

Boustead
Holdings
Berhad



CODE of ETHICS & CONDUCT

TABLE OF CONTENTS

1	PRELIMINARIES	4
1.1	Executive Summary	4
1.2	Objectives	5
1.3	Definitions	6
1.4	Scope	6
1.5	Interpretation	6
1.6	Ethical Conduct Checklist	6
2	CODE OF ETHICS STATEMENT	7
3	CODE OF CONDUCT STATEMENT	8
3.1	Underlying Principles	8
3.2	Responsibilities and Accountability	8
4	BOUSTEAD GROUP CODE OF CONDUCT	10
4.1	CONFLICT OF INTEREST	10
4.1.1	Outside Board Membership	10
4.1.2	Financial Interest	10
4.1.3	Outside Employment or Business	11
4.1.4	Activities Outside the Group	11
4.1.5	Co-Worker Romantic Relationship	11
4.2	ILLEGAL GRATIFICATION AND BUSINESS COURTESIES	12
4.3	CONFIDENTIAL INFORMATION	12
4.3.1	Records	12
4.3.2	Insider Trading	13
4.4	COMPANY PROPERTIES	14
4.4.1	Intellectual Properties	14
4.4.2	Use of Properties (Equipment, Facilities and Resources)	15
4.5	FINANCIAL AND ACCOUNTING INTEGRITY	18
4.5.1	Proper Disbursement of Funds and Other Assets	19
4.5.2	Proper Recording and Documentation	19
4.5.3	Records and Documents Retention	19
4.5.4	Procurement Practices	19
4.5.5	Anti-Money Laundering Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001	20

4.6	DISCLOSURE OF OVERPAYMENTS	20
4.7	PUBLIC IMAGE	21
4.7.1	Public Appearance	21
4.7.2	Media Communication and Public Statement	21
4.7.3	Business Communication	21
4.8	OCCUPATIONAL SAFETY, HEALTH, SECURITY AND THE ENVIRONMENT	22
4.8.1	Occupational Health, Safety and Security	22
4.8.2	Environment	24
4.9	EXAMPLES OF GENERAL MISCONDUCT	24
4.9.1	Abuse and/or Inappropriate Use of Computer/Information and Communication Technology/Social Media	24
4.9.2	Acts of Dishonesty and Fraud	25
4.9.3	Acts of Disrespect and Insubordination	26
4.9.4	Acts of Violence, Inappropriate Behaviours and Criminal Offences	26
4.9.5	Alcohol, Drug and Gambling	28
4.9.6	Appearance	28
4.9.7	Business Conduct	29
4.9.8	Lateness, Absenteeism and Attendance	30
4.9.9	Gender/Race/Religion Related Offences	30
4.9.10	Work Performance	30
4.9.11	Others	30
5	OTHER POLICIES	32
5.1	Whistleblowing	32
5.2	Workplace Bullying	33
5.3	Sexual Harassment	33
5.4	Criminal Breach of Trust	34
5.5	Equal opportunity	34
5.6	Donation and sponsorship	34
5.7	Duty to report breaches and violations	35
5.8	Disciplinary Procedures	35
5.9	Employee Grievance Procedures	35

1 PRELIMINARIES

1.1 EXECUTIVE SUMMARY

Boustead Group is committed to maintain the highest standards of integrity and professionalism in its business dealings. At all times, we strive to comply with the laws of the country and to conduct ourselves at the highest level of ethical behaviour.

The Code of Ethics and Conduct (hereafter referred to as the Code) is part of the Management's efforts to promote and instill in our employees, the standard of ethical conduct expected of them.

The Code has been enhanced to guide and help us identify any potential problems. Although the Code cannot address every situation, it summarizes Boustead Group's responsibilities and expectations for both employees and Management's ethical conducts. It will help us to recognize situations that might create an ethical issue and help us decide what to do.

It is the responsibility of each and everyone to understand and comply with the Code. The Management reserves the right to initiate disciplinary and/ or legal action against anyone found to be in contravention of the Code.

1.2 OBJECTIVES

The Code shall serve as our formal commitment to always conduct ourselves professionally and do business in a transparent, appropriate, and fair manner. The objectives of the Code are:

- a. To define acceptable behaviours.
- b. To assist us in living up to high ethical business standards.
- c. To convey to all Board of Directors, employees, and External Parties that the Boustead Group shall under no circumstances allow its ethical principles to be compromised.
- d. To promote awareness and understanding among all and External Parties that failure to comply will result in the appropriate disciplinary action.

