



CENTRAL GLOBAL BERHAD

201801036114 (1298143-T)

**Central Global Berhad
Central Industrial Corporation Berhad
CIC Construction Sdn. Bhd.
CIC Marketing Sdn. Bhd.
CICS Distributors Pte. Ltd.
Proventus Bina Sdn. Bhd.**

**Code of Conduct
24 May 2021**

To All Employees,

Central Global Berhad (“CGB”) has adopted this Code of Conduct as part of our continuing efforts to communicate to all of our employees how we define proper business conduct. Our Code of Conduct (which we sometimes refer to as our Code of Conduct or simply as our Code) reflects the evolution of our businesses and our on-going commitment to protect and enhance our reputation for integrity.

Please read our Code of Conduct carefully and refer to it often. It is your responsibility to understand what is expected of you. If there is something that you are unclear about or if you are not sure what is required in a particular situation, do not guess at the answer. Ask for help from one of the many sources listed in the Code.

Protecting our ethical corporate culture is not only the right thing to do – it is also good business. Customers and business partners judge us by our conduct, as well as by our products and services. Stockholders and other investors want to be associated only with companies that meet high standards for honesty, integrity, and public responsibility. Each of you can contribute to maintaining the trust and confidence of our customers, business partners and investors by following both the letter and spirit of our Code of Conduct.

**Dato’ Faisal Zelman bin Datuk Abdul Malik
Chairman of the Board**

I. GENERAL

STATEMENT OF POLICY

Our policy is to conduct business in an honest and ethical manner and in accordance with the laws that apply to us

CGB seeks to be a good corporate citizen and to achieve our business goals in a manner that enhances our reputation for integrity. In order to do that, all of our directors, officers and employees must act in an honest and ethical manner and in accordance with law. We have instituted this Code of Conduct as part of our efforts:

- to foster proper business conduct and ethical decision-making,
- to prevent unethical or unlawful behaviour and to stop any such behaviour as soon as reasonably possible after its discovery.

We expect you to follow this Code of Conduct and to report any violations you become aware of

Under this Code of Conduct, each of our directors, officers and employees, regardless of job, title or level of responsibility:

- is responsible for his or her own actions with respect to proper business conduct and behaviour,
- shall act honestly and use reasonable diligence in discharge of the duties of his/ her office, and
- if he or she sees or becomes aware of unethical or unlawful activity, is obligated to report such activity immediately to the Compliance Officer of this Code of Conduct, to the Financial Controller or to the Head of Human Resources/Administration.

Your supervisor or your Head of Human Resources/Administration can help you make the report.

Violations of this Code of Conduct will lead to disciplinary action

To ensure compliance of this Code of Conduct, CGB will investigate and take such action as they determine necessary to protect their best interests. In those cases where violations occurred, disciplinary action will be taken – ranging from reprimand to termination. Violators may also be subject to criminal prosecution or civil lawsuits. It is not an excuse that a person's questionable conduct was intended to "benefit" CGB or was done with good intentions.

Failure to comply will be a violation of this Code of Conduct. In addition, our Finance Department, Human Resources/Administration Department and other operating units have adopted, and may in the future adopt, other written policies and procedures relating to the conduct of the business of CGB, the documenting of transactions, record keeping and related matters. Employees must comply with those policies and procedures and failure to do so will generally also be a violation of this Code of Conduct.

USE GOOD JUDGMENT – DON'T IGNORE YOUR INSTINCTS

FOUR QUESTIONS TO ASK YOURSELF BEFORE ACTING:

- Will my actions meet the letter of the law or rule but violate its spirit?
- Would my failing to act make the situation worse or allow a “wrong” to continue?
- How would my actions look if they were reported on the front page of the newspaper?
- Would we lose customers if my actions were known to them?

FOUR WARNING SIGNS. If you hear yourself or someone else say:

- “Everybody does it”
- “Maybe just this once”
- “No one will ever know”
- “It won’t matter in the end”

STOP and think through the situation carefully, seek guidance, and take the time necessary to reach the right result.

