

BWYS GROUP BERHAD

(Group of Companies)

CODE OF CONDUCT AND BUSINESS ETHICS POLICY

A code of conduct to guide the Directors and any other employees at executive level and above (hereinafter referred as “employees”) of BWYS GROUP BERHAD (“BWYS” or “the Company”) and its subsidiaries (“BWYS Group” or “Group”) as to the practices necessary to maintain confidence in the Company’s integrity and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices shall be outlined in the letter of appointment.

The Board aims to ensure that all Directors and any other employees act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

1) POLICY ON SHARE TRADING

As a general policy, all Directors and employees of the Group are discouraged from engaging in speculative trading (as opposed to investing) in the Company’s listed securities, and are reminded to observe the prohibitions imposed on “insiders” in relation to Insider Trading under the Capital Markets and Services Act 2007.

All Directors and key management personnel, identified and designated by the Chief Executive Officer pursuant to the Board’s Corporate Disclosure Policy (“designated key management personnel”) are required to comply with Bursa Malaysia Securities Berhad’s Listing Requirements on Dealings in Listed Securities under Chapter 14.

The designated key management personnel, must notify the Managing Director/ Chief Financial Officer in writing of any dealing in securities of the Company within 3 market days from the date of trading.

All Directors and designated key management personnel are prohibited from dealing in the Company’s listed securities when they possess material inside information* which has not been made known to the investing public.

* Material Inside information is information which is reasonably expected to have a material effect on:

- the price, value or market activity of the Company’s listed securities, or
- the decision of a holder of the Company’s securities or an investor in determining his choice of action.

2) ANTI-BRIBERY POLICY

The Company recognises that over and above the commission of any crime, any involvement in bribery will reflect adversely on its image and reputation. Its aim therefore is to limit its exposure to bribery by:

- Setting out a clear Anti Bribery policy (refer to Appendix A);
- Increase awareness of employees so that they can recognise and avoid the use of bribery by themselves and others;

- Encouraging its employees to be vigilant and to report any suspicion of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately;
- Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities in any resultant prosecution;
- Taking firm and vigorous action against any individual(s) involved in bribery.

Appropriate disciplinary action shall be taken against the employee who does not act according to the policy. The prevention, detection and reporting of bribery or corruption is the responsibility of all persons within the Company.

3) CONFLICT OF INTEREST

While the Company has no wish to interfere in any employee's outside activities, the Company has a policy prohibiting conflicts of interest as follows:

a) Holding a Significant Interest in Suppliers, Customers or Competitors

The Company's policies require that employees (and their immediate family, spouses and family living in the same household) not have any ownership interests in, or own property with, any of the Company's suppliers, contractors, agencies, customers, or competitors (or their office employees) unless the Company determines that such ownership interests does not conflict with the employee's obligations to the Company. These restrictions do not apply to ownership of shares of a public listed company.

b) Outside Work

The Company has a policy requiring that employees not work for, or conduct any outside business with a competitor. Employees may not be engaged in any manner by a competitor of the Company.

In order to determine whether an employee's investments or activities create a conflict, each employee is required to inform outside businesses and ownership interests which relate to the business activities of the Company. This information shall be furnished to Human Resource & Administration Department.

This Code of Conduct and Business Ethics Policy was approved and adopted by the Board on 21 August 2023.

Anti-Bribery Policy

Appendix A Anti-Bribery & Anti-Corruption Policy

This Anti-Bribery & Anti-Corruption (ABC) Policy reinforces the BWYS Group of Companies' (BWYS Group) Code of Conduct & Business Ethic, applicable across all entities within the BWYS Group. The aim of this policy is to ensure that all employees understand their responsibilities in compliance with BWYS Group' zero tolerance stance on bribery and corruption, whether occurring directly or indirectly within any entity of the organization.

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1.0 **BRIBERY & IMPLICATIONS**

- 1.1 This ABC Policy shall apply to all directors, managers and employees of BWYS Group in dealing with external parties in the commercial context.
- 1.2 Managers and supervisors of all levels have additional responsibilities under the ABC Policy and are held to a higher standard of compliance. They are required to create and maintain an open environment that is comfortable for employees to ask questions, raise concern and report misconduct.
- 1.3 All employees of BWYS Group must refrain from any acts of bribery which takes the form of offering, promising, giving, demanding or receiving anything of value to anyone in the form of bribes, kickbacks and/or any other improper gratification (including gifts, hospitality and entertainment) to improperly influence the outcome of any transaction, whether it is for their own personal benefit or for the benefits of BWYS Group.
- 1.4 BWYS Group strictly prohibits the offering, promising, or giving of bribes to obtain or retain business for BWYS Group or to provide an advantage to the businesses of BWYS Group. This prohibition extends to acts of bribery even in a personal capacity.
- 1.5 Any employee of BWYS Group who breaches any aspect of the ABC Policy may be deemed to have engaged in serious misconduct and may be subjected to disciplinary action, up to and including dismissal, depending on the facts and circumstances of each case.

