



CODE OF CONDUCT AND ETHICS

ONE GLOVE GROUP BERHAD

Registration Number 200201029469(597132-A)
Incorporated in Malaysia

1. Introduction

Guidance 3.1 of the Malaysian Code on Corporate Governance 2021 (“**MCCG**”) stipulates that the Board of Directors of the Company (“**Board**”) has the responsibility to set the tone and standards of the Company through the Code of Conduct.

Scope of Application

This Code of Conduct (“**Code**”) articulates acceptable practices and intends to guide the behaviour of Directors, Management and employees of **One Glove Group Berhad** (“**Company**”) and its subsidiaries (“**Group**”). All Directors, Management and employees of the Group shall be referred to as “**Employees**”.

Groupwide Application

This Code sets forth the values, expectations and standards of business conduct to guide the Board, the Management and employees of the Group.

The Code is not intended to be all encompassing nor exhaustive, and there may be other obligations or expectations of Directors and employees when performing their duties. Although this Code is not meant to address every issue, it defines the spirit in which the Group intends to do business and should guide the Directors and/or the employees of the Group in their daily conduct.

The Code is established to promote the corporate culture which engenders ethical conduct that permeates throughout the Group.

2. Interpretation

In this Code, unless the context requires:-

- Words importing the masculine shall be deemed and taken to include the feminine gender and vice versa; and
- Words importing the singular shall be deemed and taken to include the plural and vice versa.

3. Responsibility and Accountability

The Code governs all of the Group’s business decision and therefore, it is applicable to the following:-

- All Directors of the Group; and
- All employees of the Group (including senior managers, managers, executives, non-executives, workers, and employees, whether full time, part time, probationary, contract or temporary)

(collectively, “**Employees**”).

4. Purpose

The Code is formulated with the intention of achieving the following objectives:-

- (a) To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating a company.
- (b) To articulate the high standard of honesty, integrity, ethics and law-abiding behaviour within the Group;
- (c) To improve self-discipline in order to provide good quality goods and/or services;
- (d) To ensure that all Employees are aware of their ethical obligations; and
- (e) To enhance the standard of corporate governance.

The Code provides guidance to ensure that upholding the ethical conduct in the daily work. However, separate guiding regulations may be established by the Board of the Group or other governing body of each member of the Group when more detailed standards of conduct are deemed necessary by that member's Board or governing body.

5. Compliance

As the Employees are placed in a position of trust, which includes overseeing and managing the Group's resources, having access to information and making decisions that affect the interests of the Group, all Employees are expected to be honest and impartial when carrying out respective duties and responsibilities to maintain confidence in the Group and to advance the good name of the Group.

The Employees will avoid dealing with prospective contractors and suppliers known to be paying bribes or involved in any other forms of corruption. It is expected that our contractors, sub-contractors, consultants, agents, representatives and any other parties performing work or services for or on behalf of the Group to comply with this policy when performing such work or services.

Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties. Employees also required to comply with the ethical and technical requirements of any relevant regulatory or professional body.

6. Maintain the Highest Standards and Uphold Corporate Values

Employees shall maintain the highest standard of ethical behaviour and business conduct in the performance and exercise of responsibilities as Employees of the Group or when otherwise representing the Group. Employees should further conduct themselves in a manner that reflects the corporate values and overall spirit of the Code.

7. Conflict of Interest

Conflict is deemed to exist when an Employee, by virtue of holding a particular position, causes him to obtain an improper gain or advantage, in which such gain or advantage adversely affects the Group's interest.

Conflict of interest occurs when the Employee's private or personal interest (whether direct or indirect interest) interferes, or may appear to interfere, with the interests of the Group. A conflict of interest can arise when Employees take actions or have interests that may make it difficult to perform his responsibilities objectively and effectively.

In the event that an Employee has an interest, either directly or indirectly or whether actual or potential, in any transaction or arrangement with the Group or holding any office or possessing any property where his interest may be created in conflict with his duties to the Group, he shall as soon as practice after the facts have come to his knowledge, declare the nature, character and extent of the interest and conflict, (i) for an Employee other than Directors and key senior management, he should notify his reporting superior or Head of Department immediately; (ii) for Directors and key senior management, he should notify the Audit Committee and the Board.