II. GUIDELINES FOR EMPLOYEE CONDUCT

Part II of our Code of Conduct provides guidelines for you to follow in dealing with some specific ethical and legal issues. Some of these guidelines are clear rules that you must follow — “do’s and don’ts” for specific situations. On the other hand, ethical issues often involve balancing competing interests and making value judgments. As a result, many of these guidelines provide general principles that must be applied by you based on the facts you are faced with. Sometimes applying those principles will be easy, and the proper conduct will be clear. However, we often face complicated issues, where the right path to take may not be obvious or where there may be differences of opinion regarding proper conduct. It is each employee’s responsibility to work through those issues, seek appropriate advice and reach an answer that meets high ethical standards. The people described below are available to help you do that.

How to Get Your Questions Answered

Whenever you have questions about the requirements of this Code of Conduct or how they can apply to your job, you should call one or more of the following persons:

- **Your manager or supervisor,**
- **The head of the business unit or department,**
- **Head of Human Resources/Administration or the Compliance Officer**

In addition, for questions relating to financial reporting, accounting and related matters, you may contact the Group Financial Controller Mr. Kew Sy Leng at 017 434 4088. You may also reach him at slkew@cicb.com.my or by writing to:

**Central Global Berhad
LOT 77 & 78, Persiaran 11
Kawasan Perusahaan Bakar Arang
08000 Sungai Petani
Kedah Darul Aman**

A. You may not use funds or assets of CGB for any unlawful or unethical purpose or for personal gain

The use of the funds or assets of CGB for any unlawful or unethical purpose, including any political or commercial bribery, corruption and money laundering, is prohibited. In addition, no person may use his or her position in CGB or any funds or assets of CGB (including confidential information of CGB) for his or her personal gain.

As a general rule, CGB discouraged giving to or accepting from customers, suppliers, or competitors (or any person affiliated with such customer, supplier or competitor) any gifts, personal favours, entertainment, frequent lavish meals, improper entertainment that is indecent or sexually oriented, travel that is not legitimate for business purpose or other benefits that may in any way influence or appear to influence the personnel's professional judgement in the discharge of his/ her duty to the Group, in an attempt to solicit business, favours or decisions, either for the Group or his/ her own advantages. Moreover, CGB takes zero-tolerance approach towards all forms of bribery and corruption.

1. Our policy is to forego any business that can be obtained only by making improper or illegal payments or kickbacks

- No payment or gift shall be offered or made to a government official to influence any discretionary decision by such person in his or his official capacity. Should any such gifts or payments be requested, our Compliance Officer should be contacted immediately. Giving any gifts – even gifts or entertainment of nominal value – to government officials is highly regulated and often illegal.
- No payment shall be offered or made to an employee or representative of an existing or potential customer or other business partner to influence any business decision by such person. Should any such payments be requested, our Compliance Officer should be contacted immediately.
- In circumstances where it would not violate any other policy of CGB and would not create any appearance of impropriety or be considered a business inducement, you may provide non-monetary gifts, entertainment and/ or hospitality in accordance with the policies and procedures and monetary limits applicable to your business unit and job responsibilities. In general, such gifts/ entertainment and/or hospitality may be given if the quantum is below the nominal value and the provision is done in a bona fide manner.
- Business meals with customers or other business partners are permitted and expenses for those meals will be reimbursed in accordance with applicable expense reimbursement policies.
- CSR, donation and sponsorship activity is subject to the satisfaction of the criteria outlined in **CSR, Donation and Sponsorship Policy**. The authorization matrix for the approval shall be obtained for any CSR, donation and sponsorship activity.
- No facilitation payments shall be accepted or obtained, directly or indirectly from any person for themselves or for any other persons. Facilitation payments are unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action.
- CGB may, in very limited circumstances, make political contributions in countries where such contributions are permitted under the law. The authority to approve such political contributions is with the Board of Directors. Under no circumstances, will any employee be compensated or reimbursed in any way by CGB for any personal political contribution.

2. Subterfuge of any kind in making payments or other use of assets of CGB is forbidden

- No payment by a third party on behalf of CGB may be authorized with the intention that any part of it is to be used for any unlawful purpose.
- No payment or other use of assets or funds by CGB may be offered or made for a purpose other than that described by the records supporting the payment.

