

**MINETECH RESOURCES BERHAD**  
**REGISTRATION NO. 200201007880 (575543-X)**  
**- CODE OF ETHICS AND CONDUCT**

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The Board of Directors (“**the Board**”) of Minetech Resources Berhad (“**MRB**” or “**the Company**”) has adopted the following Code of Ethics and Conduct (“**Code**”) for the Company and its subsidiary companies (“**the Group**”).

The Board, management and employees of the Group (“collectively referred to as “**Officers**”) is required to observe the Code as follows:

1. Compliance at all times with this Code and the Board Charter.
2. Observe high standards of corporate governance at all times.
3. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
4. Act in good faith and in the best interests of the Company and Group.
5. Not misuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as directors to promote their private interests or those of connected persons, firms, businesses or other organisations.
6. Uphold accountability at all times. This includes ensuring that the Company’s resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all times.
7. Board Members should not accept positions on Board committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.
8. Declaration of any personal, professional or business interests that may conflict with directors' responsibilities. Guidance on declaration and registration of interests is given in the section entitled "Declaration of Interests" below.

**Declaration of Interests**

All conflict of interests should be avoided, and directors must report any actual, potential or apparent conflicts to the Board. Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretary changes in the following:

1. Shareholding in the Company and its related corporations, whether direct or indirect; and
2. Directorships or interests in any other corporations.

In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board, should declare that interest. Such declarations should describe the interest clearly and state whether it carries director’s indirect financial benefits. This requirement also applies to members of senior management.

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Relevant interests in this context are as follows:

1. Executive and non-executive directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the Company.
2. Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.

In the performance of duties, all Officers must comply with the letter and spirit of the following codes:-

**i) Human Rights**

The Company supports and respects human rights. The Company treats all Officers with dignity and respect in the workplace, provides equal employment opportunities, creates a safe and harmonious work environment, and will not engage in any form of discrimination. Officers should respect the personal dignity, privacy and rights of each individual they interact with during the course of work and shall not in any way cause or contribute to the violation or circumvention of human rights.

**ii) Health and Safety**

The Company provides a work environment that is safe, secure and free of danger, harassment, intimidation, threats and violence. The Company takes appropriate precautions to prevent injuries or adverse working conditions for each and every Officer. It is the responsibility of each and every officer 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.

Officers are responsible for reporting injuries and unsafe work practices or conditions as soon as they being discovered or become known.

**iii) Environment**

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

**iv) Gifts and Business Courtesies**

Officers must exercise caution in relation to offering or accepting gifts and business courtesies in accordance to the Anti-Bribery Management System Policy of the Company.

**v) Company Records and Internal Controls**

The Company's records must be prepared accurately and honestly, both by accountants who prepare financial statements and by officers who contribute to the creation of business records, for example, by submitting expense records, time sheets, order and invoice records. The Company takes obligation to maintain business records for operational, legal, financial, historical and other purposes seriously and takes appropriate steps to ensure that the content, context and structure of the records are reliable and authentic.

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Reliable internal controls are critical for proper, complete and accurate accounting and financial reporting. Officers must understand the internal controls relevant to their positions and comply with the policies and procedures related to those controls to ensuring that effective and reliable business processes are in place.

**vi) Company Assets**

The Company's properties and assets should be managed and safeguarded in a manner which protects their values. Officers 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 Company. All Officers have an affirmative duty to immediately report the theft, loss or misappropriation of any Company assets, including financial assets, physical assets, information assets and electronic assets to the management as stipulated under Violations of Code below.

**vii) Exclusive Service**

The Company expects each and every Officer to give their fullest attention, dedication and efforts to their duties and the Company. Officers must avoid any personal, financial or other interest which may be in conflict with their duties and responsibilities to the Company. In this respect, an Officer is not permitted to be gainfully employed by any other organisation, company or business concern other than the Company without prior written consent of the CEO. Such permission will not be unreasonably withheld unless it has an impact on the executive ability to perform his/her normal duties or his/her performance at work or for an organisation which is in direct competition with the Company.

**viii) Integrity and Professionalism**

Officers should remember that they are a reflection on the Company and are constantly being judged and otherwise appraised by everyone they come in contact with. All Officers should conduct themselves with the highest degree of integrity and professionalism in the workplace or any other location while on Company's business.

**ix) Confidential Information**

All information obtained in the course of engagement and/or employment with the Company shall be deemed to be strictly confidential and shall not be disclosed to any third party. This measure applies to all Officers both during and after the service with the Company.

Except with the permission of the Company, an Officer shall not make any unauthorised public statement, circulate, divulge or communicate with any customer, member of the public, media or government or statutory bodies on the policies or decision of the Company on any issue, or any other information or details in respect of the Group's business. This applies to disclosures by any medium, including the internet, especially via social media sites (e.g. Facebook, Twitter, YouTube), 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.

**x) Compliance Obligations**

Officers are responsible for knowing and complying with the requirements applicable to their work activities, including those described in Code of Conduct and Disciplinary Action in the Employee Handbook and those described in the Company's guidance documents (Company's standards, policies and procedures and manuals).

**xi) Anti-Bribery and Anti-Corruption**

In accordance to the Anti-Bribery Management System Policy, Officers shall not offer, give, solicit or accept or receive any form of bribe or any other improper payment in order to achieve business or personal advantages for his/her or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.

**xii) Insider Trading**

No Officers who are in the possession of non-public price sensitive information of the Company or other listed company gained in the course of employment with the Company may deal or advise any other person to deal in any securities of the Company or any securities of another listed company.

No Officers shall disclose non-public price sensitive information to any person (including family members) where such information may be used by such person to his or her profit by trading or in recommending or advising others to trade in any securities of company.

Officers must ensure that all dealings in the Company's securities comply with the procedures set out in the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the law on trading.

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 insider information concerning company listed outside of Malaysia.

**xiii) Anti-Money Laundering**

"Money Laundering" is the process of concealing, converting and transferring proceeds from unlawful activities 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.

Officers are expected to be mindful of the risk of the Company'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.

**ix) Abuse of Power**

The abuse of authority/power is the improper use of a position of influence, power or authority by an individual towards others. Abuse of authority can include a one-time incident or a series of incidents.

Everyone in the Company should be treated with dignity and abuse of power and any form of discrimination are strictly not tolerated. Officers shall report incidents of abusing of power, or has reason to believe abusing of power is occurring, to their immediate superior or adhere to the Whistleblower Policy.

### **Communication and Compliance**

The Company and the Board should ensure this Code is being communicated to all levels of Officers through staff handbook, notice board, intranet, or corporate website. The Company should include the briefing of this Code to new Officers in the induction programme.

### **Violations of Code**

The Officers should report to their respective supervisors, managers, Head of Department or Head of Human Resource about the known or suspected illegal or unethical behaviour. The Group's Executive Directors and Senior Management shall promptly report any known or suspected violations of this Code to the Board. All Officers shall refer to and adhere to the Whistleblower Policy of the Company.

### **Periodic Review**

The Board of Directors of the Company will periodically review the Code on an annual basis and communicate the new changes to all levels of Officers.

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*This Code of Ethics and Conduct has been approved and adopted by the Board on 9 June 2021*