

MATRIX CONCEPTS HOLDINGS BERHAD

Code of Conduct for Directors and Employees

1. **Object & Applicability:**

The purpose of this Code of Conduct is to conduct the business of the Company in accordance with the applicable Laws, Regulations, Rules and with the highest standard of ethics and values. The matters covered in this Code are utmost important to the Company, Shareholders and other Stakeholders.

Our policy is to maintain high standards of integrity and ethical conduct in our relations with our shareholders, our employees, our customers and suppliers. This Code of Conduct and Ethics (the "Code") is intended to provide basic principles to guide your conduct and is not exhaustive. Some of these topics are covered in greater detail in other policies and procedures of Matrix Concepts Holdings Berhad, and its affiliates and business units (individually and collectively, the "Company"). Although this Code covers a wide range of business practices, and identifies a number of corporate policies, it does not cover every issue that may arise in the conduct of business. The absence of an expressed practice, standard or procedure does not relieve you of your responsibility to exercise high ethical standards. We expect all of our directors, officers and other employees to conduct themselves appropriately, in a manner that will enhance the reputation of the Company and avoid even the appearance of improper personal or business.

This Code of Conduct is applicable to all Company Directors and Employees with a view to:

- Promote and ensure honest and ethical conduct including ethical handling of actual or apparent conflicts of interests between personal and professional relationship.
- Promote and ensure full and fair disclosure in reporting.
- Promote and ensure compliance with all applicable laws, rules and regulations.

2. **Honest and Ethical Conduct:**

All the Directors and Employees shall act in accordance with highest standard of personal and professional integrity, honesty and ethical conduct.

3. **Conflict of Interest:**

All Directors and Employees must avoid any conflict of interest between themselves and Company. A conflict of interest occurs when the personal interest interferes or appears to interfere with the interest of the Company as a whole. A conflict of interest between the Company on the one hand and its employee/director on the other hand arise when:

- a) He/she takes actions or has personal interests that may make it difficult to perform his duty objectively and effectively.
- b) He/she or his/her members of the family receives improper personal benefits as a result of his position as a Director/Employee of the Company.
- c) Any outside business activity that hinder his ability to devote appropriate time and attention to his/her responsibilities with the Company.

- d) The receipt of any gift/entertainment of more than RM500.00 from any person/company with which the Company has business dealings.
- e) Any significant ownership interest in any supplier, customer, development partner or competitor of the Company.
- f) Any consulting or employment relationship with any supplier, customer, business associations or competitor of the Company.

If any such situation arises, all Directors must disclose the fact to the Board and in the case of employees, they should disclose it to the Group Managing Director for appropriate action.

4. Duties of Independent Directors:

Independent Directors, besides, the duties specified in the Companies Act 2016, shall also perform the below mentioned duties:

- (a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) Seek appropriate induction or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expenses of the Company;
- (c) Strive to attend all meetings of the Board of Directors and of the Board Committee of which he is member;
- (d) Participate constructively and actively in the committees of the Board in which they are Chairperson or Members;
- (e) Strive to attend the general meetings of the Company;
- (f) Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (g) Keep themselves well informed about the Company and the external environment in which it operates;
- (h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (i) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company;
- (j) Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism are not prejudicially affected on account of such use;
- (k) Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (l) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (m) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5. Company Disclosure:

All Directors and Employees, to extent relevant to their area of responsibility. Must familiarize with the disclosure requirements applicable to the Company as well as business and financial operations of the Company.

They should not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others within or outside the Company including to the Company's Internal Auditors, Statutory Auditors, Government Regulators and Investors unless specifically instructed.

All disclosures which include reports, documents and other papers should be properly reviewed and critically analyzed for accuracy, fairness and completeness.

6. Corporate Opportunities:

All Directors and Employees unless specifically instructed, are prohibited from:

- Utilizing the opportunity related to the Company's business, personally;
- Using the Company's property (other than those provided by the Company under Remuneration package), information or position for personal benefit.
- Competing with the Company for business opportunities.

7. Confidentiality:

All Directors and Employees should maintain the confidentiality of information entrusted to them by the Company and any other confidential information received from customers, suppliers or business associations of the Company, except when disclosure is authorized or legally mandated. The use of confidential information for his/her own advantage or profit is also prohibited.

