

**Code of Conduct and Ethics**

**1. INTRODUCTION**

This Code of Conduct and Ethics (“**Code**”) sets forth the values, expectations and standards of business ethics and conduct to guide the Board of Directors (“**Board**”), the Management and employees of Vanzo Holdings Berhad (“**Company**”) and its subsidiaries (“**the Group**”) (collectively known as “**Officers**”). The Code is adopted to ensure that the highest level of integrity and ethical conduct of the Board, Management and employees (including full time, probationary, contract, part time and temporary staff) of the Group are maintained and to establish an ethical corporate environment.

The Code is not intended to be all encompassing nor exhaustive, and there may be other obligations or expectations of Directors and employees when performing their duties. Although this Code is not meant to address every issue, it defines the spirit in which the Company intends to do business and should guide the Directors and/or the employees of the Group in their daily conduct.

**2. INTERPRETATIONS**

In this Code, unless the context requires: -

- (i) Words importing the masculine shall be deemed and taken to include the feminine gender and vice versa; and
- (ii) Words importing the singular shall be deemed and taken to include the plural and vice versa.

**3. RESPONSIBILITY AND ACCOUNTABILITY**

The Code governs all of the Group's business decision and therefore, it is applicable to the following: -

- All Directors of the Group;
- The Management of the Group; and
- All employees of the Group.

All Directors, Management and employees of the Group shall be referred to as “**Officers**” hereon, unless the context otherwise stated.

All references to “we”, “our”, “us” in this Code mean the Group, references to “you” and “your” in this Code means Officers of the Group, unless the context otherwise requires.

**4. PURPOSE**

The Code is formulated with the intention of achieving the following objectives :-

- (i) To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating a company.

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- (ii) To articulate the high standard of honesty, integrity, ethics and law-abiding behaviour within the Group;
- (iii) To improve self-discipline in order to provide good quality services;
- (iv) To ensure that all Officers are aware of their ethical obligations; and
- (v) To enhance the standard of corporate governance.

The Code provides guidance to ensure that upholding the ethical conduct in the daily work. However, separate guiding regulations may be established by the Board of the Group or other governing body of each the Group of companies when more detailed standards of conduct are deemed necessary by the Group's Board or governing body.

**5. COMPLIANCE**

As the Officers are placed in a position of trust, which includes overseeing and managing the Group's resources, having access to information and making decisions that affect the interests of the Group, all Officers are expected to be honest and impartial when carrying out respective duties and responsibilities to maintain confidence in the Group and to advance the good name of the Group.

The Officers will avoid dealing with prospective contractors and suppliers known to be paying bribes or involved in any other forms of corruption. It is expected that our contractors, sub-contractors, consultants, agents, representatives and any other parties performing work or services for or on behalf of the Group to comply with this policy when performing such work or services.

The Officers shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties. The Officers also required to comply with the ethical and technical requirements of any relevant regulatory or professional body.

**6. MAINTAIN THE HIGHEST STANDARDS AND UPHOLD CORPORATE VALUES**

The Officers shall maintain the highest standard of ethical behaviour and business conduct in the performance and exercise of responsibilities as Officers of the Group or when otherwise representing the Group. The Officers should further conduct themselves in a manner that reflects the corporate values and overall spirit of the Code.

**7. CONFLICT OF INTEREST**

Conflict is deemed to exist when an Officer, by virtue of holding a particular position, causes him to obtain an improper gain or advantage, in which such gain or advantage adversely affects the Group's interest.

Conflict of interest occurs when your private or personal interest (whether direct or indirect interest) interferes, or may appear to interfere, with the interests of the Group.

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A conflict of interest can arise when Officers take actions or have interests that may make it difficult to perform your responsibilities objectively and effectively.

The Officers shall not conduct themselves in such manner as likely to bring their private personal matters into conflict with their duties to the Group or to subordinate their duties in favour of their private personal matter.

Directors should notify in writing immediately to the Board where you are a director and an employee should notify his reporting superior or division head (as the case maybe) in writing immediately upon becoming aware of a conflict, whether real or perceived, either involving himself, other employees or a third party.

#### **8. PERSONAL AND FAMILY RELATIONSHIPS**

Whilst we permit employment of employee's family members and relatives, declaration of such relationship must be made prior to approval of such employment and subject to conditions as per our policies. Employment of family members of employees within the same department or division, depending on the nature of job, where it may cause the rise of conflict, whether directly or indirectly will be at our sole discretion.

