

SPB DEVELOPMENT BERHAD
CODE OF CONDUCT AND BUSINESS ETHICS

1. INTRODUCTION

- 1.1 SPB Development Berhad (“**Company**”) and its subsidiaries (“**Group**”) are committed to conducting its business in a legal and professional manner while maintaining the highest standard of integrity and business ethics.
- 1.2 This Code of Conduct and Business Ethics (“**Code**”) sets out the underlying values, commitment, dedication, diligence and professionalism contributing towards the social and environmental growth of the surroundings in which the Group operates.
- 1.3 The purpose for formulating this Code is part of the Company’s efforts to cultivate corporate accountability at each individual level in order to ensure an ethical corporate environment can flourish and enable the Company to consistently reach high standards of corporate governance, corporate social responsibility (“**CSR**”) and professionalism.
- 1.4 This Code is applicable to all Directors, senior management (“**Senior Management**”) and employees including full time, probationary, contract and temporary staff (for the purpose of this Code, the Directors, the Senior Management and all employees are collectively known as “**Employee(s)**”) of the Group.
- 1.5 Third-parties engaged to act on behalf of the Group are also required to adhere to this Code and to similarly maintain the highest standards of conduct and business ethics.
- 1.6 This Code is not a comprehensive guide that covers every ethical situation an Employee may encounter in his or her course of work. Any circumstance which is not covered by this Code or in case of any doubt, the Employee shall refer to his/her Head of Department or the Human Resources Department for clarification or guidance.

2. OBJECTIVES

- 2.1 This Code provides guidance on how and in what manner should the conduct of ethical practices be when undertaking business on behalf of the Group.
- 2.2 The objectives of this Code are as follows:
 - (a) to articulate the high standard of honesty, integrity and ethical behaviour expected of the Employees throughout the Group;
 - (b) to ensure that the Group’s business interaction should not in any circumstances, be tainted by any malpractices;
 - (c) to improve self-discipline of the Employees in order to provide good quality services;
 - (d) to ensure that the Employees act in the best interest in fulfilling fiduciary obligations to the Group;
 - (e) to ensure that the Employees conduct themselves professionally, courteously and respectfully in manner and not take improper advantage of their positions;
 - (f) to ensure that the Employees act in good faith, responsibly, with due care and diligence, without allowing their independent judgement to be subordinated;
 - (g) to ensure that the Employees use their prudent judgement to prevent from all situations and/or decisions which give or may give rise to conflict of interest or potential conflict with his or her responsibilities within the Group;

- (h) to ensure that the Employees do not exploit for their own personal gain through using corporate property, information or position, unless otherwise proven that the Group is not interested to pursue such opportunity;
- (i) to prohibit unauthorised use of the Group's assets for the Employees' own personal interests;
- (j) to deter holding out or misrepresentation of the Group or the Senior Management; and
- (k) to avoid illegal, unethical or otherwise improper acts and ensure compliance with applicable laws, rules and regulations.

3. RESPONSIBILITY AND COMPLIANCE WITH THIS CODE

- 3.1 Employees shall be aware of their responsibility to act in accordance with the policies, principles and guidelines detailed in this Code, and any update or amendment which may be issued from time to time by the Group.
- 3.2 Employees should be responsible in reporting any violations or suspected violations of policies, laws and regulations to the Chairman of the Board of Directors ("**Board**") (in the case of any Director) or the Head of Human Resources Department or such other officer designated by the Group from time to time.
- 3.3 Non-compliance with this Code will be treated seriously and may result in disciplinary action, including the possibility of suspension or dismissal, and if warranted, be subjected to legal proceedings. Violation of applicable laws may subject the accused person to civil and/or criminal penalties imposed by regulatory authorities or courts, in addition to disciplinary action.
- 3.4 This Code is to be read and applied in conjunction with all other related or applicable policies, procedures and guidelines which are established within the Group. In the event of a conflict between the content of this Code and any applicable law, the applicable law shall prevail and Employees shall comply with applicable law.