8. Fair Dealing:

All Directors and Employees should deal fairly with customers, suppliers and other parties with whom they deal during the course of business. They should not take unfair advantages through manipulation, concealment, abuse of confidential information, proprietary or trade secret information, misrepresentation of material facts or any other unfair dealings practice.

9. Protection and Proper Use of Company's Assets:

All Directors and Employees should protect the Company's Assets and ensure their efficient use. All assets should be used only for legitimate business purposes and shall not be used in violation of any applicable laws and regulations.

10. Compliance with the Laws:

All Directors and Employees shall comply with all laws, rules and regulations applicable to the Company. Transactions directly or indirectly involving securities of the Company should not be undertaken without pre-clearance from the Company's compliance officer as per the prohibition of insider trading of the relevant regulations.

11. Compliance with the Code of Conduct:

All Directors and Employees shall strictly comply with this Code of Conduct and if any suspected violation is noted it should be brought to the notice of the Board of Directors. Violation of Code of Conduct will be investigated by the Board or person/s designated by the Board and appropriate action will be taken.

12. Sexual Harassment

It is Company's policy to prohibit harassment of any employee by a supervisor, employee, customer or visitor including harassment on the basis of sex, sexual orientation, gender or gender identity. The purpose is not to regulate personal morality within the company but is to ensure that all employees are free from harassment on the basis of sex, sexual orientation, gender or gender identity. Sexual harassment is unlawful.

Sexual harassment means sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature when:

- submission to or rejection of such advances, requests or conduct is made either explicitly or implicitly a term or condition of employment or a basis for employment decision; or
- such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.
- While it is not easy to define precisely what types of conduct could constitute sexual harassment, examples of prohibited behavior include, but are not limited to:
 - (a) unwelcome sexual advances;
 - (b) requests for sexual favors;
 - (c) obscene gestures;
 - (d) displaying sexually graphic magazines, calendars, or posters;
 - (e) displaying derogatory cartoons, posters and drawings;
 - (f) sending sexually explicit e-mails or voice mail; and
 - (g) other verbal or physical conduct of a sexual nature, such as uninvited touching of a sexual nature or sexually-related comments
- Depending on the circumstances, the conduct can also include:
 - (a) sexual joking
 - (b) vulgar or offensive conversation or jokes;
 - (c) commenting about an employee's physical appearance;
 - (d) conversation about your own or someone else's sex life;
 - (e) teasing or other conduct directed toward a person regarding his or her sexual orientation or because of his or her gender or gender identity which is sufficiently severe or pervasive to create an unprofessional and hostile working environment.

13. Insider Trading

Directors, officers and employees who have access to material, non-public information regarding the Company or any other entity are not permitted to use or share that information for purposes of trading securities of the Company or such other entity or for

any other purpose except the conduct of our business. All non-public information should be considered confidential information. To use material, non-public information for personal financial benefit or to “tip” other who might make an investment decision on the basis of this information is both unethical and illegal.

14. Health and Safety Concerns

The Company takes pride in its ability to offer a safe and health work environment. Each employee is responsible for maintaining a safe and healthy rules and reporting workplace accidents, injuries and unsafe conditions.

The Company will not permit violence or threatening behavior involving our directors, officers, or employees, or on Company premises or business. It is the Company’s policy to prohibit conduct by people associated with our Company, including directors, officers and employees, suppliers and customers that threatens any other director, officer, employee, supplier or customer.

15. Accounting Practices and Record-Keeping

No code of conduct can encompass the extensive accounting requirements that the Company must fulfill, but rather, the Company must demand employee truthfulness in accounting and financial practices. All of the Company’s books, records, accounts and financial statements must be maintained in reasonable details, must appropriately reflect the Company’s transactions, and must conform both to applicable legal requirements, generally accepted accounting principles and to the Company’s system of internal controls. Directors, officers and employees may not participate in any knowing material misstatement of the Company’s accounts.

Timely and accurate recording and reporting on information is essential for the conduct of the Company’s business. It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public, communications made by the Company.

Business records and communications, such as e-mails, internal reports, memos and similar items often become public. E-mails should be given the same forethought as any written memoranda. Avoid references that could be misunderstood or misinterpreted in light of subsequent events.

Interpretation of the Code:

Any question or interpretation under this Code of Conduct will be handled by the Board.