3. You may not accept payments or gifts, entertainment and/ or hospitality that obligate you with respect to matters relating to our business or that create an appearance that your decision-making would be improperly influenced

- Gifts, entertainment, hospitality and/ or of any type or amount must not be solicited from suppliers, customers or other business partners.
- Υ Any form of a gift, entertainment and/ or hospitality that may obligate one of our employees to act in a particular manner with regard to our business is bribe and is not allowed, regardless of its value. In addition, you may not accept cash gifts, regardless of the amount. If a supplier, customer or other business partner offers you a bribe, kickback or other improper payment, you should report the attempt to the Compliance Officer, or to the Financial Controller.
- Υ You may accept gifts, entertainment and/or hospitality of nominal value ordinarily used for sales promotions (for example, calendars, appointment books, pens, etc.), during festive seasons or where refusal of such gifts, entertainment and/or hospitality might be taken as a gesture of disrespect. You may accept other gifts consistent with local social and business custom if reasonable in cost and frequency and reported to your supervisor.
- Ordinary “business lunches” or reasonable entertainment consistent with local social and business custom is also permissible if reasonable in cost and frequency.

If an employee receives a gift that would not be permitted by the above guidelines, it must be reported to the employee’s supervisor. We may ask the employee to return the gift or, if return of the gift is not practical, it may be required to be given to CGB for charitable disposition or such other disposition as may be appropriate. Please note that it is not our desire for our employees to appear unfriendly or unsociable. However, it is our policy to avoid any actions that may throw doubt on the integrity or motivation of our employees or CGB.

4. Do not advance your personal interests at the expense of CGB

- You may not take for yourself any opportunity for financial gain that you find out about because of your position at CGB or through the use of property or information of CGB, unless the Executive Directors have made a decision to forego the opportunity (after seeking the approval of the Board of Directors, if needed).

5. Protect the property and assets of CGB and ensure their proper use

- Employees must protect property and assets of CGB from loss, waste, damage or theft and must use them only for legitimate business purposes.
- Assets of CGB include funds, investments, facilities, equipment, proprietary or confidential information, technology, business plans, ideas for new products and services, trade secrets, inventions, copyrightable materials and client lists.
- Employees are strictly prohibited from disclosing any confidential information of the Group to any external party (whether individual, incorporated or unincorporated entity) for any reason whatsoever without the prior knowledge and written approval of the MD or the Board.
- Insider trading are prohibited to all employees possesses information that is not generally available, and such information may have a material effect on the price of securities, shall not acquire or dispose such securities.
- Unless otherwise prohibited by an employee’s supervisor, limited and reasonable incidental use of telephone, computer or similar equipment of CGB is permitted, so long as it does not interfere with business use and is in compliance with all other applicable policies of CGB.
- Charitable donations of cash, assets or services of CGB can only be made if approved by the Executive Directors and the required approval must be sought prior to making any commitment with respect to any such donation. Charitable cash donations made to civic organizations are to be approved by the Head of Human Resources/Administration.
- Any employee found to be engaging in, or attempting theft of any property of CGB or any personal property of other employees will be subject to termination and possible civil and criminal proceedings. All employees have a responsibility to report any theft or attempted theft appropriately to management.

B. Conflicts of Interest Policy

1. Definition

A “conflict of interest” occurs when a person’s private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest can arise when an employee, or director takes an action or has an interest that may make it difficult for him or her to perform his or her duty objectively and effectively. Conflicts of interest may also arise when an employee or director (or his or her family members) receives improper personal benefits as a result of the employee’s or director’s position in the Company.

Family in relation to a person means such person who falls within any one of the following categories:

- a) Spouse;
- b) Parent;
- c) Child including an adopted child and step-child;
- d) Brother or sister; and
- e) Spouse of the person referred to in sub-rules (c) and (d) above.

2. Failure to disclose a conflict of interest is a violation of this Code of Conduct

We expect our employees to be free from any influence that is inconsistent with their obligations to CGB. There are many types of situations that may result in an employee having a conflict of interest or a potential conflict of interest with CGB. Having a conflict of interest does not necessarily mean you have done something improper – however, the failure to disclose the conflict of interest is a violation of this Code of Conduct.

Because there are many different types of conflicts of interest, there are also many different ways they can be resolved. For example, if a conflict arises because a family member of an employee takes a job with one of our customers, we can take steps to make sure that the family member is not in a decision-making position with respect to transactions with that customer. However, those steps cannot be taken unless prompt and complete disclosure has been made. Disclosure should be made to the Compliance Officer.