1.3 DEFINITIONS

- a. **Boustead Group** or the **Group or Company** refers to Boustead Holdings Berhad and its subsidiary companies.
- b. **Chairman** refers to the Chairman of Boustead Holdings Berhad.
- c. **Code** refers to this Code of Ethics and Conduct.
- d. **Group Chief Executive Officer (GCEO)** refers to the Group Chief Executive Officer of Boustead Holdings Berhad.
- e. **Human Resource** refers to either the Group Human Capital Management Department of Boustead Holdings Berhad or the Human Resource Department of the respective subsidiary companies.
- f. **Head of Human Resource** refers to either the **Group Chief People Officer (GCPO)** of Boustead Holdings Berhad or the Head of Human Resource of the respective subsidiary companies.
- g. **External Parties** refers to stakeholders including business associates, customers, shareholders, contractors and vendors, government officials, agency officials, financial institutions and other parties having dealings directly or indirectly with the Group.
- h. **Management** refers to the GCEO, Divisional Directors, Head of Business Units and Head of Departments of the Boustead Group.
- i. **Family or Families** in relation to a person, means -
 - (i) spouse of the person;
 - (ii) lineal ascendant or descendant of the person;
 - (iii) brother or sister of the person;
 - (iv) parents of the person;
 - (v) brother or sister-in-law of the person;
 - (vi) lineal ascendant or descendant of a spouse person;
 - (vii) uncle, aunt, or cousin of a person;
 - (viii) stepchild /adopted child.

1.4 SCOPE

The Code shall apply to all where applicable, Board of Directors (BOD), employees, and External Parties. For subsidiary companies abroad, if there is a conflict between this code and the local laws, the latter shall prevail.

1.5 INTERPRETATION

- a. Words referring to the masculine gender shall be deemed to include the feminine gender, unless otherwise stated.
- b. Words referring the singular shall be deemed to include the plural and vice versa.
- c. In case of any doubt, the interpretation of the Management shall be taken as conclusive and final.

1.6 ETHICAL CONDUCT CHECKLIST

To assist everyone in determining whether a conduct is ethical or not, they should consider whether the conduct:

- a. Reflects the Group's Core Values.
- b. Conflicts with the Group's interest.
- c. Brings adverse implications to oneself, other employees, External Parties, and the Group.

2 CODE OF ETHICS STATEMENT

Code of Ethics is a statement of the ethical principles, values and behaviours expected of all members of the Group. It is intended to assist everyone to identify and resolve ethical issues that might arise during their employment. The Code of Ethics puts forward a set of general principles in the best interest of the Group rather than detailed prescriptions.

The Group strives to achieve the highest standards of ethics. Our Code of Ethics emphasizes the importance of upholding our Core Values which are, Creativity, Integrity, and Innovation. We must be committed to these Core Values and must share these responsibilities.

CORE VALUES

- ✓ Creativity
- ✓ Integrity
- ✓ Innovation

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Our Core Values establish a sense of shared principles, beliefs and ethical standards within the Group that guide our actions and behaviours. A business of high principles generates greater drive and effectiveness and serves as the best foundation for our future direction.

3 CODE OF CONDUCT STATEMENT

The Code of Conduct is based on principles, values and behaviours outlined in the Code of Ethics. It applies to all and sets out to be integral to our terms and conditions of service.

3.1 UNDERLYING PRINCIPLES

In the heart of the Code of Conduct are the seven (7) principles that everyone must observe:

- a. To uphold highest level of integrity and professionalism in all dealings, at all times.
- b. To avoid conflict of interest.
- c. To avoid misuse or abuse of position.
- d. To prevent misuse of information gained through the Group's operation, either for personal gain or for any purpose other than that intended by the Group.
- e. To ensure confidentiality of information, communication and transactions conducted by the Group.
- f. To ensure transparency and justice.
- g. To create a respectful workplace environment and culture.

3.2 RESPONSIBILITIES AND ACCOUNTABILITY

a. Board of Directors (BOD) & employees

We are required to understand the Code and comply as a matter of course. Therefore, ignorance of the existence of this Code or of any part of its provisions or of any amendment or variation to it is not and will not be accepted as an excuse for its breach.

The Management has the added responsibility of leading according to these practices, in both words and actions. They must promote compliance and ethics by example. They are also responsible for promoting open and honest two-way communications to facilitate discussions especially in situations where the application of the Code, or any part of it, may be unclear.

The Management should not only play an exemplary role but should also diligently be on the lookout for indications where unethical and improper business conduct is taking or has taken place.

b. External Parties

All External Parties are required to conform to the principles documented in the Code for all dealings with the Group.

4 BOUSTEAD GROUP CODE OF CONDUCT

4.1 CONFLICT OF INTEREST

Everyone shall be alert to actual and perceived conflict of interest situations and shall diligently assess and avoid such activity or situation.

The common types of conflicts and requirements are addressed below to provide guidance for us to make informed decisions.

4.1.1 Outside Board Membership

- a. You shall declare any existing board membership in any capacity in any company outside the Group.
- b. Anyone who has been invited to serve on the board membership in any capacity in any company outside the Group may only accept such appointment after obtaining a written consent from the GCEO/ Board of Directors (BOD) where applicable.
- c. In seeking consent to sit on the board of such company, you shall satisfy the GCEO that such appointment is not detrimental to your responsibilities to the Group.
- d. Approval, if any, may be granted on the understanding that should, in the opinion of the GCEO, there arise at any time a conflict of interest or it is detrimental to your responsibilities to the Group, then you must make a final choice either to remain in the Group or the said board.

4.1.2 Financial Interest

You and your Families shall not directly or indirectly, buy, sell, or lease property, equipment, or materials from or to the Group (other than purchases for personal consumption).

