

DIRECTORS' CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

The Board of Directors (“Board”) of Sunsuria Berhad (“Sunsuria” or “the Company”) and its subsidiaries (“the Group”) has adopted this Directors’ Code of Conduct and Ethics (“Code”) to undertake their oversight responsibility in the best interest of the Company and the Group within the scope of their authority and fiduciary duties.

The Board acknowledges the importance to establish a standard of ethical behavior for Directors based on acceptable beliefs and values that upholds the spirit of professionalism and credibility and good corporate integrity.

2. PRINCIPLES AND OBJECTIVES

This Code is based on the core principles of integrity, transparency, accountability and corporate social responsibility.

The Code is formulated to enhance the standard of corporate governance and corporate behaviour with a view of achieving the following objectives:-

- (a) To establish a standard of ethical conduct for directors based on acceptable beliefs and values a person of right mind upholds.
- (b) To uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing a company.

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 Sunsuria including any relevant best practices/standards in corporate governance and provisions of the constitutions of companies within the Group.

3. DEFINITION

In the context of this Code, a Company Director means any person who holds the position of Director in the Company and/or its subsidiaries, irrespective of any designation used, including anyone who follows the directives and advice of a corporate Director and who usually takes action, as well as an in-turn or substitute Director. It includes executive and non-executive Directors as well as executive and non-executive chairpersons.

4. CODE OF CONDUCT AND ETHICS

In the performance of his or her duties, each Director must comply with the letter and spirit of the following:

4.1 Corporate Governance

- act in the best interest of, and fulfil their fiduciary obligations to the Group and its shareholders;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- use their prudent judgement to avoid/abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Group, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;
- not to exploit for his/her personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Group declines to pursue such opportunity for its business interest;
- act to enhance and maintain the reputation of the Group; and
- strive to contribute towards the growth and stability of the Group.

4.2 Board Representation

Directors who are appointed by virtue of their position as representatives of a shareholder, must act in the best interest of the companies within the Group in which they act as board members. In the event of any conflict between their duties to act in the best interest of the Group and their duties to their nominator, they must not subordinate their duties to act in the best interest of the Group to their nominator.

4.3 Conflict of Interest

4.3.1 Conflict of interests may arise in any situation in which a director engages in an activity that detracts from or interferes with his or her full, loyal and timely performance of services to the Group, or has a financial interest that might influence the director's judgement on behalf of the Company. Directors must not use their position or knowledge gained directly or indirectly in the course of their duties for private or personal advantage.

4.3.2 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 Group, and if so required, to abstain themselves from any deliberation and decision relating thereto.

4.3.3 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 Main Market Listing Requirements of Bursa Securities Malaysia Berhad.

4.4 Anti-Corruption / Bribes

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

4.5 Confidential Information

4.5.1 All Directors shall exercise caution and due care to safeguard any confidential, sensitive and non-public information relating to the Group ("Insider Information") which is acquired in the course of their directorship with the Company and the Group. Directors must treat all such information in strictest of confidence, not to disclose such information to any unauthorized 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 authorized or legally required.

4.5.2 Directors are obligated to preserve the Company's Insider Information even after an individual cease to be a Director of the Company, until the information becomes publicly available or the Company no longer considers it as confidential. Directors must not misuse confidential information of a third party.

4.6 Insider Trading

4.6.1 Directors who possess Insider Information shall not deal in securities or communicate such information to any unauthorized persons, for the benefit of themselves or any other persons.

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

4.7 Protection of Company's Assets

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/data. 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.

4.8 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 Constitution of the Company and guidance and directives issued by the authorities.

4.9 Anti-Money Laundering

4.9.1 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.

4.9.2 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.

4.9.3 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.

4.10 Fair Dealing And Anti-Competition

4.10.1 In the interests of maintaining reputation and integrity of the Group, a Director shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public at large, he or she 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.

5. REPORTING OF VIOLATIONS OF THE CODE

Directors must immediately report any concern about possible/actual breaches of the Code by any Director to the Chairman. The Board shall determine the appropriate actions to be taken after considering all relevant information and circumstances or may take the necessary action to ratify on the non-compliance by Directors.

6. WAIVER OF THE CODE

Waiver of the Code may be made by the Board and may be granted on a case-by-case basis and only in extraordinary circumstances.

7. REVIEW OF THE CODE

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

Revised and adopted by the Board of Directors on 29 November 2021¹.

¹ Revised upon taking into consideration the Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries updated by the Securities Commission of Malaysia on 12 April 2021.