4. SPECIFIC RESPONSIBILITIES OF THE DIRECTORS

- 4.1 A Director of the Group must exercise his or her powers for a proper purpose and in good faith in the best interest of the Group.
- 4.2 A Director who is appointed by virtue of his/her position as a representative of a shareholder must act in the best interest of the Group in which he/she sits as a member of the Board. In the event of any conflict between his/her duty to act in the best interest of the Group and his/her duty to his/her nominator, he must not subordinate his duty to act in the best interest of the Group to his nominator.
- 4.3 In directing or managing the business and affairs of the Group, a Director must exercise reasonable care, skill and diligence by:
 - (a) applying the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and
 - (b) applying any additional knowledge, skill and experience which the Director has.
- 4.4 A Director is required to among others:
 - (a) maintain a sound understanding of the business, and keep abreast of relevant developments to ensure he/she is able to discharge his/her duties and responsibilities effectively;

- (b) prepare for Board meetings, contribute constructively to Board discussions and decision-making, and conduct due inquiry before approving a matter;
- (c) ensure key transactions or critical decisions are deliberated and decided on by the Board in a meeting; and
- (d) ensure his/her decisions and the basis for those decisions, including any dissenting views, are made known and properly minuted.

5. WORKPLACE CULTURE AND ENVIRONMENT

5.1 Equal Opportunities and Non-Discrimination

- (a) The Group practices the principle of diversity of workforce, equal opportunity, non-discrimination and fair treatment in all aspects of employment, including recruitment and hiring, compensation and benefits, working conditions, training, rewards and recognition, career development and retirement. Employees must strive together to create a workplace where everyone is treated fairly and equally.
- (b) Employees should also endeavour to deal fairly with the Group's customers, suppliers, contractors, competitors and other Employees. None of the Employees shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.
- (c) Employees stand equal when being evaluated or assessed on their skills, knowledge, experience and performance. These are crucial to the overall success of the Group.
- (d) The Group does not tolerate direct or indirect discrimination, victimisation, intimidation, bullying or harassment in the workplace.
- (e) This paragraph is to be read in conjunction with the Group's Gender Diversity Policy, which is available on the Company's website.

5.2 Human Rights

- (a) The Group recognises the importance of maintaining and promoting fundamental human rights in all of our operations. Employees should respect the personal dignity, privacy and rights of each individual they interact with during the course of work and shall not in any way cause or contribute to the violation or circumvention of human rights.
- (b) The Group operates under programmes and policies that:
 - (i) provide fair and equitable wages, benefits and other conditions of employment in accordance with local laws;
 - (ii) provide humane and safe working conditions;
 - (iii) prohibit forced or child labour; and
 - (iv) promote a workplace free of discrimination and harassment.
- (c) The Group is committed to building a work environment where openness, trust and respect are integral parts of corporate culture. Employees are expected to treat each other with respect and to value each other's differences and the diverse perspectives those differences bring.

5.3 Harassment, Threats and Violence

- (a) The Group considers harassment and discrimination to be unjust and damaging to work environment. Employees are expected to obey all existing laws, policies, standards and procedures related to work environment, and to respect fellow colleagues at the workplace.
- (b) The Group will not tolerate any act or threat of violence in the workplace. It undertakes to provide a work environment where employees are treated with respect and free from any form of harassment, threat, intimidation, violence or any other inappropriate behaviour.
- (c) Employees are responsible to report any harassment, intimidation, offensive or inappropriate behaviour. All complaints or grievances will be investigated, and appropriate action will be taken to stop such conduct and prevent future occurrences.

5.4 Protection of Privacy

- (a) Employees are expected to respect each other's privacy. Personal data should be processed only if there is a legitimate business reason to do so or if required by law.
- (b) Employees are expected not to disclose personal and/or confidential information obtained in the workplace or business operations to others without the consent of the individual and/or the Group, unless required by law.
- (c) Employees must take precautionary steps to prevent the unauthorised disclosure of proprietary or confidential information, including protecting and securing documents containing this information.
- (d) This paragraph is to be read in conjunction with the Group's Privacy Notice, which is available on the Company's website.

5.5 Leading by example

- (a) The Board and the Senior Management have the added responsibility for demonstrating, through their actions, the importance of this Code. Ethical behaviour is the product of clear and direct communication of behavioural expectations, modelled from the top and demonstrated by example.
- (b) Directors, managers and supervisors are responsible for promptly addressing ethical questions or concerns raised by Employees and for taking the appropriate steps to deal with such issues.