You and your Families who have any financial interest in any External Parties which have business relationships with the Group and who are involved in any way in the decision making, dealing or transactions with such entities during the course of employment with the Group, must submit a declaration in writing to the GCEO/Board of Directors (BOD) where applicable. You are to abstain yourself from any involvement into such decision, dealing or transaction.

4.1.3 Outside Employment or Business

You shall not either directly or indirectly engage yourselves in any employment or business which may give rise to actual or perceived or potential conflict of interests with the Group and/ or business and operations of the Group.

4.1.4 Political Activities Outside the Group

The Group recognizes your right to participate in legitimate political activities. However, you must disclose and obtain prior written approval from the GCEO/BOD (where applicable) if you want to stand for election or wish to hold any elected position as office bearer in any political party at the Branch, Division, State or National level of the political party.

If you wish to actively participate full time in politics or be nominated as a candidate in any election or elected as representative in Federal or State Legislative Body, you must first resign from the board membership or employment of the Group.

4.1.5 Co-Worker Romantic Relationship

- a. The Group trusts and expects you to have good judgment in pursuing romantic relationships with your co-workers. Nevertheless, you should recognize that such relationship can create an actual or apparent conflict of interest, depending on your work roles and respective positions.
- b. Therefore, it is unacceptable for you to begin or maintain a romantic relationship with your direct or indirect reporting. Even if the superior is acting impartially, the relationship will be likely perceived to influence his judgment in terms of performance review, compensation, and promotion, amongst others.
- c. Any romantic relationship with co-workers is also unacceptable if it interferes or creates a conflict. If such romantic relationship occurs, you must notify Human Resource on the relationship. Changes to work arrangements of either or both involved may be made, at the Company's discretion.

4.2 ILLEGAL GRATIFICATION AND BUSINESS COURTESIES

You must not put yourself in an obligated or compromised position in any business dealing. The foremost guiding principle is your conscience when faced with the situation. It is the responsibility of all of us to act and perform our duties to the Group with transparency and impartiality.

All BOD, employees and External Parties are required to comply with Boustead Holdings Berhad's No Gift Policy.

4.3 CONFIDENTIAL INFORMATION

Confidential information in this context is defined to include any and all trade secrets, confidential, private or secret information of the Group including, without limitation to the following:

- a. Business and financial information of the Group.
- b. Business methods and practices of the Group.
- c. Pricing and marketing strategies of the Group.
- d. Intellectual properties.
- e. Information on employees, clients, customers and principals.
- f. Other corporate databases.
- g. Information as the Group may from time to time designate as being confidential.

Confidential information, however, will not include information that is in the public domain or information that falls into the public domain (unless such information falls into the public domain by unauthorized disclosure or other acts on the part of the employee). The improper use of such confidential information is totally prohibited.

4.3.1 Records

A record is defined as a sub-set of information created or received as evidence of a business activity. The Group requires that all records must be managed securely throughout their life cycle. This includes such data as regulatory filings, quality, safety, financial and employee records.

a. Management Reports and Records

You are expected to co-operate with reasonable request for information from government agencies and regulators, and to consult with the relevant departments before responding to any non-routine requests.

Those authorized must provide accurate information to speak on behalf of the Group with auditors, government representatives and other parties. At all times, you must uphold the integrity of information and not misrepresent or falsify any information and records in the Group.

b. Employee Confidentiality and Data Privacy

The Group is committed to respecting the confidentiality of our BOD & employees' personal information. It is our policy to acquire and retain only personal data that is required for the effective operation of the Group, or that is required by law. The Group shall ensure that:

- Access to personal data is strictly limited to those authorized with who have appropriate authorization and a clear business need for such information.
- Those authorized only use the personal data for the purpose for which it was collected and adhere to the highest standards of confidentiality in using it.
- Those authorized do not provide the personal data to anyone inside or outside the Group without proper authorization.

4.3.2 Insider Trading

A person is an “insider” if that person possesses Price-Sensitive Information and knows or ought reasonably to know that the information is not generally available publicly.

You are not allowed to trade in securities based on price-sensitive information that is in your possession or has come to your knowledge in the course of your employment with the Group.

It is against the laws of many countries to trade such insider information. In the context of Malaysian law, insider trading is considered as prohibited conduct under Part V, Subdivision 2 of the Capital Market and Services Act 2007 (“CMSA”) and punishable under Section 188 (4) of the CMSA.

4.4 COMPANY PROPERTIES

Everyone has the responsibility to protect company properties, both intellectual and physical, from loss, damage, misuse, theft, or any form of vandalism. Properties of the Boustead Group assigned to you are strictly to be utilized for work related purposes only. Abuse of the assigned properties is a serious violation.

4.4.1 Intellectual Properties (IP)

The Group shall be legally entitled to all rights in ideas, inventions and works of that are created or developed by the employees, either alone or in conjunction with any person, at any time in the course of their employment with the Group.

