

ECM LIBRA GROUP BERHAD

Directors' Code of Conduct and Ethics

The Directors' Code of Conduct and Ethics ("**Code**") set out below provides the fundamental guiding principles and standards applicable to the Board of Directors ("**Board**") of ECM Libra Group Berhad ("**ECM**" or "**Company**") and its group of companies (collectively referred to as "**Group**") and they are expected to adhere to, comply with and uphold the provisions of the Code to ensure the Group operates with integrity and complies with the relevant laws, rules and regulations:

A. Code of Ethics for Company Directors issued by the Companies Commission of Malaysia

The Board observes the codes as set out in the Code of Ethics for Company Directors issued by the Companies Commission of Malaysia which provides guidance on the standards of conduct and prudent business practices as well as standards of ethical behaviour.

The salient points of the Code of Ethics for Company Directors issued by the Companies Commission of Malaysia are highlighted below:

1. Should ensure at all times that the company is properly managed and effectively controlled;
2. Should stay abreast of the affairs of the company and be kept informed of the company's compliance with the relevant legislation and contractual requirements;
3. Should at all times act with utmost good faith towards the company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
4. Relationship with Shareholders, Employees, Creditors and Customers
 - a. Should be conscious of the interest of shareholders, employees, creditors and customers of the Company;
 - b. Should at all times promote professionalism and improve the competency of management and employees; and
 - c. Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

B. Compliance with laws, rules and regulations

The conduct of the Board is governed by the Constitution of the Company or the Group and the Companies Act 2016 and other relevant laws, rules and regulations in Malaysia.

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

C. Others

1. Conflict of Interest

Directors should disclose immediately all contractual interest, whether direct or indirect, with the Group.

Every Director shall comply with Sections 219 and 221 of the Companies Act 2016 in connection with the disclosure of his shareholdings and interests in any contract or proposed contract with the Group and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. If so required, the Directors concerned shall abstain 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 including but not limited to the Companies Act 2016 and the Listing Requirements of Bursa Securities.

2. Protection of Assets of the Company

Directors shall take reasonable care to safeguard the Company's assets, including its physical premises, equipment and facilities as well as the records and information or data.

The Company'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.

3. Anti-Corruption or Bribes

Directors (whether acting in their own capacity or on the Group's behalf) are committed to refrain themselves from offering, giving or receiving any gift and any other form of benefits which involve cash or cash equivalents or which could be evaluated as illegal or improper exchange from persons or entities who deal with the Company or the Group where the gifts would reasonably be expected to influence the Directors' duties in any aspect. Directors shall adhere to the Anti-Bribery and Corruption Policy and Gift and Hospitality Policy of the Group.

4. Confidentiality

Directors may come into possession or access to confidential, sensitive and non-public information ("**Inside Information**") in the course of their directorships with the 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 the Group's Inside Information is on-going even after an individual ceases to be a Director of the Group, until the information becomes publicly available or the Group no longer considers it as confidential.

Directors must not misuse confidential information of a third party.

5. Insider Trading

Directors who possess Inside Information shall not:

- a. Deal in securities, if that information has not been made public; or
- b. Communicate such information to any unauthorised persons, for the benefit of himself or any other persons.

When dealing in the securities, Directors shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by the Company in relation thereto from time to time.

6. Anti-Money Laundering

Directors do not tolerate any form of money laundering activities. Appropriate measures shall be implemented to know who the Group is doing business with to prevent the Group's financial transactions from being used by others to launder money.

Directors shall be made aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.

Directors are expected to be mindful of the risk of the Group's business being used for money laundering activities and to promptly raise any suspicious transactions to the Company.

7. Fair Dealing and Anti-Competition

In the interests of preserving reputation and integrity of the Group, Directors shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public where they shall not:

- a. Compete or aid/assist other competitors to compete with the 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.

8. Reporting of unlawful or unethical behaviour

Directors shall report any legitimate complaints, non-compliance matters or unethical occurrences, questionable practices and any potential violation of any law, regulations, guidelines and practices as well as the Code.

The Whistle Blowing Policy which governs the reporting and investigations of allegations of suspected improper/unethical activities, violations of the laws, regulations, internal policies, procedures, guidelines and code of ethics and the whistle blower protection has been put in place. All the personnel of the Group, including Directors, shall be guided by the said Policy when raising concerns over unlawful conducts, unethical occurrences or questionable practices that have been or are in the process of being committed and which may adversely affect to a material extent the financial position or reputation of the Group.

The Group has also put in place a Code of Business Conduct & Ethics to be observed by all employees of the Group including the Board. The said code is published on the intranet of the Group and it is accessible to the employees of the Group.