



Code of Business Conduct

1.0 Introduction

THMY Holdings Berhad ("the Company") and its subsidiary(ies) (collectively referred to as "THMY Group," or "the Group") are committed in conducting business ethically, responsibly, and with integrity. The Company has adopted the following Code of Business Conduct Policy ("Code") for directors, senior management, and employees of the Company and its subsidiary(ies).

This Code is established to promote corporate culture which engenders ethical conduct that permeates throughout the Group. All directors, senior management and employees of the Group shall be referred to as "Employees" hereon.

Additionally, the Board of Directors is guided by a Code of Ethics for Directors ("Code"), which sets out clear commitments articulated as personal responsibilities and highlights the core principles that support these commitments.

2.0 Objective

This Code is formulated with the intention of achieving the following aims:

- ❖ The Code serves as a guide for all Employees within THMY Group, outlining the principles and standards of business conduct they must adhere to, encompassing core ethical values, beliefs, and legal compliance requirements. This demonstrates the Group's commitment to ethical and compliance with the applicable laws and regulations.
- ❖ Reinforce our commitment as statements of personal responsibilities, identifying the elements of such commitment. Upholding these standards is essential to maintaining trust, fostering a positive work environment, and achieving our business objectives.

3.0 Scope

- a) This Code shall apply to all employees, contractors, vendors, customers, and other stakeholders. Scope extends to any individual or organization acting on behalf of THMY Group.
- b) THMY Group also expects its Business Associates to adhere to the relevant provisions of this Code while performing work or services on behalf of THMY Group.
- c) THMY Group's Chief Executive Officer is authorised to amend or waive the provisions of this Code as deemed necessary. Such waivers are expected to be granted only in exceptional circumstances and must remain consistent with applicable laws and the Group's established policies and procedures.

4.0 Definition

The following terms and expressions will have the meanings defined below, unless the context clearly indicates otherwise:

"Business Associate"	External parties or outside entities with whom the THMY Group currently has or intends to establish a business relationship. This includes but is not limited to, customers, suppliers, vendors, distributors, contractors, subcontractors, outsourced service providers (such as consultants, advisors, solicitors, and agents), lenders, bankers, representatives, introducers, intermediaries, investors, joint venture partners, and others.
"Employees"	For the purpose of this policy, it includes all individuals hired by the organization, including temporary employees, irrespective of their nationality. This encompasses both management and staff, contributing to the organization's operations and goals.
"Management"	Individuals in senior or executive roles responsible for strategic decisions and overseeing operations.

5.0 Compliance with Laws, Rules and Regulations

THMY Group is dedicated to conducting its business activities the right way with integrity and consistently with this Code of Business Conduct (CBC). All employees must comply with applicable laws, regulations, and THMY's policies in every country where we operate. This includes, but is not limited to, laws relating to data protection, money laundering, anti-discrimination, human rights, and environmental, health and safety.

6.0 Code of Business Conduct

6.1 Ethical Behaviours

Employees are expected to conduct themselves with honesty, ethics, good faith, and integrity in all their business dealings, prioritizing the interest of the Group. This includes:

- a) Avoiding conflicts of interest and promptly disclosing any potential conflicts to the management,
- b) Refrain from exploiting one's position or authority to advance personal interests at the Group's expense,
- c) Refraining from engaging in any form of discrimination, harassment, or retaliation against others based on characteristics such as race, gender, religion, age, disability, or sexual orientation.

- d) Respecting the confidentiality of sensitive information belonging to the company, clients, employees, and business associates.
- e) Acting with the utmost good faith towards the Group in any transaction and responsibly in the exercise of their powers in discharging their duties.
- f) Adhere to relevant laws, regulations, and the THMY's policies and procedures.

6.2 Conflicts of Interest (Col)

- a) All Employees must avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group or the Group's customers.
- b) The Management 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).
- c) The Management must avoid any situation in which he/ she has an interest in any entity or matter that may influence his/ her judgment in the discharge of his / her responsibilities..
- d) A conflict of interest occurs when an employee's personal interests or relationships potentially compromise their objectivity, impartiality, or integrity while performing their duties for the Group. Here are some examples:
 - i) Financial Interests - an employee might have a financial stake in a company that dealing with THMY Group. This could influence their decisions to benefit the company or affect their judgment on matters involving that company.
 - ii) Personal Relationships - if an employee has a close relationship with a vendor or supplier, it might lead to preferential treatment in awarding contracts or making purchasing decisions.
 - iii) Outside Employment - if an employee holds a second job with a supplier or a business that conflicts with THMY's interests, it might impact their performance or loyalty to THMY Group.
- e) When an employee or business associate becomes aware of a conflict situation, they should take the following actions in maintaining integrity, transparency, and trust within the Group:
 - i) Disclose the Conflict and Seek Guidance – report any identified Col to the

Financial Controller or designated compliance officer immediately. Consult with the Management to determinate the appropriate steps for managing the conflict, and comply with any specific instructions or directives from the Group or relevant authority on how to address the situation.

