern Slavery Act 2015 and the California Transparency in Supply Chains Act of 2020, stipulates our commitment and approach on human rights protection. VTech supports the freely chosen employment, freedom of association and right to collective bargaining, and it does not tolerate any forms of child and forced labour, modern slavery and human trafficking. You must respect human rights through responsible decision-making, including during hiring

process and developing relationships with customers, suppliers and business partners. You are expected to report any suspected unlawful and unethical conduct that comes to your attention.

### **17.3 The Community**

The Group supports and encourages you to participate in charitable and community activities that contribute to social well-being. You should follow the guidelines regarding “conflict of interests” stated in the Code and should not use VTech resources for any outside activities without permission. When participating in an activity that VTech does not sponsor, you should not imply the Group’s support without the appropriate authorization.

## **Chapter 18 Implementation of the Code**

While you are individually responsible for observing the Code of Conduct at work, the Group has a number of resources, people and processes in place to answer questions and guide you through difficult decisions.

The Code is intended to promote compliance with the laws and regulations that apply to VTech's business. However, if you find that compliance with the Code might cause us to violate the law, you must obey the law and seek the advice of the LCD as soon as possible. On the other hand, if following any local business custom or practice would cause us to violate the Code, we must comply with the Code and notify your supervisors of the conflict.

### **18.1. Group Chief Compliance Officer**

The Group CCO is responsible for overseeing and monitoring compliance with the Code and applicable laws and regulations. If you encounter any problems during implementation or enforcement of the Code or have or receive comments regarding improvement to the Code, please contact the Group CCO. Compliance processes and procedures are audited by the Internal Audit Department.

### **18.2. Responsibility of Human Resources & Administration Departments**

The Group Human Resources Manager is responsible for overseeing compliance with the Group's policies on equal employment opportunities, health and safety, harassment, environmental protection and other issues related to employment practices.

The HRAD of each Group Member is responsible for handling the dispatch of the Code and the regular request for acknowledgement of the Code, and shall keep a record of all such acknowledgments. In the event of an audit, HRAD may be requested to provide the signed acknowledgement to ensure that compliance has been met.

### **18.3. Seeking Guidance and Reporting Violations**

This Code cannot provide definitive answers to all questions. If you have questions regarding any terms of the Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from the HRAD of the relevant Group Member which if necessary, will consult the LCD.

If you know of or believe that there has been an actual or threatened violation of applicable laws and regulations, this Code, or other Group policies, you ought to immediately report that information to the Divisional CEO/ COO, the Group CCO or call the Ethics Line. No one will be subject to retaliation because of a report of suspected misconduct reported in good faith.

#### **18.4. The Ethics Line**

The Group has 24-hour bilingual Ethics Lines, Chinese (tel: +852 2680 5133) and English (tel: +852 2680 5132). You can call in to report actual or potential violations of the Group's policies or to seek guidance on those policies. You may report suspected violations or ask questions through the Ethics Line anonymously; however, providing your name may expedite the time it takes for the Group to respond to your call, and it also allows the Group to contact you if necessary during any investigation. Anonymous callers who wish to follow up on their call will be assigned a confidential identification number. Whether or not you report anonymously, you should treat the information that you provide as confidential.

Reports to the Ethics Line will be handled promptly and confidentially to the extent possible.

The Group encourages the use of the Ethics Line for your report of any suspected misconduct.

#### **18.5. Investigations of Suspected Violations**

All reported violations will be promptly investigated and treated confidentially to the greatest extent possible. It is imperative that you as the reporting party shall not conduct your own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Group.

#### **18.6. Personal Responsibility**

It is your personal responsibility to read, understand and comply with the Code in the discharge of your assigned or if relevant, contracted duties and obligations. Upon becoming such individual who is so bound, you are expected to read and acknowledge your understanding of and personal commitment to comply with the Code. You will be required to read, acknowledge and confirm your compliance of the Code including any changes made thereto periodically as requested.

Where permitted by local law and applicable agreements, each director, officer and employee will be required, on an annual basis, to (i) review and acknowledge their understanding of and personal commitment to comply with the Code of Conduct; (ii) make a written declaration regarding any conflicts of interest with the Group, and compliance in several other key areas covered by the Code and the Group's policies; and (iii) update such declaration throughout the year and report any changes that affect its accuracy.

### **18.7. Manager Responsibility**

Managers in VTech are expected to exemplify the highest standards of ethical business conduct and to encourage discussion of the ethical and legal implications of business decisions. Managers have a special responsibility to (i) create a culture of high ethical standards and commitment to compliance, (ii) maintain an open work environment that encourages employees to raise concerns, (iii) promptly report and address employee compliance concerns, and (iv) consider discharge of internal compliance obligations when evaluating and rewarding employees.

### **18.8. Disciplinary Measures**

Subject to applicable law and agreements, employees (including any individual who has accepted the application of the Code as part of his engagement by the Group) who fail to abide by the terms of this Code may be subject to disciplinary action, up to and including termination of employment or engagement, and may also be subject to civil and criminal penalties.

