



PROGRESSIVE IMPACT CORPORATION BERHAD
(Company No: 203352-V)
(Incorporated in Malaysia)

CODE OF CONDUCT

EXECUTIVE SUMMARY

This code of conduct (“Code”) applies to all employees of Progressive Impact Corporation Berhad including its subsidiaries and associate companies (“the Company”) including full time or permanent employees or employees on secondment.

The Company is committed to conduct its business fairly, impartially and in full compliance with all applicable laws and regulations in Malaysia and in countries where the Company has operations. The Company’s professionalism, honesty and integrity must at all times be upheld in the Company’s business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and in the relationship of its own employees. Employees are not permitted to be involved or engaged in practices that affect or impair the Company’s integrity, impartiality or reputation and are required to promote the interests of the Company, perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner, abide by the Company’s policies and procedures, instructions and lawful directions that relate to their employment and duties.

It is the responsibility of every employee to act in accordance with the policies detailed in the Code and any updates or amendments which may be issued from time to time by the Company. It is also the employee’s responsibility to seek clarification, to ask questions and to report suspected violations or express concerns regarding compliance with the Code. Managers have added responsibility of supporting the implementation of the Code and monitoring compliance of the Code.

The objective of the Code is to ensure that the Company’s business interactions should not in any circumstances, tainted by malpractices.

Purpose of the Code:

The Code shall serve as documentation of our commitment in business dealings in a manner that is efficient, effective and fair. This Code is meant as a reference for all levels of employees of the Company.

It is a guide to assist the Company's employees to live up to the Company's high ethical business standards and it provides guidance on employees conduct when dealing with other parties that have business dealings with the Company. It also provides guidelines for the manner employees should conduct themselves at the work place, while performing their daily duties for the Company.

The Code is a guide that highlights key issues and identifies the relevant policies and procedures to help employees conduct business in line with high ethical and integrity standards and it is not a comprehensive manual that covers every ethical situation employees may encounter during the course of their work.

1. General

The guidelines setting out the minimum standards of conduct and personal behaviour which are to be adhered to in order to promote and maintain a uniform ethical standard or conduct within the Company are set out below. Wilful failure to comply with these guidelines shall be grounds for disciplinary action.

2. Principles relating to Code of Conduct and Ethics

The Code comprises the following main principles:

- (a) To avoid conflict of interest;
- (b) To avoid misuse and/or abuse of position;
- (c) To ensure protection of assets and interests, confidentiality of information and to prevent misuse of information gained through the Company's operations, either for personal gain or for any purpose other than that intended by the Company;
- (d) To encourage reporting of unlawful or unethical behaviour; and
- (e) To ensure compliance with policies, laws, rules and regulations.

In addition to these principles, you must accept individual responsibility for your own actions and that your conduct must measure up to the high standards of integrity and honesty expected of each director and employee in the Company.

3. Conflict of Interest

You shall not engage directly or indirectly in any business or activities that competes or conflicts with the interests of the Company. These activities include, but are not limited to, the following:

(a) Other Business Interests

You shall not conduct any business other than the businesses of the Company during office hours.

(b) Other Employment

Unless with the prior written approval from the management of the Company, you shall not carry out or be involved in any additional gainful employment outside the Company. In the event you are required to engage in part-time employment after and outside normal office hours, you shall give full details of such employment and shall obtain the written approval of the Group Executive Director of the Company or the Head of the respective subsidiaries

before undertaking such employment. Approval shall only be granted where the interests of the Company will not be prejudiced.

(c) Corporate Directorships

Save for independent directors, you shall not serve as a director of corporations which are not related to the Company without the approval of the Group Executive Director of the Company. However, an employee may assume directorships of non-profit or public service corporations, such as religious, educational, cultural, social, welfare, philanthropic or charitable institutions provided that the discharge of these responsibilities does not interfere with his duties and responsibilities in the Company.

Directors shall be governed by the Companies Act 2016 and Bursa Malaysia's Main Market Listing Requirements on matters relating to disclosures of conflict of interest.

You are advised to consult the management if you are uncertain about a situation of potential conflict of interest.