5.6 Continuous training and development

- (a) The Group believes that the Employees' skills and development are vital to the success of the Group. As such, the Group strives to motivate and retain the best employees by providing continuous training by sending them to relevant courses in order to upgrade their knowledge and skills within their job scope.

5.7 Health, Safety and Environment ("HSE")

- (a) The health of the Employees and the safety of the workplace shall always be a priority concern within the day-to-day operations of the Group. Therefore, every Employee must diligently observe and comply with the safety policies and procedures as well as to raise any concerns which may represent a potential threat to health and safety.
- (b) Employees are responsible for reporting injuries and unsafe work practices or conditions as soon as they are being discovered or become known.
- (c) Employees who are managers and/or managing/engaging third party staff, contractors, consultants and/or Employees working for the Company, shall have the additional responsibility to ensure that all comply with all HSE requirements.

- (d) Employees must be appropriately trained and competent in the specified areas of HSE and be able to apply the same in discharging their duties and responsibilities.
- (e) The Group's occupational safety and health policies shall be revised from time to time to be consistent with industry wide codes of practice to improve the standards of safety and health features.

5.8 Drugs, Alcohol and Prohibited Substances

- (a) Employees are expected to perform their duties and responsibilities free from the influence of any substance that could impair job performance or pose unacceptable safety risk to themselves or others.
- (b) The Group prohibits among others, working under the influence of alcohol, illegal drugs or controlled substances. In addition, the use, possession, distribution or sale of illegal drugs or other controlled substances in the workplace (other than for approved medicinal purposes) is strictly prohibited.

5.9 Social Media

- (a) Employees have the responsibility to protect the Group's brand reputation and image.
- (b) Subject to paragraph 11.5 of this Code, when using private social media accounts, Employees must indicate that the relevant posts reflect only the Employees' personal opinions and do not negatively affect the Group's brand perception.

5.10 Engaging in Political Activity

- (a) Any participation in political activity shall not be carried out during working hours, utilising the Group's resources or brand, and shall be entirely on the Employees' own accord, volition, time and resources.

6. INTEGRITY IN THE MARKETPLACE

6.1 Ensuring Quality of Products and Services and Responsible Sales and Marketing

- (a) The Group is committed to providing quality products and services.
- (b) The Group strives to maintain customers' trust by providing products that are developed in an ethical and responsible manner and follow applicable ethical standards and guidelines.
- (c) The Group is expected to compete vigorously and effectively, but never unlawfully. Hence, the Group shall not overstate or misrepresent the qualities of its products and services.
- (d) The Group shall ensure that its marketing programmes and activities conform to applicable laws and regulations. Whilst making comparisons between competitors' products and services and the Group's products and services, the Group shall always be mindful not to discredit other companies.

6.2 The Group's Customers

- (a) When dealing with its customers, the Group shall always:
 - (i) conduct business on the basis of the Group's superior product quality, customer service and competitive price;
 - (ii) present its services and products in an honest and forthright manner;
 - (iii) avoid unfair or deceptive trade practices;

- (iv) communicate its sales programmes clearly; and
- (v) deliver its promises.
- (b) All the Group's contracts with customers will reflect the importance and value that the Group places on its businesses. If a problem occurs with the quality of a product or service that the Group provides to its customer, the Group endeavours to respond promptly in order to limit the extent of the damage or inconvenience to the customer.
- (c) The Group also strives to take all possible measures to determine the cause of the problem and prevent its recurrence.

6.3 The Group's Suppliers

- (a) All suppliers must comply with the highest requested standard set by the Group as a condition of doing business with the Group. The Group's suppliers include any third-party vendors, consultants, service providers or suppliers.
- (b) The Group holds its suppliers to the same standards of integrity to which the Group holds itself. This is imperative as an unethical or illegal act of a supplier may hurt the Group's reputation and may cause loss of goodwill in the communities that the Group serves.
- (c) The Group's decision on the selection of a supplier is based on merit, quality of service and reputation.

