



RGT BERHAD

Registration No. 198101004909 (71024-T)
(Incorporated in Malaysia)

CODE OF CONDUCT & ETHICS FOR DIRECTORS

1. Introduction

RGT Berhad (“**RGTBHD**” or “**the Company**”) and its subsidiaries (“**RGTBHD Group**” or “**the Group**”) are committed to achieving sustainable performance and delivering value to our stakeholders without compromising our ethical standards, behaviour expectation and trusted reputation which are based on the principles of sustainability, integrity, transparency and accountability. RGTBHD takes a zero-tolerance approach towards fraud, bribery and corruption and any form of dishonesty in its business dealings.

The Board of Directors of RGTBHD (“**Board**”) is entrusted with the fiduciary responsibility of oversight of the affairs of the Group. Arising therefrom, the Board is committed to ensuring that RGTBHD Group conducts all its business activities in a manner reflective of the principles of transparency, sustainability, integrity and accountability. The Board is obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the applicable laws, rules, regulations, guidelines and internal policies and relevant procedure.

This Code of Conduct and Ethics for Directors (“**Code**”) is to provide the fundamental guiding principles and standards applicable to **all Directors of RGTBHD Group** where such principles and standards are founded on high standards of professional and ethical practices. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the RGTBHD Group including any relevant best practices/ standards in corporate governance and provisions of the constitutions of companies within the RGTBHD Group.

2. Principles

The principles of this Code is based on principles in relation to integrity, accountability, transparency and duty to act in the public interest and best interest of RGTBHD Group.

Integrity

Directors discharge and perform their duties to RGTBHD Group, its shareholders and other stakeholders by honestly observing high standards of ethical behaviour and abiding by all laws, rules and regulations.

Accountability

Directors exercise independent oversight and make decisions solely on merits.

Sustainability

Directors take into account sustainability considerations in setting the strategy direction of RGTBHD Group.

Duty to act in the public interest and best interest of RGT Group

Directors have a statutory duty to act in the public interest and to ensure the maintenance of fair, orderly and transparent market. Directors also have a duty to act in good faith having regards to the best interests of the RGTBHD Group and its shareholders and stakeholders.

3. Compliance with Laws, Rules and Regulations

Every director in exercising and/or discharging his/ her powers or duties shall comply with all applicable laws, rules and regulations including the constitutions of the Group and guidance and directives issued by the authorities.

4. Conflict of Interest

Directors should avoid conflicts of interest so far as possible.

Directors are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and if so required by the relevant Board/ Board Committees, to recuse themselves from any deliberation and decision relating thereto.

Where a potential or actual conflict arises, every Director shall adhere to the procedures provided by the relevant laws and the relevant internal documents in particular, the Employee Handbook. In this instance, internal documents may also include internal procedures, policies, protocols or guidelines.

5. Anti-Corruption/ Bribes

Directors (whether acting in their own capacity or on the Group's behalf), are to observe high standards of business, professional and ethical conduct and are committed to refrain themselves from offering, soliciting, giving or receiving any gifts, donations (including political donations), sponsorship, and any other form of benefits (in kind, cash, advantages, travels, entertainments and/or favour and etc) from persons or entities who deal with the RGTBHD Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

When dealing with gifts, donations, sponsorship, and any other form of benefits, a Director shall uphold the highest integrity and ensure compliance with the relevant laws in respect of anti-corruption and bribery.

6. Company Assets

Every Director has a duty to safeguard the Group's assets, including its physical premises, equipment and facilities as well as the records and information/ data (both physical and electronic means) (collectively "**Assets**").

The Group's Assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

7. Confidentiality

Directors may come into possession or access to confidential, sensitive and non-public information ("**Inside Information**") in the course of their directorship with RGTBHD Group. Directors must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.

The obligation to preserve RGTBHD Group's Inside Information is ongoing even after an individual ceases to be a Director of RGTBHD Group.

8. Insider Trading

Directors who possess Inside Information shall not:

- (a) deal in securities; or
- (b) communicate such information to any unauthorised persons, for the benefit of himself or any other persons.

When dealing in the securities, a Director shall comply with the relevant laws on trading in securities and relevant internal document such as the Corporate Disclosure Policy.

9. Fair Dealing and Anti-Competition

In the interests of preserving reputation and integrity of RGTBHD Group, a Director shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public where he/ she shall not:

- (a) compete or aid/ assist other competitors to compete with the RGTBHD Group; and
- (b) take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any unfair dealing practice.

10. Waiver

Any waiver of the application of principles/ standards set forth in this Code may only be made by the Board of RGTBHD or an authorised Committee of the Board of RGTBHD, as it deems fit and appropriate.

11. Reporting violations of the Code

Directors must immediately report any concern about possible/actual breaches of the Code by any director to the Chairman of the Board and strictly observe the relevant internal document such as the Whistleblowing Policy.

A Director making such a report must have reasonable and probable grounds and merits and must undertake such reporting in good faith, for best interest of the Company.

Any improper conduct by a director may also be reported to any enforcement agency as prescribed in the Whistleblower Protection Act 2010.

12. Enforcement of the Code

In the event of any violation of this Code by any director, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

13. Review

The Policy will be periodically reviewed by the Board to ensure it remains current and effective in accordance with the Company's practices and in compliance with the new/amended regulations.

14. Approval

This Code of Conduct & Ethics for Directors was approved by the Board on 29 August 2022.