3. Your business dealings on behalf of CGB should not be influenced, or appear to be influenced, by your personal interests or your relationships with others

We expect our employees, in their work for CGB, to act at all times in the best interests of CGB. Accordingly, employees should remain free from obligations to, or relationships with, any person or company with whom we do business or compete that could interfere with that. In addition, as described above, it is also the duty of employees not to utilize their position with CGB for personal advantage or gain. The rights of our employees will be respected in the conduct of their personal affairs and investments, provided that such conduct does not adversely reflect upon CGB or conflict with their interests. Please note that any employee invited to join a corporate board of directors (whether for a public or private corporation) must obtain the approval of the Executive Directors or in the case of the Executive Director, by the Chairman of the Board, prior to accepting such position. Please note that this Conflicts of Interest Policy is directed only to interests of a business or financial nature. It is not intended to cover an employee’s own political, civic or charitable activities, or individual participation in professional organizations. However, your supervisor’s approval should be secured in advance if there is a possibility that such outside activities might interfere with the normal duties and responsibilities of your job or could create the appearance of a conflict of interest.

4. The following are examples of conflict of interest situations

While it is not possible to describe all situations and conditions that might involve a conflict of interest, the following examples indicate areas where conflicts may arise:

- **Financial interests in competitors, customers, vendors or contractors.** Where an employee, close relative (such as a member of his or her family, household, in-laws, etc.) or any other person whom the employee has a close personal relationship, has a direct or indirect financial interest in an organization which does business with or is a competitor of CGB, a conflict of interest may exist.
- **Serving in the management of customers, vendors, contractors, or competitors.** Where an employee serves as a director, officer, or in any management or consulting capacity with, or renders other services to another organization which does or is seeking to do business with us, or which is a competitor, a conflict of interest will normally exist.
- **Transactions with contractors, customer or vendors of CGB.** Where an employee, a close relative of the employee or any other person with whom the employee has a close personal relationship, buys, sells or leases (other than on behalf of CGB) any kind of property, facilities, services, or equipment from or to any person or organization which is, or is seeking to become, a contractor, customer, or vendor of CGB, a conflict of interest may arise.

A conflict would not normally exist, however, in cases of routine personal purchases, sales or leases made in the ordinary course from or to a large established company, such as for the employee's personal household needs.

On the other hand, if the employee, as part of his or her job responsibilities for us, is in a position to make or influence decisions pertaining to transactions with such a company, a potential conflict of interest may exist, depending on the circumstances, if he or she has any private transactions with that company.

Transactions with CGB. Any proposed business transaction between CGB and an employee of CGB (other than those relating to the employee's employment or services as an employee), or a close relative of an employee, or any other person with whom the employee has a close personal relationship would generally involve or lead to a conflict of interest and must be disclosed to appropriate management in advance and requires approval of the Financial Controller and the Compliance Officer.

- **Corporate Opportunity.** Where an employee, a close relative of the employee, or any other person with whom the employee has a close personal relationship participates in any personal venture or transactions involving any existing or potential business or activity or opportunity:
 - in which CGB has an expressed interest; or
 - is the type that CGB would be expected to consider a conflict of interest may be present, unless the Executive Directors have made a decision to forego the opportunity (after seeking the approval of the Board of Directors if needed).

The above examples are not intended to be an all-inclusive list of possible conflicts. In addition, there are other situations which, while not clear-cut conflicts of interest, may be inconsistent with the high standards of business ethics that our employees are expected to follow. As noted above, you should disclose any conflicts of interest or potential conflicts of interest to the Compliance Officer.

5. Employees' Obligation to Avoid Conflict of Interest

Employees must avoid conflict between the interests of Central Global Berhad and their own personal, professional or financial interests on the other hand. The interest means either:

- material or pecuniary interests, where a financial interest, or a financial benefit or financial disadvantage accrue; or
- non-material or non-pecuniary interests such as personal, family or closed associate that may be advantaged or otherwise by a decision or action.

"Avoid" a conflict of interest means Employees take decisions or actions to ensure a conflict of interest does not occur, or does not have the potential to occur, in the first place.