6.4 Community Involvement

- (a) The Group encourages its Employees to participate actively in community welfare, healthcare, education, arts and other cultural activities as well as other philanthropic activities as a good corporate citizen.
- (b) The Group also engages in meaningful and appropriate donations and support activities as social contributions to respond to social issues and community needs relating to the Group's philosophy.
- (c) The Board acknowledges the significance of CSR and views it as an integral part of succeeding in business and contributing to the welfare of Employees in particular and society at large and also to all communities in the environment it operates.

6.5 Environmental-friendly Practices

- (a) In acknowledging its care for the environment, the Group considers safety and environmental factors in all its operating decisions and explores feasible opportunities to minimise any adverse impact from its operations, waste disposals and product quality.
- (b) The Group is committed to protecting the environment by minimising and mitigating environmental impacts throughout the life cycle of operations. Employees should contribute to minimizing the use of finite resources, including energy, water and raw materials. Employees should minimise harmful emissions to environment, including waste, air emissions and discharges to water.
- (c) This paragraph is to be read in conjunction with the Group's Sustainability Policy, which is available on the Company's website.

7. PROTECTION OF COMPANY'S ASSETS AND INFORMATION

7.1 Protection of Group Assets and Resources

- (a) The Group provides the Employees a variety of resources and assets, which may include any licensed software for the Employees to deliver their work. Employees shall safeguard and make proper and efficient use of the assets and resources in compliance with all applicable laws, policies and licensing agreements, and take all necessary steps to prevent loss, damage, misuse, theft, fraud or destruction of the Group's assets and resources.
- (b) Employees have collective responsibilities to detect and report fraudulent activities such as:
 - (i) forgery or alteration of documents;
 - (ii) misappropriation, destruction or disappearance of funds, inventories, supplies or other Company's tangible or intangible assets;
 - (iii) improper handling or reporting of financial transactions;
 - (iv) false, fictitious or misleading entries of reports; and
 - (v) false or misleading statements to those conducting investigation of irregularities.

Suspected irregularities or corruptions must be reported in accordance with the Whistleblowing Policy immediately. Employees are not to discuss their suspicions with anyone other than the investigation team.

- (c) Employees shall not store or view or download or send any materials which are pornographic, sexist, racist or illegal in nature or which can create hatred or ill feelings.
- (d) Employees shall not duplicate copyrighted materials, copy the Group's proprietary software or install unauthorised software into the Group's assets.
- (e) All Employees shall immediately report the theft, loss or misappropriation of any Group's assets and resources, including financial assets, physical assets, information assets and electronic assets to the Senior Management.

7.2 Accuracy of Financial Information

- (a) The Group is committed to ensuring the integrity of financial information for the benefit of the end users and other stakeholders.
- (b) All books, records and accounts must be controlled and maintained so that they are prepared timeously, and conform to generally accepted and applicable accounting principles and to all applicable laws and regulations.
- (c) Falsification of financial or any other records or misrepresentation of information may constitute fraud and can result in civil and criminal liabilities for Employees.
- (d) Reliable internal controls are critical for proper, complete and accurate accounting and financial reporting. Employees must understand the internal controls relevant to their positions and comply with the policies and procedures related to those controls to ensure that effective and reliable business processes are in place.
- (e) Employees are obliged to report false entries or omissions and to highlight questionable or improper accounting in the books and records within the Group.
- (f) The Group reserves the right to report any act of misrepresentation suspected of being criminal in nature to the police or other relevant authorities.

7.3 Confidential Information

- (a) In the performance of duties, Employees may obtain information not generally available or known to the public or the market (“**Confidential Information**”).
- (b) The Group values and protects all proprietary and confidential information. Employees are prohibited from directly or indirectly disclosing, distributing, disseminating, or otherwise making available in any form, Confidential Information to family, friends or any party, unless otherwise authorised by the Group or mandatorily required by law. This applies to disclosures by any medium, including the internet, especially via social media sites (e.g. Facebook, Twitter, YouTube, etc.), internet message boards and/or blogs.
- (c) Employees must take precautionary steps to prevent the unauthorised disclosure of proprietary or confidential information, including protecting and securing documents containing this information.
- (d) Examples of Confidential Information include financial and business forecasts, details of competitive bids, proposed mergers or acquisitions, any information that may affect the Group’s business or share price, and personal records and remuneration.
- (e) Employees must be aware that any unlawful or unauthorised disclosure of Confidential Information may result in irreparable loss or damage to the Group. In such cases, the Group may institute civil and criminal proceedings against the offending party.
- (f) Employees who have left the Group are required to continue to maintain confidentiality of the Confidential Information they acquired in the course of employment with the Group. The copying and retention of the Group’s Confidential Information is not permitted on personal devices.

