



PGF CAPITAL BERHAD

CODE OF CONDUCT

(Version 2: approved on 26 June 2023)

1. Introduction

- 1.1 **PGF CAPITAL BERHAD** (“the Company” or “PGF”) has adopted the following Code of Conduct (“Code”) for all employees, including the Directors, to reflect the underlying values and commitment to lay standards of trust, integrity, responsibility, excellence, commitment, diligence and professionalism contributing towards the social and environmental growth of the surroundings in which PGF operates.
- 1.2 This code applies to **PGF** and its subsidiary companies. Joint venture companies in PGF is a non-controlling co-venture and associated companies are encouraged to adopt these or similar principles and standards.

2. Objectives

- 2.1 This Code is formulated with the intention of achieving the following aims:
- 2.1.1 To encourage high standards of honesty, integrity, ethical and law-abiding behavior expected of all employees;
 - 2.1.2 To foster standards to protect and promote the interests of shareholders and all stakeholders; and
 - 2.1.3 To provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company’s integrity.

3. Code of Conduct

All employees of the Company should at all times observe the following Code in the performance of their duties:

- 3.1 Conflict of Interest
- 3.1.1 All employees should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group. We must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).
 - 3.1.2 In addition, employees shall avoid any situation in which the employee has an interest in any entity or matter that may influence the employee’s judgment in the discharge of responsibilities.
 - 3.1.3 When in doubt, employees should adopt the highest standard of conduct and to consult Chairman prior to making any decision.

3.2 Confidentiality

Employees must at all times maintain and protect the confidentiality of all non-public information which may be obtained due to their positions from whatever sources. Such information shall not be used for any personal gain or in any manner that would be contrary to the law or detrimental to the objectives of the Company.

3.3 Insider Information and Securities Trading

3.3.1 No employee 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.

3.3.2 All employees 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 Company's properties and assets are to be used for legitimate business purposes only or any other purposes approved by the Board.

3.4.3 Employees are expected to know that they do not have legal ownership of the Company's assets and properties but do have effective control of them. Hence, all Company's assets and properties are for use and employ for legitimate purposes, in the best interests of the Company.

3.5 Outside Interests

Employees shall not engage in outside interests which will undermine the performance of the directors or bring ill repute to the Group.

3.6 Compliance with Laws, Rules and Regulations

The Board requires all employees of the Company to strictly observe and comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in the jurisdictions within which the Group operates and to which they are bound to observe in the performance of their duties.

3.7 Gifts and Hospitality (meals and entertainment)

3.7.1 All employees shall not receive nor offer any gift that is unsolicited and not affect, or be perceived as affecting, business judgment. Gifts should only be offered to and received in connection with a customary business or cultural occasion. Cash, loans, kickbacks or the equivalent advantages are absolutely prohibited.

- 3.7.2 Gifts must not exceed RM500 in any event, must not occur more than 3 times a year with the same organization/ person. Recipient should attempt to reject gift exceeding RM500 in a tactful manner. Should such attempt fail, the recipient should report the case to Human Resource Head of Department.
- 3.7.3 Hospitality must be unsolicited and not affect, or be perceived as affecting, business judgment. Meals and entertainment should only be offered to and received from the Company representative dealing with the customer or service provider in their role in the Company, is for purposes supported by PGF and may only be offered in conjunction with legitimate business meetings, conferences or events hosted, supported or sponsored by the Company. They may never be provided on a stand-alone basis.
- 3.7.4 Hospitality must not exceed RM500 and in any event. Recipient should attempt to reject hospitality exceeding RM500 in a tactful manner. Should such attempt fail, the recipient should report the case to Human Resource Head of Department.

3.8 Anti-Bribery and Corruption

- 3.8.1 Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages. Corruption is the abuse of entrusted power for private gain.
- 3.8.2 The Company has adopted a zero tolerance policy against all forms of bribery and corruption.
- 3.8.3 Employees shall not offer, give, solicit or accept any bribes in order to achieve any business or personal advantage for themselves or others or engage in any transaction that contravene any applicable anti-bribery or anti-corruption laws.

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. The Company takes the policy to comply with all the applicable environmental safety and health laws and regulations.
- 3.9.2 All employees shall at all times be committed to the following:
 - 3.9.2.1 Inhibit wasteful use of natural resources.
 - 3.9.2.2 Protecting 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 Amendments to the Code

- 3.10.1 This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in Company's vision, mission and business plan.
- 3.10.2 Employees shall be fully informed of any amendments to the Code.

3.11 Enforcement of the Code

- 3.11.1 All employees are to be accountable for full compliance to the Code.
- 3.11.2 The Board has adopted this Code on 13th January 2020.

3.12 Non-Compliance

- 3.12.1 In case of non-compliance with this Code, the Board and/or relevant personnel shall investigate the matter and initiate the appropriate action.
- 3.12.2 Any Employee who knows of, or suspects, a violation of the Policy, is encouraged to whistle blow or report the concerns through the mechanism set out under the Company's Whistle Blowing Policy. The provision, protection and procedure of the Whistle Blowing Policy for reporting of the violations of the Policy are available on the Company's website. No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy. All reports will be treated confidentially.