

Hwa Chong Foundation Limited

Governance & Ethics Manual

(Adopted by the Board on: _____)

1. Code of Conduct

1.1 Purpose

This Code of Conduct sets out the principles and standards of behaviour expected of all persons acting on behalf of Hwa Chong Foundation Limited (the “**Foundation**”). It reflects the Foundation’s commitment to integrity, accountability, transparency and service, in line with the Charity Council Code of Governance and Hwa Chong values.

1.2 Scope

This Code applies to all Board members, committee members, office holders, employees and volunteers (together, the “**Covered Persons**”).

1.3 Core Principles

Covered Persons shall:

- Act honestly, responsibly and in the best interests of the Foundation;
- Uphold the values, reputation and ethos of the Hwa Chong community;
- Comply with all applicable laws, regulations and governance requirements; and
- Exercise due care, diligence and professionalism in all duties.

1.4 Integrity and Ethical Behaviour

Covered Persons shall avoid any conduct that may compromise independence or objectivity, and shall not use their positions for personal gain or to improperly benefit related parties.

1.5 Use of Funds and Resources

Foundation funds and resources shall be used solely for approved charitable purposes, with prudent stewardship, proper authorisation and value-for-money considerations.

1.6 Confidentiality and Data Protection

Confidential and sensitive information obtained in the course of duties shall be safeguarded and disclosed only where authorised or legally required.

1.7 Respect and Professional Conduct

All individuals shall be treated with respect and dignity. Discrimination, harassment or abuse of any form will not be tolerated.

1.8 Breach of Code

Breaches may result in appropriate remedial or disciplinary action, including removal from office or termination of engagement.

2. Conflict of Interests Policy

Refer to separate Conflict of Interests Policy

3. Related Party Transactions Policy

3.1 Definition

A Related Party Transaction (“**RPT**”) refers to any transaction or arrangement between the Foundation and a related party.

Under the **Charities Accounting Standard (“CAS”)**, a “related party” broadly includes:

- A **person** who controls, jointly controls, or has significant influence over the charity; or who is a **Board member, trustee or key management personnel** of the charity or its parent;
- A **close family member** of such a person, where that family member may influence, or be influenced by, the person in dealings with the charity. This includes spouses/domestic partners, children, stepchildren and dependants;
- An **entity controlled or jointly controlled** by such a person;
- An entity over which a person controlling the charity has **significant influence**, or where that person is a director/trustee/key management personnel; or
- A **parent, subsidiary, fellow subsidiary, associate or joint venture** of the charity, where applicable.

Importantly, CAS provides that the assessment should consider the **substance of the relationship, not merely its legal form**

3.2 Approval and Oversight

- All RPTs must be disclosed to the Board;
- Interested persons must abstain from deliberations; and
- Material RPTs require Board approval and periodic review.

3.3 Documentation and Reporting

All RPTs shall be documented and disclosed in the financial statements in accordance with applicable accounting standards and regulatory requirements.

4. Whistleblowing Policy

Refer to separate Whistleblowing Policy.

5. Declaration & Acknowledgement Forms

(Annex B)

Annex B2

Code of Conduct & Governance Policies

Acknowledgement Form

Name:

Role / Position:

Date:

I acknowledge that I have received, read and understood the following policies of Hwa Chong Foundation Limited (the “**Foundation**”):

- Code of Conduct
- Conflict of Interests Policy
- Related Party Transactions Policy
- Whistleblowing Policy

I agree to comply fully with these policies and to uphold the standards of integrity, accountability and professionalism expected of persons acting on behalf of the Foundation.

Signature: _____

Date: _____