8. CONFLICT OF INTEREST

- 8.1 Employees should avoid any situation that involves, or appears to involve, a conflict between their personal interests and the interests of the Group and Employees should avoid circumstances that might affect their judgement or impartiality when performing their jobs.
- 8.2 Employees with a conflict of interest must disclose any obligation, commitment, relationship or interest that could conflict or may be perceived to conflict with their duties by making a declaration respective to the Human Resources Department.
- 8.3 Employees shall disclose to the Group if any relative comprises the Employee's spouse, parents, children, brothers, sisters and spouse of child, brother or sister provides any form of goods or services direct or indirect to the Group; or is a competitor, vendor, business partner, contractor or consultant to the Group. Employees shall avoid or abstain from participating in or making decisions on any deal involving the Employee’s relative.
- 8.4 If an Employee’s relative is a competitor or supplier of the Group or is employed by one, Employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Group and to avoid creating a conflict of interest situation.
- 8.5 Where an Employee has a financial interest in a customer, whether as a sole proprietor, partner, shareholder, creditor or debtor, such an interest must be disclosed immediately to the Employee’s immediate superior who in turn should report to the Senior Management. Thereafter, the Employee should not be directly involved in the Group’s dealings with the customer so long as the interest continues to exist. The above restriction does not apply in cases where the Employee has holdings of publicly quoted securities unless the Senior Management considers the interest to be material, and the financial interest is considered likely to impair the objectivity of the Employee concerned. In any case, holdings of five (5) percent or more of the voting shares of a public quoted company would be regarded as material.

- 8.6 When a conflict of interest arises between the Group and the customers or between the Employee and the customers and where such conflict is apparent, the customer should be made aware of the consequences that may arise from the obligation. In assigning duties, supervisors should not place their subordinates in situations where conflict of interest could arise.
- 8.7 It is considered a conflict of interest if an Employee (save for part-time or contract staff) conducts business other than the Group's business during working hours. Where the acquisition of any business interest or participation in any business activity outside the Group and working hours demands excessive time and attention from the Employee, thereby depriving the Group of the Employee's best effort on the job, a conflict of interest also arises.
- 8.8 Before making any commitment, the Employee is to discuss with the Senior Management on possible part-time employment or other business activities outside the Group's working hours. The written approval of the Head of Department or any other designated person should be obtained before the Employee embarks on a part-time employment or other business activities. Approval should be granted only where the interest of the Group will not be prejudiced.
- 8.9 In any event, the Employees shall devote their whole time and attention during working hours to their duties in the Group.

9. RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs")

- 9.1 In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Audit and Risk Management Committee ("**ARMC**") has established review procedures to monitor, track, and identify RRPTs in a timely and orderly manner and to ensure that such RRPTs are carried out on normal commercial terms which are not more favourable to the related party than those generally available to the public.

10. INSIDER TRADING

- 10.1 Insider trading is a criminal offence and is prohibited under the Malaysian laws. Employee is an 'insider' if they have material information not available to the public, which would have an effect on the price or value of the Company's securities ("**Inside Information**"), and know or deemed to know that information is not generally available.
- 10.2 Some examples of Inside Information include:
- (a) financial forecasts;
 - (b) changes in sales, market share or production;
 - (c) changes in debt ratings or analyst upgrades or downgrades of the Company's securities;
 - (d) earnings, dividends or stock splits;
 - (e) proposed mergers, acquisitions or divestitures;
 - (f) marketing plans;
 - (g) strategic plans;
 - (h) new product information; and
 - (i) changes in Senior Management.
- 10.3 If any Employees are in possession of Inside Information, they are not allowed to trade in securities of the Company or another listed company if that information has not been made public, nor influence any third party in dealing with the securities.

