

GLOSTREXT BERHAD

Registration No. 202201005343 (1451040-T)
(Incorporated in Malaysia)

CODE OF CONDUCT AND ETHICS

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CODE OF CONDUCT AND ETHICS

1. PURPOSE

1.1 The Board of Directors (the “Board”) of Glostrex Berhad (the “Company”) is expected to act in a professional manner and shall apply the principles of good corporate governance in all its dealings and to uphold the core values of integrity and ethics in the discharge of its fiduciary duties and responsibilities.

1.2 The Board of Directors (the “Board”) of the Company has adopted the following Code of Ethics and Conduct for the Directors, Management and Employees (hereinafter referred to as the “Code”) as part of its commitment to integrity, transparency, and self-regulation. This Code shall assist the Directors to identify the areas of ethical risks and provide the guidance to deal with unethical conduct to foster a culture of integrity, trust, and responsibility.

1.3 This Code does not and has no intention to cover all situation that may arise where ethical decision must be made. Instead, it serves as a guide on the principles and policies that the Directors can use to avoid making unethical decision or commitments. The Directors are encouraged to discuss matters that may affect the Company’s reputation/image or corporate governance arising from the ordinary course of business to the Board and management to take the appropriate steps to resolve such issues.

2. CODE OF ETHICS

In the performance of his/her duties, the members of the Board shall always observe the following Code of Ethics: -

- ❖ Should have a clear understanding of the strategic aims and purpose, capabilities and capacity of the Company and its subsidiaries (the “Group”).
- ❖ Should devote sufficient time and effort to attend meetings and to know what is required of Board and each of its directors, and to discharge those functions.
- ❖ Should ensure that the Group is properly managed and effectively controlled at all times.

- ❖ Be well informed of the affairs of the Group and on all matters of importance to the Group for the directors to be effective in corporate and operational management.
- ❖ Should limit his/her directorship in companies to a number to ensure that he/she can devote his/her time to ensure that that his/her contributions to the Group are effective.
- ❖ The Directors 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. Directors are expected to always observe the highest standards of corporate governance.
- ❖ Directors to ensure that his/her authorities are used for the benefits of the group and any contractual interests with the Group whether directly or indirectly are disclosed immediately.
- ❖ To always act honestly and not to divert to his/her advantage or jeopardize any business opportunity that the Group is pursuing or use any confidential information obtained by reason of his/her office for his/her own advantage
- ❖ Should always promote professionalism, exercise professional independent judgement, if necessary, openly oppose any decision making if the vital interest of the Group is at stake and improve the competency of management and employees.
- ❖ To act always in good faith, with due care, competence, ethically, with integrity and loyalty and conduct themselves in a professional, courteous, and respectful manner.
- ❖ Directors should not accept positions on Board Committees or working groups where a conflict of interest is likely to arise without firstly declaring that interest and obtaining the Board's approval.
- ❖ To declare any personal, professional, or business interests that may conflict with his/her responsibilities as a director in the Group immediately.
- ❖ To treat all the colleagues, employees, and other associates of the Group professionally and shall not harass any of them in any manner regardless of creed, race, religion, rank, or gender.
- ❖ Should exercise the necessary competence and due diligence to avoid breaches of duty via negligence, omission, and unauthorised communications with individuals who are trying to influence by improper means or seeking to receive personal gains through Board decisions or information obtained as officer of the Group. Such officer includes any director, company secretary or employee of the Company.

3. CODE OF CONDUCT

3.1 Conflicts of Interest

a. Conflict of Interest may arise from: -

- ❖ the private interests of the directors which will interfere with that of the Group or where there is a possible perception of interference with the interest of the Group.
- ❖ Where a director or his/her immediate family has a professional or business interest or intend to acquire an interest that will put his/her independence under scrutiny, as such, the director should not accept any position on Board Committees or working group where such conflict is likely to arise.

b. Members of the Board should avoid situations where a conflict of interest might arise due to their personal interest and the interest of the Group. If such situation arises or seem to appear to be a conflict of interest, the said director shall inform or notify the Board immediately to ensure that the best interest of the Group is not compromised.

c. The Directors should avoid:

- ❖ using information procured from the Group to enrich themselves personally using Group's property, information, or position.
- ❖ competing with the Group for business opportunities. The Directors owe a duty of care to the Group to advance its legitimate interests when the opportunity arises.

