

CODE OF CONDUCT & ETHICS

1. INTRODUCTION

Mah Sing Group Berhad, its subsidiaries, joint venture companies, associates and related company or companies (“**the Group**”) remain committed in promoting good business conduct, ethical behaviours and maintaining a healthy corporate culture within the Group.

The Code of Conduct and Ethics (“**Code**”) sets out the standards of business ethics and conduct. It serves as a term and condition for all directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group to adhere to act, behavior and conduct themselves in accordance with this Code including joint venture partners. A joint venture partner means in relation to a shareholder of a company within the Group, where that shareholder has, direct or indirect, control of the affairs or management of that company whether through the ownership of voting securities, by contract or otherwise.

2. CORE AREAS OF CONDUCT

2.1 Compliance to the Applicable Laws, Rules and Regulations

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group shall comply with all applicable laws, rules and regulations in the actions and dealings with the Group.

2.2 The Group’s Proprietary Information

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group shall

(i) except where authorised or required by their duties, not to disclose or reveal or make available, directly or indirectly to third parties any of the Group’s trade secrets, confidential operations processes or dealings, or any information concerning the business, finances, transactions or affairs of the Group which may come to their knowledge during their employment/engagement;

(ii) To take all reasonable precaution and keep with complete secrecy all confidential information entrusted to them and shall not use such information in any manner which may prejudice, injure or cause loss either directly or indirectly to the Group and

disciplinary action(s) will be taken against those personnel who breach this provision and/or disclose such proprietary information to anyone without prior written approval from the Group.

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This restriction shall continue to apply after cessation of employment or termination of any engagement and/or agreement without any limit in point of time. It also applies to information or knowledge which may come into the public domain through unauthorised disclosures.

Upon cessation of employment/engagement and/or with the Group, all documents, data or other requisites, confidential or otherwise, obtained or made during the course of employment/engagement and/or agreement with the Group, pertaining to the business and/or affairs of the Group shall be surrendered to the Group and he and/or she shall be restrained from using such information derived therefrom.

2.3 **Price-Sensitive Information and Dealings in Securities**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group must not use price sensitive non-public information, which may affect the prices of the listed securities of the Group when it becomes publicly known ("**Price-sensitive Information**"), for personal benefit.

Those in possession of the Price-sensitive Information must not deal in listed securities of the Group or to provide information to others to deal in the listed securities of the Group.

2.4 **Business Records and Control**

The preparation and maintenance of accurate and adequate business records are the responsibilities of each relevant party. All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group shall not authorize, mislead, make, enter improper entry into any records, documents, books, data, accounts of the Group. All books, records, data, documents and/or accounts should conform to reflect on its true status and for accounts to generally accepted and applicable accounting standards in compliance with all applicable laws, rules and regulations.

2.5 **Protection of Assets and Funds**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group are expected to exercise their judgment in a manner that protect and promote efficient use of the assets and funds of the Group in legitimate business purposes only, and not for use of personal gain.

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2.6 Conflict of Interest

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group are required to act in good faith and in a manner which is responsible and in accordance with high standards of honesty, transparency and accountability and avoid acting in conflict of interest with the Group.

When there is a conflict of interest between personal and the Group that is likely affect the business of the Group it must be avoided but if need be, declared to the Group prior any decision, action, step is taken to act on it an/or abstain from any deliberation and decision made on it.

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group must not use their positions in the Group or in any engagement and/or agreement with the Group or misuse of information gained in the course of their engagement and/or agreement without prior consent of the Group.

For directors, staff, employee and/or contract workers of the Group, the following situations (but not exhaustive) could lead to real or potential conflict of interest:

- (a) Working for any organization (e.g. holding key positions, consulting, free-lancing, working part-time) or managing a business outside the Group that is competing directly or indirectly with any of the Group's businesses (both during and after official working hours).
- (b) Having a direct or indirect financial relationship (e.g. holding directorship, partnership, shareholding, etc.) with the Group's existing or potential competitors, suppliers or customers (exception to this is holding insignificant stock interests in public companies or the employee had been given ESOS by their prior employer).
- (c) Taking part in business decisions or managing a project/contract where the directors, staff, employee and/or contract workers of the Group or their related parties have direct or indirect interest.
- (d) Diverting of any potential business opportunities of the Group, for personal gains.
- (e) Divulging confidential information of the Group to any third party for personal gains.

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- (f) Accepting gifts or any other form of special favours from both current and potential business partners of the Group particularly in those cases where any such gifts or any other form of special favours which is being made in order to influence director, staff, employee and/or contract workers of the Group actions and decisions.
- (g) Indulging in private businesses of any nature such as direct selling, selling food, etc. during office hours and using the Group's facilities such as fax, photocopying machines, telephones, hand phones, etc.