### **18.9. No Rights Created**

This Code is a statement of the core standards and key policies and procedures that govern the conduct of the Group's business. It is not intended to and does not create any rights in any employee, director, officer, customer, consumer, supplier, competitor, shareholder or any other person or entity. For the avoidance of doubt, any rights, privileges and benefits claimed or asserted by the Group hereunder are enforceable against all these named parties to the fullest extent permitted by law.

### **18.10. Reminder**

Ultimate responsibility to assure that we as a company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Group's policies and guidelines pertaining to them.

---

## APPENDIX I

### Specified Subsidiaries

1. VTech Communications, Inc.
2. VTech Technologies Canada Limited
3. VTech Electronics North America, L.L.C.
4. VTech Electronics Europe Plc
5. VTech Electronics Europe B.V.

**APPENDIX II**

Code of Conduct Annual Certification

**To:** Human Resources & Administration Department

**From:** \_\_\_\_\_ **Co/Dept. :** \_\_\_\_\_

**Date:** \_\_\_\_\_

**1. Confirmation**

I confirm that I have read and understood the contents of the current Code of Conduct of VTech Group, and I am fully aware of the application of the disciplinary measures stated therein should I be found to be non-compliant of its terms.

I agree that it is my personal obligation to report to the Human Resources & Administration Department and hereby undertake to do so immediately and without any delay if any of the certification and information declared herein is mistaken or has changed or any material omission is found before the next certification.

**2. Certification and Declaration**

To the best of my knowledge and belief, I hereby certify the following(s) and declare that all such are truthfully and completely made:

**A. Personal Interest**

**1. Conflict of Interest**

Yes  
Outside  
Organization(s)  
involved: \_\_\_\_\_

Relationship to VTech Group: Supplier/Vendor/Contractor/Competitor/Customer/Consultant  
(delete as appropriate)

Other: \_\_\_\_\_

Financial/Personal/Property interest involved (please indicate the nature of the interest & estimated or actual monetary value):

\_\_\_\_\_  
\_\_\_\_\_

No

## 2. Use of Contractor(s) for Personal Work

Yes

Name of Contractor : \_\_\_\_\_

Contractual work to be done (please indicate the nature of the work & estimated or actual monetary value):

\_\_\_\_\_

\_\_\_\_\_

No

## 3. Outside Employment

(Prior written approval must be obtained from your department head before accepting any outside employment)

Yes

Name of outside employer : \_\_\_\_\_

Targeted commencement date : \_\_\_\_\_

Duration / Working hours : \_\_\_\_\_

Nature of work : \_\_\_\_\_

No

## 4. Other Potential Conflicts of Interests (please be specific)

No

\_\_\_\_\_

---

## **B. Genuine Information and Documents**

I confirm that all records, receipts or other documents submitted by me to the Company, to the best of my knowledge are true representation of facts and information, and I have not deceived or misled the Company by any intentional use of false information or omission of material facts.

## **C. Misuse of Official Position, Company Assets and Information**

I have not:

1. misused my official position in the Company to pursue my own personal interest and for the interest of my immediate family members, unless that is allowed by Company's staff benefit guideline, rule or policy;
2. misused Company assets, including funds, property, information, and intellectual property to pursue my own personal interest and for the interest of my immediate family members; and
3. disclosed any confidential information of the Company without authorization.

## **D. Anti-Corruption**

I acknowledge that I am fully informed of the Anti-Corruption Policy of VTech Group and its Policy on Gifts, Entertainment and Gratuities, and I am in full compliance of these two policies and will continue to do so as long as I am employed by VTech Group.

**APPENDIX III**

**Report on Festive Foods Received as Gifts**

To: Department Manager  
c.c.: Human Resources Manager  
Date: [     ]

**Part A – To be completed by receiving employee**

I refer to the Group’s Code of Conduct and its Anti-Corruption Policy. To the best of my knowledge and belief, I would like to report the following receipt of a gift and seek approval of the suggested method of disposal for the gift (the Gift):

- A. Description of Offeror:  
Name & Title: \_\_\_\_\_  
Company: \_\_\_\_\_
- B. Relationship (Business / Personal): \_\_\_\_\_
- C. Festive occasion on which the Gift was/is to be received:  
\_\_\_\_\_
- D. Description & actual/estimated market value of the Gift:  
\_\_\_\_\_
- E. Suggested method of disposal:  
 Retain by the Receiving Employee  
 Share among the office  
 Reserve as lucky draw prize at a VTech function  
 Donate to a charitable organisation  
 Return to Offeror  
 Others (please specify): \_\_\_\_\_

Remarks: \_\_\_\_\_

Name of Receiving Employee: \_\_\_\_\_  
Title / Department: \_\_\_\_\_  
Date: \_\_\_\_\_

---

**Part B – To be completed by approver**

To: [name of Receiving Employee]

The suggested method of disposal is \*approved / not approved. \*The gift should be disposed of by way of:

\_\_\_\_\_

\_\_\_\_\_  
Approver

[Name of Approver]

[Title]

Date: [     ]

\*delete as appropriate