

**SEMICO CAPITAL BERHAD**  
**(formerly known as Basil Park Sdn Bhd)**  
(Registration No. 202401043120 (1588966-W))  
(Incorporated in Malaysia under the Companies Act 2016)

**CODE OF CONDUCT AND ETHICS**

**PREFACE**

This code of conduct and ethics (“**Code**”) shall serve as documentation of our commitment in business dealings in a manner that is efficient, effective and fair. This Code is meant as a reference for all levels of employees of Semico Capital Berhad (“**Company**”) and its subsidiaries (collectively known as “**Group**”).

The Group is committed in conducting its business fairly, impartially and in full compliance with all applicable laws and regulations in Malaysia and in countries where the Group has operations, if any. The Group’s professionalism, honesty and integrity must at all times be upheld in the Group’s business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and in the relationship of its own employees. Employees are not permitted to be involved or engaged in practices that affect or impair the Group’s integrity, impartiality or reputation and are required to promote the interests of the Group, perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner, abide by the Group’s policies and procedures, instructions and lawful directions that relate to their employment and duties.

It is the responsibility of every employee to act in accordance with the policies detailed in the Code and any updates or amendments which may be issued from time to time by the Group. It is also the employee’s responsibility to seek clarification, to ask questions and to report suspected violations or express concerns regarding compliance with the Code. The managers have the added responsibilities of supporting the implementation of the Code and monitoring compliance with the Code.

The objective of the Code is to ensure that the Group’s business interactions should not, in any circumstances, be tainted by malpractices.

The Board of Directors (“**Board**”) and senior management of the Company will periodically review the Code on an annual basis and communicate the new changes to all levels of officers.

A copy of this Code is available on the Company’s corporate website.

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## **1. BUSINESS CONDUCT**

### **1.1 Dealing with External Parties**

#### **a. Vendors and Business Partners**

- The Company shall take a collaborative approach in all their partnerships ensuring that employees address the specific needs of the stakeholders, while offering products, services and solutions.
- The Company shall conduct business with vendors or business partners that share the same ethical commitment and shall avoid conducting business with vendors or business partners who are likely to harm the Company's reputation.
- Facts shall be weighed objectively and impartially to decide on vendors or business partners.
- Employees shall not exert or attempt to exert influence to obtain privilege treatment for any particular vendor. Vendors in competition for contracts with the Company shall at all times be able to have confidence in the integrity of the Company's selection processes.

#### **b. Governments**

- Employees shall hold themselves up to the highest standards of conduct and aim to proactively engage with the government to improve the social and economic conditions.
- Employees shall be aware of and adhere to the relevant laws and regulations pertaining to relations between government employees and customers, suppliers and business partners.
- Employees shall not provide gifts to government employees or those acting on the government's behalf if doing so violates certain local laws and regulations or could be reasonably construed as an action to seek special favour.

#### **c. Investors, Media, Analysts and Others**

- Any employee approached by investors, prospective investors, media and analysts on confidential information shall refer such requests to the Executive Directors.
- Employees shall also refer any request for information on the Company's business from investigators or law enforcement officials to the Executive Directors.
- Employees shall not initiate contract with the media and analysts unless it is part of their job responsibilities, and with prior management approval and knowledge. In all instances, employees shall exercise caution in their communication.

#### **d. Competitors**

- Employees shall compete fairly and ethically within the framework of applicable competition laws.
- Employees shall exercise caution in all business contracts and contacts with competitors, suppliers and vendors and seek advice from Executive Director if in doubt whether an action violates any competition laws.
- Employees shall disassociate themselves and the Company from participation in any possible illegal activity with competitors and avoid communicating sensitive or confidential information which includes pricing policy, contract terms, marketing and product plans and any other proprietary information.
- Employees shall not use improper or illegal means to acquire a competitor's trade secrets or other confidential information. When working with such information, employees shall use it in the proper context and for legitimate purposes such as to evaluate the merits of the products, services and marketing of the Company. Such information shall only be made available to other employees on a needtoknow basis.

#### **1.2 Money Laundering**

- a. Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert "dirty" money into a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 in Malaysia.
- b. Employees shall 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.
- c. Employees 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.

#### **1.3 Bribery and Corruption**

- a. Employees shall not offer, give, solicit or accept bribes in order to achieve business or personal advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.
- b. Employees 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.
- c. Prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees 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 the Company with that organisation or individual or any business decision arising out of that business relationship.

#### **1.4 Gifts, Entertainment and Others**

- a. As a general rule, employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from business partners. Notwithstanding this, the Company recognises that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.
- b. Generally, all invitations to business luncheons or dinners may be given or accepted by the employees. Employees receiving or giving the gifts, entertainment and other benefits is responsible for assessing whether it is appropriate and within the boundaries set out in this Code. The following rules and guidelines shall be observed:
  - The purpose of the gifts, entertainment and other benefits shall never influence business decision-making processes or cause others to perceive an influence.
  - The situation in which the gifts, entertainment and other benefits is received or given shall not be in connection with contractual negotiations of similar situations.
  - Subject to the above guidelines, where the value of the gifts, entertainment and other benefits received exceeds the monetary threshold of RM500 as determined by Group Human Resource, employees shall declare the gift, entertainment and other benefits received to the Head of Group Human Resource.

