



NAIM HOLDINGS BERHAD

&

ITS SUBSIDIARIES

Code of Conduct & Business Ethics

(“Code”)

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INTRODUCTION

This Code of Conduct and Business Ethics (“Code”) emphasizes the principles of good discipline, good conduct, and the adoption and application of the Group’s core values that are critical to the success and well-being of the Group to create a sustainable business environment with its stakeholders.

This Code sets the standard for how we work together with customers, suppliers, contractors and others in the development and delivery of products and services and how we protect the value of NAIM and its subsidiaries. All at NAIM must abide by this Code in addition to the Employee Handbook and company policies and procedures when conducting any NAIM related business.

Your compliance with this Code is vital. Your failure to comply may bring severe consequences and may result in disciplinary action against you.

Applicability

This Code is intended to apply to every Employee. It is also intended to apply to every Director (executive and non-executive).

Joint venture companies and associated companies are encouraged to adopt the same principles and standards in this Code.

Suppliers, contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of the Group are expected to comply with it when performing such work or services. Failure by a contractor, sub-contractor, consultant, agent, representative or other service provider to comply with the principles and standards set out in this Code may result in the termination of the non-complying party’s relationship.

If a law conflicts with a rule or policy set out in this Code, you should comply with the law. If you perceive that a provision of this Code conflicts with the law in your jurisdiction, you should consult with your Head of Department or Manager, rather than disregard the Code without consultation. However, if a local custom or policy conflicts with this Code, you are called upon to comply with this Code. If you have any questions about any of these conflicts, please consult compliance officer (“CO”).

This Code does not identify or set out every regulatory requirements that may apply to you in the performance of your role. You are responsible in identifying all the concerning laws that may apply to you as a result of your role in performing the services for the Group. This Code does not constitute legal advice.

Definitions

“Employee” shall mean, but is not limited to temporary, contract-basis, daily-rated, hourly-rated and/or permanent staff, trainees, seconded staff, casual workers, volunteers and/or interns of the Group.

“Director” refers to any member of the Board of Directors of the Group (executive and non-executive).

“Business Partner” also known as “Third-Party” or “Associated Person” shall mean any person or company that work with or on behalf of the Group to provide services or supply goods to fulfill the Group’s objectives. A Business Partner may include but is not limited to suppliers, service providers, customers, agents and/or resellers, contractors, sub-contractors, vendors, consultants, representatives, joint venture partners and others.

“Close Relationship” and/or “Family” shall mean relationship between Director or Employee with such person who may include but not limited to any one of the following:

- (a) a spouse of the person;
- (b) a brother or sister of the person;
- (c) a brother or sister of the spouse of the person;
- (d) a lineal ascendant or descendant of the person;
- (e) a lineal ascendant or descendant of a spouse of the person;
- (f) a lineal descendant of a person referred to in paragraph (c);
- (g) the uncle, aunt or cousin of the person;
- (h) the in-laws of the person; or
- (i) the adopted child of the person;

“Group” shall mean NAIM Holdings Berhad and/or its subsidiaries at the relevant time or any of them;

“CO” refers to Group’s Head of Compliance/Compliance Officer, who has the responsibility to ensure effective implementation of this Code by putting in place adequate procedures and policies. CO may provide advice to whoever that has doubts on the interpretation of this Code. The CO can be contacted at:

Tel. no.:	+6082-411667
Address:	9 th Floor, Wisma Naim, 2 ½ Mile, Rock Road, 93200 Kuching, Sarawak, Malaysia
Email:	gp.compliance.inquiry@naim.com.my

References to “we”, “our”, “you” and “your” in this Code refer to all the applicable persons to whom this Code covers.

References to the singular shall include the plural and vice versa.

CORE VALUES & CULTURE

We live by the core values of S.P.I.R.I.T.E.D.

S for Service-oriented

P for Performance, Professionalism & Passion

I for Integrity

R for Respect

I for Innovation

T for Teamwork

E for Empowerment and Engagement

D for Discipline, Determination & Decisiveness

To uphold our values, you are at all times required to:

- maintain highest degree of integrity and accountability,
- conduct yourself in an ethical, transparent and responsible manner in the business conduct of the Group
- act in the best interest of the Group by avoiding conflict of interest,
- refrain from taking advantage of your position or authority unethically, and
- conduct your private affairs in a manner befitting your status
- protect the reputation of NAIM

You are required to show your commitment to this Code in your everyday decisions and actions by delivering value to our customers, Employees, shareholders and the community.

COMPLIANCE WITH LAWS, RULES & REGULATIONS

We respect the law at all times. We are bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally, Employees shall adhere to internal



rules and regulations as expressed in other related resources such as but not limited to the Employee Handbook and internal policies as they apply in a given situation.

CONFLICT OF INTEREST

We will always act in the best interests of NAIM. A conflict of interest arises when personal interests of an Employee or the interests of a Third-Party, including the interests of their Family compete with the interests of NAIM. In such situation, it can be difficult for an individual to fulfill his or her duties impartially and correctly because a conflict of interest will undermine the values of good faith, diligence and integrity in the performance of duties and obligations as expected by NAIM.