You must not use intellectual properties belonging to the Group for personal gain. The unauthorized use of such intellectual properties can lead to serious loss of value and financial damage to the Group. IP includes, but is not limited to, patent rights, trademarks, service marks, domain names, copyrights, trade secrets, rights in know-how, proprietary, information, documents, communication facilities and/or any other IP that may be developed by the Group.

a. Corporate Names, Logos and Others

The corporate names and logos of Boustead Group of companies are invaluable and intangible assets that carry the goodwill of the Group. Their usage shall only be for official purposes. The corporate names and logos must be respected, safeguarded, and shall not be subjected to personal abuse.

b. Proprietary Software

Everyone must use only licensed computer software. You are prohibited from acquiring, possessing, trading, or using software that could compromise the information system security of the Group. The following are inappropriate uses of software which are prohibited at all times:

- i. Any copying of software without written authority.
- ii. Any copying or transferring of proprietary software belonging to the Group on other computers that do not belong to the Group, unless it is authorized.
- iii. Any usage of unauthorized software on any computers.

c. Information and Documents

General guidelines in protecting company information are:

- i. Using password protection in computer files.
- ii. Securing documents in locked cabinets in office premises.
- iii. Securing information on laptop while travelling.
- iv. Exercising caution when speaking in public.
- v. Applying professional judgment when considering knowledge sharing especially with external parties on need-to-know basis.

4.4.2 Use of Properties (Equipment, Facilities and Resources)

Company properties, its equipment, facilities, and resources are to be maintained and used in economical and efficient manner. These properties include, but are not limited to:

a. Information Technology (IT) Facilities

The internet is an endless source of information available in an unregulated environment. At work, the facilities provided for all are for business purposes. As such, internet access for inappropriate activities can result in disciplinary action. Personal use should not interfere with work productivity. The following are examples of unacceptable and/or inappropriate use of internet and e-mail:

- i. Disseminating virus contaminated documents and e-mail knowingly with intent to cause damage.
- ii. Surfing the internet to visit inappropriate websites including websites which are obscene, indecent, or offensive in nature e.g., pornographic and gambling sites.
- iii. Downloading materials that might be considered offensive and objectionable from religious, political, racial or gender perspectives.
- iv. Downloading large files or accessing streaming audio or video for personal use.

- v. Clogging the e-mail gateway with non-business messages.
- vi. Circulating unnecessary e-mail including 'chain letters', engaging in 'spamming' activities and inciting personal attacks.
- vii. Engaging in unproductive and/or non-business activities such as gaming, chatting, and blogging.

b. Electronic Facilities

Electronic facilities include but are not limited to computers and laptops, mobile phones, fax machines and photocopiers. Portable equipment that is issued to you remains the property of the Group.

c. Identification (ID)/Access Card and Uniform

ID/access card, uniform or any other attire bearing the Group's name and/ or logo (if applicable) are a reflection of the Group's image. You must use and wear them accordingly and responsibly. You shall not tamper with or deface their ID/access card or make unauthorized alterations to the uniform.

d. Office Equipment and Facilities

Office furniture and fittings, work areas, restrooms, pantries, and prayer rooms/areas are to be used by you with proper care and maintenance. Lights and electrical appliances should be switched off after use and at the end of the day.

e. Company Vehicles

Company vehicles are provided only for the use of authorized Employees and for official work purposes only. Any private use is only a privilege and is not an absolute right. Unauthorized carrying of other passengers in these vehicles is strictly prohibited.

f. Company Funds

All Employees are responsible to comply with all instructions on how to handle cash, credit cards and other funds. Employees shall not abuse their positions to use, divert or conduct any transaction with those funds except strictly for authorized purposes. All transactions must be reflected in the financial records.

g. Company Time

Whilst at the workplace, Employees are expected to be fully engaged in their work, devote the necessary time in order to fulfill duties to the Group and not to undertake personal activities.

4.5 FINANCIAL AND ACCOUNTING INTEGRITY

Financial and accounting integrity represents part of corporate professionalism. Accurate and honest recording and reporting of financial information are essential to the Company's credibility and reputation. The Group establishes and maintains internal procedures and controls to ensure the integrity of the Group's financial reporting and legal compliance. You are to refer to the relevant Finance Department's policies and procedures to meet regulatory obligations.

4.5.1 Proper Disbursement of Funds and Other Assets

Funds and other assets of the Group must be disbursed for legal business purposes only. All financial transactions and disbursement must be authorized and recorded. At all times when a payment is disbursed or received, it can only be used for the purpose spelt out in the supporting documents.

To avoid incurring unauthorized commitment or transaction, authorization to act on the Group's behalf shall be in accordance with the Levels of Authority (LOA) approved by Board of Directors, where applicable. All financial transactions and disbursements must be approved as per the LOA and must be in compliance with the Group's finance/accounting policies.

4.5.2 Proper Recording and Documentation

The Group's books and records shall only contain true, complete, proper, and accurate information. It is our obligations to reflect accurately in the records, financial books and accounts the transaction and events taking place in conformity with all required accounting principles, standards, and internal control. To ensure proper recording and documentation, you shall:

- a. Not make or permit entries to be made to any account, record, or document with the intention to falsify, mislead or obscure the true nature of the transaction or authorization limits.
- b. Not show lack of concern for any inaccurate, false, or misleading data and must bring to the attention to the Group the presence of such information.
- c. Not amend, alter, or deface documents submitted by business associates or customers.
- d. Not be involved in any arrangement to forgeries in any form.