- ii) Refrain from Involvement and Avoid Influence - abstain participating in any decision-making, discussions, or activities related to the entity or person involved in the Col. Steps must be taken to ensure that they do not influence any decisions or outcomes related to the conflict of interest.

6.3 Bribery and Corruption.

THMY Group maintains a zero-tolerance policy towards bribery and corruption and is dedicated to conducting its business with professionalism, fairness, and integrity in all interactions. Both Employees and Business Associates are forbidden from participating in any form of bribery or corruption. All Employees must adhere to the relevant anti-bribery and anti-corruption laws and regulations in all countries where the Group operates.

For detailed guidance on anti-bribery and anti-corruption practices, please refer to the Group's Anti-Bribery & Anti-Corruption Policy.

6.4 Gifts, Hospitality, and Entertainment

While the exchange of gifts, hospitality, and entertainment is permissible in business relationships, it must be conducted transparently and in compliance with the Group's policies and applicable laws. Employees must avoid giving or accepting gifts, hospitality, or entertainment that could compromise their integrity or influence in business decisions. Non-cash gifts related to cultural celebrations may be accepted, but must be declared to the Financial Controller or designated officer.

Employees are required to read and refer to the Gift, Hospitality, and Entertainment Policy for a clear understanding of the detailed procedures and compliance requirements.

6.5 Fair Competition

THMY Group is committed to fair and open competition. All employees must comply with antitrust and competition laws and avoid engaging in activities such as price-fixing, bids rigging, market allocation, collusion with competitors, or illegal business practices.

When engaging with business associate, all employees, especially the management, in a fair manner. They must avoid exploiting their position or using confidential information to manipulate, deceit, or other form of unfair or unethical conduct. They should not seek to take undue advantage from any person.

6.6 Company Assets

The Group's properties and assets should be managed and safeguarded in a manner which protects their values. All Employees are accountable both for safeguarding all assets entrusted to them, including information resources, records, materials, facilities and equipment under their care or control, from loss, theft, waste, misappropriation or infringement and for using the assets to advance the interests other than the Group.

Employee must also ensure that the use of assets, including intellectual property, copyright, licensed software, complies with all legal and regulatory standards to avoid legal issues and penalties.

All Employees should immediately report the theft, loss or misappropriation of any Group's assets to the Management as stipulated under violations of this Code.

6.7 Workplace Conduct

- a) THMY Group is dedicated to fostering a work environment that is safe, harmonious and conducive to well-being. THMY Group emphasize and promote values of mutual respect, trust, and confidence among all employees.
- b) All employees must adhere to local laws that protect against workplace discrimination. Management is committed to taking all necessary measures to prohibit any form of discrimination of any form, including but not limited to race, national origin, religion, gender, age, sexual orientation, or marital status.
- c) Employees' rights to protection against all form of harassment, unwanted advances, bullying, threat, bias, violence, and other inappropriate behaviour in workplace are fully recognized and upheld. The Group and its management are committed to taking all necessary steps to ensure a work environment free from such conduct and employees are responsible to report such conduct.
- d) The Group and the Management are implementing measures to comply with all relevant laws and industry standards concerning Environment, Health and Safety (EHS). The management is taking all possible steps to minimize the EHS impact of the Group's business conducts, and promoting workplace environment conducive to employee well-being.

6.8 Data Integrity and Data Protection

THMY Group highly values the privacy and dignity of all employees. The Group is dedicated to protecting the confidentiality of employee records, ensuring that private information is handled with the utmost care and used solely for legitimate business purposes in compliance with the Personal Data Protection Act 2010. Employees are also required to record, store, and transfer all of the Group's data, document, information and records in accordance with applicable legal, tax, regulatory, and accounting requirements.

6.9 Proprietary and Confidential Information

Employees are required to protect both THMY Group's confidential information and that of third parties accessed during their work from unauthorized disclosure or misuse. Confidential information includes data, technical know-how, business plans, product designs, customer information, and unpublished financial data or other sensitive data. Disclosure or misuse of this information is prohibited unless legally required or authorized by the Group.

To support this, all employees will sign a Non-Disclosure Agreement (NDA), committing to protect confidential data and information, trade secrets and other sensitive information both during and after their employment.

6.10 Insider Trading

Employees with access to market-sensitive information are prohibited from trading in the securities of the Company or any other listed company until such information is publicly disclosed. Employees are also prohibited from sharing non-public, price-sensitive information with third parties.