2.7 General Conduct for directors, staff, employee and/or contract workers of the Group

All directors, staff, employees and/or contract workers of the Group,

- (a) shall faithfully and diligently perform his duties and shall endeavour to the utmost of his or her abilities to promote the good standing and business interest, welfare and image of the Group in general at all times.
- (b) shall apart from carrying on his or her specifically assigned duties obey and comply with all reasonable and lawful orders and directives from the Group. Directors and Employees are advised to observe faithfully all rules, regulations and policies which may be applicable to the Group in general at all times.
- (c) shall do their utmost and undertake to cooperate fully with their colleagues.
- (d) are expected at all times to maintain the highest standards of professionalism and integrity in all that the employees do, including communications with colleague, customers, clients, suppliers and the public and refrain from using intemperate and foul languages and words. These standards apply to communications that are verbal, written (for example, memo, letter or report) and electronic (including but not limited to fax, email, mobile phone text messages, telephone, voicemail or internet).
- (e) Any complaint and dissatisfaction by any director, staff and/or employee and/or contract workers of the Group against another must be channeled to the proper authority set up by the Group and all directors and/or employee is restrained from using any other kind of communication and/or publication e.g. through social media and such like to ventilate their grievances. Further, material that is likely to cause annoyance, inconvenience, or offense to other colleagues, including inappropriate jokes, should not be sent or shared.

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2.8 Occupational Health, Safety and Environment (“HSE”)

The Group is committed to providing a safe and healthy workplace for all directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group, working at its facilities and minimizing the impact of its operations on the environment.

All of them must conscientiously and diligently comply with all HSE requirements, measures, work rules and standard operating procedures set out in manuals, handbooks and documents issued by the Group as amended and updated from time-to-time and applicable laws and regulations.

2.9 Alcohol and Drug Free Work Place

In the event, if directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group is found within the working area of the Group in the state of intoxication or in the influence of drugs, severe disciplinary action will be taken against him.

Appropriate disciplinary action will also be taken against any superior or line manager who is aware of alcohol or drug abuse by their subordinate but who condone to (do not take appropriate actions to deal with) the matter as other employees will be affected / endangered by such action.

Any suspicion or knowledge of such abuses must be reported to the Head of Department / People Department immediately. The Group may subject staff and/or employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group to undergo tests for unlawful drug consumption, etc. as and when required.

2.10 Sexual Harassment

The aim of the Group is to provide a safe and conducive working environment. Sexual harassment of any nature at the workplace or outside workplace as a result of employment, contractual and/or engagement responsibilities or employment relationships is prohibited and will not be tolerated or condoned by the Group. The Group has zero tolerance towards such behavior.

The Group, via People Department will investigate all complaints of sexual harassment fairly and will proceed with the appropriate action against the employee(s) concerned based on available evidence. Disciplinary action will not only be confined to the harasser but will also include the complainant if such complaint is found to be falsely made. In this respect, if the punishment for sexual harassment is dismissal, the same will apply to the complainant who makes false accusations of such sexual harassment.

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2.11 **Fighting Corruption and Unethical Practices**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group

- (a) are prohibited from soliciting, accepting or obtaining or agreeing to accept or attempting to obtain from any party for their own benefit or for any other party, any bribe or gratification as an inducement or a reward for doing or forbearing to do, or for having done or forborne to do any act in relation to the Group's affairs or business
- (b) shall not offer, promise or give any bribe as an inducement or a reward for doing or forbearing to do or for having done or forborne to do any act in relation to the Group's affairs or business,
- (c) shall ensure that any 3rd party who has dealings with the Group understands and accepts the Group's policies prohibiting bribery and corruption. Such 3rd party must comply with such policies when performing work or services for or on behalf of the Group.

2.12 **Money Laundering**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group shall comply with applicable anti money-laundering laws.

2.13 **Data Protection**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group must comply with the Group's policies and applicable laws concerning the protection of personal privacy, including the protection of personal data.

2.14 **Intellectual Property**

All directors, staff, employees, contract workers, contracting parties, goods and services providers and all those who have dealings, arrangements and trading with the Group must comply with all laws and contractual obligations regarding intellectual property rights of the Group and other parties, including patents, copyrights, trade secrets, and other proprietary information.

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3. REPORTING OF VIOLATIONS OF THE CODE

Any suspected violation of the Code is to be communicated to the People Department or the Chairman of the Audit Committee. Violations will be investigated and appropriate action will be taken. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

4. REVIEW OF THE CODE

This Code is subject to review by the Board of Directors of the Group to ensure that it continues to remain relevant and appropriate at all material time.