3.2 Confidentiality

The members of the Board are expected to maintain the confidentiality of all information made available to them by the Group and such information shall not be disclosed except where it is authorised and legally mandated. Such confidential information includes all non-public information pertaining to the Group and its operations, prospects, financials, and competitive advantage which can be used by the competitors in course of the business operations.

3.3 Fair Dealing

The directors should always be conscious of the other stakeholders such as the shareholders, employees, creditors, and customers in their dealings and shall not take advantage of anyone including the Group's customers, suppliers, competitors and

employees through manipulation, concealment, abuse of privilege information, misrepresentation of material facts or other unfair dealing practices.

In the course of business, the Directors should in their best competency ensure the proper, efficient usage of the Group's assets and resources and endeavour to protect them against loss, theft or other misuse.

3.4 Compliance with Laws, Rules and Regulations

All directors should ensure that they carry out their responsibilities in compliance with all laws, rules, and regulations, including law pertaining to insider trading. The members of the Board and senior management staff are at all times prohibited from trading in the Company's securities while they are aware of material and non-public information concerning the Company and to observe the closed period for trading of the Company's securities.

3.5 Gifts

The Directors and senior management should not solicit or accept gifts, gratuities, payment, promise to pay, or anything of value that compromise their professional integrity in the operations of the Group's business or adversely affect business decisions.

3.6 Human Rights

The Group treats all its directors, management and staff with dignity and respect in the workplace and will not discriminate against anyone in term of race, religion, or gender. The Group provides equal employment opportunities and a safe and harmonious work environment. All officers should respect the personal dignity, privacy, and rights of everyone you interact with during the course of work and shall not in any way cause or contribute to the violation or circumvention of human rights.

3.7 Health and Safety

The Group shall provide for a safe and secure work environment that is free of danger, harassment, intimidation, threats, and violence. The Group shall take appropriate precautions to prevent injuries and prevent adverse working conditions for all. Every officer is responsible to adhere to the prescribed safety rules and to raise any concerns which of potential threat to the health and safety of the staff. All injuries and dangerous work practices or conditions shall be highlighted to the management immediately.

Officers are responsible for reporting injuries and unsafe work practices or conditions as soon as they are discovered or become known.

3.8 Social Responsibilities and Environment

The Group takes its social responsibilities and environment issues seriously and try to continuously contribute to the needs of the community and society. In the operations of its business, the Group ensure that the working environment is safe, protects the health of its workers, the environment as well as conserve and recycle materials wherever and whenever it can. The Group is committing to safeguard the environment by minimizing environmental impacts on the surrounding areas. Staff are trained to minimise the use of finite resources, including energy, water, and raw materials and to minimize harmful emissions to environment, including waste, air emissions and discharges to water.

3.9 Whistle-Blowing Policy

The Group has established a Whistle-Blowing Policy to provide a channel for staff and relevant third parties to report back to the relevant parties in the Company any unethical practices, illegal activities, breach of laws and regulations, financial and accounting fraud, improprieties, etc. The said Whistle-Blowing Policy will be broadcast to all staff and always made available for inspection.

3.10 Company Records and Internal Control

All the financial records and statements shall be prepared accurately and transparent by the accountants and by the staff who contribute to the creation of these business transactions or records. The Company shall take the appropriate steps to ensure the content and structure of the records are accurate and such records shall be kept for all operational, legal, financial, and other purposes. The Company shall ensure that these records are available for inspection anytime if necessary.

To ensure that the assets of the Company are protected, internal controls are critical for the proper, complete, and accurate financial reporting which are timely and accurate. The management must understand the internal control requirements relevant to their areas or work and comply with the policies and procedures to ensure that the Group business processes are robust.

3.11 Corruption

We discourage employees from accepting gifts from clients or partners. We prohibit briberies for the benefit of any external or internal party. Please refer to our Anti-Bribery and Corruption Policy.

4 REVIEW

This Code shall be reviewed by the Board for adequacy and the necessary amendments made from time to time as the Board deem appropriate.