



MENANG CORPORATION (M) BERHAD

196401000240 (5383-K)

CODE OF CONDUCT AND ETHICS

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

TABLE OF CONTENTS

PART 1 : OVERVIEW

- 1.0 Objective
- 2.0 Responsibility & Compliance with the Code
- 3.0 Amendments to the Code

PART 2 : CODE OF CONDUCT

SECTION A - Workplace Culture & Environment

- 4.0 Workplace Environment
- 5.0 Working Conduct

SECTION B - Company Information & Assets

- 6.0 Data Integrity & Data Protection
- 7.0 Proprietary & Confidential Information
- 8.0 Publications
- 9.0 Protection & Use of Company Assets & Resources

SECTION C - Dealing with Third Party

- 10.0 Business Conduct
- 11.0 Authority Limit
- 12.0 Conflict of Interest
- 13.0 Disclosure of Related Party
- 14.0 Bribery & Corruption
- 15.0 Gifts, Entertainment and other Benefits
- 16.0 Money Laundering
- 17.0 Insider Trading
- 18.0 Accountability & Compliance with Laws
- 19.0 Whistleblowing

SECTION D - Code of Ethics for Company Directors

- 20.0 Corporate Governance
- 21.0 Responsibility towards Stakeholders & Employees
- 22.0 Social Responsibility & Sustainability

APPENDIX

Declaration by Employee

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

PART 1 : OVERVIEW

1.0 OBJECTIVE

This Code of Conduct and Ethics (“**Code**”) sets out the principles that guides the Directors and all Employees of Menang Corporation (M) Berhad (the “**Company**”) and its subsidiaries (collectively, “**Menang Group**”) in defining ethical standards and conduct at work and when dealing with third parties.

This Code is not intended to be exhaustive, and there may be additional obligations that the Directors and the Employees are expected to behave or conduct when performing their duties. For all intents and purposes, all the Directors and the Employees 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.

2.0 RESPONSIBILITY & COMPLIANCE WITH THE CODE

This Code is applicable to all Employees, including full time or permanent employees, employees on probation or contract and part-time or temporary staff (“**Employees**”) and Directors of Menang Group. It is the responsibility of every Employee and Director to read, understand and act in accordance with the policies, principles and guidelines detailed in this Code and any update or amendment which may be issues from time to time by the Company. Unawareness of the existence of this Code will not be accepted as an excuse for its breach.

It is also the Employees’ responsibility to report violations or suspected violation of this Code and the support the implementation of this Code. Any clarifications, violation or suspected violation may be addressed to the Chairman of the Board or Senior Independent Director (in the case of any Director) and to the Company’s Head of Human Resources Department or Employee’s Head of Department (in all other cases) or such other officers designated by the Company from time to time.

Non-compliance with this Code will be treated seriously and may result in disciplinary action, including the possibility of suspension or termination and if warranted, legal proceedings against the Employee. Violation of applicable laws may subject Employee to civil and/or criminal penalties imposed by a governmental agency or a court, in addition to disciplinary action.

This code is to be read and applied in conjunction with all other related or applicable policies, procedures and guidelines of Menang Group.

All business partners, stakeholders, third parties (which includes vendors, consultants, contractors etc.) and external representatives of the Company should act consistently with this Code when representing Menang Group or working with us.

3.0 AMENDMENTS TO THE CODE

The Company reserves the right to amend, delete or augment any provisions in this Code as and when it deems necessary. Employees will be informed of any updates or amendments to the Code.

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

PART 2 : CODE OF CONDUCT

SECTION A - WORKPLACE CULTURE & ENVIRONMENT

4.0 WORKPLACE ENVIRONMENT

Menang Group upholds the principle of equal opportunity and non-discrimination and fair treatment to all in the Company. Employees must strive to maintain a healthy, safe and productive work environment and create a workplace where everyone is treated with mutual respect and fosters good working relationships and avoid any other factors that are unrelated to the Company's legitimate business interests.

