

Code of Conduct and Ethics

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Rev : 00

1. Introduction

The Code of Conduct and Ethics (“**Code**”) sets out the standards in which Unique Fire Holdings Berhad and its subsidiaries (“**Group**”), its directors and employees (including senior managers, managers, executives, non-executives, workers, and employees, whether full time, part time, probationary, contract or temporary) are required to comply in discharging their duties at all times. The Code sets out the minimum standards of conduct and personal behaviour which are set to be adhered to in order to promote and maintain a uniform ethical conduct within the Group as set out below.

2. Conflict of Interest

Employee must not place himself/ herself in a situation in which he/ she has or appears to have a direct or indirect interest in connection with or benefit from an improper gain or advantage outside commercial activities, where such gain or advantage adversely affects the Group’s interest.

The circumstances in which such a conflict may be present include:

- (i) Ownership, directly or indirectly of a material interest in any competitor, supplier, contractor, sub-contractor, customer, person or organization doing business with the Group or its affiliates;
- (ii) Acting in any capacity including as a director, shareholder in a private limited company, officer, partner, consultant, employee, distributor, agent or the like for a competitor, supplier, contractor, sub-contractor, customer, person or organization doing business with the Group or its affiliates;
- (iii) Accepting directly or indirectly, payments, services or loans, from competitor, supplier, contractor, customer, person or organization doing business with or expecting to do business with the Group or its affiliates;
- (iv) Receiving gifts other forms of ‘gratitude’ of more than nominal value are deemed to constitute ‘payments’. This shall exclude loans from insurance companies, commercial and saving banks at normal rate of interest; and
- (v) Having business interests, which result in personal gain at the expense of one of the Group or its affiliates, inhibiting an impartial business judgment or creating a questionable public image. These should voluntarily be declared by all employees without exception.

Directors should notify in writing immediately to the Board where he is a director and an employee should notify his reporting superior or division head (as the case maybe) in writing immediately upon becoming aware of a conflict, whether real or perceived, either involving himself, other employees or a third party.

Employees are advised to consult the Human Resource (“**HR**”) Department if they are uncertain about a situation of potential conflict of interest.

3. Insider Trading

Any employee of the Group who is in possession of market sensitive information is prohibited from trading in the securities of the Group if that information has not been made public. This prohibition extends to any act of disclosing the insider information to another person, including family members and friends, if the employee knows or reasonably knows that the other person would make a trade in reliance on that information, even if the employee does not derive any direct economic benefit from the trade.

Employees are encouraged to consult with his/ her direct superior if they are uncertain of the status and nature of the information they possess.

4. Anti-Bribery and Corruption

All employees of the Group are required to adhere to the Anti-Bribery and Corruption (“ABC”) Policy which clearly sets out the Group’s policies in various matters that relate to bribery and corruption. Refer to the ABC Policy of the Group.

All employees shall refrain from offering, promising, giving, demanding or receiving anything of value to anyone in the form of bribes, kickbacks and/or any other improper gratification (including gifts, hospitality and entertainment) to improperly influence the outcome of any transaction, whether it is for their own benefit or for the benefit of the Group.

Where provisions in this Code are in conflict or inconsistent with any applicable laws or the Group’s policy, the stricter provisions shall prevail. In case of uncertainty, kindly seek help and clarification before taking action.

5. Trade Secrets and Confidential Information

Employees shall not, either during his/ her services with the Company or after leaving the services of the Company for whatever reason, disclose to any person whatsoever any information relating to the Company or its customers or any trade secrets of which with the company, the employee shall acquire or possess whilst in the service with the Company, save that he/ she is required under or compelled by any law, statutes, regulation and/or any court order enforcement in Malaysia.

6. Responsibility to Report

Employees are required to promptly alert their supervisor or higher management of business and work-related situations that could be damaging to the Company or cause harm to others; and to take reasonable action to prevent damage or harm. Employees could be in breach of the Code or HR Policies Manual if they assist or authorise others in activities that breach the Code or HR Policies Manual or conceal or fail to report any known or suspected breaches by others. Employees and Third Parties may also have a duty to report corruption to the government authorities if required to do so by local regulations.

7. Protection

Persons making genuine and appropriate complaints under this policy are assured of fair treatment. In addition, the Group’s employees are also assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns raised turned out to be unsubstantiated. The Group reserves the right to take appropriate actions against anyone (i.e., employees or third parties) who initiates or threatens to initiate retaliation against those who have raised concerns under this policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions under the HR Policies Manual, which may include summary dismissal. Management will support all employees and encourage them to raise concerns without fear of reprisals.

8. Confidentiality

It is pertinent that directors and all employees exercise caution and due care to safeguard any information of confidential and sensitive nature relating to the Group during their course of duties. Directors and employees must not disclose official or confidential information to others or third parties, unless proper authorisation is given or legally mandated. Confidential information received by each director in the course of the exercise of directorial duties shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

9. Environment, Social and Governance ("ESG") Agenda

The Company would do everything possible to ensure that the activities and the operations of the Company and the Group befits the ESG Agenda and do not harm the interest and well-being of environment and society at large.

