GDEX BERHAD
[Registration No. 200301028159 (630579-A)]

CODE OF ETHICS AND CONDUCTS

1. Purpose

This Code of Ethics and Conducts ("**Code**") is formulated to enhance the standard of corporate governance and to establish a standard of ethical behaviour for Directors and Key Officers of GDEX Berhad ("**GDEX**" or "**the Company**") and its subsidiaries based on GDEX's philosophy.

It also provides mechanisms to report unethical conduct and helps foster a culture of honesty and accountability for Directors and key Officers.

2. GDEX's Purpose

Delivering sustainable growth towards a better world.

3. GDEX's Compass

Harmonising people and technology to mobilise businesses, everywhere.

4. GDEX's Core Values

The core values upheld by GDEX are as follows:

a) Energy;
b) Customer First;
c) Integrity;
d) Teamwork; and
e) Innovation.

5. GDEX's Management Principles

The management principles observed by GDEX are as follows:

a) Global Mobility;
b) Scalability;
c) Sustainability; and
d) Technology Driven.

6. GDEX's Corporate Qualities (4P1S)

a) Cost Effective - People, Process
b) Reliability - Platform and Product
c) Speed

7. Application

All the Directors and Key Officers of GDEX are expected to observe GDEX's philosophy and the Code in carrying out their business duties.

In the context of this Code, Directors and Key Officers means any person who holds the position of a Director and Key Officers in the Company and its subsidiaries (collectively referred to as "**the Group**") irrespective of any designation used, including anyone who follows the directives and advice of a Director and Key Officers and who usually takes action or substitute Director. It includes both executive and non-executive Directors.

8. Code of Ethics and Conducts

In the performance of his/her duties, a Director and Key Officers should at all times observe the following codes to comply with the principles of good corporate governance:

1) Duty of Care and Loyalty

All Directors and Key Officers have a duty of care and a duty of loyalty towards the Company.

A Director's and Key Officer's duty of care refers to the obligation to exercise due care, skill and diligences in the oversight of Company's affairs including ensuring decision are made on informed basis and with appropriate consideration of relevant risk and impact.

In meeting the duty of care, Directors and Key Officers are expected:

a) To devote sufficient time and attention to attend and participate actively in meetings, understand the roles and responsibilities of the Board and each Director, and discharge those responsibilities effectively.
b) To remain adequately informed on matters material to the Company and to review Board materials with sufficient care and attention to support effective oversight and decision-making.
c) In the absence of knowledge that would make such reliance unwarranted, Directors and Key Officers may rely on the work of Board Committees, Management, employees, and professional advisers whose expertise they reasonably believe to be within the relevant person's professional or expert competence.

d) To make appropriate inquiries into any potential issues that come to their attention and to follow up until they are reasonably satisfied that Management is addressing them appropriately.
e) To ensure that the Company is properly governed, managed, and subject to effective internal control at all times.
f) To exercise their powers only for the purposes for which those powers were conferred and in the best interests of the Company.
g) To act honestly and responsibly in the exercise of their powers and in the discharge of their duties.
h) To exercise independent judgment at all times and, where necessary, to voice opposition when the vital interests of the Company are at stake.

A Director's and Key Officer’s duty of loyalty refers to the responsibility to act in the best interest of the Company. Directors and Key Officers must approach discussions and decisions with the interests of the Company and its stakeholders in mind, rather than personal, intimate, relationship, sectional, or external interests. In the event of any conflict between their personal interests and their duty to act in the best interests of the Company, they must not subordinate their duty to the Company. Directors and Key Officers should not use their positions for personal gain.

Directors shall exercise good faith in limiting the number of directorships to ensure adequate time and attention to prepare, attend and actively contribute to Board and Committee meetings, supporting the exercise of care and diligence.

Directors must ensure that they have full and timely access to the advice and services of the Company Secretary, who is accountable to the Board on matters related to Board and Committee procedures and compliance and that applicable legal, regulatory and governance requirements are complied with.

2) Conflict of Interest

Directors and Key Officers must proactively identify and fully disclose any actual, potential, or perceived conflict of interests at the earliest opportunity, including interest arising from other directorships, professional roles, personal / intimate relationships, or financial interests.

Conflicts should be declared at Board or Committee meetings where relevant matters are discussed, and such declarations should be appropriately recorded in the minutes to ensure transparency and accountability.

A conflict of interest exists where a Director and Key Officers have an interest - whether actual, potential, or perceived - that may improperly influence, or be seen as influencing, the Director’s and Key Officer’s judgement, decision-making, or actions in relation to the affairs of the Company. In addition, a “conflict of interest” also refers a situation in which a person is in a position to derive personal benefit from actions and decisions made in their official capacity.

Where a conflict exists, Directors and Key Officers should comply with agreed governance arrangements, which may include abstaining from discussions or decisions, recusing themselves from specific agenda items, or other mitigation measures determined by the Board.

