



**MATANG BERHAD**

Registration No: 201501017043 (1142377-X)  
(Incorporated in Malaysia)

## **CODE OF CONDUCT AND ETHICS FOR DIRECTORS**

### **1. INTRODUCTION**

The Board of Directors ("Board") of Matang Berhad ("Matang" or "Company") is committed to conducting its business in accordance with the standards of business ethics and complying with the laws, rules and regulations. The Code of Conduct and Ethics for the Directors of Matang group of companies ("Matang Group" or "Group") ("Code") sets out the guiding principles that provide guidance on the standards of behaviour expected of all directors of the Company and Group.

### **2. OBJECTIVES**

The Board is mindful that a strong business ethics and effective and efficient monitoring system will promote an ethical corporate climate in fostering an excellent culture of corporate governance. The Code is therefore formulated as a way of articulating the Company's business ethos and guiding the Board on the manner it should act when deciding unanticipated situations.

### **3. CODE OF ETHICS**

A Director of the Company should at all times observe the following Code in the performance of his duties:

#### **A. General Standards of Conduct**

A Director should exercise leadership, integrity and high standard of professionalism in discharging his duties and responsibilities. In this respect, a Directors should do his utmost to preserve and enhance Matang Group's good reputation and to act in the best interest of the Group at all times.

A Director shall at all times act with utmost good faith towards Matang Group and act honestly and responsibly in discharging his duties. In the performance of his duties, he is expected to be always conscious of the moral, ethical and legal responsibility that he bears as a Director. He should be conscious of the interest of the Group as well as its stakeholders in discharging his duties by having clear understanding of the ethical impact of his decisions.

A Director should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealings or practice when dealing on any matter, in the performance and discharge of his duties.

A Director should adopt an objective and positive attitude and give the utmost co-operation for the common good when dealing with governing authorities or regulatory bodies. He should be conscious of the applicable statutory and regulatory requirements imposed on the various entities with the Matang Group. In this respect, a Director should endeavour to ensure that the relevant entities are properly managed and comply with the governing laws, regulations and guidelines applicable to its business and operations.

## **B. Conflicts of Interest**

Every Director, or a member of his or her immediate family, has a duty to avoid any business, financial or other direct or indirect interests or relationship which conflict the interests of the Company.

The following are some of the examples set forth in the Code which could be developed into conflicts of interest:

- a. Receiving personal interests from persons or entities which are seeking to do business or to retain business within the Group;
- b. Accepting offers or gifts from persons or entities that deal with the Group, in cases where such offers or gifts will influence the Directors' decisions within the Board; and
- c. Accepting bribes, kickbacks or other unlawful benefits for services related to the business of the Group.

Directors should be mindful of conducts which could reasonably be construed as creating an appearance of a conflict of interest and should not participate or deliberate in any matters or transactions that brings benefits to his personal or business financial interests.

A Director should exercise good faith by immediately disclosing any contractual interests whether directly or indirectly with any person or entity which the Group has or proposes to enter into business or contractual relationship. In this respect, a Director should comply with all governing laws, regulations and guidelines that negate such dealings or require disclosures to be made.

## **C. Confidentiality and Fair Dealing**

A Director having access and/or in possession of material non-public and share price sensitive information in the course of discharging his duties shall treat such information in strictest of confidence and shall not allow any improper and unauthorised use of such information.

Directors must at all times maintain and protect the confidentiality of all non-public information which was obtained due to their positions (as Directors in the Group) from whatever sources. Such information shall not be used for any personal gain or in any manner during or after the cessation of his term as a Director, the use of which would be contrary to the law or detrimental to the objectives of the Company.

Insider dealing is strictly prohibited. In that regards, a Director should ensure compliance with governing laws, regulations and guidelines on insider trading that

prohibit anyone who possesses material non-public and share price sensitive information from:

- a. Buying or selling of securities based on such information for his own or other person's benefit;
- b. Influencing any third party in dealing with any transaction; or
- c. Communicating such information to any third party for his direct or indirect or for other person's benefit.

**D. Use of Corporate Assets and Company Funds**

A Director should not improperly use or waste any assets belonging to the Group. In addition, all Directors of the Group shall protect and make proper use of the Company's funds, assets and information for legitimate business purposes. All Directors shall endeavour to protect the assets of the Group under his care and should not use such assets for his personal gain.

**E. Compliance with Laws, Rules and Regulations**

The Board requires all Directors of the Group to strictly comply with Companies Act, 2016, Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, regulations and guidelines.

**F. Corporate Social Responsibility**

The Directors of the Company and within the Group shall always ensure that all activities and operations carried out within the Group do not harm the interest and well-being of the society at large.

**G. Reporting Illegal or Unethical Behaviours**

Directors are encouraged to raise questions or issues of particular circumstances that may implicate the provisions of this Code to the attention of either the Chairman of the Board or the Audit and Risk Management Committee of the Company for resolution.

The Directors should communicate any suspected violations of this Code promptly to the Chairman of the Audit and Risk Management Committee of the Company. Suspected violations will then be investigated by either the Audit and Risk Management Committee or the Board or by any persons designated by the Audit and Risk Management Committee or the Board. Appropriate remedial or disciplinary actions will be taken in the event of any violations of the Code.

**H. Non-Retaliation**

The Company prohibits retaliation of any kind taken against individuals who have made good faith reports or complaints of violations of this Code, the Company's business conducts or any other known or suspected illegal or unethical conduct.

## **AMENDMENTS AND/OR MODIFICATINOS**

This Code may, from time to time, be amended or modified by the Board so as to provide sound practices towards boardroom excellence, duties and responsibilities.