



DELEUM

DIRECTORS' CODE OF ETHICS

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**APPROVED BY THE BOARD OF DIRECTORS OF DELEUM BERHAD
ON 25 NOVEMBER 2024**

DELEUM BERHAD

DIRECTORS' CODE OF ETHICS

INTRODUCTION

This Directors' Code of Ethics ("Code") is to provide the fundamental guiding principles and standards applicable to the Directors of Deleum Berhad and its subsidiaries ("Group"), where such principles and standards are founded on high standards of professional and ethical practices. The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the Group including any relevant best practices/standards in corporate governance.

1.0 PRINCIPLES

This Code is based on the core principles of integrity, transparency, accountability and sustainability.

2.0 CODE OF ETHICS

In the exercising and/or discharging their powers or duties, every Director shall at all times observe the following principles:

2.1 Corporate Governance

- (i) observe high standards of corporate governance at all times;
- (ii) have a clear understanding of the aims and objectives, capabilities and capacity of the Group;
- (iii) adhere to the principles of integrity, objectivity, accountability, openness, honesty and leadership;
- (iv) be conscious of the interests of shareholders and other stakeholders of the Group, including sustainability and the needs of the community;
- (v) devote time and effort to attend and participate at meetings and to know what is required of the Board and each of its Directors, and to discharge those functions in a professional manner with due regard to fiduciary duties and responsibilities;
- (vi) limit directorship to no more than five in public listed companies and ensure they hold a manageable number of other directorships in companies to which they can best devote their time;
- (vii) stay abreast of the affairs of the Group and be kept informed of the Group's compliance with relevant legislation and contractual requirements;

- (viii) act with utmost good faith towards the Group in any transaction, and act honestly and responsibly in exercising their powers while discharging their fiduciary duties;
- (ix) exercise independent judgement, and if necessary, in fulfilling their fiduciary duties, openly oppose if the vital interests of the Group are at stake; and
- (x) attend continuous professional development programmes to keep abreast with corporate governance developments and regulatory requirements.

2.2 Compliance with Laws, Rules and Regulations

Every director in exercising and/or discharging his/her powers of duties shall comply with all applicable laws, rules and regulations including the respective constitution of the company within the Group and guidance and directives issued by the authorities.

2.3 Conflict of Interest

- (i) Directors must always act in the best interests of the Group and shall not be involved in any activities where their personal interest conflict with the business interests of the Group or could be seen to have the potential to interfere his objectivity in performing duties or exercising judgement on behalf of the Group.
- (ii) Any actual, perceived or potential conflict of interest shall be disclosed and declared by the directors, as soon as practically possible upon the occurrence of such conflict. The Director must also refrain from participating in any deliberation relating thereto.
- (iii) A Board member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed. He should withdraw from the meeting during the relevant discussion or decision.
- (iv) A Director should neither divert to his/her own advantage any business opportunity that the Group is pursuing, nor may he/she use confidential information obtained by reason of his/her office for his/her own advantage or that of others for private or personal gain

2.4 Anti-Bribery and Corruption

- (i) The Group is fully committed to conducting its business with the highest integrity. All Directors are prohibited from offering or accepting bribes to or from any public official or officer of public body or third parties in order to induce favourable business treatment.
- (ii) Under no circumstances shall a Director of the Group be soliciting any gifts and hospitality from any third party that has or may have a business interest with the Group. Any act of offering, providing or receiving gift or hospitality by a Director must be in accordance with the Anti-Bribery and Corruption Policy and Procedure for Gift, Hospitality, Donation & Sponsorship.

2.5 Company Assets

- (i) Every Director has a duty to safeguard the Company's assets and resources, including its physical premises, equipment and facilities as well as the records and information/data (both physical and electronic means).
- (ii) Company's assets shall only be used in a safe, ethical and lawful manner and shall be used for legitimate business purposes and not be used for pursuing improper personal gain or opportunity.

2.6 Confidentiality

- (i) Directors may come into possession or access to confidential, sensitive and non-public information ("Inside Information") in the course of their directorship with the Group. Directors must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- (ii) The obligation to preserve the Group's Inside Information continues even after an individual ceases to be a Director of the Group.

2.7 Insider Trading

- (i) Directors who possess Inside Information shall not:-
 - (a) Deal in securities; or
 - (b) Communicate such information to any unauthorised persons, for the benefit of himself or any other persons.
- (ii) When dealing in securities, a Director shall comply with the relevant laws on trading in securities.
- (iii) Directors shall also observe the processes and procedures as set out in the internal document, i.e. Corporate Disclosure Policy on the guidance on the disclosure, maintain and disseminating of material and confidential information.

2.8 Anti-Money Laundering and Counter Financing of Terrorism (AML/CFT)

All Directors must ensure that the Company:

- (i) Conduct its business in conformity with high ethical standards to ensure that laws and regulations are adhered to; and
- (ii) Remains vigilant against undertaking any business transaction that is or may be connected with or may facilitate money laundering / terrorism financing.

2.9 Working Place

All Directors should:

- (i) build a good environment in the workplace and always observe and comply with the Safety and Health rules and regulations.

- (ii) avoid any form of harassment and violence. Any Directors who believe he/she has been subjected to harassment should lodge a report to Group Human Resources.
- (iii) be honest at all times and shall not conduct himself in such a manner as to lay himself open to suspicion and dishonesty.

3.0 REVISION OF THE CODE

This Code shall be reviewed at least once in every three years or when deemed necessary and updated or revised to ensure compliance with current laws, regulations and guidelines.

4.0 PUBLICATION OF THE CODE

This Code is made available for reference on the Company's corporate website at www.deleum.com.