




UWC BERHAD

(Company No. 1274239-A)

(Incorporated in Malaysia)

CODE OF CONDUCT

 UWC BERHAD (Company No. 1274239-A)	Department: All	Policy No.: UWC-POL-FIN-024
		Implemented Date: 29th November 2023
Title: Code of Conduct		

1. INTRODUCTION

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

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 administrating 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

3.1.1 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;

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- 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
- If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

3.1.2 The Audit Committee shall review any related party transaction and conflict of interest situation that arose or may arise within the Group pursuant to Paragraph 15.12(1)(h) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. As such, conflict of interest situations should be drawn to the Audit Committee's attention in a timely manner.

3.2 CONFIDENTIALITY


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.

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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.
- 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.

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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.

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 HUMAN RIGHTS AND LABOUR RIGHTS

- 3.10.1 The Company respects the employee's rights and prohibits harsh and inhumane treatment, including any form of mental or physical coercion, inducement of duress, or verbal abuse of employees.
- 3.10.2 Directors and all employees are strictly prohibited to engage in any form of sedition, discriminatory and harassment. These behaviors which are typically made based on age, race, gender, religion, nationality, marital status, pregnancy, disability or sexual orientation include, but not limited to:
- verbal harassment includes derogatory comments or racial slurs, verbal abuse or threat, offensive comments, distribution of inappropriate or sexual jokes; and

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- sexual harassment includes the unwanted sexual advances or propositions or any other verbal, visual or physical acts of a sexual nature.

3.10.3 The Company is committed to provide equal employment opportunity for all employees. All employment decisions are based on business needs and job requirement regardless of age, race, gender, religion, nationality, marital status, pregnancy, disability or any other status protected by the local laws or regulations.

3.10.4 The Company prohibits use of forced labour, human trafficking and exploitative child labour within its business operations. Minimum age for legal employment shall be in accordance with applicable local laws.

3.11 REPORTING OF NON-OBSERVANCE

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

4. REVIEW THE CODE OF CONDUCT

The Code of Conduct shall be periodically reviewed by the Board, as and when deem necessary to ensure it is implemented effectively and kept compliance with the changes in regulatory requirements.

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