




# **UWC BERHAD**

**(Company No. 1274239-A)**

(Incorporated in Malaysia)

## **CODE OF CONDUCT**

 <b>UWC BERHAD</b> (Company No. 1274239-A)	Department: All	Policy no : UWC-POL-FIN-024
		Implemented Date : 24th November 2018
Title: Code of Conduct		

## 1. INTRODUCTION

- 3.1 UWC Berhad has adopted the following Code of Conduct (“Code”) for Directors including key management and employee to reflect UWC Corporate value on commitment of integrity, responsibility, diligence and professionalism.

## 2. PURPOSE

- 2.1 This Code is formulated to enhance the standard of corporate governance and corporate behavior with the intention of achieving the following aims:
- a. To encourage high standards of honesty, integrity, ethical and law-abiding behavior expected of Directors;
  - b. To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administering a company; and
  - c. To provide guidance to the Board to maintain the confidence of shareholders and other stakeholders on the Company’s integrity.

## 3. CODE OF CONDUCT


### 3.1 Conflict of Interest

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company.

Conflicts can arise in many situations. It is not possible to illustrate every possible conflict situation. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential:

- They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company,
- They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised,
- They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role; and

Prepared By: Matin Ng	Revision: 1	Page No: 1 of 4
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 <b>UWC BERHAD</b> (Company No. 1274239-A)	Department: All	Policy no : UWC-POL-FIN-024
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- If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

### 3.2 CONFIDENTIALITY

3.2.1 Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law.

Examples of confidential information include but are not restricted to:


- Information not yet released to the public
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished financial data either actual or forecasted
- Employee information

No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.

### 3.3 INSIDER INFORMATION AND SECURITIES TRADING

3.3.1 By nature of our work, Directors or Senior Management staff may have access to information that is price sensitive. Accordingly, no Directors, Officers and staff shall enter into any transaction in the securities while they are in possession of non-public information about that Company or recommend others to purchase the securities of the Company on the basis of insider information.

Prepared By: Matin Ng	Revision: 1	Page No: 2 of 4
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 <b>UWC BERHAD</b> (Company No. 1274239-A)	Department: All	Policy no : UWC-POL-FIN-024
		Implemented 24th November Date : 2018
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3.3.2 No Individual shall use for personal benefit, any price sensitive non-public information, which can affect the price of the securities of the Company when it becomes publicly known.

3.3.3 Insider are prohibited to trade in securities or to provide information to others to trade in securities of the Company until the price sensitive non-public information is publicly released.

### 3.4 PROTECTION OF ASSETS AND FUNDS

3.4.1 All Employees are expected to be accountable to take reasonable care to manage and protect the Company's properties and assets, entrusted to them. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, goodwill, harmonious relations with customers and suppliers.

3.4.2 All Company's assets and properties are for use and employ for legitimate purposes, in the best interests of the Company.

### 3.5 COMPLIANCE


3.5.1 All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

### 3.6 DIRECTORSHIPS IN OTHER COMPANIES

3.6.1 The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

### 3.7 GIFTS AND HOSPITALITY

3.7.1 Directors and all employees shall not receive nor offer directly or indirectly gifts, donations, remunerations, illegal payments or benefits as such to third parties to solicit business, favors or decisions to his/her advantage unless they are nominal gifts or commemorative by nature or the presentation of these gifts are disclosed to the Board.

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### 3.8 ANTI-BRIBERY

- 3.8.1 A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, incentive or favor.
- 3.8.2 The Company recognizes that involvement in bribery by any Director and staff will adversely affect the image and reputation of the Company and hence there is a clear need to create a corporate culture of good corporate governance free of bribery and other forms of corruption.

### 3.9 HEALTH, SAFETY AND ENVIRONMENT

- 3.9.1 The Company is committed to provide a working environment which is safe, secure and free of danger, harassment, intimidation, threats and violence.
- 3.9.2 All employees shall at all times be committed to prevent wasteful use of natural resources, protect; the environment by minimizing and mitigating environmental impacts throughout the life cycle of operations and minimize harmful emissions to environment, including waste, air emissions and discharges to water.

### 3.10 REPORTING OF NON-OBSERVANCE

- 3.10.1 Any stakeholder who knows of or suspects a violation of this Code is encouraged to report the incidence to the board.