8. Personal and Family Relationships

Whilst the Group permits the employment of employee's family members and relatives, declaration of such relationship must be made prior to approval of such employment and subject to conditions as per Group's policies. Employment of family members of employees within the same department or division, depending on the nature of job, where it may cause the rise of conflict, whether directly or indirectly will be at the Company's sole discretion.

Declaration should also be made in the event an employee enters into a relationship with another employee during the course of employment or with a family member of that employee. The Company may, at its discretion, take the appropriate course of action, of which any decision made shall be final. Failure to adhere to such request would be deemed as a breach of the contract of employment.

If in doubt as to whether a situation breaches the relationship code of conduct, please consult the relevant Head of Department or the Human Resource Department.

9. Gifts, Hospitality and Entertainment

As a rule of thumb, Employees should not accept or offer any gifts, the use of services or entertainment or gratuities which involve cash or cash equivalents or which could be evaluated as illegal or improper exchanges given by third parties who have business dealings with the Group as this may compromise the integrity or impair the professional judgement of Employees in discharging their full responsibilities to the Group.

However, some business situations may call for giving gifts. In such situation, any form of gift can only be given if the relevant internal approvals are obtained and the policy and procedures complied with, as is specified in the Group's Anti-Bribery and Corruption policy and procedures ("**ABAC Policy**").

The Group also has a **zero-tolerance** policy for the use of facilitation payments in relation to its business operations. This Policy prohibits its use by Employees or business associates acting on behalf of the Group, both of whom shall comply with the policies and procedures as specified in the ABAC.

Employees must therefore exercise due care and judgement when offering or accepting gifts, hospitality or modest entertainment to protect the reputation of the Group against allegations of impropriety in accordance with the Group's ABAC Policy.

10. **Anti-Bribery and Anti-Corruption**

Corrupt arrangements with customers, suppliers, government officials, or other third parties are strictly prohibited. "Corruption" generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means.

Corrupt activities are not only a violation of this Code, they could potentially be a serious violation of criminal and civil anti-bribery and anti-corruption laws with statutory penalties. Should the Group become aware of any potential or actual corrupt arrangement or agreement, the Group have the statutory obligations to report to the relevant authority(ies).

Hence, where relevant, this Code must be read in conjunction with the Group's ABAC Policy and other relevant prevailing policies and procedures. Where provisions in this Code are in conflict or inconsistent with any applicable laws or the Group's policy, the stricter provisions shall prevail. In case of uncertainty, kindly seek help and clarification before taking action.

If any person becomes aware of actual or suspected activities or violations of the Group's ABAC Policy, he/she shall report his/her concerns in accordance with the whistleblowing policy and its reporting channel.

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.

Employees shall to the best of their ability and knowledge conduct business with reputable customers with legitimate funds, for legitimate business purposes.

12. **Insider Trading**

In the course of performing the job, Employees may learn of certain confidential information that qualifies as "material non-public and price sensitive information" about the Group, customers, suppliers or business partners or another third party.

"*Material non-public and price sensitive information*" means any non-public and price sensitive information that could potentially influence the investment decisions of investors. It includes, but is not limited to, the following:-

- Financial information such as sales and profits;
- Information concerning dividends;
- Information concerning alliances with other companies, including mergers and acquisitions;
- Information concerning changes in major suppliers; and
- Information concerning new products or new technologies.

Employees should not disclose material non-public and price sensitive information to anyone outside of the Group, including family members and friends.

Employees should not deal in securities of the Company nor influence any third party in dealing with the securities while Employees have material non-public and price-sensitive information about the Group.

In addition, Employees are not permitted to engage in activities that are designed to hedge or offset any decrease in the market value of the Group's securities.

13. Fraud

Employees should not engage in any transaction involving dishonesty and/or fraud, either directly or indirectly, that reflects adversely on us. Employees should not mislead, provide misleading information or fail to disclose important information in any way in order to obtain financial benefit. Employees should not make fraudulent declaration or falsify any information in any business transactions.

