

**CODE OF CONDUCT AND ETHICS  
OF  
HF FOODS GROUP INC.**

**Adopted: April 20, 2020**

The Board of Directors of HF Foods Group Inc. (the “Company” or “HF” or “HF Foods”) has adopted this Code of Conduct and Ethics (the “Code”) with immediate effect.

All directors, officers, employees and independent contractors of the Company are expected to be familiar with the Code and to strictly adhere to those principles and procedures set forth in the Code when performing their job duties. For the purposes of the Code, all directors, officers, employees and independent contractors shall be referred to collectively as “employees” or “you” throughout this Code.

Employees should always act lawfully, ethically, and in the best interests of HF Foods. This Code sets out the basic guiding principles of the Company. Employees who are unsure whether his/her conduct or the conduct of their coworkers complies with the Code should contact their manager or the Company General Legal Counsel. Employees may also report any suspected noncompliance as provided in the Company General Legal Counsel's reporting guidelines referred to in paragraph X below.

I. Compliance with Laws, Rules and Regulations

Employees must follow applicable laws, rules and regulations at all times. Employees with questions about the applicability or interpretation of any law, rule or regulation, should contact the Company General Legal Counsel.

II. Conflicts of Interest

A “conflict of interest” arises when an individual’s personal interest interferes or appears to interfere with the interests of the Company. In performing their job duties, employees are expected to use their judgment to act, at all times and in all ways, in the best interests of the Company.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts may be:

- To serve as a director, employee or contractor for a company that has a business relationship with, or is a competitor of HF Foods;
- To have a financial interest in a competitor, supplier or customer of HF Foods;
- To use for personal gain, rather than for the benefit of the Company, an opportunity that presented, discovered or existed through the employee’s role with the Company;
- To receive improper personal benefits from a competitor, supplier or customer, as a result of any transaction or transactions of HF Foods;
- To accept financial interest beyond normal entertainment or gifts in the ordinary course of business, such as a meal or a coffee mug;

- To present at a conference where the conference sponsor has a real or potential business relationship with the Company (e.g. vendor, customer, or investor), and the conference sponsor offers travel or accommodation arrangements or other benefits materially in excess of the Company's standard; or
- A conflict of interest may also arise from an employee's business or personal relationship with a customer, supplier, competitor, business partner, or other employee, if that relationship impairs the employee's objective business judgment.

Employees should attempt to avoid conflicts of interest and he/she who believe a conflict of interest may exist should promptly notify the Company General Legal Counsel. The Company General Legal Counsel will consider the facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate.

### III. Corporate Opportunities

Employees are prohibited from hijacking, taking or directing to a third party, a business opportunity that is discovered through his/her position or the use of corporate property or information, unless the Company has already been offered/presented with and turned down such opportunity.

### IV. Bookkeeping, Reporting and Financial Integrity

The Company's books, records, accounts and financial statements must be maintained in appropriate detail, must properly reflect the Company's transactions and must conform both to applicable law and to the Company's system of internal controls. Further, The Company's public financial reports must contain full, fair, accurate, timely and understandable disclosure as required by law. The Company's financial, accounting and legal counsel are responsible for procedures designed to assure proper internal and disclosure controls, and all employees should cooperate with these procedures.

### V. Confidentiality

In carrying out the Company's business, employees often receive confidential or proprietary information about the Company, its customers, suppliers, business partners or joint venture parties. Employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

### VI. Insider Trading Policy

Federal and state laws prohibit trading in securities by persons who have material information that is not generally known or available to the public. Employees may not:

- a) trade in stock or other securities issued by the Company while in possession of material nonpublic information; or

b) pass on material nonpublic information to others without express authorization by the Company; or

c) recommend to others that they trade in stock or other securities issued by the Company based on material nonpublic information.

The Company has adopted guidelines designed to implement this policy. You are expected to review and follow the Company's Insider Trading Policy. Certain employees must comply with trading windows and/or preclearance requirements when they trade HF Foods securities.