4.5.3 Records and Documents Retention

Records and documents retention (and destruction) must be in compliance with all legal requirements and finance/accounting policies. For tax and auditing purposes, it is important to keep records as per statutory requirements.

4.5.4 Procurement Practices

Procurement of products and services shall be carried out in accordance with the procurement policies and procedures. The awards of contracts to vendors shall be carried out in objective manner after thorough evaluation of their proposals, financial status, profile, and performance as well as other criteria that will assist the procurement team in making an objective decision.

Procurement agreements should be appropriately documented to clearly identify the products and services to be provided, the basis of earning payment and the applicable rate or fee. The amount of payment must commensurate with the services or products provided. Anyone involved in procurement must comply with the following procurement practices but not limited to:

- a. All vendors are treated equally, and all are afforded the same information at the same time.
- b. Ensure that no information leaks during the procurement process.
- c. Ensure no favoritism amongst vendors.
- d. Anyone in procurement team must not be the signatory for any cheque/ payment to be prepared for the vendors.
- e. Must have more than one bidder, where applicable as per relevant policies
- f. Ensure procurement process is auditable, justifiable and stands up to scrutiny.
- g. Rely upon good performance track records of vendors.
- h. Procurement team and the end user must carry out negotiations with the vendor to ensure requirements are met.

4.5.5 Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001

Everyone shall conform strictly to the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001. Money laundering is the process of transforming the proceeds of illegitimate activities into seemingly legitimate money or other assets, either directly or indirectly.

Anti-money laundering law are designed to prevent legitimate businesses from being used for any criminal purposes, and to assist law enforcement agencies to recover criminal assets and terrorist funding.

You are prohibited from being involved in money laundering activities, either directly or indirectly. The activities may include, but not limited to the following:

- Attempts to make payment in cash or cash equivalent (out of normal business practice);
- Payments made by or to third parties that are not parties to the contract; and
- Payments to or accounts of third parties that are not parties to the contract.

4.6 DISCLOSURE OF OVERPAYMENTS

It is your responsibility to notify and refund the Group any overpayments of salary, allowances, expenses, reimbursements, compensation and/or benefits, amongst others, in excess of or not within their entitlements.

4.7 PUBLIC IMAGE

4.7.1 Public Appearance

- a. Anyone who has been invited to make public appearances in their personal capacity e.g., as guest speakers/panel members in any public forum or event, on topics related and/or relevant with their line of work, are to seek approval for their participation and/or the proposed contents of their presentation from their Line Manager/ person in authority. You may only make such appearance after such approval has been obtained.
- b. Anyone who has been invited to make public appearance either in their personal capacity or as the representatives of the Group must ensure that their thoughts and actions are not detrimental to, tarnish or implicate the Group's image and interests.

4.7.2 Media Communication and Public Statement

You shall not issue any statement, written or verbal to the media and/or general public (including all forms of electronic and social media, either personal or company account) on matters in relation to your duties or the Group's activities and performance, unless prior permission has been obtained from the relevant authorized parties.

Any dealing with the media shall be handled by or referred to the relevant authorized parties to ensure accurate, consistent, professional communication response and to avoid misinterpretations.

You shall refer to Group Corporate Disclosure Policy in order to effectively increase understanding of BHB's business and enhance its corporate image by encouraging practices that reflect openness, accessibility and co-operation.

4.7.3 Business Communication

You must ensure that all business communication is clear, truthful, and accurate. You must avoid misleading information, speculative opinions, or derogatory remarks. This applies to communications of all kinds, including e-mail and informal notes or memos.

4.8 OCCUPATIONAL SAFETY, HEALTH, SECURITY, AND THE ENVIRONMENT

4.8.1 Occupational Health, Safety and Security

The Group aims to provide a healthy, safe, and secure working environment where no one is subject to unnecessary risk. In an effort to prevent accidents, injuries and occupational hazards, the Group's policies on occupational safety, health and security strives to meet the following objectives:

- a. All operational decisions affecting safety, health and security will be given top priority, as those affecting business.
- b. Comply with applicable safety, health and security laws and regulations and adopt reasonable standards of its own.
- c. Provide a safe, healthy, and secure working environment for its Employees.
- d. Create safety, health, and security awareness among everyone by emphasizing their responsibilities towards making safety, health, and security an integral part of their lives.

It is the responsibility of all Employees to comply with all instructions or measures on occupational health, safety and security instituted by the Group. Employees must make sure that they:

- a. Are familiar and comply with the relevant laws and standards, regulations, policies, and procedures in respect of occupational safety, health and security that apply to their jobs.
- b. Stop any work that becomes unsafe.
- c. Know what to do if an emergency occurs at the workplace
- d. Ensure that those who work with them (co-workers or External Parties) act consistently with the Group's policy on occupational safety, health, and security.