## **2. EMPLOYEE CONDUCT**

### **2.1 Corporate Governance**

Each Director should at all time observe the following in the performance of his/her duties:

- (a) to have a clear understanding of the aims and purpose, capabilities and capacity of the Group;
- (b) to devote time and effort to attend meetings and to know what is required of the board and each of its Director, and to discharge those functions;
- (c) to ensure at all times that the Group is properly managed and effectively controlled;
- (d) to stay abreast on the affairs of the Group and be kept informed of the Group's compliance with the relevant legislation and contractual requirements;
- (e) to insist on being kept informed on all matters of importance to the Group in order to be effective in corporate management;
- (f) to limit his directorship in companies to a number he can best devote his time and effectiveness. Each Director is his own judge of his abilities and how best to manage his time effectively in the Group in which he holds directorship;
- (g) to have access to the advice and services of the Company Secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
- (h) to exercise his powers for the purposes they were conferred, for the benefit and best interest of the Group;
- (i) to disclose immediately all contractual interests whether directly or indirectly with the Group;
- (j) to neither divert to his own advantage any business opportunity that the Group is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
- (k) at all times, to act with utmost good faith towards the Group in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- (l) to be willing to exercise independent judgement and if necessary, openly oppose if the vital interest of the Group is at stake.

#### **2.1.1 Relationship with Shareholders, Employees, Creditors and Customers**

Each Director should at all time observe the following in the performance of his/her duties:

- (a) should be conscious of the interest of shareholders, employees, creditors and customers of the Group;
- (b) should at all times promote professionalism and improve the competency of management and employees; and

- (c) should ensure adequate safety measures and provide proper protection to Employees at the workplace.

### **2.1.2 Social Responsibilities and the Environment**

Each Director should at all time observe the following in the performance of his/her duties:

- (a) to ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the Company or its subsidiaries has not commenced business or has ceased to carry on business and is not likely to commence business in the future;
- (b) to adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- (c) to strive to be socially responsible persons by supporting life-changing causes and efforts, in the arena of politics, community, education and health, in addition to preserving the environment;
- (d) to ensure the effective use of natural resources and improve quality of life by promoting corporate social responsibilities;
- (e) to be more proactive to the needs of the community and to assist in society-related programmes; and
- (f) to ensure that the activities and the operations of the Group do not harm the interest and well-being of society at large and assist in the fight against inflation.

### **2.1 Discrimination and Harassment**

- a. Employees shall strive to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, religion, political opinion, membership in political group, gender, sexual orientation, marital status, national origin, disability, age or other factors that are unrelated to the Company's legitimate business interests.
- b. Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:
  - Threats or comments that contain discriminatory or harassment elements;
  - Unwelcome sexual advances;
  - Violent behaviour or actions;
  - Misuse or abuse of position of authority;
  - Inappropriate dressing in violation of the dress code or policy of the Company;
  - Possession of weapons of any type; or
  - Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages in the Company premises is only permitted for company-sponsored events and with prior management approval.

## **2.2 Fraud, Protection of the Group's Assets, Accounting**

- a. Employees must never engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting of the Group or any third party. This may not only entail disciplinary sanctions but also result in criminal charges. The Group's financial records are the basis for managing the Group's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with the Group's accounting standards.
- b. Employees shall safeguard and make only proper and efficient use of the Group's property. All employees shall seek to protect the Group's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems. To the extent permitted under applicable law, the Company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all e-mail, data and files kept on the Group network terminals.

## **2.3 Outside Directorship and Other Outside Activities**

- a. Outside of the Group, no activities shall be pursued if such activities will interfere with the employee's responsibilities for the Group, or if they create risks for the Group's reputation or if they in any other way conflict with the interests of the Group. When in doubt about the permissibility of an activity, employees shall consult with the Executive Directors.
- b. Authorisation will be withheld if the position or activity is likely to conflict with the Group's interests or the employee's responsibilities. Board memberships on public listed companies need prior approval by the Executive Director and, in the case of members of the Board, approval by the Chairperson.
- c. Unless requested by the Company to take up a particular position or activity, employees shall pursue outside activities and positions at their own risk and cost and within their spare time only.

## **2.4 Conflict of Interest**

- a. A Conflict of Interest occurs when personal interests of an employee or the interests of a third party compete with the interests of the Group. In such a situation, it can be difficult for the employee to act fully in the best interests of the Group. Employees shall avoid Conflicts of Interest whenever possible.
- b. If a Conflict of Interest situation has occurred or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to his/her Manager and/or the Group Human Resource or the Executive Directors to resolve the situation in a fair and transparent manner.

## **2.5 Confidentiality**

- a. Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product recipes, designs, databases, records, salary information and any non-published financial or other data. The Group's continued success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorised by their management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment. Furthermore, employees must use best

efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

- b. The Group respects that third parties have a similar interest in protecting their confidential information. In case that third parties, such as joint venture partners, suppliers or customers, share with the Group confidential information, such information shall be treated with the same care as if it was the Group's confidential information. In that same spirit, employees shall protect confidential information that they have obtained in the course of their prior employment.

## **2.6 Insider Trading**

- a. Employees who are in the possession of market sensitive information are not allowed to trade in securities of the Company or the shares of another listed company 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. The laws of other country on insider trading may be applicable in the context of inside information concerning company listed outside of Malaysia.
- b. Further, employees shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.
- c. Employees must consult their respective Head of Department if unsure of the status of the information held by them.
- d. Employees must ensure that all transactions in the Company shares comply with the procedures set out in the Bursa Malaysia Listing Requirements and the law on insider trading.

## **2.7 Family and Relative of Employees**

- a. Employees shall disclose to the Company if any family and relative (for this Code, "family and relative" comprises employee's spouse, parents, children, brother or sister and spouse of brother, sister and child) provides any form of goods or services direct or indirect to the Group, or is a competitor, vendor, business partner, contractor or consultant to the Group. Employees shall avoid or abstain from participating in or making decisions on any deal involving employee's family and relative.
- b. If employee's family and relative is a competitor or supplier of the Group or is employed by one, employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Group are protected and to avoid and/or create a Conflict of Interest situation.

## **3. EFFECTIVE DATE**

The Board has adopted the Code of Conduct and Ethics on 21 May 2025.

**END.**