



G R O U P

**GOODWAY INTEGRATED INDUSTRIES BERHAD**

(Company No. 618972-T)

(Incorporated in Malaysia)

**Code of Conduct for Directors and Employees**

(Revision 2016)

## **1.0 INTRODUCTION**

- 1.1 The Board of Directors (“the Board”) of Goodway Integrated Industries Berhad (the “Company”) has adopted the following Code of Conduct (the “Code”) for Directors and employees of the Company and its subsidiaries (“the Group”).
- 1.2 This Code has the primary objective of providing guidance to recognise and address ethical issues, provide mechanisms to report possible unethical conduct and instil a culture of integrity, trust and respect.
- 1.3 This Code is not intended to be a comprehensive guide to all the Group’s policies and to all responsibilities under applicable laws and regulations.
- 1.4 All Directors and employees of the Group must comply with the terms and values of this Code.
- 1.5 Mr. Tai Qiyao, has been appointed by the Board to act as the Corporate Compliance Officer. The Corporate Compliance Officer reports directly to the Audit Remuneration and Nomination Committee (“ARMC”) and his responsibilities include the dissemination of information, training, monitoring and overall maintenance of the Code.
- 1.6 The procedures to be followed in the case of any issues, questions, interpretations required approval or other matters regarding this Code are as follows:-
  - a) an employee should contact his or her Manager or the Corporate Compliance Officer; and
  - b) a Director should contact the Chairman, the Corporate Compliance Officer or such other person as the Board may designate.

## **2.0 COMPLIANCE WITH LAWS AND ETHICAL BUSINESS CONDUCT**

- 2.1 All Directors and employees shall at all times, act within all governmental laws, rules and regulations applicable to the business. Even where the law is permissive, the Directors and employees shall choose the course of highest integrity and professionalism.
- 2.2 Directors and employees occupy positions of trust and confidence in the Group and in discharging their responsibilities, each Director and employee has a duty to serve the Group, in good faith, in a manner that he or she reasonably believes to be in the best interests of the Group and its shareholders and with such care as an ordinary prudent person in a like position would use under similar circumstances.
- 2.3 The Code expects transparency from Directors and employees at all levels and adherence to policies and internal controls developed by the Group.

### **3.0 EQUAL EMPLOYMENT OPPORTUNITY**

- 3.1 Group's employment decisions and policies afford equal opportunity to all individuals. Applicable decisions include, but are not limited to hiring, promotion, demotion, transfer, temporary or permanent separation and rate of pay.

### **4.0 ACCURATE RECORDS**

- 4.1 It is the Group's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, reporting principles, rules and regulations and all Directors and employees are required to prepare, preserve and produce all documents, books and records within the framework of their professional duties, accurately and timely.

The above include other records such as quality reports, time records, expense reports and submissions such as claim forms.

### **5.0 CONFLICT OF INTEREST**

- 5.1 All Directors and employees must avoid employment or other activities, including personal investments that interfere with their duties to the Group, divide their loyalty or create or appear to create a conflict of interest, unless such employment or activities are fully disclosed to the Group and approved in accordance with the procedures set forth herein.

It is not possible to provide a precise, comprehensive definition of a conflict of interest. However, one factor that is common to all conflict of interest situations is the possibility that a person's actions or decisions may be affected or have the appearance of being affected because of an actual or potential divergence between the interests of the Group and some other interest, including that person's personal interests.

- 5.2 All Directors must notify the Chairman of the Board and all employees must notify the Chief Executive Officer ("CEO") of the existence of any actual or potential conflict of interest. Whenever the Group does or considers doing business with a Director or an employee or member of a Director's or an employee's immediate family or with an organisation in which a Director or an employee or member of a Director's or an employee's immediate family is employed or has a material, financial or other interest, the relevant Director or employee must refrain from participating in the approval process. And all conflict of interest engagements must be approved by the Board.

### **6.0 FAIR DEALING**

- 6.1 Fair dealing means the avoidance of unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Directors and employees shall endeavour to deal fairly and

honestly with the Group's business partners, customers, suppliers, contractors, consultants, competitors, other Directors and employees and other stakeholders of the Group.

## **7.0 CONFIDENTIAL INFORMATION**

7.1 Confidential information consists of any information that is not or not yet public information and it includes trade secrets, business, marketing and service plans, engineering and manufacturing ideas, product formulas, designs, databases, records, salary information, employees' information and any non-published financial or other data.

7.2 All Directors and employees shall maintain the confidentiality of information entrusted to them by the Group including of its customers, suppliers, shareholders, Directors and employees and third parties who disclosed information to the Group in confidence, unless the disclosure is authorised or legally mandated. Further, the Directors and employees must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

7.3 All Directors and employees must promptly deliver to the Group upon their resignation or termination of their relationship with the Group or at any other time as the Group may so request, all materials and all copies of materials containing or evidencing confidential information or any materials derived from or based upon such information.