VII. Health and Safety

HF Foods provides a clean, safe and healthy work environment. Each employee has the responsibility of maintaining a safe and healthy workplace by following safety and health rules and practices. You are to report any accidents, injuries and unsafe conditions, procedures or behaviors to his/her immediate supervisor and/or manager.

Violence and threatening behavior are not permitted. Employees must report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol.

VIII. Bribery; Fair Dealing

Employees may not bribe anyone for any reason, whether in dealings with governments or the private sector. Our core value of operation is based on, honesty, trust, responsiveness and openness with our employees, vendors, customers, business partners and stockholders. The company does not seek competitive advantages through illegal or unethical business practices. Employees shall endeavor to deal with colleagues, vendors, customers, business partners and stockholders in a fair manner. No employees shall take unfair advantage or anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practices.

IX. Discrimination and Harassment

The Company emphasizes and provides equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. For more information, see the Company's policies on Equal Employment Opportunity and Workplace Harassment addressed in Appendix 2.

X. Questions; Reporting Violations

Employees should speak with anyone in their management chain or the Company General Legal Counsel when they have a question about the application of the Code or when in doubt about how to properly act in a particular situation.

The Company General Legal Counsel has developed and maintains reporting guidelines for employees who wish to report violations of the Code. These guidelines include information on making reports to the Company General Legal Counsel and to an independent third party. Please see the Reporting Guidelines in Appendix 1 for information and instructions.

The Company will not allow retaliation against an employee for reporting misconduct by others in good faith. Employees must cooperate in internal investigations of potential or alleged misconduct. Employees who violate the Code of Conduct will be subject to disciplinary action up to and including discharge.

We encourage you to bring any questions regarding this Code of Conduct, any particular circumstances that might arise, or any other questions regarding ethics to the Compliance Officer, who is our General Counsel, David Puryear, and Associate General Counsel, Robert J. (“Joe”) Lingle. You can reach either of them in person, by phone at (336) 218-0227, or by email at [puryear@puryearandlingle.com](mailto:puryear@puryearandlingle.com) or [lingle@puryearandlingle.com](mailto:lingle@puryearandlingle.com).

An important part of your commitment to our values and to our ethical standards is your obligation to let us know about actual or suspected violations of the Code of Conduct, suspected violations of laws or regulations that govern Company operations, or other improper conduct. Sometimes there will be a good explanation for what has happened. But if you have legitimate, good-faith concerns about something, we want you to let us know so we can address it.

To report an actual or suspected violation:

- Speak to your supervisor or next level of management, who is required to report misconduct to our General Counsel, Chief Financial Officer (CFO), and/or Chief Executive Officer (CEO);
- Report it directly to the Compliance Officer; or
- Use the confidential Lighthouse Services Hotline to report a violation by telephone or the Internet. The numbers are: (855) 556-0002 (English speaking), (800) 216-1288 (Spanish speaking) and (844) 301-0005 (Mandarin speaking), and the online reporting link is [www.lighthouse-services.com/HFFoodsGroup](http://www.lighthouse-services.com/HFFoodsGroup). The Lighthouse Services Hotline is available 24 hours a day, 7 days a week and is maintained by a third-party vendor. Lighthouse Services Hotline reports may be made anonymously.

#### XI. Whistleblower Compliance

Employees who report actual or suspected violations of this Code of Conduct or other misconduct are protected by our Whistleblower Policy, which you can find at Appendix 1. The Whistleblower Policy is there to encourage and enable employees and others to raise serious concerns internally so HF Foods can address and correct inappropriate conduct. As the Whistleblower Policy provides, we will not tolerate harassment of, or retaliation or adverse employment consequences against an employee who, in good faith, reports a violation of the Code of Conduct or other suspected unethical or unlawful behavior, serves as a witness, or participates in an investigation regarding suspected unethical or unlawful behavior. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline, up to and including termination, and any other penalties as determined by law.

## XII. Waivers

From time to time, the Company may waive certain provisions of this Code. Any employee who believes that a waiver may be called for should discuss the matter with his/her manager, the Chief Executive Officer or Chief Financial Officer, or their equivalents.

