

CODE OF ETHICS AND CONDUCT

INTRODUCTION

In line with good corporate governance practices, MyAxis Group Berhad ("Company") has made a commitment to create a corporate culture within the Company and its subsidiaries ("Group") to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. This Code of Ethics and Conduct sets out the principles and standards of business ethics and conduct embraced by the Group.

OBJECTIVE

The objective of this Code of Ethics and Conduct is to set out the ethical standards and conduct applicable to all the Directors and employees of the Group. This Code of Ethics and Conduct is not intended to be exhaustive, and there may be additional obligations that Directors and employees of the Group are expected to adhere to and comply with when performing their duties.

APPLICABILITY

This Code of Ethics and Conduct is applicable to all Directors and Employees of the Group.

Each Director and employee has a duty to read and understand this Code of Ethics and Conduct. Violation of any of the provisions contained herein may result in disciplinary action, including termination of office or employment and where relevant, and such violations may be reported to the police or other relevant enforcement agencies, where necessary.

CORE AREAS OF ETHICS AND CONDUCT

1) CONFLICT OF INTEREST

All Directors and employees shall disclose their shareholdings and interests in the Company and the Group as well as interests in any contract or proposed contract.

Directors and employees of the Group should avoid involving themselves in situations where there is real or apparent conflict of interests between them as individuals and the interest of the Group or the Group's customers and suppliers. They must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

In addition, a Director or an employee shall avoid any situation in which he/she has an interest in any entity or matter that may influence his/her judgment the discharging his/her duties and responsibilities.

2) CONFIDENTIAL INFORMATION

It is pertinent that all Directors and employees exercise caution and due care to safeguard any information of a confidential and price-sensitive in nature relating to the Group or the Group's customers and suppliers, which is acquired in the course of their office or employment under the Group, and are strictly prohibited to disclose to any person, unless such disclosure is duly authorised or legally allowed.

In the event that any Director or employee has obtained any material information relating to the Group or its customers and suppliers, which has yet to be made publicly available, such material information must be held in the strictest confidence until it is publicly available.

3) INSIDE INFORMATION AND SECURITIES TRADING

No Director or employee shall use price-sensitive non-public information (defined as information which can affect the price of publicly-traded securities of the Company when it becomes publicly known ("Inside Information")) obtained in the course of their office or employment, for personal benefit.

All Directors and employees are strictly prohibited from trading in securities of the Company based on such Inside Information or to share such Inside information with another person who may make an investment decision based on such Inside Information.

4) PROTECTION OF ASSETS AND FUNDS

All Directors and employees must protect the assets and funds of the Group and ensure that they are used for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these assets shall be used for personal gain.

5) BUSINESS RECORD AND CONTROL

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the Group. All books, records and accounts shall conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of all employees of the Group. No unauthorised, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

6) COMPLIANCE TO THE LAW

All Directors and employees shall comply with all applicable laws, rules and regulations of the governments and regulators in jurisdictions within which the Group operates. They are expected to understand and comply with the laws, rules and regulations that are applicable to Group, their positions and/or work, including the Malaysian Anti-Corruption Commission Act 2009, Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, Personal Data Protection Act 2010 and Competition Act 2010. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant enforcement authorities.

7) BRIBES AND CORRUPTION

All Directors and employees shall not offer, give, solicit or accept, directly or indirectly (within or outside the country) bribes, whether in cash or in kind in order to achieve business or personal advantages for themselves, the Group and/or others. They shall not engage in any transaction that can be construed as having contravened the anti-corruption laws of Malaysia or the respective country of operations and applicable laws. They shall also observe the Group's Policy and Procedures on Anti-Bribery and Anti-Corruption.

8) HEALTH AND SAFETY

The Group shall take all necessary steps to safeguard the health and safety of the employees and their workplaces and maintain proper occupational health and safety practices. Such a commitment in return requires that all Directors and employees to understand and abide by the Group's Safety and Health Policies and Procedures.

9) SEXUAL HARASSMENT

Sexual harassment by any Director or employee is unacceptable. It is the Group's policy to provide all Directors and employees with a working environment free from any form of sexual harassment.

Any concerns or incidents of sexual harassment may be reported to the affected person's immediate superior and/or the Executive Chairman of the Company or via the Group's whistleblowing procedures in accordance with the Group's Whistleblowing Policy & Procedures. All such reports shall be treated with strictest confidence by the Group.

10) OUTSIDE INTEREST OR ACTIVITY

All Directors and employees shall not engage in an outside interest or activity that can undermine his/her performance or bring disrepute to the Group.

11) FAIR AND COURTEOUS BEHAVIOUR

All Directors and employees are to treat their fellow colleagues fairly and courteously without regard to race, creed, religion, gender, nationality, age or disability; and shall not create any form of discrimination or prejudice in the workplace.

12) MISCONDUCT

No Director or Employee shall be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

REPORTING OF VIOLATIONS

Any Director or employee who is aware of, or suspects, a violation of this Code of Ethics and Conduct, is encouraged to report such violation to his/her immediate superior and/or the Executive Chairman of the Company. Such reporting can also be made via the Group's whistleblowing procedures in accordance with the Group's Whistleblowing Policy & Procedures. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on any violations or suspected violations of this Code of Ethics and Conduct.

REVIEW AND AMENDMENTS

This Code of Ethics and Conduct shall be reviewed by the Executive Chairman periodically or where necessary to take into consideration the prevailing laws and regulations from time to time. Any amendments to this Code of Ethics and Conduct shall be subject to the approval by the Board.