- e. Promptly report to the Management any accident, injury, illness, unsafe/ unhealthy/unsecure condition, incident, spill, or release of material to the environment (so that steps can be taken to correct, prevent or control those conditions immediately).
- f. Seek advice and help if they are unclear about their obligations or they have any concern about potential or actual breach of occupational safety, health and security law or requirement.

General example on safety and health regulation breaches are as follows:

- Failure or refusal to obey and comply with safety and health rules and work regulations.
- Tampering with the Group's safety device, equipment etc.
- Failure or refusal to wear or use safety equipment provided by the Group.
- Failure to take care of tools, equipment, facilities etc. entrusted to you.
- Failure to immediately report to his superior and/or any other authorized personnel any defect in any equipment connected with your work which has come to your knowledge.
- Smoking in restricted/prohibited area.
- Refusal or failure to submit to medical treatment provided by the Group for addiction of any kind and/or for any form of illness or injury.
- Refusal, failure or deliberate delay in reporting serious infection or contagious illness/disease to the Group

4.8.2 Environment

The Group is committed to complying with environmental laws and regulations, and to minimize any damage to the environment arising from its activities. Relevant personnels must maintain all required environmental documentation accurately and completely.

To fully comply with all legal requirements, you must constantly make sure that everything they do is safe and does not cause damage to the environment. Everyone must do their part to ensure that the Group meets this commitment.

4.9 EXAMPLES OF GENERAL MISCONDUCT

You shall conduct yourselves responsibly, ethically, honestly and with integrity and respect for one another. The Group does not condone any act of misconduct that is deemed to be detrimental to the interest of the Group.

The following examples of acts of misconduct are not exhaustive and may be revised from time to time:

4.9.1 Abuse and/or Inappropriate Use of Computer/ Information and Communication Technology/ Social Media

- a. Keeping or viewing of inappropriate materials including materials which are obscene, indecent, or offensive in nature, in company-owned or company-provided computer and laptops.
- b. Any other misconduct as mentioned in Section 4.4.2 (a) of the Code.
- c. Usage of unauthorized computer access (password) and disclosing and/or divulging passwords to unauthorized parties.
- d. Unauthorized access to data or program, unauthorized modification of the contents of any data or program and disclosing and/or divulging such data or program to unauthorized parties.
- e. Fraudulent use of network and network facilities.

- f. Any other misconduct as mentioned in Section 4.4.2 (a) of the Code.
- g. Taking proper care and judgement when using/administering any social media accounts and not to make any statement in relation to BHB and its business either confidential or non-confidential.

4.9.2 Acts of Dishonesty and Fraud

- a. Provision of false or misleading information or withholding of information from the Group when applying for employment and/or to secure employment with the Group.
- b. Provision of false or misleading information or withholding of information from the Group for own personal gain/benefit and/or to the detriment of the Group.
- c. Falsification of information, documents and/or records.
- d. Forging or falsification of medical certificates.
- e. Purchasing of medical certificates.
- f. Visiting a medical practitioner under false pretext for the purpose of getting medical leave.
- g. Feigning illness.
- h. Theft, pilferage, fraud, or dishonesty including any attempts of such involving the Group's business, funds and/or properties.
- i. Misappropriation and unauthorized use of the Group's funds and properties.
- j. Stealing of belongings and/or properties of others within the Group's premises.

4.9.3 Acts of Disrespect and Insubordination

- a. Showing disrespect to an employee of the Group, including BOD, a colleague, subordinate and/or superior.
- b. Insubordination, disobedience and/or refusal or failure to follow any lawful or reasonable order/directive of a superior of the Group.
- c. Striking at work or inciting others to strike in contravention of any law or rule enforced.
- d. Obstructing others from work and/or performing their work.
- e. Participation in illegal and/or unauthorized gatherings within the Group's premises.
- f. Removing or altering any matter on bulletin or notice boards without the permission of the Group.
- g. Removing from the company premises, any of the Group's properties without prior approval.
- h. Tampering, defacing, or damaging the Group's properties.
- i. Entering a prohibited area without prior approval from the Group.
- j. Unreasonable refusal to carry out overtime work as required by the Group.
- k. Deliberate bypassing of the Group's usual channel of communication.
- l. Challenging the Group to dismissal.

4.9.4 Acts of Violence, Inappropriate Behaviours and Criminal Offences

- a. Rioting or participating in disorderly behaviour within the Group's premises or within its vicinity at any time.
- b. Fighting within the Group's premises or within its vicinity at any time.
- c. Harassing another, including stalking.
- d. Serious pecuniary indebtedness such as incurring excessive debt with the Group, other employees and/or outsiders.