5.0 WORKING CONDUCT

- a) Employees are expected to conduct themselves in a professional, pleasant and cooperative manner and treat others with respect and courtesy. Employees are to abide by the Company's Staff Employment Policy Handbook and all other relevant company policies.
- b) Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:
 - i. Threats or comments that contain discriminatory or harassment elements;
 - ii. Unwelcome sexual advances;
 - iii. Violent behaviour or actions;
 - iv. Misuse or abuse of position of authority;
 - v. Actual or attempted theft, fraud or dishonesty;
 - vi. Inappropriate dressing in violation of the dress code or policy of the Company;
 - vii. Possession of weapons of any type; or
 - viii. Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes.
 - ix. Gambling in the office premises or any other illegal activity;
 - x. Wilful insubordination or disobedience or negligence whether alone or in combination with others to any lawful and reasonable instruction of a superior of the Company;
 - xi. Any gross immoral, indecent or disgraceful conduct.
- c) This may occur but are not limited to the following communication manner, places or situations:
 - i. Any form of communication including verbal, non-verbal, written, physical action or through digital or electronic means towards colleagues, superiors, stakeholders, business associates, service providers and the general public.
 - ii. Within the office premises or in the course of work assignments outside the workplace including at work-related functions or travels and training sessions or seminars.
 - iii. In any public forum or social media.
- d) Employees may refer to the *Staff Employment Policy Handbook* for further information and guidance.
- e) Directors may refer to the *Board Charter* for further information and guidance.

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

SECTION B - COMPANY INFORMATION & ASSETS

6.0 DATA INTEGRITY & DATA PROTECTION

Employees shall record and report all information accurately and with integrity in a timely manner. Records shall be managed securely in line with their importance and in compliance with all legal, tax, regulatory, accounting and other business retention requirements as required by the laws in the Country.

7.0 PROPRIETARY & CONFIDENTIAL INFORMATION

Directors and Employees are required protect and exercise every precaution to safeguard any information of a confidential and sensitive nature relating to Menang Group which is acquired in the course of their employment, and are strictly prohibited from disclosing such information to any person, unless the disclosure is duly authorized or legally mandated. This obligation shall continue beyond the termination of employment.

In the event that a Director or Employee knows of material information affecting Menang Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Director or the Employee involved until it is publicly released.

8.0 PUBLICATIONS

Employees are not permitted to publish or distribute in any written or printed form containing information relating to the Company without prior written approval of the Company. This includes publication on Social Media, press interviews or public statements, articles, books, periodicals, leaflets, brochures etc.

9.0 PROTECTION AND USE OF COMPANY ASSETS & RESOURCES

Menang Group provides its Employees with a variety of resources and assets to facilitate their work. Employees shall safeguard and make proper and efficient use of these assets and resources in compliance with all applicable laws, company policies and licensing agreements and take all necessary steps to prevent loss, damage, misuse, theft, fraud or destruction of Menang Group assets and resources.

SECTION C - DEALING WITH THIRD PARTY

10.0 BUSINESS CONDUCT

In dealing with External Parties which includes business partners, investors, vendors, consultants, government bodies, media or any other stakeholder, the Company expects its Directors and Employees to hold themselves to the highest standards of conduct, ensuring at all times to adhere to relevant laws, rules, regulation and policies including those set out in this Code.

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

11.0 AUTHORITY LIMIT

Employees are expected to be aware of and adhere to the Company's defined delegation of authority guidelines and processes for key functions and commitments and its limits of authority. Commitments that bind the Company shall only be made by Employees who are authorised to do so and in accordance with established limits of authority guidelines. It is not acceptable for Employees to make any business commitments whether oral or written that contradict established guidelines and which create a new agreement or modify an existing agreement without proper approval consistent with the limits of authority guidelines.

12.0 CONFLICT OF INTEREST

The Directors and Employees have an obligation to act in the best interest of Menang Group at all times. Directors and Employees should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of Menang Group that may affect or influence their judgement in the discharge of responsibilities. Directors and Employees must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

If a Director or Employee at any time thinks that he or she may have a potential or actual conflict of interest, they are obliged to disclose the conflict promptly to the Chairman of the Board (in the case of any Director) or the Company's Head of Human Resources Department or Employee's Head of Department (in all other cases) so as to determine the existence and seriousness of the conflict. When in doubt, Employees shall adopt the highest standard of conduct.

13.0 DISCLOSURE OF PERSONAL RELATIONSHIPS

Employees shall disclose to the Company of any personal relationships that may affect the Company or cause any potential conflict of interest. This would include any personal relationships between employees of the Company or those that provides any form of goods or services direct or indirect to the Company, or is a competitor, vendor, business partner, contractor or consultant to the Company.

In such cases, Employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Company and protect the best interest of the Company.

14.0 BRIBERY & CORRUPTION

Employees are prohibited from offering, giving, solicit or accept bribes in order to achieve business or personal advantages for themselves or others or engage in any transaction that contravene any applicable anti-bribery or anti-corruption laws.