- 10.4 Employees shall not disclose Inside Information to anyone outside of the Group, including family members and friends, unless disclosure is required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority.
- 10.5 In addition, Employees are not permitted to engage in activities that are designed to hedge or offset any decrease in the market value of the Company's securities.
- 10.6 Employees must exercise due care when dealing, either purchasing or in the sale of shares of the Company. Employees who commit insider trading, may be subjected to the relevant criminal and civil actions under Malaysian laws which include the Capital Markets and Services Act 2007.

11. COMMUNICATION WITH PUBLIC

- 11.1 The Group's communication to the relevant public must be accurate, consistent and does not violate its corporate confidentiality, applicable policies, laws or sensitivities. Published information may cause significant effect on the Group's reputation and commercial consequences.
- 11.2 Material information from the Group shall be fairly accessible and transparent to the general public and the Group applies non-discrimination policy to receivers of the material information. Selective disclosure is prohibited.
- 11.3 The Group may withhold or delay disclosure of certain material information of which, if released, would undermine the interests of the Group or interests of shareholders in general.
- 11.4 If confidentiality of information is lost or cannot be maintained, the Group shall immediately announce the information to Bursa Malaysia Securities Berhad.
- 11.5 Social media is a very fast changing area. Whilst the Group respects the Employees' rights to freedom of speech, they must be mindful of what is acceptable and what is not to be posted on social media. If Employees are officially posting on behalf of the Group, they must have been authorised to do that, and they must comply with applicable procedures and policies. If it is a personal post, Employees must not give the impression that they are posting on behalf of the Group, and they must be aware that their comments may implicate the Group even if they had posted it as a personal post. These requirements apply to postings done during or after working hours, regardless of whether Employees are using their own or the Group's equipment or devices.
- 11.6 In general, Employees should not respond to any unproven news and stand in any position to speak on behalf of the Group as a whole. This is to prevent any undesirable impact to the interests of the Group or shareholders in general unless it is required by the relevant authority.

12. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

- 12.1 In line with the Group's policy and zero-tolerance approach against bribery and corruption, the Group has established and adopted the Anti-Bribery and Anti-Corruption Policy to provides principles, guidelines and requirements on how to deal with bribery and corrupt practices that may arise in the course of daily business and operation activities within the Group.
- 12.2 Employees are required to strictly comply with the Anti-Bribery and Anti-Corruption Policy which is available on the Company's website. As a general rule, Employees shall not, directly or through any third parties, offer, give, solicit or accept any bribes in order to achieve any business or personal advantage for themselves or others or engage in any transaction that contravene any applicable anti-bribery or anti-corruption laws.
- 12.3 The abuse of authority/power is the improper use of a position of influence, power or authority by an individual towards others. This is particularly serious when the alleged offender misuses his or her influence, power or authority to negatively influence the career or employment conditions (including, but not limited to, appointment, assignment, contract renewal, performance evaluation or promotion) of other individuals, Abuse of authority can include a one-time incident or a series of incidents. It may also consist of conduct that creates a hostile or abusive work environment,

which includes, but is not limited to, the use of intimidation, threats, blackmail or coercion. Decisions made through the proper use of managerial and supervisory responsibilities are not considered as abuse of authority.

- 12.4 Employees shall be aware that everyone in the Company is treated with dignity, is valued as a contributor and that abuse of power and gender discrimination are not tolerated. Employees shall report incidents of abusing of power, or has reason to believe abusing of power is occurring, to their immediate superior or adhere to the Whistleblowing Policy.
- 12.5 The Group adopts “No Gift Giving” practice whereby the Employees and their relatives are prohibited from providing and receiving gifts, directly or indirectly, to and from any third party.
- 12.6 Under no circumstance should any Employees accept gifts in the form of cash or cash equivalent (e.g. gift certificates, vouchers, loans, commission, coupons, discounts, payment on behalf, using and possessing complimentary assets and other related forms).
- 12.7 Corporate gifts can be made as business courtesy only and they are to be distributed in social events in a transparent manner. The gifts are to bear the Group’s logo printed on obvious positions of the gifts and they must not be tailored only to a particular group of persons.
- 12.8 The Group strictly prohibits any of its Employees from soliciting entertainment and corporate hospitality nor are they allowed to accept entertainment and corporate hospitality that is excessive, inappropriate, illegal or given in response to, in anticipation of, or to influence a favourable business decision, particularly from parties engaged in a tender or competitive bidding exercise, or supply arrangement.
- 12.9 The Employees are strictly prohibited from providing or offering entertainment and corporate hospitality on behalf of the Group with a view to improperly cause undue influence on any party in exchange for some future benefit or result.