We shall avoid conflict of interest in all situations. If a conflict of interest situation has occurred or an Employee faces a potential situation that may involve or lead to a conflict of interest, the Employee shall inform the Head of Department and declare it to Human Resource Department or the CO to resolve the situation in a fair and transparent manner. If a supplier or any Third-Party has any other relationship with an Employee of NAIM that might represent a conflict of interest, the Third-Party should disclose this fact to NAIM or ensure that the Employee does so. In the case of Directors, relevant disclosure should be made to the Company Secretary.

You are required to review and declare any conflict of interests via “Declaration of Interest Form” to NAIM annually.

ENVIRONMENT, OCCUPATIONAL SAFETY & HEALTH

The safety of people in the workplace is a primary concern of the Group. Each of us must comply with all applicable health, safety and environmental (HSE) policies. You must ensure full compliance with all local laws and internal guidelines that have been developed or issued by relevant authorities (e.g. Department of Occupational Safety and Health, Ministry of Health, etc.) to maintain a secure, safe and healthy work surrounding by:

- wearing or applying all devices provided for your protection;
- ensuring that protective devices are in good condition;
- reporting any incident, hazardous conditions or unsafe equipment or practices to Health, Safety & Environment Department immediately;
- complying with the Occupational Safety and Health Act (OSHA) or equivalent laws in the country we are operating in and the relevant Group’s operating procedure and policy.



Questions about these laws and guidelines should be directed to your immediate supervisor, HSE Manager or Human Resource Department.

CORPORATE OPPORTUNITIES

We are committed to advance NAIM's business and shall not compete with NAIM. Nor shall we take personal gain or advantage of the opportunities that are discovered during the course of our employment or engagement.

INSIDER TRADING

We respect and follow the insider trading laws when buying and selling NAIM securities.

NAIM prohibits the purchase or sale of NAIM shares or securities on the basis of potentially share price relevant information which is not yet public.

Non-compliance may not only entail disciplinary actions but also result in criminal charges.

ANTITRUST AND FAIR DEALING

We believe in the importance of fair and healthy competition in today's business environment and will always do so in full compliance with the laws governing free and fair competition and monopolies under the Competition Act 2010.

All decisions must be made at a strictly arm's-length business basis and must be supported with proper documentation and duly authorized by the Group. Any preferential treatment should be avoided. Therefore, the following rules must be adhered to:

- Commercial policy and pricing will be set independently and shall never be formally or informally agreed and arranged with competitors or other Third-Parties.
- Product markets will never be allocated between us and our competitors but is always the result of fair competition.
- All customers and suppliers will be dealt with fairly.



CONFIDENTIAL INFORMATION

We value and protect our confidential information and we respect the confidential information of others.

Confidential information consists of any information that is not public or not yet public. It includes but is not limited to trade secrets, marketing strategies, product ideas, designs, personal information or other data.

Our continuous business growth depends on the use of its confidential information and its non-disclosure to others. Unless required by law or authorized by the management, all confidential information shall not be disclosed. Furthermore, you are expected to use best efforts to avoid all unintentional disclosure by applying special care when storing or transmitting confidential information.

NAIM expects that Third-Parties have similar interest in protecting confidential information in their knowledge or possession.

PROTECTING COMPANY ASSETS

We value honesty and integrity in our interactions with customers, suppliers, contractors and others. We will not engage in any dishonest conduct involving the property or assets or the financial records of NAIM. NAIM's financial records are the basis for managing the Company's business and fulfilling its obligation to various stakeholders. Therefore, any financial record should be accurate and in line with the adopted accounting standards.

We shall safeguard and make only proper and efficient use of NAIM's property. We shall also seek to protect the assigned property from loss, damage, misuse, theft and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, proprietary information, fixed assets (e.g. computers, furniture and so on), software and others.

To the extent permitted by law, NAIM reserves the right to monitor how its assets are used by the custodian, which may include Employees and other Third-Parties.



ANTI-BRIBERY & CORRUPTION POLICY & PROGRAMME

We condemn any form of bribery and corruption. You are prohibited from offering, giving, promising, asking, agreeing, receiving, accepting or soliciting something of value or of an advantage so as to induce or influence an action or decision of a person in a position of trust within an organisation.

You are required to comply with the Group's Anti-Bribery and Corruption Policy.

DISCRIMINATION & HARRASSMENT

We respect the personal dignity and the diversity among us and we are committed to provide a workplace free from any kind of discrimination, harrassment or intimidation of Employees. We will not tolerate any actions or behaviors that suggest insulting intent, spreading rumors verbally or using emails, voicemail or other forms of media to cause hatred, prejudice or disunity committed by or against a supervisor, co-worker, customer, vendor, supplier or visitor.

If you feel that the above principles have been violated. You are encouraged to raise your concerns to your Head of Department, Manager, Human Resource Department or CO.