This Code does not seek to address every possible conflict of interest that may arise. Set out below are some common examples of conflicts of interest from which Directors and Key Officers must refrain; however, the examples are not exhaustive.

a) using the Group's property or resources for personal purposes or business interests;
b) diverting benefits or resources intended for the Group to a company in which the person has an interest;
c) disclosing trade secrets or other confidential information to a competitor;
d) prioritising a private venture by depriving the Group of an identified business opportunity, or influencing decisions, policies, or votes to benefit personal interests rather than those of the Group or its shareholders;
e) engaging in a business that offers products or services similar to, or capable of replacing or substituting, those offered by the Group;
f) holding office or directorships in competitors of the Group; or
g) providing financial assistance to, or receiving financial assistance from, the Group on terms more favourable than normal commercial terms.
h) engaging in close personal or family relationships with employees, vendors, or clients that may lead to biased decisions not aligned with the best interests of the Group.

i) Relationship of the Company with third-parties

Directors and Key Officers should not engage in any conduct or activity that is inconsistent with the best interests of the Company or that disrupts or impairs the Company's relationship with any person or entity with which the Company has, or proposes to enter into, a business or contractual relationship.

j) Compensation from non-Company sources

Directors and Key Officers must not accept compensation, in any form, from any source other than the Company for services performed in connection with the Company.

k) Gifts

Directors and Key Officers shall comply with the No Gift Policy (please refer to https://ir2.chartnexus.com/gdex/docs/corporate-governance/NO-GIFT-POLICY-170425.pdf in the Company's website www.gdexpress.com for the policy).

l) Personal use of Company assets

Directors and Key Officers may not use Company assets, labour or information for personal use unless approved by the Group CEO / MD/ Chairman of the Board or as part of a compensation or expense reimbursement program available to all Directors and Key Officers.

m) Corporate Opportunities

A Director and Key Officers must not take advantage of any business opportunity discovered through the company's information, position, or resources for personal gain or for the benefit of another party without proper disclosure and approval.

Directors and Key Officers are prohibited from:

a) taking for themselves business opportunities that properly belong to the Company;
b) using the Company's property, information, or position for personal benefit or for the benefit of others; or
c) competing with the Company for business opportunities.

3) Confidentiality

Directors and Key Officers must maintain the confidentiality of all information acquired in the course of their role, including Board papers, deliberations, decisions, and any non-public or commercially sensitive information relating to the Company. Such information must not be disclosed to any third party or used for personal or external advantage, except where disclosure is authorised by the Board or required by law.

Likewise, personal information regarding the Group's employees, clients and suppliers must be handled with care so as to prevent any alteration or improper disclosure in accordance with applicable law.

The obligation continues to apply during and after a Director's and Key Officers tenure and is fundamental to protecting the Company's interest.

4) Compliance with laws, rules and regulations

Directors and Key Officers shall comply with laws, rules and regulations applicable to the Company, including insider trading laws.

5) Involvement in Political Activities

Directors and Key Officers shall remain politically neutral in the discharge of their duties and must not commit the Company, whether morally, financially, or otherwise, to any political activity.

6) Relationship with Stakeholders, Shareholders, Employees, Creditors and Customers

a) Should prioritise the Group's best interests while ensuring equitable treatment of shareholders, employees, creditors, and customers.
b) Should at all times promote professionalism, integrity, fairness, and transparency and improve the competency of management and employees; and
c) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

7) Social Responsibilities and the Environment

Directors and Key Officers should ensure compliance with applicable Environmental, Social and Governance (ESG) requirements imposed by relevant stakeholders, including Bursa Malaysia. Directors and Key Officers shall also comply with the Anti-Bribery and Corruption Policy Statement (please refer to https://tinyurl.com/du2c2zjr in the Company's website www.gdexpress.com for the policy).

8) Money Laundering

Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert "dirty" money 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.

Directors and Key Officers shall be aware of applicable anti-money laundering laws and shall seek to remain appropriately informed of developments in such laws.
Directors and Key Officers are expected to remain vigilant to the risk of the Company's business being used for money laundering activities and to report any suspicious transactions to their immediate superior.

9) Abuse of Power

Directors / Key Officers must not misuse their positions, authority, or access to information for personal benefit or to advantage any other person or organisation at the expense of the Company (including, but not limited to, appointment, assignment, contract renewal, performance evaluation or promotion). Decisions and actions should be taken solely in the interest of the Company and its stakeholders, and not to influence outcomes improperly, override established governance processes, or exert undue pressure on management, fellow Directors / Key Officers, or employees.

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 offensive 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 an abuse of authority.

9. Reporting Mechanism

Directors and Key Officers should report any suspected violations of this Code via the Whistleblowing Policy and Procedures to email address: wbgu@gdexpress.com. (please refer to https://tinyurl.com/yftr4hbv in the Company's website www.gdexpress.com for the procedures).

As certain principles set out in the Code are derived from legal and regulatory duties, failure to comply with certain aspects of the Code could subject the offender to civil or even criminal liability.

10. Escalation Process

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for Directors and Key Officers. Directors and Key Officers are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Whistleblowing Governance Unit via the Whistleblowing Policy and Procedures, who may consult with inside or outside legal counsel as appropriate.

11. Policy Review

This Code will be reviewed annually and as and when required. The Code is available on the Company's website (please refer to https://tinyurl.com/24757ayx in the Company's website www.gdexpress.com for the policy).