

CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

The Board of AGB Directors (“**Board**”) of AGX Group Berhad (“**AGB**” or “**the Company**”) is committed to good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness throughout the Company. The Board, through the Code of Conduct of Ethics (“**Code**”) sets the tone and governance standards for the Company and its subsidiaries (the “**Group**”). It is the duty and responsibility of all Directors, management, employees, and other stakeholders to stay guided by the policies and procedure under the Code and be clear on what is considered acceptable behaviour and practices of the Group.

2. PURPOSE

This Code is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:

- a. To establish a standard of ethical behaviour within the Group based on trustworthiness and values that can be accepted and upheld by everyone.
- b. To uphold the spirit of professionalism, objectivity, transparency, and responsibility in line with the legislation, regulations and environmental and social responsibility governing the Group.
- c. To manage conflicts of interest and prevent the abuse of power, corruption, insider trading and money laundering.

No code or policy can anticipate every situation that may arise, or replace the thoughtful behaviour of ethical Directors, management, and employees. Any Director or employee may bring questions about circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Board, who may consult with internal or external legal counsel as appropriate.

3. SCOPE

This Code applies to all Directors, management and employees of the Company and the Group, save for the Company’s listed subsidiaries as these companies have (or may in the future adopt) their own Code of Conduct and Ethics. All Directors and employees must conduct themselves in compliance with all applicable laws, rules, codes, and regulations, wherever the Group conducts business, and this Code shall apply subject to the prevailing laws.

4. DIRECTORS' AND EMPLOYEES' CODE

In performing his or her duties, each Director must comply with the spirit of the corporate governance as follows:-

- a. Have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- b. Devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and or to discharge those function;
- c. Ensure at all times that the Company is properly managed and effectively controlled;
- d. Stay abreast of the Company's affairs and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- e. Insist on being kept informed of all matters of importance to the Company in order to be effective in corporate management;
- f. Holds not more than 10 directorships in listed companies and not more than 15 directorships in companies other than listed companies in order for the Director to carry out his/her duties effectively in the companies in which he/she holds directorship;
- g. Have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure that proper procedures, rules and regulations are complied with;
- h. At all times exercise their powers for the purpose they were conferred, for the benefit and best interest of the Company;
- i. Disclose immediately all contractual interests whether directly or indirectly with the Group;
- j. Neither divert to his/her own advantage any business opportunity that the Group is pursuing, nor use confidential information obtained by reason of his/her office for his/her own advantage or that of others;
- k. At all times act with the utmost good faith towards the Group in any transaction and exercise his/her powers honestly and responsibly in discharging his/her duties;
- l. Be willing to exercise independent judgment and if necessary, openly oppose proposals that jeopardise the vital interests of the Company; and

m. Relationship with shareholders, employees, creditors and customers and other stakeholders-

- Be conscious of the interest of shareholders, employees, creditors and customers of the Group;
- At all times promote professionalism and improve the competency of the Group's management and employees; and
- Ensure adequate safety measures and provide proper protection to the Group's workers and employees at the workplace.

5. CONFIDENTIALITY OF INFORMATION

Confidential information may be considered as "insider information". Insider information is material information about a corporation that is generally not available to the public. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether to buy, sell, or hold AGB's securities.

Directors, management and employees are advised to focus on confidential information especially internal information not yet disclosed to the public or any data or information that may affect the business of the Company or its share price.

The guidelines are as follows:-

- a) Directors, management and employees must not use information they receive from their directorships or employment for personal benefit or for conducting business or other activities in competition with the Company.
- b) Directors, management and employees must not use information that is not generally known and that may influence the share price (insider information) and must refrain from dealing in the shares of the Company at sensitive times pending major announcements in accordance with the specific policy laid down from time to time specifying the moratorium on share trading during certain periods. Insider information shall also not be given to any third party for the purpose of dealing in the shares of the Company.
- c) Directors, management and employees must not disclose business secrets to any third party especially competitors even after a Director, management or employee has left the Company.

The information which is likely to be material, and is not exhaustive are as follows:

- Dividend
- Earning
- Significant write-downs of assets or trade receivables

- Expansion or curtailment of operations
- Corporate proposals or agreements relating to merger, acquisition, divestment or other major corporate exercises such as right issue or bonus issue
- New products or discoveries
- Material litigation
- Liquidity problems

Any questions as to whether information is material and not to be made public should be resolved through consultation with the Board.

6. SOCIAL RESPONSIBILITIES AND ENVIRONMENT

- Adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- Be socially responsible persons or Group by supporting life-changing causes and efforts, in the areas of community, education and health, in addition to preserving the environment;
- Ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- Be more proactive about the needs of the community and assist in society-related programs in line with the aspirations of the concept of the Group campaign or vision; and
- Ensure that the activities and operations of the Company do not harm the interests and well-being of society at large.

