



WINTONI GROUP BERHAD  
Registration No: 200701008533 (Company No. 766535-P)  
(Incorporated in Malaysia)

## **CODE OF ETHICS AND CONDUCT**

### **1.0 INTRODUCTION**

The Code of Ethics and Conduct (“Code”) aims to outline the standards of business conduct and ethical behavior which the Directors and employees should possess in discharging their duties and responsibilities and to enhance the high standards of personal integrity and professionalism of the Directors.

### **2.0 PRINCIPLES**

The Code is to be observed by all Directors and employees of the Group. The core areas of conduct include the following:-

- i. Compliance at all times with the Code and the Board Charter.
- ii. Not misuse information gained in the course of duties for personal gain or for political purposes.
- iii. Uphold accountability and act in good faith and in the best interests of the Company and the Group.
- iv. Observe high standards of corporate governance at all times.
- v. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, including fair dealing and the ethical handling of conflicts of interest.
- vi. Ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information. Value and protect with the highest possible standards of professionalism, ethics and integrity in order to protect the Group's confidential and proprietary information, including any intellectual property rights, assets and standing and ensure the proper use of

the same. Such information cannot be shared, disclosed or utilised for personal gain or any other gain to any individual, business or third party entity, including family and friends, except where expressly approved by the Group or required by law. This obligation of non-disclosure is effective even after the termination of employment.

- vii. Ensure full, fair, accurate, timely and understandable disclosure.
- viii. Declaration of any personal, professional or business interests that may conflict with responsibilities. Act solely in the best interests of the Group at all times.
- ix. Maintain a policy of non-discrimination and value and respect the diversity, cultural and religious differences of its employees.
- x. Exercise due care, diligence and etiquette in all business and work-related communications, be it in written form, verbal or otherwise, and to ensure that the contents are clear, truthful, courteous and accurate.
- xi. Undertake proper record keeping of all commercial arrangements, transactions, accounts, communications and information, particularly where it is required in law. Employees must never delete, destroy or discard any records without authorisation and particularly where it is to hide a wrongdoing or a mistake. Any falsification or improper alterations of records are strictly prohibited.
- xii. Protect personal data processed within the Group at all material times and in compliance with the applicable laws. All employees who have access to personal data of any persons, whether employees, consultants, customers, suppliers, and/or any related party whereby personal data is processed and accessed, must not unlawfully use, access and/or revise such personal data for any purpose or reason.
- xiii. Refrain from trading in the securities of the listed companies of the Group or any other listed company if any employee of the Group is in possession of market sensitive information and that information has not been made public. This prohibition extends to any act of disclosing the insider information to another person, including family members and friends, if the employee knows or reasonably knows that the other person would make a trade in reliance on that information, even if the employee does not derive any direct economic benefit from the trade. Under the Capital Markets and Services Act 2007, an "insider" refers to a person who possess information that is not generally available and which, upon it becoming generally available, would have a material effect on the price or the value of securities.
- xiv. Adhere to the Anti-Bribery & Corruption Policy which clearly sets out the Company's policies in various matters that relate to bribery and corruption. Refrain from offering, promising, giving, demanding or receiving anything of

value to them in the form of bribes and/or any other improper gratification.

- xv. Refrain from dealing in any money laundering activities and must comply with the applicable anti-money laundering laws.
- xvi. Encourage all employees to release any information that is evidence of illegal, immoral conduct or malpractices pursuant to the Company's Whistle Blowing Policy.
- xvii. Encouraged to raise genuine concerns, including the reporting of unlawful, unethical or questionable behaviour, in confidence and without risk of reprisal.
- xviii. Employees of the Group are a representative of the Group at all times and are prohibited from bringing the Group's (and each of the companies under the Group) name and reputation into disrepute. All employees are strongly encouraged to exercise discretion at all times when using and publishing on online platforms.

### **3.0 RESPONSIBILITIES AND ACCOUNTABILITY**

All employees are required to understand the Code and comply as a matter of course. They are also responsible for promoting open and honest two-way communication to facilitate discussions especially in situations where the application of the Code, or any part of it, may be unclear.