4. Bribery and Illegal or Unethical Trading Practices

You shall neither (i) offer or accept bribes in any form; nor (ii) make or accept facilitation payments, and (iii) shall refrain from illegal, unlawful or unethical actions that might damage the reputation of or any act that jeopardises the integrity and standard of competency of the Company.

5. Entertainment and Gifts

You shall not accept entertainment, commission, emolument, service, gratuity, money, property or any pecuniary benefit or gift for your own personal benefit or advantage from any person/agent or representative having a direct or indirect business dealing with the Company, if this is given with the intent to influence your conduct in relation to the Company's affairs, subject to following paragraph.

Subject always to the last paragraph of this section 5, you may accept a gift of very nominal value provided that :-

- (a) the gift, if not accepted, would in your judgement have an adverse effect on the business relationship of the company concerned;
- (b) refusal or return of the gift item is truly impractical.

If you are offered a pecuniary benefit or gift, you shall immediately inform the appropriate Head of Department or superior, who will provide guidance.

You may offer to others gifts of very nominal value in accordance with widely accepted good business practices.

Gifts are never to be offered or accepted in such a way as to be deemed as an offence under the Malaysian Anti-Corruption Commission Act 2009.

6. Misuse of Position

You must not use your position or the name of the Company or any of its subsidiaries for personal advantage in political, investment or retail purchasing transactions, or in similar types of activities.

7. Insider Information

You shall not deal in the securities of any company listed or pending listing on a stock or securities exchange at any time when you are in possession of information, obtained as a result of your directorship in or employment by the Company which is not generally available to shareholders of that company and the public, and which, if it were so available, would likely bring about a material change in the market price of the shares or other securities of the company concerned.

If you possess insider information you are also prohibited from influencing any other person to deal in the securities concerned or communicating such information to any other person, including all other directors or employees who do not require such information in discharging their duty.

8. Confidentiality

You must take every precaution to protect the confidentiality of the Company's information. You shall not during, or after termination of your directorship in or employment with the Company (except in the proper course of your duties or with the Company's or the respective subsidiaries' written consent) divulge or make use of any secrets, copyright material, or any correspondence, accounts or dealings of the Company.

9. Media Relations

All enquiries from the media must be referred to the respective Head of the companies.

An employee is not permitted to give interviews for any purpose connected with the Company without the prior written consent of the appropriate authority.

10. Trade Union, Political and Social Activities

If you are involved in trade union, political and social activities, you shall conduct these activities outside the premises of the Company and after working hours. You shall ensure that your involvement or participation in these activities will not infringe upon or interfere with your duties and responsibilities to the Company.

The Company, however, reserves the right to request you to stop your involvement/participation in these activities if these activities prevent you from giving your commitment to your duties and responsibilities and/or cause detriment or embarrassment of any kind to the Company.

11. Whistleblowing and Grievance Procedures

The Company has established grievance procedures and whistleblowing channels which all employees and external parties are encouraged to use to report potential or actual ethics, human rights, legal or regulatory violations, including improper or unethical business practices, and there are mechanisms in place to ensure that the person making such a report shall do so without fear of intimidation. All complaints will be investigated and any breaches can lead to disciplinary measures, including removal or dismissal.

12. Protecting The Company's Assets

In the performance of your duties within the Company, you are to protect the assets of the Company against misuse, theft, waste, loss, damage, abuse, misappropriation or infringement of Intellectual Property rights and ensure these assets are used responsibly and in the best interest of the Company.

13. Accuracy of Information

The Company is committed to ensuring the integrity of its information (including financial reporting) to all its stakeholders. It is the responsibility of each employee to ensure that all business records and accounts are prepared accurately and reliably in a timely manner and conforms to generally accepted and applicable accounting principles and all applicable laws, rules and regulations. Falsification, omission, or bad faith alteration of financial or any other records or misrepresentation of information may constitute fraud and can result in civil and criminal liabilities. You are obliged to report or highlight questionable or improper accounting in the books and records of the Company.

14. Compliance

The Company is committed to conducting its businesses in compliance with local laws, rules and regulations. You are required to comply with all Company policies and procedures, as well as all laws, rules and regulations that are applicable to your work, including the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLAT FPUAA), Malaysian Anti-Corruption Commission Act 2009, Personal Data Protection Act 2010 and Competition Act 2010 including all such amendments made thereto.

Approved by the Board on: 7th November 2018