7. INSIDER TRADING

Insider trading, which is illegal by law, can take many forms. This includes the use of or disclosure of price sensitive information for personal benefit or for the benefit of others. Directors who have access to price sensitive information should observe the rules and regulations of the Securities Commission and Bursa Malaysia Securities Berhad, and other applicable laws in respect of trading in securities of the Company.

8. FAIR DEALINGS

Each Director is expected to deal fairly with the Company's customers, suppliers, competitors, officers and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Inappropriate use of proprietary information, misusing of trade secret information that was obtained without the owner's consent, or inducing such disclosure by past or present employees of other companies is prohibited. Under the Companies Act 2016, each Director must perform his/her duties for a proper purpose and in good faith and in the best interest of the Company.

9. GIFTS, GRATUITIES AND ENTERTAINMENT

Each and every Officer must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organisation with whom or with which the Company has, or is likely to have, business dealings.

Similarly, the Officers must not accept any other preferential treatment under these circumstances because their positions with the Company might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

10. ANTI-BRIBERY PRACTICES

All Directors, management and employees shall never offer, give, ask for, accept or receive any form of bribe. A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, incentive or favour. Directors or employees must ensure that the gifts offered and received are not illegal under any applicable laws in the countries of both the offeror and recipient of such gifts and does not violate the Company's Anti-Bribery Policy.

11. ANTI-MONEY LAUNDERING

"Money Laundering" is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate. The Group will to the best of its ability and knowledge conduct business with reputable customers with legitimate funds for legitimate business purposes.

12. HUMAN RIGHTS

The Company supports and respects human rights. The Company treats officers with dignity and respect in the workplace, provides equal employment opportunities, creates a safe and harmonious work environment, and will not engage in any form of discrimination. Officers should respect the personal dignity, privacy and rights of each individual they interact with during the course of their work and shall not in any way cause or continue the violation or circumvention of human rights.

13. CONFLICT OF INTEREST

The Company has established a policy on conflict of interests and related transactions for Directors, management and employees as follows:-

- a) Avoid any transaction related to one self, which may lead to a conflict of interest situation with the Company.
- b) If it is necessary to carry out such a transaction for the Company's benefit, conduct it as if it were a transaction done with a third party. However, any such

transaction must be fully disclosed and approved by the relevant authority within the Company in advance. Furthermore, Directors and management or employees having an interest in a transaction must not be involved in its approval process.

- c) If a transaction is considered a related party transaction under Bursa Malaysia's requirements, Directors, management and employees must strictly comply with the rules and procedures regarding information disclosure by listed companies for such transactions.
- d) If a Director, management, employee or member of their family is involved with or becomes a shareholder in a business in competition with the Company or any other business that may cause a conflict of interest with the Company, he/she must inform the Board in writing.
- e) If a Director, management and employee becomes a Director, partner, advisor or participant in any other capacity in another company or business organisation, such position must not conflict with the Company's business or that person's direct responsibilities in the Company.

It is not always possible to know whether any conduct constitutes a conflict of interest. Common sense and good judgment will dictate the proper course of action in most situations. However, if in doubt, please discuss the matter with your immediate superior and/or consult the Chairman of the Audit and Risk Management Committee so as to avoid any unnecessary conflict of interest situations that may arise. You shall give the Company your fullest cooperation in the correction of any situation in which a conflict of interest exists or may arise.

14. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Directors and employees are expected to exercise their business judgement in a manner that protects the Company's assets and promotes their efficient use. All of the Company assets are to be used for legitimate business purposes.

15. WHISTLEBLOWING

All employees and stakeholders are requested to promptly communicate any suspected violations of the Code, including any violation of law, rules or regulations under which the Company is subject to the Chairman of the Audit and Risk Management Committee if it is believed that he/she has observed illegal or unethical behaviour by any employee, officer, or Director, or by anyone purporting to be acting on behalf of the Company and the reporting person has any doubt about the best course of action in a particular situation.

The Board has implemented a formal Whistleblowing Policy that is communicated to all employees and set up an independent channel for all Directors and employees to

anonymously report any concerns or complaints of illegal conduct or malpractice or potential misconduct. The Chairman of the Audit and Risk Management Committee has been designated as the person to whom all whistleblowing concerns or complaints may be directed.

16. COMPLIANCE WITH LAWS

The Group is committed to doing business the right way, by acting ethically and consistently with this Code, its policies and all applicable laws, rules and regulations. Directors and employees have a continuing obligation to familiarise themselves with the applicable laws relating to their job responsibilities when discharging their fiduciary duties toward the Company.

This policy was reviewed, approved and adopted by the Board of Directors on 26 April 2024.