

# JADI IMAGING HOLDINGS BERHAD (526319-P)

## CODE OF ETHICS AND CONDUCT

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### 1. Introduction

The Board, the Management and Employees of Jadi Imaging Holdings Berhad (“Jadi” or the “Company”) as well as its subsidiaries (collectively referred to as the “Group”) are committed to upholding and applying the highest standards of ethics and best governance practices in all business decisions and throughout the Group’s operations. This Code of Ethics and Conduct (“the Code”) prescribes the principles and standards of ethical business conduct of the Group.

### 2. Objective

The Code shall define the ethical standards and conduct at work, of which the Directors and Employees of the Group are required to conform to when discharging their respective duties and responsibilities. The Code is not intended to be exhaustive, and there may be additional obligations on ethical behavior and conduct that are expected from those who perform their duties for the Company.

Notwithstanding the principles and standards as set out in the Code, all Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

### 3. Scope

The Code shall apply to all employees (including full time, probationary, contract and temporary staff) (“Employees”) as well as Directors of the Group.

It is a duty of each Employee to read and fully understand the Code. Breach of any provisions as set out in the Code can result in serious disciplinary action, including termination of employment.

Directors may refer or raise their concerns regarding the Code to the Chairman of the Board or the CEO and GM when further clarification is required. Whereas, Employees may refer and consult their immediate superior, Head of Department for greater clarity of the Code when in doubt.

### 4. Guiding Principles of Conduct

#### a) *Confidential Information*

All Directors and Employees have the obligation to exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to the Group which is acquired in the course of their employment. Unless duly authorized by the Chairman of the Board (in the case of Directors), or by the immediate superior (in the case of Employees), or otherwise legally mandated by court (in which case, prompt prior notification should be given to the Company to enable the Company to seek measures to maintain confidentiality of its confidential information), Directors and Employees are strictly prohibited to disclose any confidential information of the Group to any person.

Access and dissemination of confidential and sensitive information shall be restricted only to Employees who have a legitimate need-to-know to carry out their duties for any purposes during the course of their employment.

Directors or Employees who are aware of any material information affecting the Group in the course of their duties which has yet to be released to the public, must hold such material information in the strictest confidence until it is made known to the public at a later stage.

**b) *Business Records and Control***

In order to meet the Group's legal and financial obligations as well as to manage its operations and affairs, it is necessary to consistently maintain accurate, timely and reliable records. These records, which include but are not limited to books, accounts, report and legally binding documents must be prepared and maintained in line with generally accepted and applicable accounting principles, and to all applicable laws and regulations by each and every Employee. Strictly under no circumstances should any unauthorized, false, improper or misleading records or entries be made in the books and other records of the Group.

**c) *Misconduct***

The act of engaging in or abetting any activity that is deemed wrongful and improper, which does not conform to prevailing socially acceptable behavior or laws is regarded as a grave misconduct by the Group. This includes among others, stealing, prostitution and abuse of drugs.

**d) *Integrity and Good Faith***

All Directors and Employees are required to maintain the highest level of moral standards and ethics by having the courage to do the right thing at all times and in all circumstances, no matter what the consequences may be. It is about being honest with oneself and acting in accordance to one's personal values, beliefs and principles, while at the same time, being accountable for one's own actions. Having integrity and good faith is also about ensuring that all business decisions are being made objectively and fairly without influence from special inducements such as personal gifts, favors, entertainment or services, whether in cash or kind.

**e) *Fair and Courteous Behaviour***

No one Employee should be discriminated or be subjected to prejudice in the workplace by other fellow Employees based on race, creed, religion, gender, belief, nationality, age or disability. Each Employee has equal rights to be treated fairly and courteously by other fellow Employees in the course of his or her employment.

**f) *Protection of Assets and Funds***

It is the obligation of each Director and Employee to uphold the highest level of stewardship in managing and safeguarding the assets and funds entrusted under their care to ensure availability of such resources to enhance legitimate business purposes of the Group. Under no circumstances should any property, information or position belonging to the Company or any opportunity arising from these be used to enhance personal gain.

**g) *Safety & Health***

The Group strives to ensure a safe workplace through continuous improvement of its occupational safety and health practices to commensurate with the nature of the Group's business activities and operations. In return for such commitment, and for the well-being of all, the Directors and Employees are required to fully understand and strictly comply with the Group's policies and procedures, either directly or indirectly related to safety & health.

**h) *Conflict of Interest***

Directors and Employees should refrain themselves from being involved in a situation where there is an apparent or real clash between their personal interest as individuals and the interest of the Company or Group, which could potential undermine their professional judgment. Additionally, all Directors and Employees must not use the position and knowledge that they have gained directly or indirectly in the course of their duties or employment to further their private or personal gains, whether directly or indirectly, and at the detriment of the Company or Group.

**i) *Conserving Environment & Natural Resources***

The responsibility towards conserving Mother Nature and all its invaluable resources is inherent in every mankind who regards Earth as home. Therefore, all Employees have the obligation to safeguard the environment from undue harm and to avoid unnecessary wastage of natural resources while performing their duties for the Company or Group.

**j) *Sexual Harassment***

The act of harassment which includes, but not limited to, unwelcomed sexual advances, remarks and actions containing sexual connotation by any Director or Employee is unacceptable. The Group is committed to providing a conducive and safe work environment free from any form of sexual harassment. Any questions concerning such issues should be directed to the Employee's immediate superior, the Human Resource Department, or the Management. All such reports and/or complaint shall be treated with strictest confidence.

**k) *Anti-Money Laundering***

"Money laundering" is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate. The Group shall to the best of its ability and knowledge conduct business with reputable customers with legitimate funds, for legitimate business purposes.

**l) *Insider Trading***

In the course of performing his/her job, the Directors or Employees may learn of certain confidential information that qualifies as "material non-public and price sensitive information" about the Group, its customers, suppliers or business partners or another third party. "Material non-public and price sensitive information" means any non-public and price sensitive information that could potentially influence the investment decisions of investors. It includes, but is not limited to, the following:

- Financial information such as sales and profits;
- Information concerning dividends;
- Information concerning alliances with other companies, including mergers and acquisitions;

- Information concerning changes in major suppliers; and
- Information concerning new products or new technologies.

The Directors and Employees shall not disclose material non-public and price sensitive information to anyone outside of the Group, including family members and friends. The Directors and Employees shall not deal in securities of the Group nor influence any third party in dealing with the securities while they have material non-public and price sensitive information about the Group. In addition to that, the Directors and Employees are not permitted to engage in activities that are designed to hedge or offset any decrease in the market value of the Group's securities.

## **5. Violation Reporting**

Any Employee who has knowledge and information, or suspects, a violation of the Code, is encouraged to whistle blow or report such concerns through the provisions, procedures and protection as afforded by the Group's Whistle Blowing Policy. Individuals who report such breach or suspected violation of the Code out of good faith will not be subjected to any form of discrimination or suffer any act of retaliation as a consequence of their action.

## **6. Review of the Code**

The Board shall monitor compliance with the Code and conduct regular reviews to ensure that the Code remains relevant and appropriate.

## **7. Exceptions**

Any exception to the provisions of the Code is reserved for decision by the Board or any of its appropriate Committee, and shall be granted on a case-by-case basis and only under extraordinary circumstances.