



DIRECTORS' CODE OF ETHICS

CODE

20.1202

1st OCTOBER 2018

Version Number : 00

Our Board members are required to observe the following Code of Ethics:

- 1) to comply with this Code and our Board Charter as may be modified from time to time;
- 2) to observe the highest standards of corporate governance;
- 3) to adhere to the principles of selflessness, integrity, objectivity, accountability and honesty;
- 4) to act in good faith and in the best interests of our Company and our Group;
- 5) not to misuse information gained in the course of duty for personal gain or for any purpose nor seek to use the opportunity of the service as Director to promote his or her own interests or those of persons connected or related to him or her;
- 6) to ensure that our Company's resources are properly safeguarded and that our Company conducts its operations as economically, efficiently and effectively as possible;
- 7) to not accept positions on our Board Committees where a conflict of interest is likely to arise without first declaring that interest;
- 8) to declare any personal, professional or business interests, direct or indirect, that may conflict with his or her responsibilities as a Director(reference is made to Appendix A);
- 9) to follow the guidelines on acceptance of gifts and hospitality (reference is made to Appendix B);
- 10) to abstain from disclosing any information pertaining to ENRA Group Berhad and its subsidiaries to the general public or the press at large through any medium or forum, without prior approval from the Chairman; and
- 11) to keep in confidence all matters deliberated by the Board and its decisions private and confined to Board members.

[End]

Appendix A

Declaration of interests

Subject to and in addition to the requirements of any laws, rules or regulations in force from time to time, members of our Board are required to notify our Company Secretary(ies) of changes to the following:

- a) their shareholding in our Company and its related corporations, direct or indirect; and
- b) their directorships or interests in any other corporations.

Further, a Director who has a material interest, direct or indirect, in matters considered by or to be considered by our Board shall declare that interest. Such declarations shall describe the interests clearly, fully and shall state the financial benefits (direct or indirect) of or incidental to such interests.

Such relevant interests include:

- 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 our Company or member of our Group; and
- 2) ownership (full or part) of, or employment by, businesses or consultancies likely or possibly seeking to do business with our Company or member of our Group.

A formal register of such interests shall be established and maintained by our Company Secretary(ies). This register shall include details of all directorships and other relevant interests declared by our Directors.

This register shall be updated by our Company Secretary(ies) through an annual survey with our Directors of such relevant interests.

New Directorships

Our Directors are required to notify our Chairman in writing before accepting any new directorships in any company which includes an indication of the time commitment required of such position.

Committee Memberships

Our Directors should not accept positions on any committee within our Group where a conflict of interest is likely to arise. He or she is required to so disclose such interest.

[End]

Appendix B

Guidelines on acceptance of gifts and hospitality

Our Directors are required to observe the following guidelines on acceptance of gifts and hospitality:

- 1) there should not be at any time, any conflict between a Director's position as a Board member and any private interest of any nature whatsoever;
- 2) they must not allow themselves to be influenced in any way whatsoever by any benefit or advantage to favour or disfavour directly or indirectly current or future any person or organisation dealing with our Group;
- 3) they must not accept any gifts, benefits, promise, hospitality or any advantage whatsoever as an inducement or reward for taking or not taking any action as a Board member; and
- 4) generally, all gifts, tokens, advantages, favours and hospitality of any kind whatsoever should be respectfully declined.

[End]