



NI HSIN GROUP BERHAD
Registration No. 200401014850 (653353-W)
(Incorporated in Malaysia)

CODE OF CONDUCT

This Corporate Code of Conduct (“**Code**”) sets out the standards which the directors, officers and employees (together “**Personnel**”) of Ni Hsin Group Berhad (“**NHG**” or “**Company**”) and its subsidiaries (“**Group**”) are expected to comply in relation to the affairs of NHG’s businesses when dealing with each other, shareholders and the broader community.

This Code is intended to focus on the Board of Directors (“**Board**”) and Management on areas of ethical risk, provide guidance to personnel to help them to recognise and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability.

Compliance

1. All Personnel must comply with all applicable laws, rules and regulations including those described in the Employee Handbook and guidance documents (Company’s standards, policies and procedures and manuals).
2. Where necessary, Personnel must, after consultation with the Executive Director seek appropriate legal advice.

Conflicts of Interest

1. Conflicts of interest are to be avoided and any actual or potential conflict is to be reported to the Executive Director or the Chairman of the Audit and Risk Management Committee. Personnel must not exploit their position with NHG for personal gain. Personnel must declare to the Executive Director or the Chairman of the Audit and Risk Management Committee a significant ownership interest in any enterprise which may compromise loyalty to NHG.

Where the Conflict of Interest has been appropriately disclosed, the interested Director shall not participate in any discussion while the contract or proposed contract is being considered during the meeting and shall not vote on the contract or proposed contract.

2. Personnel have a duty to bring business opportunities identified through the use of NHG’s property, information or position to the attention of NHG.
3. Officers must disclose and declare their interest via the “Conflict of Interest Declaration Form” as set out in Appendix I, if the contemplated transaction or contract will give rise to actual conflict of interest, potential conflict of interest or perceived conflict of interest, and submit it for review by his/her immediate superior and Head of Human Resource.
4. This should be read in conjunction with the Conflict of Interest Policy of the Company.

Confidential Information

Confidential or commercially sensitive information must not be disclosed to any third party without proper authorisation. “Confidential information” includes all non-public information that might be of use to competitors, or harmful to NHG or its customers, if disclosed. Examples of such information include but are not limited to trade secret, financial and business forecast, competitive bids, business acquisition and any information that may affect the Company’s business and share price. Information of such nature should remain confidential until it is in the public domain.

Those who have left the Company are expected to maintain confidentiality of proprietary and sensitive information acquired in the course of employment with the Company.

This applies to disclosures by any medium, including the internet, especially via social media sites (e.g. Facebook, Twitter, YouTube, etc.), internet message boards and/ or blogs. An officer must take precautionary steps to prevent the unauthorised disclosure of proprietary or confidential information, including protecting and securing documents containing this information.

Personal records and remuneration including the officer’s own remuneration are classified as Private and Confidential information and shall not be divulged.

Fair Dealing

All dealings with customers, suppliers, competitors, employees and other stakeholders of NHG are to be conducted with honesty, integrity and objectivity, striving at all times to enhance the reputation and performance of NHG. All commercial transactions shall be recorded and documented. Corrupted practices are not allowed either directly or indirectly.

Personnel should not take unfair advantage of or mislead anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behaviour, any other unfair dealing practice, abuse dominant position, engage in concerted practises or any anti-competitive behaviour which prevents, restricts or distorts competition.

Personnel shall comply with competition law and strictly observe the prohibition of anti-competitive agreements, concerted practises and abuse of a dominant position or of substantial market power in all business transactions as breaches of competition law will not be tolerated.

Company’s Assets and Properties

All assets of NHG are to be properly used in the interest of NHG and for legitimate business purposes and must be safeguarded from loss and misuse. All Personnel are accountable both for safeguarding all assets entrusted to them, including information, resources, records, materials, facilities and equipment under their care or control, from loss, theft, waste, misappropriation or infringement and for using the assets to advance

the interests of the Group. Any intellectual property created by the employees in the performance of their job responsibilities belongs to the Group. All Personnel have an affirmative duty to immediately report the theft, loss or misappropriation of any Group's assets, including financial assets, physical assets, information assets and electronic assets to the Management as stipulated under Reporting of Illegal or Unethical Behaviour below.

Knowledge and Information

1. The accuracy, use and handling of information are critical to NHG's integrity and reputation.
2. Personnel must ensure that information recorded by them honestly and accurately and is made known to their relevant supervisor so as to enable NHG to meet its obligation to keep the market fully informed about its activities.
3. Personnel must never make improper use of knowledge, information, documents or other company resources obtained in the course of employment with NHG. Personnel must respect the confidentiality and observe the privacy information about NHG, its customers and fellow Personnel. The security and proper use of Company information is mandatory.
4. Personnel must use computer facilities appropriately. Unauthorised use, manipulation or other interference will be treated seriously.

Employment practices

NHG subscribes to good employment practices, specifically:-

1. All employment practices are fair and non-discriminatory;
2. All forms of discrimination and harassment are prohibited; and
3. All privacy rights of individuals associated with NHG are to be respected.

Everyone in the Group shall be treated with dignity, is valued as a contributor and that abuse of power and discrimination are not tolerated.

Abuse of power

The abuse of power is the improper use of a position of influence, power or authority by an individual towards others. This is particularly serious when the alleged offender misuses his or her influence, power or authority to negatively influence the career or employment conditions (including, but not limited to, appointment, assignment, contract renewal, performance evaluation or promotion) of other individuals. Abuse of power can include a one-time incident or a series of incidents. It may also consist of conduct that creates a hostile or abusive work environment, which includes, but is not limited to, the use of intimidation, threats, blackmail or coercion. Decisions made through the proper use of managerial and supervisory responsibilities are not considered as abuse of authority.

