

ROHAS TECNIC BERHAD

CODE OF CONDUCT

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ROHAS
TECNIC

1. Purpose

Rohas Tecnic Berhad (“the Company”) and all its subsidiaries (“the Group”) emphasizes on ethical and professional behaviour of the Group’s employees. It is imperative that the Group’s business be operated and administered with the highest degree of integrity. Integrity and ethical standards must not be compromised in order to obtain short-term advantage. Thus, it is the responsibility of all employees to enhance the image of the Group by adhering to the Code of Conduct.

2. Scope

This Code of Conduct is applicable to employees of Rohas Tecnic Berhad and all subsidiaries.

The Code of Conduct is issued as written guidelines. It establishes the minimum standards of conduct expected of the Group’s employees. It defines the elements of decency and good judgment which are expected of the Group’s employees.

The Code of Conduct is meant for the promotion of proper standards of conduct and sound and prudent business practices. The Code of Conduct is not exhaustive and is not meant to be a complete catalogue of all forms of unacceptable conduct.

The Code of Conduct is a document that shall be displayed in such a way that anyone whose work contributes to the Group’s products and services is aware of the guidelines. This is to ensure that customers, suppliers, subcontractors and other external parties know the guidelines and expectations regarding actions in dealing with the Group.

Where there are doubts over matters relating to the Code of Conduct, employees are to seek guidance from their respective Heads of Subsidiaries, Heads of Division or Heads of Department, who may if necessary, seek guidance from the senior management. The Company reserves the right to revise or reformulate the Code of Conduct as and when deem necessary.

3. Principle

Underlying the Code of Conduct are six main principles:-

a. Conflicts of Interest

An employee must not place himself in a position where his duty and his interest conflict. As such, he must not engage in any business transactions, directly or indirectly, with the Group without the knowledge and proper approval of the directors. If he has interest in the transactions, he must declare the nature of his interests to the Company as and when it arises.

b. Fiduciary Duties

- (i) An employee shall at all times ensure to promote the interest of the Company, act honestly and use reasonable diligence in the discharge of the duties of his office.
- (ii) An employee shall at all times obey and comply to lawful instructions and directions of the Company and shall not do any acts or activities contrary to the policies of the Company and/ or contravene any laws of Malaysia.
- (iii) During the employment term, the Employee shall devote his entire productive time, ability, attention, experience, skill and knowledge towards the promotion and

development of the business of the Employer and shall not directly or indirectly render any service of whatever nature or involve himself or caused himself to be involved with the business or operation of any other person or corporate body whether for compensation or otherwise, without the prior written consent of the Employer.

c. **Secrecy**

An employee must not divulge either directly or indirectly any trade secrets, knowledge or information and/ or make improper use of any information acquired by virtue of his position as an employee of the Group to gain directly or indirectly an advantage for himself or for any person related to him or cause detriment to the Group. All files, records, documents, drawings, specifications, equipment and similar items relating to the business of the Company, and all copies of reproduction thereof, whether prepared by him or otherwise coming into his possession, shall not be removed from the premises of the Company upon the expiration or termination of the employment term.

d. **Competition with the Group**

An employee must not obtain for himself or for his spouse any property or business advantage that belongs to the Group or for which he has been negotiating. It is a breach of duty for an employee or his spouse to set up a competing firm or allowing his spouse to work for a competing firm to take advantage of contracts that should have gone to the Group of which he is an employee.

e. **Misapplication of Group's Assets**

An employee must not misapply the Group's assets or if he uses the powers he is delegated, for the wrong purpose. The Group's assets are entrusted to him to be applied for the Group's purposes.

f. **Insider Trading and Abuse of Corporate Information**

An employee must not make illegal use to gain, directly or indirectly, an advantage for himself or any other person of specific confidential information acquired by virtue of his position as an employee of the Group which if generally known might reasonably be expected to affect materially the price of the Company's shares dealings in the stock exchange.

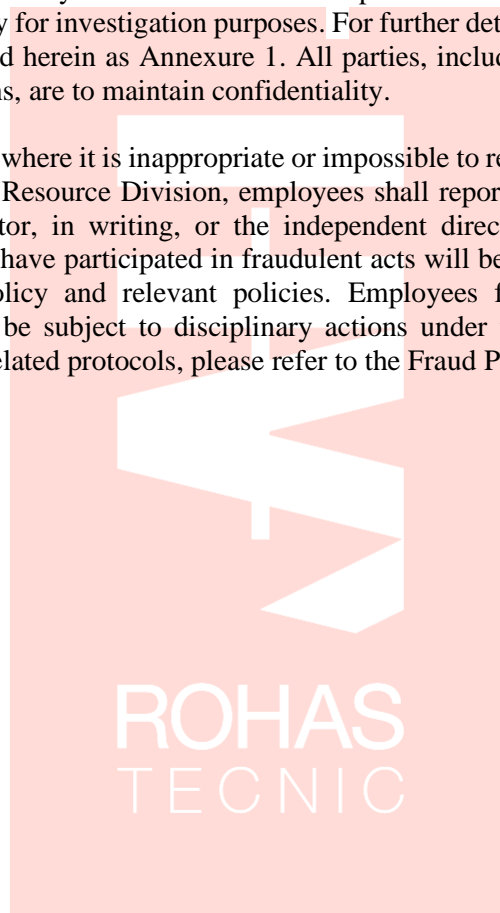
4. Responsibilities

It is the responsibility of the employee to comply with this Code of Conduct and should there be any breach of this Code of Conduct by reason of him/her dealings with the Group's customers, suppliers, subcontractors and other external parties, he/she shall inform such aforesaid parties of the said breach.

