



**DIRECTORS' CODE OF CONDUCT AND
ETHICS**

**SUMISAUJANA GROUP BERHAD
COMPANY NO: 202101023259 (1423559-T)**

12 FEBRUARY 2025

DIRECTORS' CODE OF CONDUCT AND ETHICS



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1.0 INTRODUCTION AND OBJECTIVES

As prescribed by Section 213 of the Companies Act 2016, this Directors' Code of Conduct and Ethics (the "Code") is established to set out the standards of behaviour and ethical conduct expected of all directors of SumiSaujana Group Berhad (the "Company") and its subsidiaries ("SumiSaujana" or the "Group"). Directors shall adhere to the highest ethical standards and general principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, to carry out their oversight responsibility in the interest of all stakeholders of the Company.

2.0 DIRECTORS' CODE OF CONDUCT AND ETHICS

The Directors of the Group ("Board") shall observe the Code as follows:-

1. Adhere to this Code, the Board Charter, all applicable laws and regulatory requirements at all times.
2. Act honestly, fairly, and ethically, demonstrating integrity, responsibility, competence, and diligence. Directors should act in good faith, prioritising the best interests of the Company and fulfilling their fiduciary obligations to all stakeholders.
3. Maintain high standards of corporate governance, particularly by following the Malaysian Code on Corporate Governance, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries, the Companies Act 2016 and the Capital Markets and Services Act 2007.
4. Limit the number of directorships in accordance with the ACE Market Listing Requirements, where applicable, to ensure that adequate time and effort are devoted to attending meetings and staying informed on important matters, thereby fulfilling their duties as Directors effectively.
5. Safeguard the confidentiality of information obtained in their role, except where disclosure is authorised or legally mandated. This includes protecting the Company's confidential information from personal gain avoid using their position to advance personal interests or those of connected individuals, firms, or organisations.
6. Directors are prohibited from taking personal advantage of opportunities that arise through their position with the Company or using Company assets for personal gain. All business opportunities should be pursued in the best interest of the Company.

7. Avoid accepting positions on board committees or working groups where a conflict of interest is likely to arise. Any potential conflicts should be declared to the Board.
8. Disclose any personal, professional or business interests, whether directly or indirectly, that could conflict with their responsibilities as Directors. Directors should abstain from deliberation and voting on matters where a conflict of interest exists.
9. Comply with regulatory requirements pertaining to trading or dealing in the Company's shares, including insider trading.
10. Not to accept or offer, directly or indirectly, any gifts, remuneration, hospitality, donations, illegal payments or any other form of gratification that could be perceived as attempting to influence or gain an advantage in business dealings for the Group.
11. Report any unethical behaviour or breaches of this Code in accordance with the Whistleblowing Policy.

3.0 REVIEW

This Code will be reviewed and/or updated at least once every three (3) years and/or when there are changes to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR"), the Malaysian Code on Corporate Governance ("MCCG"), and/or any other applicable laws and regulations in effect, to ensure it remains relevant, appropriate, and consistent with the Group's practices, AMLR, MCCG or any other applicable regulatory requirements. Any revisions to this Code will be submitted to the Board of the Company for consideration and approval.

This Code was reviewed, approved and adopted by the Board on 12 February 2025.