Declaration should also be made in the event an employee enters into a relationship with another employee during the course of employment or with a family member of that employee. The Company may, at its discretion, take the appropriate course of action, of which any decision made shall be final. Failure to adhere to such request would be deemed as a breach of the contract of employment.

If employee's family and 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 Page 4 of 7 ensure the security and confidentiality of information important to the Group and to avoid and/or create a conflict of interest situation.

If in doubt as to whether a situation breaches the relationship code of conduct, consult the respective Division Head or Human Resource Department.

#### **9. GIFTS, HOSPITALITY AND ENTERTAINMENT**

As a rule of thumb, Officers should not accept gifts, the use of services or entertainment or gratuities which involve cash or cash equivalents or which could be evaluated as illegal or improper exchanges given by third parties who have business dealings with us as this may compromise our integrity or affect our professional judgement in discharging our full responsibilities to the Group. This includes items such as meals and beverages, travel and accommodation, tickets to sporting and cultural events, discounts not available to the general public etc.

However, some business situations may call for giving gifts. In such situation, any form of gift to be given must be legal and have a legitimate business purpose and can only be authorised by the Executive Directors of the Group.

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No one shall offer any gift in the form of cash or cash equivalents. Officers must be sensitive to the recipient organisation's gifts policy.

Officers must therefore exercise due care and judgement when offering or accepting gifts, hospitality or modest entertainment to protect the reputation of the Group against allegations of impropriety and to ensure Anti-Bribery and Corruption Policy ("**ABC Policy**") adopted by the Company is not breached.

**10. ANTI-BRIBERY AND CORRUPTION**

Corrupt arrangements with customers, suppliers, government officials, or other third parties are strictly prohibited. "Corruption" generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means.

Corrupt activities are not only a violation of this Code, they could potentially be a serious violation of criminal and civil anti-bribery and anti-corruption laws with statutory penalties. Should we become aware of any potential or actual corrupt arrangement or agreement, we have the statutory obligations to report to the relevant authority(ies).

Hence, where relevant, this Code must be read in conjunction with the Group's ABC Policy and other relevant prevailing policies and procedures. Where provisions in this Code are in conflict or inconsistent with any applicable laws or the Group's policy, the stricter provisions will prevail. In case of uncertainty, seek help and clarification before taking action.

Select an appropriate avenue for getting help given the situation on hand. A good place to start is your immediate supervisor. If it remains unresolved, escalate it to your Division Head or Directors.

**11. ANTI-MONEY LAUNDERING**

"Money laundering" is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate.

Officers shall to the best of their ability and knowledge conduct business with reputable customers with legitimate funds, for legitimate business purposes.

**12. INSIDER TRADING**

In the course of performing the job, Officers may learn of certain confidential information that qualifies as "material non-public and price sensitive information" about the Group, customers, suppliers or business partners or another third party.

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“Material non-public and price sensitive information” means any non-public and price sensitive information that could potentially influence the investment decisions of investors. It includes, but is not limited to, the following:

- Financial information such as sales and profits;
- Information concerning dividends;
- Information concerning alliances with other companies, including mergers and acquisitions;
- Information concerning changes in major suppliers; and
- Information concerning new products or new technologies.

Officers should not disclose material non-public and price sensitive information to anyone outside of the Group, including family members and friends.

Officers should not deal in securities of the Company nor influence any third party in dealing with the securities while Officers have material non-public and price-sensitive information about the Group.

In addition, Officers are not permitted to engage in activities that are designed to hedge or offset any decrease in the market value of the Group’s securities.

**13. FRAUD**

Officers should not engage in any transaction involving dishonesty and/or fraud, either directly or indirectly, that reflects adversely on us. Officers should not mislead, provide misleading information or fail to disclose important information in any way in order to obtain financial benefit. Officers should not make fraudulent declaration or falsify any information in any business transactions.

**14. BREACH OF TRUST**

Officers should not engage in behaviour that constitutes a breach of trust and confidence with us, such as misusing or abusing the Group’s assets or funds.