a. **To ensure adherence to the Code of Conduct, the following monitoring devices will be established:-**

- (1) All employees (existing and upon appointment, in the case of new employees) are required to sign a declaration to acknowledge awareness of the Code of Conduct, that they have access to it, have read it and understood it and aware of how to seek guidance or report violations;
- (2) Responsibility shall be assigned to the Heads of Subsidiaries, Heads of Division and Heads of Department to ensure compliance with these guidelines on a day-to-day basis and to handle general enquiries from employees on matters relating to the Code of Conduct;

- (3) The Head of Human Resource Division shall be required to organize and maintain a filing system for complete traceability of records;
 - (4) The Internal Audit Division shall be required to submit a quarterly report to the Audit Committee on improper behaviour or breaches observed during the quarter and the corrective/ punitive actions taken.
- b. Employees are expected to report to the Head of Human Resource Division in writing, of improper behaviour they observed in the workplace in a confidential manner, without fear of harassment or victimization. A complete traceability of records will be maintained. Anonymity of the reporting employees shall be maintained and acknowledgement of action that will be taken will be provided to the reporting employees. However, employees who submit fabricated reports or filed reports with malicious intent will constitute misconduct and will be subject to the appropriate disciplinary action. Cases of fraud reported shall be referred to the Internal Audit Division immediately for investigation purposes. For further details on fraud, please refer to the Fraud Policy attached herein as Annexure 1. All parties, including those who are involved in internal investigations, are to maintain confidentiality.
- c. In the circumstances where it is inappropriate or impossible to report the improper behaviour to the Head of Human Resource Division, employees shall report the matter accordingly to the Chief Internal Auditor, in writing, or the independent directors of the Audit Committee. Employees found to have participated in fraudulent acts will be subject to disciplinary actions under the Fraud Policy and relevant policies. Employees found to have participated in fraudulent acts will be subject to disciplinary actions under the Fraud Policy and relevant policies. For fraud-related protocols, please refer to the Fraud Policy document in Annexure 1.





FRAUD POLICY

BACKGROUND

Rohas Tecnic Berhad (“RTB”) and its Group of Companies (“the Company”) is committed to the highest standard of moral and ethical behaviour by its employees, management team, and other stakeholders of the organisation. The Company views cases of fraud seriously and maintains a zero-tolerance attitude towards fraud.

1. OBJECTIVE

The purpose of this policy is to prohibit dishonest and/or fraudulent activity and to establish procedures for reporting fraudulent activities in an independent and objective manner.

2. SCOPE

This policy applies to any fraud, or suspected fraud, involving all employees and other stakeholders of Rohas Tecnic Berhad and its Group. This policy supplements (and does not replace or substitute) any and all existing policies and procedure or code of the Group relating to wrongful or improper conduct.

3. DEFINITION

“Fraud” is defined as any intentional act, omission or trickery (deceit/deception) designed to deceive others resulting in the victim suffering a loss and/or the perpetrator achieving a gain.

Actions constituting fraud include, but are not limited to:

- Any dishonest or fraudulent act or trickery (deceit/deception).
- Forgery or alteration of any document belonging to the Company.
- Misappropriation or misuse of the Company’s property, equipment, materials, information or records.
- Impropriety in the handling or reporting of any transactions.
- Profiteering as a result of the disclosure of inside information on the Company’s activities.

- Disclosing confidential and proprietary information belonging to the Company, employees, or stakeholders to outside parties for personal gain.
- Falsifying advance claims, travel reimbursement and other claim expenses or utilising the Company's fund for personal expenses.
- Falsifying or submitting false medical certificates.
- Any similar or related inappropriate conduct not in accordance with Company's rules and regulations.

4. REPORTING

Employees should immediately report any suspected or detected fraud that may have occurred or is occurring to the Chairman of Audit and Risk Management Committee (ARMC) and Head of Internal Audit. In cases where fraud is reported to a Superior, the Superior must report it directly to the Chairman of ARMC to ensure an independent and transparency review.

The Company treats all information received confidentially. Investigation results will not be disclosed or discussed with any other parties, except as authorized by RTB or as required by applicable law.

5. INVESTIGATION

All fraud cases shall be brought to the attention of the ARMC, which will be responsible for:

- (i) Determining the legitimacy of the disclosure;
- (ii) Instructing further actions, including the scope of the investigation; and
- (iii) Determining who should conduct the investigation (external party or management).

All instances of fraud or suspicion of fraud reported under this policy will be thoroughly assessed by the ARMC, and if deemed necessary, further investigations will be carried out. The investigation team will have:

- (i) Full and unlimited access to all Company records, staff, and premises.
- (ii) Authority to examine and/or remove any portion of the contents, files, or storage facilities on Company premises without prior knowledge or consent of any custodian within the scope of the investigation.

Any employee found to have violated this policy will be subject to disciplinary action, including termination of employment.

6. REPORTING OF INVESTIGATION

Upon conclusion of the investigation, the Head of Investigation shall submit the report where appropriate to the Audit & Risk Committee or Human Resources or the appropriate authority for further action(s).

7. CONFIDENTIALITY & RECORD KEEPING

All parties that are involved in the investigations are to maintain confidentiality. Detailed records of all evidences gathered, interviews conducted, and any records received must be kept till the outcome of the investigation is provided. A complete traceability of records will be maintained.

8. REVIEW OF POLICY

The Board of Directors reserves the right to revise the policy at any time in order to maintain compliance with laws and/or regulations or to accommodate organizational changes in the Group. Any revision(s) will be notified to the employees by the respective Company and business unit.