

DIRECTORS' CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

This Code of Conduct and Ethics ("**Code**") is to provide the fundamental guiding principles and standards applicable to Directors where such principles and standards are founded based on high standards of professional and ethical practices.

The Directors acknowledge that they must exercise judgement in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as directives and policies of the Company and the provisions of the Constitution of companies within the Group.

2. PRINCIPLES

The principles of this Code are drawn and derived from the Malaysian Code on Corporate Governance, Code of Ethics for Company Directors issued by Companies Commission of Malaysia and other best practices in Malaysia, where relevant.

2.1 Duty to act in the best interest of the Group

Directors have a duty to act in good faith, responsibly with due care, competence and diligence without allowing their independent judgement to be subordinated having regards to the best interest of the Group and fulfil their fiduciary obligations to the Company and its shareholders.

2.2 Integrity

Directors discharge and perform their duties to the Group, its shareholders and other stakeholders by honestly observing high standards of ethical behaviour and abiding by all laws, rules and regulations.

2.3 Accountability

Directors exercise independent oversight and make decisions solely on merits.

2.4 Sustainability

Directors take into account sustainability considerations in setting the strategy directions of the Group.

3. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every Director in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations including the Constitution of the Company and its subsidiaries and guidance and directives issued by the relevant authorities.

4. CONFLICT OF INTEREST

4.1 Directors should avoid business, financial or direct or indirect interest or relationship which conflict with the interest of the Company or which divides his/her loyalty to the Company. A conflict of interest occurs when an individual private interest interferes in any way with the interest of the Company or its subsidiaries.

4.2 Directors are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and if so required by the relevant Board/Board Committees, to recuse themselves from any deliberation and decision relating thereto.

4.3 Where a potential or actual conflict arises, every Director shall adhere to the procedures provided by the relevant laws (*including the Companies Act 2016 and ACE Market Listing Requirements*).

5. ANTI-BRIBERY AND ANTI-CORRUPTION

5.1 To observe high standards of business, professional and ethical conduct, Directors (whether acting in their own capacity or on the Group's behalf) are committed to refrain themselves from offering, giving or receiving any gift and any other form of benefits (in kind, cash advantages and/or favour) from persons or entities who deal with the Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

6. ANTI-MONEY LAUNDERING

6.1 Directors do not tolerate any form of money laundering activities. Appropriate measures shall be implemented to know who the Company is doing business with to prevent the Company's financial transactions from being used by others to launder money.

6.2 Directors shall be made aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.

6.3 Directors are expected to be mindful of the risk of the Company's business being used for money laundering activities and to promptly raise any suspicious transactions to the Company.

7. COMPANY ASSETS

- 7.1 Every Director has a duty to safeguard the Company's assets, including its physical premises, equipment and facilities as well as records and information/data (both physical and electronic means)
- 7.2 Company's assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

8. CONFIDENTIALITY

- 8.1 Directors may come into possession or access to confidential, sensitive and non-public information ("**Inside Information**") in the course of their directorship with the Group. Directors must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- 8.2 The obligation to preserve the Group's Inside Information is on-going even after an individual ceases to be a Director of the Company or its subsidiaries.

9. INSIDER TRADING

- 9.1 Directors who possess Inside Information shall not deal in securities and/or communicate such information to any unauthorised persons, for the benefit of himself or any other connected persons.
- 9.2 When dealing in securities, a Director shall comply with the relevant laws on trading in securities and observe the processes and procedures as set out in the disclosure requirements of the ACE Market Listing Requirements, the Companies Act 2016, Capital Markets and Services Act 2007 and the Company's guidelines.

10. WAIVER

Any waiver of the application of principles/standards set forth in this Code may only be made by the Board or an authorised Board Committee, as it deems fit and appropriate.

11. REPORTING OF VIOLATION OF CODE

Directors must immediately report any concern about possible/actual breaches of this Code by any Director to the Chairman (or Senior Independent Director, where applicable) and strictly observe the relevant internal document i.e. Whistleblowing Policy and Procedures.

12. ENFORCEMENT OF CODE

In the event of any violation of this Code by any Director, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances or may take necessary action to ratify on the non-compliance by Directors.

13. REVIEW OF CODE

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in the Company's vision, values and business plan.