6.11 Money Laundering

Money laundering involves disguising the origins of illegally obtained funds to make them appear legitimate. Employees must conduct business in an ethical manner and ensuring that all transactions are for legitimate purposes and involve legitimate funds. They should be vigilant about the potential misuse of THMY Group's business for money laundering. Any suspicions of money laundering should be promptly reported to the Chief Executive Officer , Financial Controller or the designated person within the Group.

6.12 Health and Safety

The Group provides a work environment that is safe, secure and free of danger, harassment, intimidation, threats and violence. The Group takes appropriate precautions to prevent injuries or adverse working conditions for every Employee.

6.13 Environment

The Group conducts operations in a manner that safeguards health, protects the environment and conserves valuable materials. The Group is committed in protecting the environment by minimising and mitigating environmental impacts throughout the life cycle of operations.

6.14 Company Records and Internal Controls

The Group's records must be prepared accurately and honestly, both by accountants who prepare the financial statements and by officers who contribute to the creation of business records. The Group and management takes the obligation to maintain business records for operational, legal, financial and other purposes seriously and takes appropriate steps to ensure that the content, context and structure of the records are reliable and authentic.

Reliable internal controls are critical for proper, complete and accurate accounting and financial reporting. Employees must understand the internal controls relevant to their positions and comply with the policies and procedures related to those controls to ensure that effective and reliable business processes are in place.

6.15 Insider Information and Securities Trading

No Employees shall use price-sensitive non-public information which can affect the price or volume of publicly-traded securities when it becomes publicly known ("Insider Information") obtained in the course of their employment, for personal benefit.

Employees are strictly prohibited to trade in securities or to provide information to others to trade in securities of companies to which the Insider Information relates.

Employees are strictly prohibited to trade in securities of the Company's customers when they are in possession of Insider Information which they obtain in the performance of their duties. If in doubt whether oneself is in possession of Insider Information, Employees are required to abstain from trading in securities of the Company's customers.

6.16 Integrity and Professionalism

All Employees should conduct themselves with the highest degree of integrity and professionalism in the workplace or any other location while on the Group's business.

6.17 Compliance with 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.

The Management is expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work, including the Malaysian Anti-Corruption Commission Act 2009, Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, Personal Data Protection Act 2010 and Competition Act 2010. The Company reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

7.0 Communication and Compliance

The Group, Management and the Board should ensure this Code is being communicated to all levels of Employees through employee handbook, notice board, intranet, or corporate website. The Group should include the briefing of this Code to new Employees in the induction program.

The Board should ensure this Code permeates throughout the Group and is complied by all levels of Employees.

8.0 Consequences of Non-Compliance

Violations of this policy will result in disciplinary action, up to and including termination of employment or contract. Individuals involved in unethical or illegal behavior may also face legal consequences, including fines, imprisonment, and reputational damage.

9.0 Whistleblowing Policy

The Whistleblowing Policy outlines the process for reporting such concerns and provides protection against retaliation for whistleblowers. The Policy establishes a framework for reporting concerns about misconduct, ensures protection for whistleblowers, and upholds the integrity and ethical standards of the organization.

For detailed guidance on Whistleblowing practices, refer to the Group's Whistleblowing Policy & Procedures.

10.0 Reporting Mechanisms

- a) Employees should report to supervisors, head of departments or Head of Human Resource about the known or suspected illegal or unethical behaviour. The Board and Management shall promptly report any known or suspected violations of this Code to the Chairman of the Audit & Risk Management Committee.
- b) Individuals with concerns or suspicions of act of improper conduct to report any violations of this Code, company policies, or applicable laws are encouraged to submit their reports in writing to ensure the issues raised are clearly understood.

- c) Individuals may choose to report any act of improper conduct through any of the following channels, maintaining strict confidentiality:
- i) Complaint and Grievance process : email to complaint@thmy.com.my
 - ii) Whistleblowing process : email to whistleblowing@thmy.com.my
Or
 - iii) QR Code Submission : report by scanning the provided QR Codes displays at designated areas.

11.0 Investigation

The Group and management shall investigate reported concerns promptly and confidentially with the highest level of professionalism and transparency. All internal investigations and audits are conducted impartially and without predetermined conclusions. Every Employee shall be expected to cooperate fully with audits, investigations and any corrective action plans, which may include areas for continued monitoring and assessment.

12.0 Training and Awareness

The HR department will provide training and awareness programs to educate employees and other stakeholders about their rights and responsibilities under this policy, the importance of reporting misconduct, and the protections available to whistleblowers.

13.0 Review of this Policy

The management team will review and evaluate the effectiveness and ongoing relevance of this Policy periodically. Any recommended revisions to the Policy by the Chief Executive Officer will be presented to the Board for review, consideration, and approval.

14.0 Publication on the Corporate Website

In line with the Malaysian Code on Corporate Governance 2021, a copy of this Code is available on the Company's corporate website.

15.0 Approval

This Policy has been approved and adopted by the Board on 3rd April 2025.