An Employee owes a fiduciary duty to Central Global Berhad. In an effort to avoid conflict of interest, all Employee must comply the following obligations:

- Exercise their powers and discharge their duties to Central Global Berhad:
 - with due care and diligence;
 - in utmost good faith;
 - in the best interest of the Group;
 - for a proper purpose; and
 - by disclosing, and not voting on, deciding or otherwise influencing matters involving material personal interests.
- Employees must not improperly use their position or information obtained from their position to gain advantage (or avoid disadvantage) for themselves or another person or an associated entity.
- Employees must ensure that appropriate disclosure of conflicts of interest occurs when required, so that the Board of Directors (“Board”) may consider the impact of any conflicts of interest before making business or investment decisions.
- Employee must declare in truth any existing relationship with another colleague in the Group. For example, prior to employment, the employee must declare in the Application for Employment Form of any relatives working in Central Global Berhad. During the course of employment, the employee involved should notify the Compliance Officer of the changes in relationship using the Declaration of Conflict of Interest Form. Any failure on the part of the employee to declare in truth any existing relationship with another colleague will result in disciplinary action.
- Employee wishing to engage in any outside employment must submit a written request for approval to the Compliance Officer explaining the details of the outside employment as well as his interest in the business, using the Declaration of Conflict of Interest Form.
- Employee must make disclosure of interest on at least an annual basis, or upon any change in directorship using the Declaration of Conflict of Interest Form.
- Employee must not make any direct or indirect investments which resulted in a conflict of interest between the Group and the Management or Employee as well as Suppliers.
- Employee shall avoid any situation in which they have personal activities and financial interest in any entity or matter that may influence their judgement in the discharge of their responsibilities.
- Employee is expected to participate in business decisions and actions during their employment and shall not hold on personal interests, relationships with existing suppliers, customers, financial institutions, government or other stakeholders.
- Employee shall not, without the prior consent from the Compliance Officer, Human Resource Department, Group Financial Controller (“GFC”), Managing Director (“MD”) or the designated recipients, be engaged in any trade, private business or occupation other than what has been employed for with the Group. All shall not accept employment for a second job with a customer, supplier, competitor, manufacturer, consulting firm or service organisation involved with the Group’s product and/or service unless with the prior written approval of the aforementioned parties.
- Should an employee find him/herself in a position where required to deal with a related party on behalf of the Group, he/she should declare to respective superior immediately.

6. Responsibility for Managing Conflict of Interest

Managing conflict of interest is the shared responsibility of Employees. All Employees have a responsibility to ask themselves whether their actions or decisions could give rise to a real or perceived or potential conflict of interest, and if so, to take action to manage that conflict.

If a conflict of interest cannot be avoided, measures that can be adopted to minimise a conflict include:

- Employees who have a conflict of interest will restrict their involvement in matters in which they have an actual, potential or perceived conflict of interest;
- Abstaining from voting on in matters in which they have an actual, potential or perceived conflict of interest;
- Removing from discussion in matters in which they have an actual, potential or perceived conflict of interest;
- Denying access to information and/or sensitive documents or confidential information; and
- In certain circumstances, resignation from a position with Central Global Berhad may be necessary.

7. Declaring a Conflict of Interest by Employees

In all cases where a perceived, potential or actual conflict of interest arises, the conflict should be transparently declared via Declaration of Conflict of Interest Form to help to protect the integrity and reputation of the Group and the Employees.

Employees must disclose to their Manager any conflicts of interest. The Manager is expected to treat the information disclosed by the Employees with confidentiality and without bias. If the Manager is also subject to the conflict of interest, the Employee and the Manager should disclose the perceived, potential or actual conflict of interest to the Executive Director or, where the Executive Director is the Manager, to the Chairman of the Board.

Disclosure must take place as soon as the Employees identify that there may be a conflict of interest and, whenever possible, before the Employees engage in the Conduct in question.

The disclosure should include:

- Details of the nature and extent of the interest held by the Employees;
- The proposed method of dealing with the conflict;
- Whether it is possible to avoid the conflict; and
- Whether it is an arm's length transaction.

8. Declaring a Conflict of Interest by Directors

In the case of a Board member, declaration to the Board with immediate notice via Declaration of Conflict of Interest Form if they have an interest in a matter that relates to the Group's affairs. This disclosure must detail the nature and the extent of the interest and the relationship of the interest to the affairs of the Group, which will be recorded in the minutes of the directors' meeting.