Employees shall be cognisant of the fact that bribes may be in any form, monetary or otherwise including but are not limited to unauthorized remuneration such as referral fee, commission or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- Code of Conduct and Ethics

an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.

Prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees shall assess the appropriateness of their actions by assessing if the action could influence or could reasonably give the appearance of influencing the business relationship with the Company.

Menang Group shall conduct periodic checks and risk assessments to identify the bribery and corruption risks affecting the business and assess effectiveness of controls in prevention of such risks in line with Section 17(A) under the Malaysia Anti-Corruption Commission Act, 2018.

15.0 GIFTS, DONATIONS, ENTERTAINMENT & OTHER BENEFITS

As a general rule, Employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from business partners. Notwithstanding this, the Company recognises that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.

The following rules and guidelines shall be observed:

- a. The purpose of the gifts, entertainment and other benefits received or given shall never influence or appear to influence any business decision or gain an unfair advantage.
- b. The situation in which the gifts, entertainment and other benefits is received or given should not be in connection with contractual negotiations, tender awards or similar situations.
- c. Corporate gifts given must be authorized and within limits set by the Company.
- d. Employees shall report all gifts received to their respective Immediate Superiors or Head of Department for further advise.

16.0 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 in Malaysia.

Employees should always ensure that they are conducting business with reputable sources for legitimate business purposes and with legitimate funds. Employees are expected to be mindful of the risks and to raise any suspicious transactions to the Employee's Head of Department or such other officers designated by the Company.

17.0 INSIDER TRADING

Employees who are in the possession of market sensitive information are not allowed to trade in securities of the Company or the shares of another listed company if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007.

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- Code of Conduct and Ethics

Further, Employees shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities. If unsure, Employees shall consult their respective Head of Department of the status of the information held by them.

18.0 ACCOUNTABILITY & COMPLIANCE WITH LAWS

Menang Group is committed to conducting business in the proper way, by acting ethically and consistently with this Code, its policies and all applicable laws, rules and regulations. Employees have a continuing obligation to familiarise themselves with applicable laws relating to their job responsibilities and Menang Group policies.

Employees are expected to take responsibility for their actions and decisions and to always follow reporting lines to facilitate effective resolution of any problems and be aware to ensure that they do not exceed the authority of their position.

19.0 WHISTLEBLOWING

The Company has put in place a *Whistleblowing Policy & Procedures* to uphold the highest standards of professionalism, integrity and ethical behaviour in the conduct of its business and operations. The provision, protection and procedure of the Whistle Blowing Policy for reporting of the violations of the Code are available on the Company's website (www.menangcorporation.com). Whistleblowers will be protected against any discrimination or suffer any act of retaliation for reporting done in good faith on violations or suspected violations of this Code.

SECTION D - CODE OF ETHICS FOR COMPANY DIRECTORS

Further to the earlier provisions, Directors should at all times also observe in the performance of their duties the following:

20.0 CORPORATE GOVERNANCE

- a) Should have a clear understanding of their fiduciary duties and the aims and purpose, capabilities and capacity of the Company;
- b) Should devote time and effort to attend meetings and to know what is required of the Board and each of its directors, and to discharge those functions;
- c) Should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management and ensure at all times that the Company is properly managed and effectively controlled;
- d) Should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- e) Should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties; and
- f) Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake.

MENANG CORPORATION (M) BERHAD

[Registration No. 196401000240 (5383-K)]

- *Code of Conduct and Ethics*

21.0 RELATIONSHIP WITH STAKEHOLDERS & EMPLOYEES

- a) Should be conscious of the interest of shareholders and other stakeholders of the Company;
- b) Should at all times promote professionalism 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.

22.0 SOCIAL RESPONSIBILITIES & SUSTAINABILITY

- a) Should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large and ensure a sustainable working environment is created.



MENANG CORPORATION (M) BERHAD

196401000240 (5383-K)

CODE OF CONDUCT & ETHICS

DECLARATION BY EMPLOYEE

I, _____(NAME), (NRIC NO.) hereby confirm that I have read and understood the Code of Conduct & Ethics (“Code”) that has been made available to me and agree to observe and adhere to the Code, as amended from time to time.

I hereby declare that I shall conduct myself with complete professionalism, integrity and be true to the spirit of the Code in the course of execution of my duties and assignments as an employee of the Company.

I further acknowledge that the Company reserves the right to take appropriate action against me for any failure to abide by the Code.

Name :

Date :