



MELEWAR INDUSTRIAL GROUP BERHAD

(Reg. No.: 196901000102 (8444-W))

(Incorporated in Malaysia under the Companies Act, 1965)

CODE OF CONDUCT AND ETHICS (“Code”)

1.0 INTRODUCTION

- 1.1 In promoting professionalism, transparency, integrity, accountability and corporate social responsibility, the Board of Directors of Melewar Industrial Group Berhad (“MIGB” or the “Company”) establishes this Code of Conduct and Ethics (“Code”) for MIGB and its group of subsidiaries (“MIGB Group” or “the Group”) as guiding principles for all the Directors/Senior Officers/Employees of the Group in their business ethics, personal conduct and decision making.
- 1.2 MIGB is committed to the highest standard of conduct in all its business dealings and its relationships with its employees, customers, shareholders, stakeholders on the core principles of sincerity, integrity, transparency and accountability. MIGB takes a zero-tolerance approach towards fraud, bribery and corruption and any form of dishonesty in its business dealings.
- 1.3 The Board of Directors of MIGB (“Board”) is entrusted with the fiduciary responsibility of oversight of the affairs of the MIGB Group for which the Board is committed to ensuring that MIGB Group conducts its business dealings in the manner as stated above. As Directors, Senior Officers and Employees of the MIGB Group, they are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the applicable laws, rules, regulations, guidelines and internal policies and relevant procedures.
- 1.4 This Code is to provide the fundamental guiding principles and standards applicable to the Directors, Senior Officers and Employees of MIGB Group where such principles and standards are founded on high standards of professional and ethical practices.
- 1.5 The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It should be read together with the existing Corporate Governance Framework, Board Charter and other policies and procedures of the MIGB Group.
- 1.6 All Senior Officers and Employees play an important role in establishing, maintaining and enhancing the reputation and brand of the Group. It is required that all employees display the highest level of professionalism in all aspects of their work and comply with this Code and all applicable laws, regulations and other policies applicable within the Group.

*Cross reference
Section 213 of
CA 2016*

2.0 PRINCIPLES

2.1 The principles on which this Code is based are as follows:

- (a) To avoid conflict of interest;
- (b) To avoid misuse and/or abuse of position;
- (c) To ensure protection of assets and interests, confidentiality of information and to prevent misuse of information gained through the Group's operations, either for personal gain or for any purpose other than that intended by the Group;
- (d) To encourage reporting of unlawful or unethical behaviour;
- (e) To ensure compliance with policies, laws, rules and regulations.

2.2 Duty to act in the best interest of the MIGB Group

2.2.1 Directors, Senior Officers and Employees have a duty to act in good faith having regards to the best interests of the MIGB Group and its shareholders and stakeholders.

2.3 Integrity

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

2.3.2 Directors, Senior Officers and Employees shall not place themselves under any financial or other obligation to any person that might reasonably be thought to influence them in the performance of their duties.

2.4 Accountability

2.4.1 Directors, Senior Officers and Employees will consider issues on their merit, take account of views of others and ensure that the Group uses its resources prudently and in accordance with the law.

2.5 Sustainability

2.5.1 Directors and Senior Officers take into account sustainability considerations in setting the strategy direction of MIGB Group.

2.6 Public Comment

2.6.1 According to the Company's Corporate Disclosure Policies and Procedure, only appointed spokespersons are allowed to speak on behalf of or make any press statement or conduct any interview in relation to the business and affairs of the Group.

*Cross reference
Corporate Disclosure
Policies and
Procedure*

2.7 Selflessness

2.7.1 Directors and affected employees shall make decision with the interest of the Group in mind and will not act to gain financial or material benefit for themselves, their family or friends.

2.8 Diversity

- 2.8.1 The Group recognises the benefits brought to the Group by having a diverse multicultural and multidisciplinary workforce. The Group is expected to respect and value the different culture, gender, religion and uniqueness of others.

3.0 COMPLIANCE WITH LAWS, RULES AND REGULATIONS

- 3.1 Every Director and Senior Officer in exercising and/or discharging his or her powers or duties shall comply with all applicable laws, rules and regulations including the constitution of the Company or the companies within MIGB Group and guidance and directives issued by the authorities.
- 3.2 Business of the Group shall be conducted in compliance with applicable laws and regulations.