- e. Using insulting, demeaning and/or vulgar words or gestures against another or outsiders, within the Group's premises or its vicinity at any time.
- f. Defaming, degrading, discrediting, or dishonouring the Group and/or any of its BOD and employees.
- g. Spreading of malicious rumours about the Group and/or any of its BOD and employees.
- h. Any form of violence, abuse, assault (including threatening to assault or injure) against another employee and/or outsiders.
- i. Possession of unauthorized firearms or other dangerous weapons within the Group's premises.
- j. Committing any indecent and/or immoral act.
- k. Criminal conduct or your failure to report to the Group your criminal conduct, that would adversely affect your work performance or cause major discredit or embarrassment to the Group.
- l. Conviction and imprisonment for any criminal offence.
- m. Money laundering.
- n. Pimping whether acting as an agent for prostitution or being engaged in any form of vice.
- o. Involved in or aid any activity where the relevant authorities require you to be placed under any legal order of restricted residence or banishment.
- p. Any other acts that could cause fear, stress, and distress to other employees.
- q. If you commit any other acts that could bring disrepute or embarrassment to the Group or found to be involved or charged with any criminal offences that may be detrimental to the image and reputation of BHB, you shall be dealt with in accordance with BHB's disciplinary procedures.

4.9.5 Alcohol, Illegal Substances and Gambling

- a. Possession or abuse of illicit and/or unauthorized drugs or narcotics.
- b. Drinking of alcoholic beverages within the Group's premises and/or during working hours.
- c. Being intoxicated or under the influence of alcohol and/or drugs during working hours, within the Group's premises and/or while on the Group's business.
- d. Drug addiction.
- e. Drug pushing.
- f. Gambling of any form, including making or taking bets, card playing, whether for money or otherwise, within the Group's premises at any time.
- g. Online gambling using the Group's computer and/or on the Group's premises at any time.

4.9.6 Appearance

- a. Failure to adhere to the Company's dress or grooming guidelines, whether expressed or implied.
- b. Failure or refusal to wear uniform as required.
- c. Defacing or making unauthorized alterations to the Group's uniform.

4.9.7 Business Conduct

The group is committed to maintain honesty, respect, and integrity in our dealings with our business partners, stakeholders, customers, governments, competitors, and communities as whole. Everyone in the Group must also ensure proper communication in our business conduct and must be fair, transparent, and honest. The following are examples of acts of business misconduct but are not exhaustive:

- a. Organizing, holding, or participating in any meeting on matters not related to the Group's business and/or not related to your work, within the Group's premises without prior approval from the Group.
- b. Distributing or displaying any unauthorized notices or literature on the Group's premises without prior approval from the Group
- c. Participating in unauthorized financial transaction and/or private trading within the Group's premises.
- d. Abuse of position for personal gains.
- e. Abuse and/or unauthorized use of the Group's assets and properties.
- f. Failure to pay monies owed to the Group.
- g. Making unauthorized public statements regarding the affairs of the Group.
- h. Unauthorized liaison with the press about the Group.
- i. Unauthorized access to the Group's confidential data and information.
- j. Allowing unauthorized parties, access to the Group's confidential data and information.
- k. Disclosing the Group's secrets, designs, or any other confidential information.
- l. Publishing or spreading any kind of pictures, caricatures, write-ups, comments, articles, books, blogs and/or any form of visuals or materials that may tarnish, embarrass, or causes disrepute to individuals, departments and/or the Group in social network sites, blogs and/or other form of medium, printed, or electronic.
- m. Non-compliance of the Code and/or other similar codes and/or regulations.

4.9.8 Lateness, Absenteeism and Attendance

- a. Habitually late for work.
- b. Absence without leave/absence three (3) days consecutively without obtaining prior approval from the Group and/or without valid reason.
- c. Absence from the workplace during working hours and/or leaving the workplace before the end of working hours for unofficial reasons, without obtaining prior approval from the Group.
- d. Exceeding the time limit granted for lunch break or any other breaks granted by the Group.
- e. Malingering and loitering during working hours.
- f. Failure or refusal to record attendance time (time in, time out and any movements in between, where applicable).
- g. Unauthorized use or abuse of ID/access cards, time attendance cards (or any other form of attendance records used by the Group), including punching another employee's timecard or recording the attendance of another employee.

4.9.9 Gender/Race/Religion Related Offences

Everyone shall conduct themselves responsible and not to perform any act of discrimination, insensitivity, intolerance, and disrespect towards others, including the opposite gender, other races and/or the religious requirements of others.

4.9.10 Work Performance

- a. Repeated or flagrant acts of inefficiency, incompetence, or negligence in the performance of duties.
- b. Failure or refusal to comply with standard work procedures.
- c. Repeated failure to meet established standard of production and/or output.

4.9.11 Others

- a. Sleeping on duty.
- b. Unnecessary wastage of the Group's materials and resources.
- c. Allowing unauthorized persons to enter prohibited/restricted area without obtaining prior approval from the Group.
- d. Engaging in unproductive and/or non-business activities during office hours.
- e. Making or receiving excessive personal telephone calls using the Group's telephone and/own mobile phones on the Group's time.
- f. Abusing another employee's key and/or ID/pass card or permitting others to use his key and ID/pass card to enter the Group premises.
- g. Stopping work before the end of official working hours.
- h. Inciting or aiding another employee to commit any acts of misconduct including those as listed herewith.
- i. Failure to immediately declare to Human Resource of bankruptcy or insolvency status at any time during the employee's employment.