## **8.0 ASSETS OF THE GROUP**

8.1 All Directors and employees are expected to protect the assets of the Group and use them efficiently to advance the interests of the Group. These assets include tangible assets and intangible assets including software, intellectual properties, trademarks, know-how, confidential or proprietary information and information systems. This obligation continues even after the Directors and employees leave the services of the Group for any reason.

8.2 It is also the Group's policy to respect the intellectual property rights of others, including copyrights for computer software, covering materials that are purchased, leased or licensed for use in the Group's business and all Directors and employees have an obligation to protect them as well as to strictly adhere to all relevant laws and regulations, including regarding the use and copying of computer software.

8.3 Directors and employees who develop inventions and ideas in the course of their work for the Group are obligated to assign ownership of them to the Group.

## **9.0 GIFTS AND HOSPITALITY**

9.1 Directors and employees shall not solicit, offer or accept gifts of money, property, goods, personal favours or other benefits, except for the giving or receiving of gifts when

permitted by the Group policies and not prohibited by applicable laws and/or local business customs.

#### **10.0 BRIBES, KICKBACKS AND OTHER IMPROPER PAYMENTS**

10.1 Bribes, kickbacks and other improper payments, either directly or through intermediaries, are strictly prohibited.

#### **11.0 SEXUAL AND OTHER FORM OF HARASSMENTS AT WORKPLACE**

11.1 The Group strictly prohibits any form of harassments in the workplace, including sexual harassment.

#### **12.0 INSIDER TRADING**

12.1 All Directors and employees of the Group are prohibited from buying or selling shares or securities of the Company on the basis of potentially share or securities price relevant information which is not yet public ("Material non-Public Information"). This conduct is known as "insider trading" and passing such Material non-Public Information on to someone who may buy or sell shares or securities is also illegal. Non-compliance may not only entail disciplinary sanctions, but also result in criminal charges.

The prohibition applies to the Company's shares or securities and to shares or securities of other companies if the Directors or employees learn Material non-Public Information about other companies, such as the Group's clients, in the course of their duties for the Group.

#### **13.0 BUSINESS OR INVESTMENT OPPORTUNITIES**

13.1 All Directors and employees of the Group are prohibited from:-

- a) taking for themselves personally, opportunities that are discovered through the use of the Group's property, information or position; and
- b) creating competition with the Group.

All Directors and employees owe a duty to the Group to advance its legitimate interests when the opportunity to do so arises.

#### **14.0 HEALTHY AND SAFE ENVIRONMENT**

14.1 The Group seeks to provide all Directors and employees with a clean, safe and healthy place to work and to assist in achieving this goal, all Directors and employees must

understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect oneself and others and reporting to the Management immediately about any unsafe conditions, practices or accidents.

- 14.2 The Group is also committed to doing business in an environmentally responsible manner and will continually seek to assure that its operations, to the fullest extent feasible, preserve and improve the environment and protect the health and safety of Directors, employees and others. The Group consequently is committed to exceeding regulatory standards where appropriate and all Directors and employees are expected to be aware of environmental issues and strictly adhere to all applicable environmental laws.

## **15.0 INVESTORS AND MEDIA RELATIONS AND OTHER MEDIA**

- 15.1 It is the Group's policy to provide open, accurate and consistent communication with the public. However, in order to preserve and maintain the integrity of the Group's communications, only the CEO and those designated from time to time as spokesperson(s) by the CEO, may discuss matters involving the Group with any member of the news media. Additionally, all inquiries from the public such as, investors or media, should be forwarded immediately to the Management of the Group.

- 15.2 All Directors and employees are expected to conduct themselves in a manner that reflects positively on the Group, where relevant, in any media, including Internet chat rooms and other electronic media. Posting on social media on behalf of the Group can only be made if the Directors and employees have been authorised to do so and if it's a personal post, the Directors and employees must not give the impression that they are posting on behalf of the Group. All Directors and employees must also be aware that their comments may be associated with the Group even if posted as a personal post.

## **16.0 REPORTING OF VIOLATIONS**

- 16.1 Directors and employees who are aware of suspected misconduct or violations of the standards outlined in the Code are responsible for reporting such matters promptly in accordance with the Whistleblowing Policy.

## **17.0 REVIEW OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

- 17.1 The Code shall be reviewed annually for any amendments deemed appropriate to ensure that the Code remains relevant to the Group's needs, continues to reinforce the strategic objectives of the Group and will reflect changing legal, regulatory and ethical standards.

## **PLEDGE OF COMPLIANCE**

I have read the GIIB Group Code of Business Conduct and I understand the provisions of the standards specified in the Code and hereby agree to comply with the Code. I understand that failure to comply will be the basis for disciplinary action, including possible dismissal.

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Signature:

Name:

NRIC No:

Date:

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