4.0 CONFLICT OF INTEREST

- 4.1 Directors, Senior Officers and Employees should avoid conflicts of interest so far as possible.
- 4.2 Directors, Senior Officers and Employees are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and if so, required by the relevant Board/ Board Committees, to abstain themselves from any deliberation and decision relating thereto.
- 4.3 Where a potential or actual conflict arises, every Director, Senior Officers and Employees shall adhere to the procedures provided by the relevant laws and the relevant internal documents in particular, the Conflict of Interest Policy.
- 4.4 Where a potential or actual conflict arises, every Director/Senior Officer/Employee shall adhere to the procedures provided by the relevant laws including but not limited to the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and where applicable, MIGB Group's Conflict of Interest Disclosure Form/Statement.

5.0 ANTI-CORRUPTION/ BRIBES

- 5.1 To observe high standards of business, professional and ethical conduct, the Directors (whether acting in their own capacity or on MIGB Group's behalf) are committed to refrain themselves from offering, giving or receiving any gift and any other form of benefits which involve cash or cash equivalents or which could be evaluated as illegal or improper exchange from persons or entities who deal with the Company or MIGB Group where the gifts would reasonably be expected to influence the performance of the Directors' duties in any aspect, unless they are nominal gifts of commemorative nature and must obtain the approval from the Anti-Corruption Managing Committee.

*Cross reference
Anti-Corruption
Policy*

- 5.2 When dealing with gifts and any other form of benefits, a Director shall uphold the highest integrity and ensure compliance with the relevant laws in respect of anti-corruption and bribery.
- 5.3 More guidance and procedures to be followed through to address anti-corruption and bribery involving the directors/employees are set out in the Group's Anti-Corruption/Anti-Fraud Framework Policy.

6.0 COMPANY ASSETS

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

7.0 CONFIDENTIALITY

- 7.1 Directors, Senior Officers and Employees may come into possession or access to confidential, sensitive and non-public information ("Inside Information") in the course of their directorships with MIGB Group. Directors and Senior Officers must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- 7.2 The obligation to preserve the Group's Inside Information is ongoing even after an individual ceases to be a Director/Senior Officer/Employee of the Group, until the information becomes publicly available or the Group no longer considers it as confidential.
- 7.3 Business or financial information may only be made to third party when disclosure is required by law and/or relevant authorities.

8.0 INSIDER TRADING

- 8.1 Directors and employees shall not use price sensitive non-public information which can affect the prices of the securities of the Company when it becomes publicly known, for personal benefit or for the benefit of others. Directors and employees are prohibited to trade in securities or to provide information to others until such information is publicly released.
- 8.2 When dealing in the securities, a Director, Senior Officer and Employee shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by the Company in relation thereto from time to time.

9.0 FAIR DEALING AND ANTI-COMPETITION

- 9.1 In the interests of preserving reputation and integrity of MIGB Group, a Director and Senior Officer shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public where he or she shall not:-
- a) Compete or aid/assist other competitors to compete with MIGB Group; and
 - b) Take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any unfair dealing practice.
- 9.2 All business dealings shall be conducted in a fair and equitable manner and must not be influenced by friendship or association. All commercial transactions shall be properly and accurately recorded and documented.
- 9.3 Corrupt practices, whether directly or indirectly through intermediaries, are unacceptable. No bribes or improper payments, gifts or inducements will be made or accepted from any party, irrespective of business customs or practices.

10.0 NON-COMPLIANCE OF THE CODE

- 10.1 The reporting of non-compliance with this Code may be made in accordance to the Whistle-blowing Policy, which sets out the channel to report on any malpractices.

*Cross reference
Whistle-blowing Policy*

11.0 WAIVER

- 11.1 No waiver of any provision of this Code shall be valid unless provided in writing by the Board, as it deems fit and appropriate and in full compliance with any applicable laws or regulations.

12.0 ENFORCEMENT OF THE CODE

- 12.1 In the event of any violation of this Code by any Director, Senior Officer and Employee, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

13.0 REVIEW OF THE CODE

- 13.1 The Board of Directors shall review and reassess the adequacy of this Code periodically and make such amendments to the Code as the Board may deem appropriate.