The Company adopts an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies.

The Company would do everything possible to ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities. In addition, the Company would do everything possible be more proactive to the needs of the community and to assist in society related programmes in line with the aspirations of the concept of 'caring society'.

10. Types of Misconduct, Malpractice and Irregularity

It is not possible to give an exhaustive list of the activities that constitute misconduct, malpractice or irregularity covered by this policy. For example, the Group expects all employees to observe and apply the Code principles in the conduct of the Group's business. Employee behaviour that is not in line with Code principles could constitute a misconduct, malpractice, or irregularity that should be reported.

The principles of Code relate to but not limited to:

- abide by professional ethics and business integrity;
- avoiding conflicts of interest;
- no bribery;
- compliance with laws and regulations;
- abiding by our Company policies and procedures;
- compliance with financial controls and reporting requirements;
- protecting our information, records and assets;
- prompt response to incidents and obligation to notify; and
- prohibition of sexual harassment.

11. Reporting and Investigations

11.1 Reporting Channels

In general, the whistle-blowers should make their reports to the HR Department / Senior HR Manager for review. For employees, they may prefer to have an initial discussion with his/her direct superior or the HR Department. However, the superior or HR Department must in turn report any potential or actual misconducts, malpractices or irregularities to the Executive Directors. If any employee feels uncomfortable doing this (e.g., your superior has declined to handle your case or it is the superior who is the subject of the report), then the employee should contact the Executive Directors.

Any business units in receipt of a letter/ email or a verbal report alleging any of the above types of misconducts, malpractices or irregularities shall redirect the letter or the reportee to the Senior HR Manager. If it is considered desirable to take legal action or to refer the case to law enforcement authorities, advice from Managing Director (“MD”) or the Group’s panel solicitor(s) should be obtained. This Code can be read in conjunction with the Group’s Whistleblowing Policy.

11.2 Reports and Supporting Documentation

While the Group does not expect the whistle-blower to have absolute proof or evidence of the misconducts, malpractices or irregularities reported, the report should show the reasons for the concerns and full disclosure of any relevant details and supporting documentation. If you make a report in good faith then, even if it is not confirmed by any subsequent investigation, the whistle-blower’s concerns would be valued and appreciated. You can make a report in writing (by post or by email) to HR Department stating amongst others, your contact information, suspect’s information, witness(es) information (if any), details on misconduct (i.e., type, person committed, timing and venue of misconduct, parties involved other than suspect, etc.).

11.3 Investigations

HR Department will assess every report received through the general reporting channel to decide if a full investigation is necessary. For cases involving general staff and middle management staff which are not reported anonymously, HR Department is required to report to the Group Managing Director of the Company within three (3) working days. For cases involving senior management staff, HR Department is required to report to the Chairperson of the Audit and Risk Management Committee within three (3) working days. During the investigation, HR Department may seek external auditors or other agencies for assistance.

If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the matter will be reported by HR Department to the relevant local authorities.

In some situations (e.g., in case of possible criminal offence), HR Department may have to refer the matter together with the relevant information to the authorities.

HR Department will prepare a full report on the investigations conducted by it without revealing the identity of the whistle-blower. For confirmed cases of Code violations, the HR Department will suggest what disciplinary action is appropriate based on the results of the investigation and report to the Group Managing Director and Audit and Risk Management Committee for final decision.

12. False Reports

If a whistle-blower makes a false report maliciously, with an ulterior motive, or for personal gain, the Group reserves the right to take appropriate actions against any employees or Third Parties to recover any loss or damage as a result of the false report. In particular, employees may face disciplinary action, including dismissal.

13. Anonymous Reports

As the Group takes reporting of misconducts, malpractices, and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations, it is preferred that these reports are not made anonymously. However, it is recognised that for any number of reasons, employees or related Third Parties may not feel comfortable reporting potential violations directly to Internal Audit. In these cases, anonymous reports may be submitted to the HR Department.

14. Failure to Comply

It is the responsibility of all employees to ensure full compliance with all the provisions in this Code and to seek guidance where necessary from the respective division head/ direct supervisor or from the Human Resources Department. Directors must immediately report any concern about possible/ actual breaches of the Code by any director to the Chairperson (or the Senior Independent Director, where applicable) and strictly observe the relevant internal documents.

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

When in doubt, employees should always be guided by the basic principles stated herein. Failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

15. Record Retention

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties. In the event a reported irregularity leads to an investigation, the party who is responsible for leading/ conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of investigative action taken for a period not exceeding six (6) years (or whatever other period may be specified by any relevant legislation).

16. Responsibility for Implementation and Review of Policy

This policy has been approved and adopted by the Board of Directors of the Group. The Audit and Risk Management Committee has overall responsibility for implementation, monitoring and periodic review of this policy.