

1. INTRODUCTION

Commitment to ethical professional conduct is expected of every Director (“**Director**”) of Systech Bhd. (the “**Company**”) and its subsidiaries (the “**Group**”). This Code of Ethics (the “**Code**”), consisting of commitments formulated as statements of personal responsibilities, identifies the elements of such a commitment.

It is understood that some words and phrases in this Code are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, rather than reliance on detailed regulations.

2. COMMITMENT

2.1. The commitment to excellence is fundamental to the philosophy of the Group. This commitment to excellence means that every Director shares a common set of objectives and benefits from the achievement of those objectives.

2.2. Each Director is committed to the Group’s core values of Commitment, Respect, Teamwork, Integrity, and Contribution which together provide a guide for achieving our business goals in an open, honest, ethical and principled manner.

3. PRINCIPLE

This Code is based on the principles of sincerity, integrity, responsibility and corporate social responsibility. This Code is supplemental to and shall be read in conjunction with the Code of Conduct and Anti-Bribery and Corruption Policy.

4. PURPOSE

This Code is intended to focus on the Board of Directors (the “**Board**”) and each Director on areas of ethical risk, provide guidance to Directors to help them recognise and deal with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

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

4.1 To establish a standard of ethical behaviour for Directors based on acceptable beliefs and values.

4.2 To uphold the spirit of professionalism, objectivity, transparency, and accountability in line with the legislation, regulations and environmental and social responsibility guidelines governing a company.

No code or policy can anticipate every situation that may arise or replace the thoughtful behaviour of an ethical Director. Directors are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of the Chairman of the Board, who may consult with legal counsel as appropriate.

5. DEFINITION

In the context of this Code, a company Director means any person who holds the position of Director in the Group, irrespective of any designation used, including anyone who follows the directives and advice of a corporate Director and who usually takes action, as well as an employee or substitute Director. It includes both executive and non-executive Directors as well as executive and non-executive chairpersons.

6. CODE OF ETHICS

In the performance of his or her duties, each Director must comply with the letter and spirit of the following codes:

6.1. Corporate Governance

- 6.1.1 To have a clear understanding of the aims and purpose, capabilities and capacity of the Group;
- 6.1.2 To devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
- 6.1.3 To ensure at all times that the Group is properly managed and effectively controlled;
- 6.1.4 To stay abreast of the affairs of the Group and be kept informed of the Group's compliance with the relevant legislation and contractual requirements;
- 6.1.5 To ensure the Group is managed and operated ethically and responsibly, including ensuring the Group's corruption risks are being managed;
- 6.1.6 To insist on being kept informed on all matters of importance to the Group in order to be effective in corporate management;
- 6.1.7 To limit his/her directorship of companies to a number in which he/she can best devote his/her time and effectiveness; each Director is his/her own judge of his/her abilities and how best to manage his/her time effectively in the Company in which he/she holds directorship;
- 6.1.8 To have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- 6.1.9 To at all times exercise his/her powers for the purposes they were conferred, for the benefit and best interest of the Group;
- 6.1.10 To disclose immediately all contractual interests whether directly or indirectly with the Group;
- 6.1.11 To 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;
- 6.1.12 To at all times act with utmost good faith towards the Group in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties;
- 6.1.13 To be willing to exercise independent judgement and, if necessary, openly oppose if the vital interest of the Group is at stake; and
- 6.1.14 Relationship with Shareholders, Employees, Creditors and Customers and other Stakeholders
 - a) Should be conscious of the interest of shareholders, employees, creditors and customers of the Group;
 - b) Should at all times promote professionalism and improve the competency of Management and employees; and
 - c) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

7. CONFLICT OF INTERESTS

- 7.1 Conflict of interests may arise in any situation in which a Director engages in an activity that detracts from or interferes with his or her full, loyal and timely performance of services to the Group, or has a financial interest that might influence the Director's judgment on behalf of the Group.
- 7.2 All such conflicts should be avoided, and Directors must report any actual, potential or apparent conflicts to the Board.

8. SOCIAL RESPONSIBILITIES AND THE ENVIRONMENT

- 8.1 To strive to be socially responsible either personally or that of the Group by supporting life-changing causes and efforts, in the arena of community, education and health, in addition to preserving the environment;
- 8.2 To ensure the effective use of natural resources and improve quality of life by promoting corporate social responsibilities;
- 8.3 To be more proactive to the needs of the community and to assist in society-related programmes in line with the aspirations of the concept of the Group's vision; and
- 8.4 To ensure that the activities and the operations of the Group do not harm the interest and well-being of society at large and assist in the fight against inflation.

9. COMPLIANCE STANDARDS

- 9.1 To communicate any suspected violations of this Code promptly to the Chairman of the Audit and Risk Committee and complying with the Whistle Blower Policy; and
- 9.2 Violations will be investigated by the Board or by persons designated by the Board and appropriate action will be taken in the event of any violations of this Code.

10. PERIODIC REVIEW

The Board should review the Code annually and communicate the new changes to all levels of Officers.

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