Appendix A
Anti-Bribery & Anti-Corruption Policy (cont'd)

2.0 DEFINITIONS

- 2.1 “Gratification” shall have the meaning defined in the Malaysian Anti-Corruption Commission Act 2009 which includes but is not limited to anything of monetary and non-monetary value or benefit to the person. Gratification does not have to be directly given or received by an employee but can also be given or received by anyone related to the employee that is beneficial, of value, or advantageous to the employee.
- 2.2 Gratification can be subdivided into the following categories (without limitation to):-
- 2.2.1 Monetary
Money (Cash), Donation, Gift, Loan, Fee, Reward, Financial Benefit, or Valuable Security
- 2.2.2 Of Monetary Value
Property – can be Immovable (examples like house or land) or movable (examples like car or share in a company).
- 2.2.3 Employment
Office or position in an organization that is Lucrative, Dignity or Title, Employment, Contract for Services, or Agreement to give employment or render services.
- 2.2.4 Non-Monetary Value
Undertaking or promise to do or not to do something (whether orally or in writing, with conditions or without) or Favors. This includes any non-monetary benefits, such as preferential treatment, special access, or favours, that could influence decisions or actions.
- 2.3 “**Gift**” can be in the form of goods or services, including anything that can be of value to the person receiving it. For examples of these can be free travel trips, tickets for any cultural, entertainment, or sporting events, payment of loan, school fees or medical expenses.
- 2.4 “**Hospitality**” includes providing meals, refreshment, travel, transportation, lodging, as well as entertainment in the context of conventional, cultural and sporting events.
- 2.5 “**Public officials**” are defined as any person who is a member, an officer, an employee or a servant of a public body.
- 2.6 Policies pertaining to these definitions will be further discussed in their respective clauses below.

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Anti-Bribery & Anti-Corruption Policy (cont'd)

3.0 POLICY STATEMENT

- 3.1 BWYS Group maintains a zero-tolerance position for bribery and corrupt activities. BWYS Group is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. We are committed to implementing and enforcing systems that ensure corruption and bribery are prevented.
- 3.2 In particular, the Board of Directors and Senior Management of BWYS Group do not condone or consent to any Associated Person:
- a) Corruptly soliciting, receiving, or agreeing to receive any gratification whether for themselves or for any other person.
 - b) Corruptly giving, agreeing to give, promising or offering any gratification to any person, whether for the benefit of themselves or of another person, as an inducement to or reward for:
 1. Obtaining or retaining business for the Company/Group.
 2. Obtaining or retaining any advantage in the conduct of business for or affairs of the Company/Group or for any other person.
 - c) Doing or forbearing to do anything in respect of any matter or transaction in the conduct of business for or affairs of the Company/Group.

4.0 PUBLIC OFFICIALS & GOVERNMENT DEALINGS

- 4.1 BWYS Group recognizes that the practice of giving and receiving gifts varies between countries, regions, cultures, and religions. Therefore, the definitions of acceptable and unacceptable practices may vary accordingly. When dealing with public officials, employees of BWYS Group must ensure that any giving or receiving of gifts does not in any way relate to the official duties or responsibilities of the public officials. At all material times, employees of BWYS Group are to ensure compliance with laws of their respective jurisdictions. A higher standard of compliance is applicable to all employees to prevent any violation of laws on anti-bribery that may apply to BWYS Group as a whole.
- 4.2 Any hospitality extended to public officials, subject to the approval from the Group Managing Director, should be intended to facilitate genuine promotional, business, or educational meetings. Such hospitality must be provided without expectation of any influence exerted on the public official in exchange for any commercial outcome and should always be of reasonable and modest value.

5.0 CONFLICT OF INTEREST, GIFT, HOSPITALITY & ENTERTAINMENT

- 5.1 All employees shall exercise good judgment and ensure that the acceptance of the gift or entertainment will not result in a conflict of interest in the context of their employment with the Company/Group. In respect of any gift, hospitality and entertainment in the commercial context:-
- 5.1.1 The intention behind giving or receiving any gifts, hospitality or entertainment must always be considered first. It should never be for an improper motive to obtain or retain a business, or to obtain some form of benefit or advantage, whether for the business or for the individual employee.