The Management should not only play an exemplary role but should also diligently be on the lookout for indications that unethical and improper business conduct is taking or has taken place.

All External Parties are required to conform to the principles documented in the Code in their dealings with the Company.

### **4.0 DUTIES OF GOOD FAITH, DILIGENCE AND INTEGRITY**

#### **4.1 Conflict of Interest**

Employees have an obligation to act in the best interest of the Company at all times. Employees are prohibited from using their position or knowledge gained directly or indirectly in the course of their duties and responsibilities or employment for private or personal advantage.

If an employee at any time thinks that he or she may have a potential or actual conflict of interest, then the employee is obliged to disclose the conflict promptly to the Chairman of the Board (in the case of any Director) or the Company's Executive Director / Head of Human Resources Department to be able to determine and conclude as to the existence and seriousness of an actual conflict. Should an employee be in doubt, the he or she ought

to adopt the highest standard of conduct.

Any dealings of family members with the Company, whether directly or indirectly, must be disclosed.

#### **4.2 Insider Trading**

Under the Capital Markets and Services Act 2007 ("CMSA"), an "insider" refers to a person who possess information that is not generally available and which, upon it becoming generally available, would have a material effect on the price or the value of securities.

Employees who are in possession of market sensitive information are not allowed to trade in the securities of the Company or another listed company should the said information yet to be made public. Employees are also prohibited from disclosing any non-public price sensitive information to any third party.

#### **4.3 Money Laundering**

Money laundering is a 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.

Employees are to always ensure that all businesses are conducted only with reputable customers, for legitimate business purposes and with legitimate funds. Employees are expected to be always vigilant of the risk of the Company's business being utilised for money laundering activities, and if an employee is suspicious of money laundering activities, he or she should immediately report to the Executive Director, their respective Head of Department or the relevant person designated by the Company.

#### **4.4 Proprietary and Confidential Information**

Employees are at all times prohibited from disclosing any confidential, proprietary and sensitive information of the Company to family, friends and third parties, unless otherwise authorised by the Company or required by law or request by advisors. A non-exhaustive list of such information include but are not limited to trade secret, financial and business forecast, competitive bids, business acquisition and any other information that may affect the Company's business and share price. Information of such nature should remain confidential until it is in the public domain. Employee who resides in countries where the Personal Data Protection Act (PDPA) has been enforced should always abide by this Act.

Ex-employees who have left the Company are expected to maintain confidentiality of proprietary and sensitive information acquired in the course of employment with the Company.

All queries from the media or third parties about the Company's business must be directed to the Executive Director or the key senior management of the Company for a consistent and professional approach in the handling of such matters.

A non-disclosure agreement should be signed by vendors or any 3rd party who may have access to confidential and proprietary information so as to protect the interest of the Company.

#### **4.5 Public Image**

Employees who have been invited to make public appearances in their personal capacity e.g. as guest speakers/panel members in any public forum or event, on topics related and/or relevant with their line of work, are to seek approval for their participation and/or the proposed contents of their presentation from their superior /person in authority. Employees may only make such appearance after such approval has been obtained.

Employees who have been invited to make public appearance either in their personal capacity or as the representatives of the Company must ensure that their thoughts and actions are not detrimental to, tarnish or implicate the Company's image and interests.

Employees shall not issue any statement, written or verbal to the media and/or general public (including all forms of electronic media) on matters in relation to the employee's duties or the Company's activities and performance, unless prior permission has been obtained from the relevant authorised parties. Any dealing with the media shall be handled by or referred to the relevant authorised parties to ensure accurate, consistent, professional communication response and to avoid misinterpretation

#### **5.0 COMPLIANCE OF THE CODE**

Directors should promptly communicate any breaches of the Code, including violations of laws, rules, regulations or the Company's policies, to the Board.

#### **6.0 REVIEW OF THE CODE**

The Code shall be reviewed by the Board as and when necessary and may be amended as the Board may deem appropriate.

#### **7.0 AMENDMENTS TO THE CODE**

Updates or amendments to this Code may be made from time to time to be in line with any change in applicable laws and regulations, or changes to the Company's vision and mission or other relevant factors. Employees will be informed of any update or amendment to the Code