5 OTHER POLICIES & PROCEDURES

Everyone shall conform strictly to the Laws and Regulations of Malaysia, as well as to accepted standard of business ethics. This Code shall by no means be exhaustive, nor shall it include all the policies of BHB. We are also required to comply with other applicable policies, procedures and any official directives issued by BHB.

5.1 WHISTLEBLOWING

The Whistleblowing Policy primarily addresses concerns where the interests of the Group are at risk. The main objectives of this policy are:

- 5.1.1 To provide avenues for you to disclose any wrongdoing.
- 5.1.2 The reassurance that you will be protected from reprisals, discrimination, or victimization for whistleblowing in good faith.
- 5.1.3 To provide a formal mechanism for action on all reports made.

Any complaints pertaining to any unlawful acts, breach of these code, criminal breach of trust, unethical behavior, bribery, miscarriage of justice, malpractice, fraud, or sexual harassment, shall be reported through the following channels:

- Tel: 1-800-88-2040
- Email: alert@boustead.com.my
- Website: www.boustead.com.my
- Address: Head of Group Integrity & Governance (GIG), 7th floor, The Bousteador, Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor

5.2 WORKPLACE BULLYING

The Group views cases of bullying at the workplace seriously and any valid and proven cases will be subject to the appropriate disciplinary action. All parties are responsible for ensuring that any form of workplace bullying is prevented by:

- 5.2.1 Ensuring that they are aware of and familiar with the policy, actions and behaviors that constitute bullying and ensuring that they adhere to the policy at all times.
- 5.2.2 Ensuring that everyone under their supervision, where applicable, are similarly familiar with this policy of actions and behaviors that constitute bullying.
- 5.2.3 Leading by example and ensuring that bullying does not occur at the workplace.

5.3 SEXUAL HARASSMENT

Sexual harassment means any unwanted conduct of a sexual nature, whether verbal, non-verbal, visual, gestural, or physical, directed at a person which is offensive or humiliating or is a threat to his well-being, arising out of and in the course of the employment. The promotion of the physical, emotional, and psychological well-being of you is an important objective of the Group. The Group will not tolerate any forms of harassment, threat, and violence whether verbal, physical, visual or in any kind.

The Group is committed to provide a conducive working environment for all to ensure that they are protected from all forms of sexual harassment, sexual exploitation and unsolicited or unwarranted sexual overtures and advances. Such act will be treated as misconduct which may result in the appropriate disciplinary action including dismissal.

Sexual assault against another employee and/or external parties includes but not limited to:

- i. all forms of sexual harassment (verbal, non-verbal, visual, psychological, and physical) against another employee and/or outsiders.
- ii. sending or distributing sexual-related materials (such as pornographic materials, lewd messages etc.).
- iii. keeping or viewing pornographic materials on the Group's premises (such as pictures, videos, website etc.).
- iv. making derogatory comments based on gender, racial or religious characteristics.
- v. making offensive or inappropriate name calling, slurs or jokes.

5.4 CRIMINAL BREACH OF TRUST

You shall not commit any criminal breach of trust in violation of any law of the country in. In the context of Malaysian law, criminal breach of trust is as defined under the Penal Code (Act 574).

5.5 EQUAL OPPORTUNITY

You shall on best endeavor provide equal employment opportunities for all regardless of the ethnicity, race, religion, national origin, gender, or disability.

5.6 DONATION AND SPONSORSHIP

All donations, sponsorships, and Corporate Social Responsibility (CSR) are made in accordance with the Group No Gift Policy and Sponsorship & Donation Policy. Proper care and judgement must be exercised on the recipients to determine whether they are a legitimate body or organization.

5.7 DUTY TO REPORT BREACHES AND VIOLATION

You have the responsibility to disclose and report any alleged or suspected improper conduct, breaches or violation of any laws, policies, or regulations applicable in the Group, using our whistleblowing channels.

5.8 DISCIPLINARY PROCEDURES

The Group reserves the right to take the appropriate disciplinary action against anyone who is found to be in breach of the Group's rules and regulations, policies, procedures, and accepted practices, whether expressed or implied.

The Group is committed in ensuring that any disciplinary action taken is in accordance with accepted practices and the relevant Labour Laws.

5.9 EMPLOYEE GRIEVANCE PROCEDURE

The Group is committed towards ensuring that your grievances are attended to and/or resolved in a just, fair, and timely manner in order to preserve harmonious relations.

To this effect, an employee with a work-related grievance is to first bring up his grievance to his superior. It is the responsibility of the superior to try and resolve the grievance at his level expediently. If unresolved and/or if the grievance involves the employee's superior, the employee may bring his grievance to the attention of Human Resource.

Every reasonable effort shall be made by the Group to resolve any grievance or complaints at the lowest possible level.

BOUSTEAD HOLDING BERHAD

GROUP INTEGRITY & GOVERNANCE (GIG)

7th floor, The Bousteador, Jalan PJU 7/6, Mutiara Damansara, 47800
Petaling Jaya, Selangor

For any queries on Code of Ethics and Conduct (COEC), please reach
out to:

boustead.GIG@boustead.com.my
or visit us at www.boustead.com.my