



AWANBIRU TECHNOLOGY BERHAD

[Reg. No. 201001038336 (922260-K)]
(Incorporated in Malaysia)

DIRECTORS' CODE OF CONDUCT AND ETHICS

Updated as at 5 July 2021

Table of Contents

1. PURPOSE	3
2. SCOPE OF APPLICATION	3
3. CODE OF CONDUCT AND ETHICS FOR DIRECTORS	3
4. ANTI-BRIBERY OR CORRUPTION	5
5. FAIR TREATMENT	5
6. INSIDER TRAINING	5
7. LAW COMPLIANCE OBLIGATIONS	5
8. COMPANIES ASSETS AND PROPERTIES PROTECTION	6
9. CONFIDENTIAL INFORMATION	6
10. ANTI-MONEY LAUNDERING	6
11. INTEGRITY AND PROFESIONALISM	6
12. REPRESENTATION	6
13. REPORTING VIOLATIONS OF THE CODE	7
14. REVIEW OF THE CODE	7

1. PURPOSE

The objective of this Code is to record the ethical and professional standards of corporate and individual behaviour expected of the Board. This Code provides guidance to the Directors to assist them in carrying out their duties and responsibilities in accordance with the standards of professional conduct expected by AwanBiru Technology Berhad ("**Awantec**" or the "**Company**").

A director should read the Code together with the Company's Constitution, Board Charter, Terms of Reference of the Board Committees and relevant rules, laws and regulations.

2. SCOPE OF APPLICATION

This Code is meant as a reference for all directors of Awantec and its subsidiaries ("**the Group**"). In the context of this Code, a company director means any person occupying the position of a director of the Company by whatever name called and includes a person in accordance with whose directions and instructions the directors of the Company are accustomed to act, and an alternate or substitute director. A director also includes both Executive and Non-Executive Director as well as Executive and Non-Executive Chairman.

3. CODE OF CONDUCT AND ETHICS FOR DIRECTORS

In the performance of his or her duties, a Director shall at all times, act within the authority conferred upon them in the best interests of the Company and observe the following:

- 3.1 have a clear understanding of the aims and objectives, capabilities and capacity of the Company;
- 3.2 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;
- 3.3 comply with this Code of Conduct and Ethics, the Board Charter, Terms of Reference of the Board Committees, the Company's Constitution and relevant rules, laws and regulations;
- 3.4 observe high standards of corporate governance at all times during their tenure as the directors of the Company;
- 3.5 act in good faith and in the best interests of the Company and Group;
- 3.6 avoid diverting to his/her own advantage any business opportunity that the Company is pursuing, nor use confidential information obtained by reason of his/her office for his/her own advantage or that of others;
- 3.7 ensure that the Group's resources are properly safeguarded, and the Company

conducts its operations as economically, efficiently and effectively as possible at all times;

- 3.8 limit his/her directorship of companies to a number in which he/she can best devote his/her time and effectiveness;
- 3.9 declare any personal, professional or business interests that may conflict with directors' responsibilities. Guidance on declaration and registration of interests is given in the section entitled "Declaration of Interests" below: -

3.9.1 Declaration of Interests

Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretary, changes in the following: -

- a) shareholding in the Company and its related corporations, whether direct or indirect; and
- b) directorships or interests in any other corporations.

In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board shall declare that interest. Such declarations shall describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of Senior Management.

Board members shall not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.

Relevant interests in this context are as follows: -

- a) Executive and Non-Executive directorships of, significant shareholdings in, or employment by public or private companies likely or possibly seeking to do business with the Company;
- b) ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.

3.9.2 Register of Interests

The Companies Act 2016 requires that a formal register of interests be established. The register shall include details of all directorships in public companies and subsidiaries of public companies.

The register shall be kept by the Company Secretaries at the registered office.

3.9.3 Conduct in Meetings

Any Board member who has a clear and substantial interest in a matter under consideration by the Board shall declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the register. The Board member concerned shall withdraw from the meeting during the relevant discussion or decision.

4. **ANTI-BRIBERY OR CORRUPTION**

A Director should refrain themselves from offering, giving or receiving any gifts and other form of benefits from person or entities who deal with the Awantec Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

5. **FAIR TREATMENT**

A Director should ensure that all business dealings on behalf of the Awantec Group with existing and potential customers are conducted fairly and equitably. A Director should not be influenced by friendship or association, either in meeting a customer's requirements or in recommending that they be met.

6. **INSIDER TRADING**

Directors may come into possession or access to confidential, sensitive and non-public information ("**Insider Information**") in the course of their directorship with the Company. Directors who possess Inside Information shall not deal in securities or communicate such information to any unauthorized persons, for the benefit of himself or any other persons until after the information has been publicly disclosed or no longer deemed as material. The same prohibition applies for Directors whose engagement have been terminated but are in possession of material non-public and price sensitive information.

7. **LAW COMPLIANCE OBLIGATIONS**

Directors must keep abreast of the changes and additions in law and regulations and able to identify potential non-compliance and conflict of interest situations and to seek advice from the Chairman, Company Secretary, the Company's lawyers or professional advisors. Directors should inform the Board and/or Chairman of suspected violations for subsequent investigation and action to be undertaken.

8. COMPANIES ASSETS AND PROPERTIES PROTECTION

A Director should safeguard the Awantec Group's assets, including its physical premises, equipment and facilities as well as the records and data or information. Awantec Group's assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

9. CONFIDENTIAL INFORMATION

All information obtained in the Company's business, customer and suppliers, which Directors have privy access or knowledge must be considered privileged and confidential and to be kept strictly confidential at all times. Unless authorised by the Board or required by law or regulatory body, Directors must not disclose to a third party on any information or make any forward-looking statements which are price sensitive in nature. The obligation to preserve such information of the Company is ongoing even after he or she is ceased to be a Director in the Company and the Group.

10. ANTI MONEY LAUNDERING

Director should not tolerate any form of money laundering activities in the Company. Directors need to be mindful of the money laundering risk and to promptly raise any suspicious transactions to the Company.

11. INTEGRITY AND PROFESIONALISM

All directors should conduct themselves professionally, maintain the good reputation of the Company as well as in the workplace or any other location while on Company's business.

12. REPRESENTATION

The Company shall be represented by the Board and the Authorized Spokesperson (as defined in the Corporate Disclosure Policy) in all its public appearances to deal with the media, analysts, investors and shareholders to disclose company related news and information.

All disclosure of information must strictly adhere to the Corporate Disclosure Policy set up by the Company.

13. REPORTING VIOLATIONS OF THE CODE

In case of breaches of this Code including violations of laws, rules, regulations or the Company's policies by any director, the director or other directors are required to: -

- (i) as soon as possible, disclose the violations to the Chairman and the rest of the directors;
- (ii) use best efforts to reduce the magnitude of damage/loss, if any; and
- (iii) strictly observe the whistle blower policy.

14. REVIEW OF THE CODE

This Code shall be reviewed periodically by the Board in accordance with the needs of the Company from time to time or when changes to regulatory requirements necessitate a revision, but at least once every three (3) years; any recommendation for its revision will be highlighted to the Board for approval.

<p>Adopted by the Board on: 22 May 2013 Updated and adopted by the Board on: 5 July 2021</p>
--