COMMUNICATING CLEARLY & PROFESSIONALLY IN BUSINESS

We value clear, professional and respectful communication in all our business dealing and interactions. Unprofessional or ambiguous communications can harm the Group and its business partners. Examples of communications include email, instant messaging, text messages, voice messages, presentation materials as well as social media posting.

You are not allowed to give any interviews, publish, make speeches or make public appearances that are connected with or to the Group's business interests, except with the prior approval from NAIM Managing Director/Deputy Managing Director.

As Third-Party, all inquiries from the media relating to the Group shall be referred to the Head of Corporate Communication. Only officially designated spokespersons for the Group may provide comments for the Group to the media. Employees shall refer to Employee Handbook and the relevant internal procedures on details to handle such inquiries.

OUTSIDE DIRECTORSHIPS & OTHER OUTSIDE ACTIVITIES

We take pride in NAIM's reputation and consider NAIM's best interests also in our outside activities.

You may not – with or without compensation – be employed by, partner with or accept directorship from any company that is a supplier, contractor, subcontractor or competitor of NAIM unless you receive prior written approval from the Management. You may refer to the Employee Handbook for more details.

FAMILIES, RELATIVES & CLOSE RELATIONSHIPS

Our hiring and people development decisions will always be fair and objective. Immediate family members and partners of an Employee may be hired as Employee if the appointment is based on qualifications, performance, skills and experience.

An Employee or Director shall not influence the hiring decision or influence the conditions of employment of any family member without going through proper recruitment procedure.

The same principle applies when engaging a Third-Party to perform works for or on behalf of the Group.

Any conflict situation should be cleared with Human Resource Department or Head of Department In the case of Directors, relevant disclosure should be made to the Company Secretary.

OUR DEALING WITH SUPPLIERS & BUSINESS PARTNERS

In line with our core values and this Code, when dealing with suppliers and business partners you should:

- Be professional when dealing either with internal or external personnel
- Practice high degree of integrity in all our actions
- Respect the dignity and differences among us
- Exhibit trustworthiness in all your responsibilities
- Exhibit full determination and dedication to produce high quality works



- Treat all associated persons with fairness

To leverage our buying power, we should purchase all goods and services on the basis of price, quality, availability, terms and service. Purchasing transactions must be consistent with arm's-length business basis and applicable law. We exercise due diligence to ensure all suppliers meet the assessment criteria set by the Group to be registered as an Approved Supplier in our supplier database. Therefore, it is important for Third-Parties to ensure that all information submitted during the registration process is complete and truthful.

OUR DEALING WITH GOVERNMENT AUTHORITIES

It is important to build a transparent and fair relationship with government agencies and public officials. You must ensure appropriate actions are taken to comply with the laws and regulations in all countries that the Group operates in, and the Group's relevant policies and procedures.

These laws would generally disallow gifts, excessive entertainment and hospitality to the government official that may be perceived as corrupt practices.

You may also be subjected to formal or informal requests, surprise checks or inspections by regulators and government agencies. In any of this event, Employees are expected to recognize the proper procedure which includes notification to the Management and necessary approval, where applicable.

WHISTLEBLOWING POLICY

NAIM and its Board of Directors are committed to the whistleblowing policy to ensure a safe and confidential channel to raise or report concerns about improper conduct that may leave adverse impact on the Group's reputation.

You may refer to the Whistleblowing Policy of the Group for more details.



REPORTING ILLEGAL OR NON-COMPLIANT CONDUCT

Getting Advice & Guidance

You may get advice from CO when you have doubts regarding the meaning, interpretation and the application of this Code. The Group practices an open door policy and encourages you to share your concerns or suggestions with the CO.

Raising Your Concern

Every one of us carry the responsibility to report any incident in relation to suspected or actual violation of this Code.

You could raise your concerns to your Manager, Human Resource Department or CO, who in turn will collaborate with the relevant parties to conduct investigation. Your identity will be kept confidential when you report a violation or concern.

The Group expects all parties to act in good faith and have reasonable grounds when reporting a concern or violation of this Code.

Due Diligence & Monitoring

We are committed to monitor compliance against our internal standards and policies. Compliance with our standards and policies is an important component to the success of NAIM. You are expected to have processes and controls in place to comply with Code. Where appropriate, we will conduct due diligence of Third Parties as part of assessing our relationship with Third Parties.

You are expected to provide complete and accurate information to facilitate due diligence efforts undertaken by us, where requested. If we determine that you have breached this Code, you may be required to remedy the situation or in certain circumstances, we may suspend or terminate our relationship with you.

Disciplinary Actions

The Group takes all reported incidents or suspected incidents of possible violation of this Code seriously and shall investigate thoroughly in accordance with the relevant procedures.

Appropriate disciplinary actions shall be taken where violation of this Code has been proven. Directors, Employees and Third-Party shall be dealt with in accordance with the Group's relevant policies and procedures.

All reports of possible violation of the Code shall be treated in confidence. Any disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action.