**15. NO ABUSE OF AUTHORITY OR POWER**

The abuse of authority or power is the improper use of a position of influence, power or authority by an individual towards others, in particular where the alleged offender imposes the will over a subordinate, through the exercising of the power conferred by the position of the superior for gaining benefits or particular objective that is usually in violation of laws, rules and regulations.

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All Officers must demonstrate respect in their interactions with other Officers, in particular subordinates and contractors.

**16. CONFIDENTIALITY**

It is pertinent that the Officers exercise caution and due care to safeguard any information of confidential and sensitive nature relating to the Group during their course of duties. Officers must not disclose official or confidential information to others or third parties, unless proper authorisation is given or legally mandated. Confidential information received by each Director in the course of the exercise of directorial duties shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

**17. PROTECTION AND PROPER USE OF OUR ASSETS**

The Officers are expected to protect the assets of the Group, and use all assets efficiently to advance the interests of the Group.

The Officers shall not use property, information or opportunity arising during their course of duties for personal gain. Assets include confidential information, all office equipment, computer systems and data, and other operating plant of the company. Any use of assets must be authorised.

Officers are responsible for safeguarding and appropriately using the Company's properties under their control.

**18. WORK ENVIRONMENT**

The Company strive to be a fair employer. Negative conduct by an employee or group of employees, bullying or any other form of harassment will not be tolerated. Employees are recruited, developed and promoted without regard for race, colour, gender, language, religion, political or other opinion, caste, national or social origin, property, birthplace, union affiliation, sexual orientation, health status, age, disability or other distinguishing characteristics.

The Company is sincere in the commitment to build a work environment where openness, trust and respect are integral parts of our corporate culture. Officers are expected to treat each other with respect and to value each other's differences and the diverse perspectives those differences bring.

The Company considers harassment and discrimination to be unjust and damaging to the working environment. Officers are expected to obey all existing laws, policies, standards and procedures related to work environment, and to respect fellow colleagues at the workplace.

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**19. ENSURING WORKPLACE HEALTH AND SAFETY**

The Company would do everything possible to ensure the safety of each employee and shall maintain and improve the workplace environment so that everyone can work in a safe and healthy surrounding.

The Company understands and strives to comply with all applicable laws and regulations relating to safety and sanitation such as Occupational Safety and Health Act, 1994.

The Company strives to create a secure and conducive work environment that allows our employees to balance their personal lives and work.

**20. SOCIAL AND ENVIRONMENT**

The Company would do everything possible to ensure that the activities and the operations of the Company and the subsidiaries do not harm the interest and well-being of society at large.

The Company adopts an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies.

The Company would do everything possible to ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities. In addition, the Company would do everything possible be more proactive to the needs of the community and to assist in society related programmes in line with the aspirations of the concept of 'caring society'.

**21. INTELLECTUAL PROPERTY AND INFORMATION**

Intellectual assets include knowledge, information and technical know-how that a company and its employees possess. Written plans, product design, current and future projects, patents, trademarks, technical know-how, work processes, and more are all intellectual assets owned by the Group.

Officers are obliged to protect the confidentiality of our information and guard against unauthorised disclosure or use. Confidential or proprietary information includes all information that is not generally known to the public and is valuable to us, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limited to those who have a need to know in order to do their jobs.

**22. FINANCIAL INTEGRITY**

Officers must comply strictly with all policies that are in force from time to time on matters pertaining to the Group's finances.

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Officers are prohibited from: -

- (i) Concealing, altering, destroying or modifying our financial records or documents;
- (ii) Intentionally making false or misleading notes in the records, reports, files or claims; and
- (iii) Engaging in any scheme to defraud money, property and services.

**23. FAILURE TO COMPLY**

It is the responsibility of Officers to ensure full compliance with all the provisions in this Code and to seek guidance where necessary from the respective division head or from the Human Resource Department. Directors must immediately report any concern about possible/ actual breaches of the Code by any director to the Chairman (or the Senior Independent Director, where applicable) and strictly observe the relevant internal document.

In the event of any breaches of this Code by any Director, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

When in doubt, Officers should always be guided by the basic principles stated herein. Failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

**24. REVIEW OF THE CODE**

This Code will be reviewed periodically by the Company, updated and approved by its Board as and when necessary to ensure that it remains current and relevant in addressing any ethical issues that may arise within the Group.

**25. REVISION OF THE CODE**

The provisions of this Code can be amended and supplemented from time to time by a resolution of the Board.

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