

SMTRACK BERHAD

CODE OF CONDUCT AND ETHICS FOR DIRECTORS

1. INTRODUCTION

This Code of Conduct and Ethics (“**Code**”) is adopted by the Board of Directors to attain best corporate governance practices and compliance with legislation governing Directors’ duties in discharging their duties to achieve corporate objectives.

It is important to establish a standard of competence for corporate accountability which includes standards of professionalism and trustworthiness in order to uphold good corporate integrity.

2. PRINCIPLE

The principle of this Code is based on principles in relation to duty of care, integrity, responsibility and corporate social responsibility.

3. PURPOSE

This Code is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:

- 3.1 To establish a standard of ethical behaviour for Directors based on trustworthiness and values that are upheld by Directors.
- 3.2 To uphold the spirit of responsibility in line with the legislation, regulations and guidelines for administrating the Company and its subsidiaries (“**Group**”).

4. DEFINITION

Director includes both Executive and Non-Executive Directors.

5. CODE OF CONDUCT AND ETHICS FOR DIRECTORS

Members of the Board shall at all times abide by the following Code in their capacity as board members:

- Act in the best interests of, and fulfill their fiduciary obligations to the Group;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- Deal fairly with all stakeholders;
- Comply with all applicable laws, rules and regulations;
- Not use the Group's property or position for personal or third-party gain;
- Not solicit or accept from or give to stakeholders gifts or other benefits;
- Not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Group's interests;
- Act in a manner to enhance and maintain the reputation of the Group;
- Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- Respect the confidentiality of information relating to the affairs of the Group acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- Not use confidential information acquired in the course of their service as Directors for their personal advantage or for the advantage of any other entity;
- Help create and maintain a culture of high ethical standards and commitment to compliance; and
- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Group.