

# JOE HOLDING BERHAD

(Company No. : 493897-V)

(Incorporated in Malaysia)

## CODE OF CONDUCT AND ETHICS

### INTRODUCTION

The Board of Directors (“the Board”) of JOE Holding Berhad (“JOE” or “the Company”) has adopted this Code of Conduct and Ethics for the Directors and/or employees of the Company and its subsidiary companies (“Code”). This Code describes the standards of business conduct and ethical behavior for Directors and/or employees in the performance and exercise of their duties and responsibilities. The provisions of this Code are non-exhaustive but sets out basic principles to guide all the Directors and/or employees of the Company and its subsidiary companies (“JOE Group” or “Group”).

This Code is established to reflect the JOE Board’s commitment to such standards of business conduct and ethical behavior. This Code may not be a complete guide to cover all possible situations that might be encountered, and the Directors and/or employees must exercise judgment in applying the principles embodied in this Code to any particular situation. The provisions of this Code are in addition to, and not in substitution for, any obligation imposed upon a director by agreement, common law, equity, statute or regulation.

### 1. Compliance with Laws, Rules and Regulations

- 1.1 Each Director shall comply with all applicable laws, rules and regulations, and shall use all reasonable efforts to oversee compliance of the same by members of the Management and employees with all applicable laws, rules and regulations.
- 1.2 Directors have the responsibility to be sufficiently familiar with legislation or regulations that apply to their directorships and to recognize potential liabilities, seeking legal advice where appropriate in accordance with the Company’s internal procedures governing the seeking of external advice by any Director.
- 1.3 Directors and employees must not engage in or give the appearance of being engaged in any illegal or improper conduct that is in violation of this Code.

### 2. Corporate Governance

- 2.1 Directors should have a clear understanding of the aim and objectives, capabilities and capacity of the Group and should at all times exercise their powers for the benefit of the Group. Directors should ensure that the Company or the Group is properly managed and effectively controlled.
- 2.2 Each Director should devote sufficient time and effort to attend meetings and to know what is required of the Board and of each director, and to discharge those functions. Therefore, Directors should limit the number of directorships they take up in accordance with the amount of available time at their disposal for the discharge of their duties.
- 2.3 Directors should stay abreast of the affairs of the Group and be kept informed of the Group’s compliance with relevant legislation and contractual requirements.

- 2.4 A Director should be willing to exercise independent judgment and, if necessary, oppose positions which in his/her view, are to the detriment of the Company or are contrary to the best interests of the Company or the Group.
- 2.5 Directors should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management; and should at all times promote professionalism and improve the competency of management and employees.
- 2.6 Directors should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with.
- 2.7 A Director should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties.
- 2.8 Directors should be conscious of the interests of shareholders, employees, creditors, customers and other stakeholders.

### **3. Conduct of Business and Fair Dealing**

- 3.1 No director/ employee shall:
- compete with the Company by providing services to a competitor, whether as an employee, officer or director;
  - profit, or assist others to profit from any business opportunities that he/she gains by virtue of his/her position in the Company;
  - profit, or assist others to profit, from confidential information of the Company and the Group;
  - improperly influence or attempt to influence any business transaction between the Company and another entity, in which a director has a direct or indirect financial interest or acts as an employee, officer or director; or
  - take unfair advantage of any customer, supplier, competitor or other person through manipulation, concealment, misrepresentation of material facts and/or other unfair practice.

### **4. Conflicts of Interest**

- 4.1 Every Director/ employee has a duty to avoid business, financial or other direct or indirect interests or relationship which conflict with the interests of the Company or the Group, or which divides his/her loyalty to the Company or the Group. Each Director must deal at arm's length with the Company or the Group and should disclose to the Chairman and fellow Board members, any conflict or any appearance of a conflict of interest on his/her part.
- 4.2 Directors, members of the Management and all employees are to avoid situation that present or create the appearance of a potential conflict between their own interests and those of the Group. Any situation that involves, or may reasonably be expected to involve a conflict of interest must be disclosed promptly to the management, or in the case of a Director, to the fellow Board members at the Board of Directors' meeting of the Company or by notifying the company secretary. When the circumstances of the situation are permitted by the Management or the Board of Directors, it shall not be deemed a breach of this Code.

**5. Use of Company Funds, Assets and Information**

- 5.1 Each Director/ employee shall protect the Company's or Group's funds, assets and information and shall not use the Company's or Group's funds, assets or information to pursue personal opportunities or gain.
- 5.2 No Company's or Group's funds, assets or information shall be used for any unauthorised or unlawful purpose.
- 5.3 No undisclosed or unrecorded funds or assets of the Company or the Group shall be established for any purpose.

**6. Use of Non-Public Information and Disclosure**

- 6.1 The Directors/ employees must keep confidential all information that would reasonably be considered to be confidential, including but not limited to terms and conditions of contracts entered into by the Company or its subsidiary companies, project(s) to be developed by the JOE Group, employee and customer details, performance and financial details and policies and procedures of the Group. Directors/ employees who have access to such information are not permitted to use or share those information for any purpose other than for the conduct of the JOE Group's businesses.
- 6.2 Directors/ employees shall maintain the confidentiality of any non-public information obtained in the course of the performance of their duties on behalf of the Group, except when disclosure is authorized or legally mandated.
- 6.3 Assets and confidential information should be fully protected and must not be used by the Directors/ employees for personal gain or for any other reason that is not in the best interests of the JOE Group.

**7. Social Responsibilities and the Environment**

- 7.1 The Group shall constantly conceptualise and implement corporate social responsibility programmes and initiatives to minimize environmental impact.
- 7.2 Directors or members of the management shall be responsible to maintain a safe and healthy workplace by following safety rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions. Group related work should be performed in a safe manner, free from the influences of alcohol, illegal drugs or controlled substances. The use of alcohol, tobacco or illegal substances inside the workplace is not tolerated.
- 7.3 Directors or members of the management shall ensure that the activities and the operations of the Group do not harm the interests and wellbeing of society as a whole.
- 7.4 The Group is committed to providing all directors, officers and employees with an environment that respects their basic human rights and is free from discrimination and harassment. Each Director/ employee shall take all reasonable precautions to not demonstrate behavior that can be reasonably construed as discriminatory or harassing in nature, whether on grounds of gender, race, religion or sexuality.

- 7.5 Directors or members of the management shall adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies.

## **8. Whistle Blowing**

- 8.1 The Company has a policy which facilitates the mechanism of whistle blowing by which a worker or stakeholder can report or disclose to the Company's Senior Independent Non-Executive Director pertaining to concerns about any unethical behavior, malpractices or illegal acts that is taking place/ has taken place in the Company or subsidiary companies.
- 8.2 Only genuine concerns should be reported in good faith under the whistle blowing procedures. Malicious and false allegations by the whistle blower will be viewed seriously and treated as a gross misconduct and if proven, may lead to dismissal or termination of the whistle blower who abuses this system. The identity of the whistle blower will always be kept in strictest confidentiality.

## **9. Waiver of the Code**

In extraordinary circumstances and where it is clearly in the Company's best interests to do so, the Chairman of the Board, upon recommendation by the Audit Committee and approval by the Board, may waive the compliance with any provision of this Code on a case-to-case basis.

## **10. Review of this Code**

The JOE Board shall periodically review and reassess the adequacy of this Code and make such amendments to this Code as the Board may deem appropriate.