Any waiver of the Code for executive officers (including Senior Financial Officers) or directors of the Company may be made only by the Board of Directors and must be promptly disclosed to stockholders along with the reasons for such waiver in a manner as required by applicable law or the rules of the Securities Exchange Commission. Any amendment or waiver of any provision of this Code must be approved in writing by the Board and promptly disclosed pursuant to applicable laws and regulations.

The Company is committed to continuously reviewing and updating its policies, and therefore reserves the right to amend this Code at any time, for any reason, subject to applicable law.

## **Appendix 1 – Reporting Guidelines and Whistleblower Policy**

### **General**

All HF Foods directors, officers, and employees must comply with the Code of Conduct and all HF Foods policies and procedures in the conduct of their duties and responsibilities. As HF Foods directors, officers, and employees, we must act in an ethical manner in fulfilling our responsibilities, and comply with all applicable laws and regulations.

### **Reporting Responsibility**

It is the responsibility of all directors, officers, and employees to report violations or suspected violations of our Code of Conduct or our policies and procedures or actual or suspected illegal or unethical behavior in accordance with this Whistleblower Policy. Such reports must be made in good faith.

Violations may include, but are not limited to, noncompliance with a law, rule, statute, or regulation; misuse of funds; discrimination or harassment; permitting or creating an unlawful hostile work environment; falsification of contracts, reports, or records; conflict of interest; unauthorized disclosure of confidential information; intentional misstatement of business and financial transactions; and other violation of policy.

### **No Retaliation**

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization. No individual who in good faith reports a violation of the Code of Conduct or other suspected unethical or unlawful behavior, serves as a witness, or otherwise participates in the investigation regarding the suspected unethical or unlawful behavior, shall suffer harassment, retaliation or an adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment, and any other penalties as determined by law. Violations of this policy can negate severance agreements.

### **Reporting Violations**

We have an open door policy. We suggest that employees share their questions, concerns, suggestions or complaints with someone in the organization who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. For various reasons, however, an employee may not be comfortable speaking with his/her supervisor or may not be satisfied with the supervisor's response. In such cases, the employee is encouraged to speak with the Compliance Officer or anyone in management whom he or she is comfortable in approaching.

Supervisors are required to report suspected violations of our Code of Conduct or our policies and procedures or suspected illegal or unethical behavior to Human Resources, the CFO and the General Counsel/Ethics Compliance Officer, who have specific and exclusive responsibility to investigate all

reported violations. For suspected fraud, employees should contact HR, the General Counsel/Ethics Officer, the CFO, or the CEO directly.

While we encourage employees to use the avenues available within the organization to raise serious concerns, we realize that there may be occasions in which an employee prefers to use outside reporting. Any employee who wants to remain anonymous and report suspicions of violations of the Code of Conduct or our policies and procedures or suspected illegal or unethical behavior may contact Lighthouse Services, a third-party provider of confidential, anonymous reporting services.

To report a suspected violation to Lighthouse Services call (855) 556-0002 (English speaking), (800) 216-1288 (Spanish speaking) and (844) 301-0005 (Mandarin speaking) or go to [www.lighthouse-services.com/HFFoodsGroup](http://www.lighthouse-services.com/HFFoodsGroup). Your report can be anonymous if you choose. If you are not entirely satisfied with how your report has been handled, please contact the General Counsel/Ethics Officer or CEO so that s/he can look into your concerns immediately. Your appeal should be in writing to help ensure clarity. While we encourage you to be detailed, it is sufficient to say “I wish to appeal my complaint of suspected illegal/unethical behavior.” You may also appeal by using the Lighthouse Services hotline.

