



JADE MARVEL GROUP BERHAD

200201024617 (592280-W)
(Formerly known as JMR CONGLOMERATION BHD.)

CODE OF ETHICS AND CONDUCT

1. INTRODUCTION

In line with good corporate governance practices, the Board, the Management and employees of Jade Marvel Group Berhad ("JMGB" or the "Company") and its subsidiaries (collectively referred to as the "Group") have made a commitment to create a corporate culture within the Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct.

This Code of Ethics and Conduct (the "Code") sets out basic principles and standards of business ethics and conduct of the Group and is to be read in conjunction with the Code of Conduct Policy under the Group's Staff Handbook.

2. OBJECTIVE

The objective of the Code is to assist the Directors and Employees (as defined under Section 3 of the Code) in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations that Directors and Employees are expected to behave or conduct when performing their duties.

For all intents and purposes, 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. APPLICABILITY

The Code is applicable to all employees (including full time, contract, part-time, temporary staff or interns) ("Employees") and Directors of the Group.

Each Employee has a duty to read and understand the Code and required to fully obey and regulations applicable to the Group's business activities. Violation of any of the Code's provisions can result in disciplinary action, including termination of employment.

If a Director requires further clarification on the Code, the Director may refer or highlight any concerns to the Chairman of the Board or the Managing Director, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior or Head of Department.

4. CORE AREAS OF CONDUCT

4.1 Conflicts of Interest

The Directors and 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. Directors and Employees 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).

In addition, a Director or an Employee shall avoid any situation in which the Director or Employee has an interest in any entity or matter that may influence the Director or Employee's judgment in the discharge of responsibilities.

4.2 Confidential Information

It is pertinent that all Directors and Employees 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, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorized or legally mandated.

In the event that a Director or an Employee knows of material information affecting the Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Director or Employee involved until it is publicly released.

4.3 Inside Information and Securities Trading

No Director or Employee shall use price sensitive non-public information, which can affect the prices of the securities of the Company and/or related listed companies when it becomes publicly known ("Inside Information"), for personal benefit. Directors and Employees are prohibited to trade in securities or to provide information to others to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released. Directors or Employees shall also not trade in securities in any other companies where they have Inside Information which they obtain in the performance of their duties.

4.4 Protection of Assets and Funds

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.

4.5 Business Records and Control

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the Group. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

4.6 Compliance to the Law

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work, including the Anti-Money Laundering and Anti-Terrorism Financing Act 2001, Malaysian Anti-Corruption Commission (Amendment) Act 2018, Personal Data Protection Act 2010 and Competition Act 2010. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

4.7 Gifts

As a general principle, JMGB's employees are prohibited to ask, accept, offer or/ and give gift for personal benefits to avoid conflict of interest or the appearance of conflict of interest.

In the event the gift is accepted, the Head of Department or Senior Management must determine the treatment of the gift whether to:-

- a) Donate the gift to charity; or
- b) Hold it for departmental display; or
- c) Share with other employees in the department; or
- d) Permit it to be retained by the employee.

Gifts offered or received, will only be acceptable if they are reasonable, appropriate, legal, not intended to influence. Exception to the general principle on receiving and provision of gifts are permitted in the following situations:-

- a) Exchange of gifts at the company-to-company level (e.g. gifts exchanged between companies as part of an official company visit/courtesy call and thereafter said gift is treated as Company property);
- b) Gifts from Company to external institutions or individuals in relation to the Company's official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event);
- c) Gifts from the Company to employees and directors and/or their family members in relation to an internal or externally recognised company function, event and celebration (e.g. in recognition of an employee's/director's service to the Company);
- d) Token gifts of nominal value normally bearing the Company's logo or (e.g. t-shirts, pens, diaries, calendars and other small promotional items) that are given out equally to members of the public, delegates, customers, partners and key stakeholders attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the Company's brand building or promotional activities; and
- e) Gifts to external parties who have no business dealings with the Company (e.g. monetary gifts or gifts in-kind to charitable organizations).

In the above exceptional circumstances, employees and directors are expected to exercise proper judgment in handling gift activities and behave in a manner consistent with the general principles set out in JMGB's Code as follows:-

- a) Adher to the highest standard of integrity and behaviour,
- b) Avoid conflicts of interest;
- c) Comply with applicable laws, regulations and company's policies and procedures, and reporting on any non-compliance.

4.8 Health and Safety

The Group will use its best endeavors to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Group's policies and procedures.

4.9 Sexual Harassment

Sexual harassment by any Director or Employee is unacceptable. It is the Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the Employees' superior or the Human Resource Department. All such reports and/or complaints shall be treated with strictest confidence.

4.10 Outside Interest

Directors and Employees shall not engage in an outside interest that will undermine the performance of the Directors and Employees or bring disrepute to the Group.

4.11 Fair and Courteous Behavior

All Employees are to treat their fellow Employees fairly and courteously without regard to race, creed, religion, gender, nationality, age or disability, and shall not create any form of discrimination or prejudice in the workplace.

4.12 Misconduct

No Director or Employee is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

5. REPORTING OF VIOLATIONS OF THE CODE

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistleblow or report the concerns through the Whistleblowing Policy. The provision, protection and procedure of the Whistleblowing Policy for reporting of the violations of the Code are available on the JMGB website. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

6. REVIEW OF THE CODE

The Board will monitor compliance with the Code and review the Code regularly from time to time to ensure that it continues to remain relevant and appropriate.

7. WAIVER OF THE CODE

Waiver of the Code may be made by the Board or the appropriate Committee of the Board. Waiver of the Code may be granted on a case-by-case basis and only in extraordinary circumstances.