9. Suspected Conflict of Interest

If any person has reason to learn that the Conduct of an Employee is or may be of a potential violation of applicable laws or this Policy is required to report his/her suspicious promptly to their immediate manager.

Where the conflict of interest declared is material, it must be referred to the MD. The GFC will document the MD's decision and the procedure to control the conflict, if applicable.

The materiality of conflict remains judgmental and should be assessed both from the perspective of the Group and the individual. The MD and/or the Board should take into consideration both quantitative and qualitative elements in determining the materiality. Good practice suggests that the Employee or the Director in all cases disclose the conflict and obtain advice from the Board on the materiality of the matter.

Before determining how to proceed with the proposed transaction, the Board will fairly evaluate the conflict of interest situation disclosed by the Employee, including the risks to the business interests and reputation of the Group. The Board may take external legal advice to assist in reaching a determination.

Where the MD or the Board recommends that the transaction proceed, the decision and its reasoning is communicated to the Employees, and follow up to ensure the Employees comply with it.

10. Retention of Business Records

The Group will maintain the records of conflicts identified and actions taken in accordance with this Policy for at least seven (7) years.

11. Consequences of a breach

Employee who breaches this policy will face disciplinary action and other actions up to and including termination of employment of employment or appointment.

Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the

earliest possible stage through their line manager or other available reporting mechanism. Kindly refer to the **Whistleblower Policy** for further details.

C. Policy regarding Financial Recordkeeping and Related Internal Controls

1. Unauthorized transactions and illegal or improper recordkeeping are not permitted

- Business transactions shall be reported promptly and accurately in order to permit the preparation of accurate financial and other records
- Business transactions shall be executed only by employees authorized to do so.
- Business transactions shall be evidenced by full and complete written agreements in accordance with policies and procedures approved by the Finance Department.
- Acquisitions or dispositions of assets and other transactions are permitted only with authorization by the appropriate management levels.
- Employees are prohibited from knowingly making untrue or misleading statements to our independent auditors or internal auditors or causing anyone else to do so and no employee may seek to improperly influence, directly or indirectly, the auditing of our financial records.
- Data transmitted and/or stored electronically by CGB shall be protected from errors, disasters, misuse, unauthorized access, and fraud.

2. No employee may create or participate in the creation of any records that contain false information or that are intended to mislead anyone or conceal anything that is improper.

To ensure that records accurately and fairly represent all business transactions:

- All assets and transactions must be recorded in normal books and records.
- No unrecorded funds shall be established or maintained for any purpose.
- All expense reports must accurately reflect the true nature of the expense.
- Oral and written descriptions of transactions, whether completed or contemplated, provided to those responsible for the preparation or verification of financial records must be accurate.

If an employee becomes aware of any improperly recorded or documented transaction, he or she should report the matter immediately to the Financial Controller, the Compliance Officer or the Head of Human Resources/Administration.

3. Antitrust Laws

The objective of the antitrust laws and other laws governing competition is to promote vigorous competition by prohibiting competitors from sharing certain information or working together in certain ways that reduce competition. Our policy is that all personnel comply with all applicable antitrust laws and other laws governing competition. Employees should consult with the Compliance Officer whenever any question arises as to the possible application of the laws governing competition and be guided by the advice received.

You should be aware that serious legal consequences, including in some cases criminal fines and penalties, may result from agreements or understandings with competitors, including any such agreements:

- to set or control prices,
- to allocate customers or territories,
- on bidding terms,
- or whether or not to submit a bid for particular business or types of business, and
- to boycott customers or suppliers.

II. COMPLIANCE AND ENFORCEMENT

A. Certification

We may require certification, from time to time, from some or all of our employees regarding their compliance with this Code of Conduct, including their compliance with respect to disclosure requirements. We rely on the accuracy and completeness of these certifications. If you are asked to provide a certification, please make sure to complete the form carefully and sign and return it promptly.

B. Reporting Violations of this Code of Conduct

1. Reporting known or suspected violations of this Code of Conduct or any legal or ethical obligations is the responsibility of every employee

If you suspect or believe that another employee (including part-time and temporary employees), is violating the law, this Code of Conduct or our other policies or is engaging in activities on our behalf that could damage our reputation, you must report this to the Compliance Officer. In addition, you are encouraged to raise any other issues or concerns you may have relating to compliance matters and ethical business practices, whether or not specifically addressed in our formal policies. You can refer to the **Whistleblower Policy** for further details on making a report.

All reports shall be treated confidentially to the extent possible consistent with fair and rigorous enforcement of this Code of Conduct. We understand that you may find it difficult to report suspected violations by those you work with; however, we must take steps to prevent and detect criminal or unethical conduct in order to avoid jeopardizing the welfare of CGB and all its employees and customers.

2. Non-Retaliation Policy

Our commitment to conducting business in accordance with legal and ethical obligations requires any environment that allows employees to report known or suspected violations without fear of retaliation or retribution. No employee should be discouraged from using any available channel to raise his or her concerns. It is our intent to foster an environment where employees will choose whichever method they are most comfortable with to communicate their concerns.

NON-RETALIATION POLICY

We are committed to providing a workplace conducive to open discussion of our business practices. It is our policy to protect employees who make reports, in good faith, of potential violations of our Code of Conduct, the policies in our Employee Handbook, other company policies and applicable law. In addition, it is our policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding corporate fraud or other violations of law by CGB or its employees.

Any employee who retaliates against another employee for reporting problems will be subject to disciplinary action, which may include termination of employment. If an employee believes that he or she has been subjected to any action that violates this Non-Retaliation Policy, he or she should report that to the Compliance Officer, to the Financial Controller or to the Head of Human Resources/Administration. This Non-Retaliation Policy applies even if an allegation that was made in good faith ultimately turns out to be groundless. However, employees who file reports or provide evidence that they know to be false or without a good faith belief in the truth of such information will not be protected by this Non-Retaliation Policy and may be subject to disciplinary action, including termination of their employment.

C. Compliance Officer

A Compliance Officer has been appointed to assist in the implementation of this Code of Conduct. The current Compliance Officer is Mr. Kew Sy Leng, can be reached at 017 434 4088 You may also reach him at slkew@cicb.com.my or by writing to: Central Global Berhad, Lot 77 & 78, Persiaran 11, Kawasan Perusahaan Bakar Arang 08000 Sungai Petani, Kedah Darul Aman.

D. Investigation of Suspected Violations

CGB allows the use of any lawful method of investigation that it deems necessary to determine whether a person has violated applicable law, this Code of Conduct or other policies of CGB or has otherwise engaged in conduct that interferes or adversely affects the business. All employees are expected to cooperate in the investigation of any such alleged violation. It is imperative, however, that even a preliminary investigation of any suspected violation NOT be conducted without first consulting with the Compliance Officer or seeking assistance from the Head of Human Resources/Administration. Following the completion of the investigation, appropriate members of senior management will determine appropriate action.

E. Disciplinary Action

Violations of this Code of Conduct will result in disciplinary action, which may include termination, reprimands, warnings, suspensions with or without pay, demotions or salary reductions. Violators may also be subject to civil or criminal prosecution. Disciplinary actions may also extend to a violator's manager if it determined that the violation involved the participation of the manager or resulted from the manager's lack of diligence in enforcing compliance with this Code of Conduct.

We will document disciplinary actions taken against our personnel for violations of this Code of Conduct. Such documentation will be included in the individual's personnel files. In reviewing the appropriate disciplinary action imposed for a violation of this Code of Conduct, senior management shall take into account the following factors:

- the nature of the violation and the ramifications of the violation to CGB;
- whether the individual was directly or indirectly involved in the violation;
- whether the violation was willful or unintentional;
- whether the violation represented an isolated occurrence or a pattern of conduct;
- whether the individual in question reported the violation;
- whether the individual withheld relevant or material information concerning the violation;
- the degree to which the individual cooperated with the investigation;
- if the violation consisted of the failure to supervise another individual who violated this Code of Conduct, the extent to which the circumstances reflect inadequate supervision or lack of due diligence;
- if the violation consisted of retaliation against another individual for reporting a violation or cooperating with an investigation, the nature of such retaliation; and
- the individual's past violations, if any.

Code of Conduct is subject to periodic review by the Board, as and when necessary, there may be amendment or revision to this Policy. It is the obligation and responsibility of all employees of the Group to keep themselves informed of the latest updates to this Policy.