13. ANTI-MONEY LAUNDERING POLICY

- 13.1 Money laundering is a process by which persons or groups try to conceal, convert and transfer the proceeds from illegal activities to a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia.
- 13.2 The Group strongly objects to all practices related to money laundering which include dealing in the proceeds of illegal and criminal activities and/or terrorism financing. As such, the Group has established and adopted the Anti-Money Laundering Policy to provide a framework for compliance with applicable laws and regulatory guidelines in reporting of any suspicious transactions or activities within the Group.
- 13.3 Employees are required to strictly comply with the Anti-Money Laundering Policy which is available on the Company’s website. As a general rule, Employees should always ensure that they are conducting business with reputable customers, for legitimate business purposes and with legitimate funds.
- 13.4 Employees also need to be mindful of the risk of the Group’s business being used for money laundering activities and if they suspect money laundering activities, they should report it to their respective Head of Department, or the relevant person designated by the Group.

14. WHISTLEBLOWING POLICY

- 14.1 The Company has put in place a Whistleblowing Policy, which is available on the Company’ website, to uphold the highest standards of professionalism, integrity and ethical behaviour in the conduct of its business and operations.

- 14.2 The Whistleblowing Policy sets out procedures which enables the Employees and members of the public to raise genuine concerns regarding actual or suspected unethical, unlawful, illegal, wrongful or other improper conduct and also sets out the process for managing any action, intimidation or harassment against a whistleblower.
- 14.3 The Whistleblowing Policy offers protection to those who make their concerns known in good faith and if the disclosure has been made to the appropriate person. Any concerns raised will be investigated and a report and update will be provided to the Board, through the ARMC.
- 14.4 The identity of the whistleblowers will be kept confidential when raising concerns or report any violations of this Code and/or the Whistleblowing Policy, unless required to be declared under the law.

15. ADMINISTRATION OF THIS CODE

- 15.1 Employees have their right and responsibility to ensure that any instance of actual or suspected violation of this Code is reported promptly.
- 15.2 When the Employees raise a concern or report a violation, their identities will be kept confidential. However, the consent will be sought should there be a need to disclose the Employee's identity for investigation purposes.
- 15.3 The Group expects all parties to act in good faith and have reasonable grounds when reporting a concern or issue. If allegations are proven to be malicious, parties responsible may be subject to appropriate action, up to and including legal action, where applicable.
- 15.4 The Group makes every effort to maintain the confidentiality of any individual who reports concerns and possible misconduct. The Group does not tolerate retaliation against individual who discloses any actual or suspected violations in good faith.
- 15.5 Any Employee who retaliates against others who make a report in good faith will be subject to disciplinary action up to and including termination of employment or dismissal.
- 15.6 The Group shall investigate reported concerns promptly and confidentially with the highest level of professionalism and transparency. All internal investigations and audits are conducted impartially and without predetermined conclusions. Each and every Employee shall be expected to cooperate fully with audits, investigations and any corrective action plans, which may include areas for continued monitoring and assessment.
- 15.7 Where external investigations are required, every Employee shall appropriately respond to, cooperate and shall not interfere with, any lawful government inquiry, audit or investigation.

16. REVIEW OF THIS CODE

- 16.1 The ARMC is responsible for regular reviews of this Code, at least once every three (3) years, and making any recommended changes to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices or any other applicable regulatory requirements.
- 16.2 Any revisions and/or changes to the terms of this Code as recommended by the ARMC shall be subject to the approval of the Board.
- 16.3 The Board should disclose the application of this Code in the Annual Report and on the corporate website of the Company.

This Code is approved and adopted by the Board on 18 July 2024.