



A-RANK BERHAD

(Company No. 633621-X)
(Incorporated in Malaysia)

**CODE OF CONDUCT AND ETHICS
For Directors and Employees**

(Approved by Board on 26 September 2018)

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1. PURPOSE

The Company and its subsidiaries (“the Group”) has designed a set of Code of Conduct (“Code”) as may be determined from time to time, which consists of the matters stated below and such other additional disciplinary matters, prohibitions, duties or procedure. Such Code may be modified, added to, substituted for or otherwise amended from time to time as whenever necessary.

The Code is as a guide to help us:

- a) To emphasise the commitment to ethics and compliance with the internal policies as well as all applicable laws and regulations;
- b) To inculcate good values and display desirable and positive work behavior at all times; and
- c) On all occasions discharge his duties and responsibilities with high standard of professionalism, dedication, honesty and integrity, goodwill and courtesy, and display high sense of pro-activeness, cooperativeness, innovativeness and public accountability.

2. APPLICABILITY

The Code is applicable to everyone at all level of the Company and its subsidiary, including the Directors and Employees (either full time, probationary, contract or temporary staff).

Each Directors and Employee has a duty to read and understand the Code. 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 Managing Director, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department or the Executive Director.

In additional to this Code, all Directors and Employees been employed under the subsidiary of the Company shall follow and abide to the internal policies, rules and regulations of the subsidiary as stated in their letter of appointment and related employment documents.

3. CORE AREAS OF CONDUCT AND ETHICS

Directors and Employees are responsible to ensure compliance with the Code:

- Know and comply with the Code and the Company Policies and Procedures.
- Seek guidance when in doubt.
- Avoid illegal, unethical or otherwise improper acts.
- Report any suspected violation of policies, laws and regulations.
- Assist authorised teammates with investigations.
- Take responsibility and accountability for your actions.
- Notify your Head of Department or the Board immediately if you suspect any irregularities

The Company will take disciplinary action against any personnel who fails to act in accordance with applicable statutory laws, Company Policies and Procedures and this Code. In the performance of his or her duties, each Directors and Employees must comply with the letter and spirit of the following codes:

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CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND EMPLOYEES

a) 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.

b) 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.

c) 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. Directors must ensure that all transactions in the Company shares comply with the requirements set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the law on insider trading.

d) Protection of Company Assets

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.

e) Company Records and Internal Controls

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.

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CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND EMPLOYEES

- f) Gifts, Business Courtesies, Hospitality, Meals and Entertainment**
No personal gifts, favours, entertainment or services, in cash or kind, that will or will appear to influence objective and fair business decisions, will be accepted or provided.
- The gifts, favours, entertainment or services that are deemed as not given to influence the Directors' or Employees' performance of duties include normal business courtesies (meals or entertainment), token gifts which are occasional, gifts during festive or special occasions and gifts from social functions attended by the Directors or Employees on behalf of the Group, are permissible.
- g) Compliance to the Law**
Every Director and Employee in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations of the governments, commissions and exchanges including the constitutions of the Group and guidance and directives issued by the authorities.
- h) Safety and Health**
The Group will use its best endeavors to ensure a safe workplace and maintain proper occupational safety and health 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.
- All Employees must diligently observe and comply with all Occupational Safety and Health rules and regulations as well as to raise any concern which may represent a potential threat to safety and health. All Employees are also responsible for reporting injuries and unsafe work practices or conditions at the operational facilities and properties of the Group.
- i) Sexual Harassment**
Sexual harassment including but not confined to unwelcome verbal or physical advances and sexually, racially or otherwise derogatory or discriminatory statements or remarks 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 Head of Department or Admin Department. All such reports and/or complaints shall be treated with strictest confidence.
- The Group will not tolerate and condone any form of harassment and any act or threat of violence in the workplace.
- j) 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.
- k) Fair and Courteous Behavior**
All Employees are to treat their fellow Employees fairly and courteously without regard to race, religion, gender, nationality, age or disability, and shall not create any form of discrimination or prejudice in the workplace.

I) 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.

4. REPORTING OF VIOLATIONS OF THE CODE

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistle blow or report the concerns through the Whistle-Blowing Policy. The provision, protection and procedure of the Whistle-Blowing Policy for reporting of the violations of the Code are available on the Company's 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.

Failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings.

5. REVIEW OF THE CODE

This Code may only be amended and modified by the Board of Directors as and when required.

6. 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.