Appendix A
Anti-Bribery & Anti-Corruption Policy (cont'd)

- 5.1.2 If an employee is unsure of how to assess the intention behind any gifts, hospitality or entertainment offered, they must always disclose and refer the matter to their immediate supervisor or Head of Department for advice and approval before proceeding.
- 5.1.3 All employees of BWYS Group are not allowed to give or receive any gratification, gift, hospitality, or entertainment for an improper purpose, regardless of whether it benefits the employee individually or the business of any of BWYS Group.
- 5.1.4 Employee must obtain prior clearance and approval from the immediate supervisor and/or Head of Department before giving or receiving any gift, hospitality, or entertainment that is not of an improper motive.
- 5.1.5 Where any gift, hospitality or entertainment is not improper and received before prior approval can be obtained, the employee must always disclose such gift to the immediate supervisor and/or Head of Department, regardless of its value.
- 5.1.6 In situations where it is difficult or inappropriate to decline the offer of a gift, hospitality, or entertainment (i.e. when meeting with an individual of a certain religion or culture who may take offense), the employer may assess the circumstances and take the necessary steps, including returning the gift on behalf of the employee, if appropriate or required.
- 5.2 Any gift, hospitality or entertainment provided by BWYS Group must always be of moderate and reasonable value and should never be given:-
 - 5.2.1 With the intention to exert improper influence or create a perception of expectation for a certain outcome beneficial to the business of BWYS Group.
 - 5.2.2 Where it causes a conflict of interest.
- 5.3 All employee of BWYS Group should refrain from giving any gratification, gift, hospitality, or entertainment to persons for improper purport related to BWYS Group's business in their personal capacity.

6.0 FACILITATION PAYMENTS

- 6.1 Facilitation payments (also known as grease payments) are payments made to certain government services or to accelerate certain government processes that is otherwise legally entitled by the person without making any payments. Employees should ensure that these facilitation payments are not paid under any circumstances.

Appendix A
Anti-Bribery & Anti-Corruption Policy (cont'd)

7.0 DONATION, SPONSORSHIP & CHARITABLE CONTRIBUTIONS

- 7.1 Any donations, sponsorships, and charitable contributions by BWYS Group must be approved by the Group Managing Director and conducted transparently in alignment with social and moral responsibility.
- 7.2 These contributions should never be made in exchange for any business implications for BWYS Group, whether to secure a business or gain some form of advantage of the business of BWYS Group.
- 7.3 Employees are encouraged to make donations and charitable contributions in their personal capacity, but it should never be in exchange for any improper purpose that affects the business of BWYS Group.
- 7.4 All employees of BWYS Group should not agree or promise to provide any form of political donation or support, particularly where it is intended to obtain any business or advantage for BWYS Group. Any requests for political donations should be brought to the attention of Group Managing Director.

8.0 TENDER PROCESS

- 8.1 Any tender processes participated by any company under BWYS Group should be done in a transparent manner throughout the bidding process.

9.0 RECORD KEEPING & TRAINING

- 9.1 All employees of BWYS Group are required to complete and undertake all relevant documentations and processes, particularly where it relates to anti-bribery and corruption initiatives.
- 9.2 Failure to comply will impact the individual employee's performance review, and severe non-compliance may be subject to further disciplinary action(s). Where the facts and circumstances require, repeated failure to undertake proper record keeping or undergoing compulsory trainings may warrant the dismissal of an employee from BWYS Group.

10.0 COMPLIANCE WITH THE LAW

- 10.1 All employees of BWYS Group and its affiliates are responsible for ensuring compliance with all applicable laws and regulations, with particular emphasis on the Malaysian Anti-Corruption Commission Act 2009. No excuses or exceptions will be accepted for non-compliance with any laws and regulations applicable to BWYS Group's business operations.

11.0 THIRD PARTIES & AGENCIES

- 11.1 BWYS Group requires all employees conduct the requisite due diligence on third parties contracted or hired to perform external functions on behalf of BWYS Group. These third parties include, but are not limited to, agents, consultants, contractors, sub-contractors, resellers, custom brokers, business contracts, professional advisors, joint venture partners, and any other parties supplying goods and services to BWYS Group (collectively referred to as "Other Applicable Person(s)").