### **Investigations and Compliance**

The General Counsel, who also serves as our Ethics Compliance Officer, will ensure compliance and is responsible for investigating and resolving all reported complaints and allegations concerning violations of our Code of Conduct or our policies and procedures or suspected illegal or unethical behavior. The General Counsel shall advise the CEO. Upon receipt of a report of suspected unethical or unlawful behavior, HF Foods will conduct a prompt and fair investigation. The allegations reported will be disclosed only to the extent necessary to conduct the investigation/take corrective action. HF Foods will then take corrective action with respect to any employee or non-employee who has engaged in illegal, unethical, and/or inappropriate behavior, including discipline up to and including termination of the employment or other relationship.

As stated above, the organization will not tolerate any unlawful retaliation against anyone who makes a good-faith complaint, serves as a witness, or otherwise participates in the investigation.

### **Accounting and Auditing Matters**

The Chair of the Audit Committee, or his/her Board designee, shall address all reported concerns or complaints regarding accounting practices, internal controls, or auditing. Unless it is inappropriate for any reason, the General Counsel/Ethics Compliance Officer and the CEO shall work with the Committee Chair until the matter is resolved. If you believe that any employee of the organization or any other individual or entity performing work for or with the organization has engaged in illegal, unethical, or improper activity with regard to the securities laws, accounting standards, accounting controls, or auditing practices, immediately contact the General Counsel/Ethics Compliance Officer, the CEO, or report it through Lighthouse Services at the contacts shown above.

**Acting in Good Faith**

Anyone filing a complaint on a violation or suspected violation of our Code of Conduct or our policies and procedures or suspected illegal or unethical behavior must be acting in good faith and have reasonable grounds for believing the disclosed information is a violation. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality of Your Identity**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **Appendix 2 - Equal Employment Opportunity/Workplace Harassment Policy and Complaint Procedure**

### **Objective**

HF Foods Group is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, HF Foods expects that all relationships among persons in the office will be business-like and free of bias, prejudice and harassment.

HF Foods has developed this policy to ensure that all its employees can work in an environment free from unlawful harassment, discrimination and retaliation. HF Foods will make every reasonable effort to ensure that all concerned are familiar with these policies and are aware that any complaint in violation of such policies will be investigated and resolved appropriately.

Any employee who has questions or concerns about these policies should talk with the director of human resources or a member of management.

These policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions. In other words, no one should make the mistake of engaging in discrimination or exclusion to avoid allegations of harassment. The law and the policies of HF Foods prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further those policies, not to form the basis of an exception to them.

### ***Equal employment opportunity***

It is the policy of HF Foods to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, protected veteran status, citizenship, national origin, genetic information, or any other characteristic protected by law. HF Foods prohibits any such discrimination or harassment.

Our policy of non-discrimination in employment applies to recruitment, hiring, compensation, promotions, transfers, discipline, demotions, terminations, layoffs, access to benefits and training and all other aspects of employment.

Employees with questions or concerns about any type of discrimination in the workplace are encouraged to bring these issues to the attention of their Manager or using the reporting procedures described below. Employees can voice concerns and submit reports without fear of retaliation. Any HF Foods employee

found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

### ***Harassment prohibited***

We will provide a safe and pleasant work environment where everyone is treated with fairness and respect. Harassment on the basis of any protected characteristic is strictly prohibited. Under this policy, harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of his or her race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, marital status, veteran status, citizenship, genetic information, or any other characteristic protected by law, or that of his or her relatives, friends or associates, and that: a) has the purpose or effect of creating an intimidating, hostile or offensive work environment, b) has the purpose or effect of unreasonably interfering with an individual's work performance, or c) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group that is placed on walls or elsewhere on the employer's premises or circulated in the workplace, on company time or using company equipment by e-mail, phone (including voice messages), text messages, social networking sites or other means.

### ***Sexual Harassment***

Sexual harassment is defined as unwelcome sexual advances; requests for sexual favors and other verbal or physical conduct where:

- Submission to such conduct is either an explicit or implicit condition of employment.
- Submission to, or rejection of, such conduct is used as the basis for employment decisions affecting the person involved.
- Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

This policy forbids harassment based on gender regardless of whether the offensive conduct is sexual in nature and regardless of whether it rises to the level of a legal violation. Any unwelcome conduct based on gender is also forbidden by this policy regardless of whether the individual engaged in harassment and the individual being harassed are of the same or are of different genders.

Examples of gender-based harassment forbidden by this policy include (1) offensive sex-oriented verbal kidding, teasing or jokes; (2) repeated unwanted sexual flirtations, advances or propositions; (3) verbal abuse of a sexual nature; (4) graphic or degrading comments about an individual's appearance or sexual activity; (5) offensive visual conduct, including leering, making sexual gestures, the display of offensive sexually suggestive objects or pictures, cartoons or posters; (6) unwelcome pressure for sexual activity;

(7) offensively suggestive or obscene letters, notes or invitations; or (8) offensive physical contact such as patting, grabbing, pinching, or brushing against another's body.

### ***Retaliation***

HF Foods encourages reporting of all perceived incidents of discrimination or harassment. It is the policy of HF Foods to promptly and thoroughly investigate such reports. HF Foods prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports.

### **Reporting an Incident of Harassment, Discrimination or Retaliation**

HF Foods encourages reporting of all perceived incidents of discrimination, harassment or retaliation, regardless of the offender's identity or position. Individuals who believe that they have been the victim of such conduct should discuss their concerns with their immediate supervisor, any member of management, or the General Counsel/Compliance Officer. See the complaint procedure described below.

In addition, HF Foods encourages individuals who believe they are being subjected to such conduct to promptly advise the offender that his or her behavior is unwelcome and to request that it be discontinued. Often this action alone will resolve the problem. HF Foods recognizes, however, that an individual may prefer to pursue the matter through complaint procedures.

### **Complaint Procedure**

Individuals who believe they have been the victims of conduct prohibited by this policy or believe they have witnessed such conduct should discuss their concerns with their immediate supervisor, human resources, any member of the personnel practices committee or any ombudsman.

While we encourage employees to use the avenues available within the organization to raise serious concerns, we realize that there may be occasions in which an employee prefers to use outside reporting. Any employee who wants to remain anonymous and report suspicions of violations of the Nondiscrimination/Anti-Harassment Policy or our policies and procedures or suspected illegal or unethical behavior may contact Lighthouse Services, a third-party provider of confidential, anonymous reporting services.

To report a suspected violation to Lighthouse Services call (855) 556-0002 (English speaking), (800) 216-1288 (Spanish speaking) and (844) 301-0005 (Mandarin speaking) or go to [www.lighthouse-services.com/HFFoodsGroup](http://www.lighthouse-services.com/HFFoodsGroup). If you are not entirely satisfied with how your report has been handled, please contact the Compliance Officer, who is our General Counsel, David Puryear, or Associate General Counsel, Robert J. ("Joe") Lingle. You can reach either of them in person, by phone at (336) 218-0227, or by email at [puryear@puryearandlingle.com](mailto:puryear@puryearandlingle.com) or [lingle@puryearandlingle.com](mailto:lingle@puryearandlingle.com). Your appeal should be in writing to help ensure clarity. While we encourage you to be detailed, it is sufficient to say "I wish to

appeal my complaint of suspected discrimination/harassment.” You may also appeal by using the Lighthouse Services hotline.

HF Foods encourages the prompt reporting of complaints or concerns so that rapid and constructive action can be taken before relationships become irreparably strained. Therefore, while no fixed reporting period has been established, early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment.

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge.

HF Foods will maintain confidentiality throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action. Acts of retaliation should be reported immediately and will be promptly investigated and addressed.

Misconduct constituting harassment, discrimination or retaliation will be dealt with appropriately. Responsive action may include, for example, training, referral to counseling or disciplinary action such as a warning, reprimand, withholding of a promotion or pay increase, reassignment, temporary suspension without pay, or termination, as HF Foods believes appropriate under the circumstances.

Knowingly false and malicious complaints of harassment, discrimination or retaliation (as opposed to complaints that, even if erroneous, are made in good faith) may be the subject of appropriate disciplinary action.