Personnel shall report incidents of abusing of power, or has reason to believe abusing of power is occurring, to their immediate superior or through the available reporting channel under the Whistleblowing Policies and Procedures.

No Discrimination or Harassment

The Group is committed in providing a work environment that is free from all forms of discrimination on the basis of race, ethnicity, gender, creed, religion, age, disability or sexual preference.

The Group is also committed to providing a positive work environment that values the wide-ranging perspectives inherent in the diverse workforce and fosters individual growth and achievement of business goals. The Group endeavours to inculcate these values in the employees: candour, courtesy, respect to humanity, personal dignity and privacy.

Harassment is any inappropriate conduct which has the purpose or effect of:-

1. Creating an intimidating, hostile, or offensive work environment; or
2. Unreasonably interfering with an individual's work performance.

Forms of harassment include, but are not limited to, behaviour toward another person based on that person's race, ethnicity, gender, creed, religion, age, disability or sexual preference which is unwelcome and personally offensive to the recipient. Individuals who believe they have been subjected to discrimination or harassment should immediately report the incident to their supervisors and Human Resources Department.

Upon receipt of any complaints or concerns on acts of harassment, Human Resources Department should notify management so that appropriate corrective actions can be taken.

Any act of discrimination or harassment when dealing with employees, customers and /or suppliers will not be tolerated and the offender will be subjected to severe disciplinary action, including possible termination of employment.

Health and Safety

The Group provides a work environment that is safe, secure and free of danger, harassment, intimidation, threats and violence. The Group takes appropriate precautions to prevent injuries or adverse working conditions for all Personnel. It is the responsibility of all Personnel to adhere to the prescribed safety rules and acts as well as to raise any concerns which may represent a potential threat to health and safety. All Personnel are responsible for reporting injuries and unsafe work practices or conditions as soon as they have been discovered or become known.

Environment

The Group conducts operations in a manner that safeguards health, protects the environment and conserves valuable materials. The Group is committed in protecting the environment by minimising and mitigating environmental impacts throughout the life cycle of operations. All Personnel should contribute to minimising the use of finite resources, including energy, water and raw materials. All Personnel should minimise harmful emissions to environment, including waste, air emissions and discharges to water.

Reporting of Illegal or Unethical Behaviour

1. Personnel should promote ethical behaviour and should report any known or suspected illegal or unethical behaviour to supervisors, managers or other appropriate personnel when in doubt of the best course of action in a particular situation.
2. Personnel should promptly report any known or suspected violations of laws, rules, regulations or this Code to Executive Directors or the Chairman of the Audit and Risk Management Committee. Whistleblowing Policies and Procedures are in place which enables employees of the Group to raise concerns internally and to disclose information which the individual believes malpractice or misconduct is being committed.

Bribes and Corruption

1. The Group is committed to act professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and in implementing and enforcing effective systems to counter bribery and corruption.
2. Personnel shall familiarise themselves with the contents of the Anti-Bribery and Anti-Corruption Policy and Procedure (“**ABACPP**”) and shall not offer, give, solicit or accept bribes or any other improper payment in order to achieve any business or personal advantages or engage in any transaction that can be construed as having contravened with any applicable anti-bribery and anti-corruption laws. Any suspicions on violations of the ABACPP and any applicable regulations are to be raised through the available reporting channel under the Whistleblowing Policies and Procedures.
3. Personnel shall be cognisant of the fact that bribes may be in any form, monetary or otherwise including but are not limited to unauthorised remuneration such as referral fee, commission or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.
4. Prior to giving or accepting any business amenity or other gifts (in whatever form or value), personnel shall assess the appropriateness of their actions by

assessing if the action could influence or could reasonably give the appearance of influencing the business relationship of NHG with that organisation or individual or any business decision arising out of that business relationship.

Insider Trading

1. Personnel who are in the possession of market sensitive information are not allowed to trade in securities of NHG if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007.
2. Personnel shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.
3. Personnel must ensure that all transactions in NHG shares comply with the procedures set out in the Bursa Malaysia Listing Requirements and the law on trading.
4. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007. The laws of other country on insider trading may be applicable in the context of inside information concerning company listed outside of Malaysia.

Money Laundering

1. Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert “dirty” money to a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia.
2. Personnel should be 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 in order to actively pursue the prevention of money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities.
3. Personnel are expected to be mindful of the risk of NHG’s business being use for money laundering activities and to raise any suspicious transactions to their immediate superior and the Board to undertake further investigation.
4. No disclosure should be made to others that would indicate suspicions of money laundering. Any officer reporting should not discuss the matter with any other person.

Gifts, Entertainment, Hospitality and Travel

Personnel must exercise caution in relation to offering or accepting gifts, entertainment, hospitality and travel as it may compromise the integrities or affect professional judgement in discharging the full responsibilities to act in the best interest of the Company. Under no circumstances it is acceptable to offer, give, solicit, or receive any forms of bribe, kickback, facilitation payment or gratuities. Personnel should not accept gifts or other form of remuneration if there is reason to believe that its purpose is to improperly influence business decisions.

Periodic Review

This Code was first adopted in December 2012 and will be reviewed once every two years or as and when required and communicate the new changes to all levels of officers. The Code shall be published on the Company's website.

This Code was reviewed and approved by the Board of Directors on 22 April 2024.

CONFLICT OF INTEREST DECLARATION FORM

Name :

Designation :

Department :

Company :

I hereby declare an actual/ potential Conflict of Interest as follows:

Dealing with Suppliers,
Customers, Agents or
Competitors

Board Membership

Outside Employment and
Activities Outside the Group

Family Members and Close
Personal Relationship

Investment Activities

Others: Please state

Please state details:

Signature

Date:

Reviewer Signature

Date

HR Signature

Date