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Anti-Bribery & Anti-Corruption Policy (cont'd)

- 11.2 Employees of BWYS Group must ensure that any reimbursement paid to Other Applicable Person(s) are for legitimate expenses and not for purposes that could be construed as providing gratification for improper purposes.
- 11.3 BWYS Group expects all Other Applicable Person(s) to have anti-bribery and corruption policies in place within their organization or part of their work ethos which are consistent with this ABC Policy.
- 11.4 BWYS Group maintains a zero tolerance towards Other Applicable Person(s) whose actions are contrary to the principles of the ABC Policy and could bring disrepute or legal implications to BWYS Group. Non-compliance with the ABC Policy principles by Other Applicable Person(s) may result to the review and/or termination of any agreement with such parties.

12.0 VIOLATION OF THE ABC POLICY

- 12.1 Any violation of the ABC Policy by employees of BWYS Group will result in serious repercussions and disciplinary action after due inquiries. In cases where strong evidence of bribery and corruption is found committed by any employee of BWYS Group, the employee can be summarily dismissed, and the employee will be ineligible for employment with BWYS Group.
- 12.2 Employees who are found to have assisted or facilitated the violation of the ABC Policy, whether through active participation, negligence, or omission, will also be deemed to have violated the ABC Policy and committed misconduct that is liable for dismissal from their employment with BWYS Group.

13.0 REPORTING FOR VIOLATION OF POLICY & WHISTLE-BLOWER RIGHTS

- 13.1 Employees of BWYS Group and Other Applicable Person(s) are required to report any reasonable grounds and genuine reasons to suspect violations of the ABC Policy to BWYS Group's dedicated reporting channel. Reports will be reviewed and addressed by a dedicated compliance team in BWYS Group.
- 13.2 Concerns, questions, or reports should be initially addressed to the employee's immediate supervisor or Head of Department. If this is not possible, they should be directed to the Human Resources Department.
- 13.3 Reports made for violation of the ABC Policy will be treated very seriously and accordingly. Employees must ensure that:-
 - 13.3.1 They exercise sound judgement regarding the genuineness of the threat and violation of the ABC Policy.
 - 13.3.2 They have evidence to support their allegations of ABC Policy violations
 - 13.3.3 They are available to provide evidence in any inquiry into such violations.
 - 13.3.4 Reports are not made frivolously or with the motive to scandalize.

Appendix A

Anti-Bribery & Anti-Corruption Policy (cont'd)

- 13.4 BWYS Group guarantees that employee making genuine reports of ABC Policy violations will not face retaliation or repercussions. These reports will be kept strictly confidential and disclosed only to persons on a need-to-know basis to safeguard the interests of BWYS Group and ensure the integrity of any investigative processes.

14.0 COMPLIANCE

- 14.1 BWYS Group and its Senior Management will monitor compliance with the ABC Policy. Non-compliance will not be tolerated or excused.
- 14.2 Employees must seek guidance from their supervisor or Head of Department if there is any uncertainty regarding practices related to the ABC Policy. If uncertainty persists, they should escalate their concerns to Human Resources Department.
- 14.3 All employees of BWYS Group are responsible for completing all training modules related to the ABC Policy and staying informed about BWYS Group's latest policies and processes, particularly this ABC Policy. They must ensure the highest standards of compliance are followed

BWYS GROUP BERHAD
(Group of Companies)

Acknowledgement of Compliance Certificate for Code of Conduct and Business Ethics

I have read the Code of Conduct and Business Ethics Policy (hereinafter referred as “the Policy”), which among other things, restates the policies of BWYS GROUP BERHAD and its subsidiaries (hereinafter referred as “the Group”) prohibiting certain activities deemed illegal, unethical or against the best interest of the Company.

I accept and agree to the restrictions stated in the Policy. I hereby certify that I have complied with such Policies and to the best of my knowledge, all employees under my direct supervision are aware of the policies and are in compliance with its terms.

Signature: _____

Name : _____

Staff Number : _____

Date: _____

BWYS GROUP BERHAD
(Group of Companies)

DECLARATION FORM

Name: _____ NRIC: _____

Position: _____ Employee No.: _____

1) Do you hold any BWYS GROUP BERHAD's shares? (Yes/ No)

If yes, please state down the number of CHB shares held: _____ unit shares
in the name of _____ (own/ parent/ spouse/ brother/ sister/ child).

2) Do you hold any interest in Suppliers, Customers or Competitors? (Yes/ No)

If yes, please state down the details: _____

I hereby declare that all the information given above is true and correct to the best of my knowledge and belief.

.....
Date: