

INTRODUCTION

The Board of Directors (“Board”) of Scanwolf Corporation Berhad (“SCB”) is committed to its role in establishing a corporate culture which encompasses a set standard of conduct and ethical behaviour that will be practiced throughout SCB and its subsidiaries (“SCB Group”). The Board also acknowledges the importance of establishing a standard of competence for corporate accountability which includes standard of professionalism and trustworthiness in order to uphold good corporate integrity in our dealings with the authorities and our shareholders, employees within the SCB group, customers, suppliers and other stakeholders in the communities and environment in which SCB Group conduct its business.

This Code of Conduct and Ethics for Directors (“Code”) will be used as a fundamental guiding principles and standard for the directors of SCB, including directors of its Group of Companies when conducting their day to day business involving SCB Group.

PRINCIPLE

The principle of this code is based on principles in relation to:-

- a) sincerity
- b) integrity
- c) responsibility
- d) accountability
- e) sustainability
- f) and corporate social responsibility

PURPOSE

This Code of Ethics for Directors is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:

- 1) To establish a standard of ethical behaviour for directors based on trustworthiness and values that can be accepted.
- 2) To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating a company.

DEFINITION

A company director means any person who holds the position of director in SCB Group irrespective of any designation used, including anyone who follows the directives and advice of a corporate director. A director also includes both executive directors and non-executive directors as well as executive and non-executive chairpersons including alternate directors if any.

CODE OF ETHICS

1) Corporate Governance

All Directors of SCB Group are required to:

- Have a clear understanding of the aims and purpose, capabilities and capacity of the SCB Group.
- Devote time and effort to attend meetings and to know what is required of the Board.
- Ensure at all times that SCB Group is properly managed and effectively controlled.
- Stay abreast of the affairs of SCB in order to be effective in corporate management.
- Stay updated on issues relating to SCB’s compliance with the relevant legislation and contractual requirements.
- Exercise his powers for the purposes they were conferred, for the benefit and prosperity of SCB Group.
- Act with utmost good faith towards SCB in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties at all time.
- Exercise independent judgement, and if necessary, openly oppose if the vital interest of SCB is at stake.

2) Conflict of Interest

Conflict of interest shall mean any personal interest or material interest that a Director may have and could be seen to have a potential to interfere with their objectivity in performing their duties or exercising their judgement on behalf of SCB. As such,

- Directors should avoid conflicts of interest as far as possible.
- To disclose immediately all contractual interests whether directly or indirectly, or whether actual or potential, with SCB Group and if so required by the Board, to recuse themselves from any deliberation and decision relating thereto.
- Directors should not divert to his own advantage any business opportunity that SCB is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others.

3) Relationship with Employees, Shareholders and Business Partners

SCB Group strive to attain the highest of ethical and professional standards through fair and honest dealings with employees, shareholders, business partners and other stakeholders having dealings with SCB as follows:

a) Employees

Directors of SCB are committed to ensuring diversity in a working environment where there is mutual trust and respect among employees and everyone feels responsible for the performance and reputation of the Company. We will recruit, employ and promote employees solely on meritocracy and endeavour to support fair practices in the work place and equal opportunities in employment for all. Most importantly, we are committed to providing a safe and healthy working environment for all employees and at the same time ensuring that all legislation and laws pertaining to human resource be strictly adhered to.

b) Shareholders

We will conduct our operations in accordance with accepted principles of good corporate governance and will ensure timely and regular reporting of reliable information on our activities, financial situation and performance to our shareholders.

c) Business Partners

We are committed to establishing mutually beneficial relations with our suppliers, customers and business partners and at the same time, we expect our business partners to adhere to business principles consistent with our own.

4) Social Responsibilities and Environmental Commitment

Social Responsibilities

We strive to be a responsible and reliable corporate citizen and, as an integral part of society, to fulfil our responsibilities to the societies and communities in which we operate. We further endeavour to be more pro-active to the needs of the community and to assist in society-related programmes as and when required.

Environmental Commitment

We are committed to making continuous improvements in the management of our environmental impact and to the longer term goal of developing a sustainable business. In this respect, we undertake to ensure the effective use of natural resources and improve quality of life by promoting corporate social responsibility. We will work in partnership with other parties whenever possible, to promote environmental care, improve understanding of environmental issues and inculcate good practices among all stakeholders.

5) Compliance with Laws, Rules and Regulations

Every director of the Group, in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations including the Delegation of Authority (DOA) guidelines of the Group and guidance and directives issued by the authorities.

6) Insider Trading

Directors who possess Inside Information shall not:-

a) Deal in the share of SCB

b) Communicate such information to any unauthorised persons, for the benefit of himself or any other persons.

When dealing in the shares of SCB, a Director shall comply with the relevant laws on trading in the company's own shares and observe the processes and procedures as advised by the Company Secretary.