14. Protection of Privacy and Data Protection matters

Employees are expected to respect each other's privacy.

Employees are expected not to disclose personal information obtained in the workplace or business operations to others without the consent of the individual, unless required by law.

In respect of protection of data privacy, the Group shall adhere to the Personal Data Protection Act 2010 and/or prevailing regulations and the Group's Privacy Policy with the objective of protecting the personal data of individuals with respect to commercial transactions.

15. Breach of Trust

Employees should not engage in behaviour that constitutes a breach of trust and confidence with the Group, such as misusing or abusing the Group's assets or funds.

16. No Abuse of Authority or Power

The abuse of authority or power is the improper use of a position of influence, power or authority by an individual towards others, in particular where the alleged offender imposes the will over a subordinate, through the exercising of the power conferred by the position of the superior for gaining benefits or particular objective that is usually in violation of laws, rules and regulations.

All Employees must demonstrate respect in their interactions with other Employees, in particular subordinates and contractors.

17. Confidentiality

It is pertinent that the Employees exercise caution and due care to safeguard any information of confidential and sensitive nature relating to the Group during their course of duties. Employees must not disclose official or confidential information to others or third parties, unless proper authorisation is given or legally mandated. Confidential information received by each Director in the course of the exercise of directorial duties shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or by any government authority or regulatory body as agreed by the Board.

18. Protection and Proper Use of Group's Assets

Employees are expected to protect the assets of the Group and use all assets efficiently to advance the interests of the Group.

Employees shall not use property, information or opportunity arising during their course of duties for personal gain. Assets include confidential information, all office equipment, computer systems and data, and other operating plant of the company. Any use of assets must be authorised.

Employees are responsible for safeguarding and appropriately using the Company's properties under their control.

19. Work Environment

The Group strives for each of its members to be a fair employer. Negative conduct by an employee or group of employees, bullying or any other form of harassment will not be tolerated.

The Company is sincere in the commitment to build a work environment where openness, trust and respect are integral parts of the Company's corporate culture. Employees are expected to treat each other with respect and to value each other's differences and the diverse perspectives those differences bring.

The Company considers harassment and discrimination to be unjust and damaging to the working environment. Employees are expected to obey all existing laws, policies, standards and procedures related to work environment, and to respect fellow colleagues at the workplace.

20. Ensuring Workplace Health and Safety

The Company would do everything possible to ensure the safety of each employee and shall maintain and improve the workplace environment so that everyone can work in a safe and healthy surrounding.

The Company understand and strive to comply with all applicable laws and regulations related to safety and sanitation such as Occupational Safety and Health Act, 1994.

The Company strive to create a secure and conducive work environment that allows the employees to balance their personal lives and work.

21. Environment, Social and Governance (“ESG”) Agenda

The Company will do everything possible to ensure that the activities and the operations of the Company and the Group benefits the ESG Agenda and do not harm the interest and well-being of environment and society at large.

The Company adopts an objective and positive attitude and gives the utmost co-operation for the common good when dealing with government authorities or regulatory bodies.

The Company would do everything possible to ensure the effective use of natural resources and improve quality of life by promoting corporate social responsibilities. In addition, the Company would do everything possible 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 ‘caring society’.

22. Intellectual Property and Information

Intellectual assets include knowledge, information and technical know-how that a company and its employees possess. Written plans, product design, current and future projects, patents, trademarks, technical know-how, work processes, and more are all intellectual assets owned by the Group.

Employees are obliged to protect the confidentiality of the Group’s information and guard against unauthorised disclosure or use. Confidential or proprietary information includes all information that is not generally known to the public and is valuable to the Group, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limited to those who have a need to know in order to do their jobs.

23. Financial Integrity

Employees must comply strictly with all policies that are in force from time to time on matters pertaining to our finances.

Employees are prohibited from:-

- (a) Concealing, altering, destroying or modifying our financial records or documents;
- (b) Intentionally making false or misleading notes in the records, reports, files or claims; and
- (c) Engaging in any scheme to defraud money, property and services.

24. Failure to Comply

It is the responsibility of Employees to ensure full compliance with all the provisions in this Code and to seek guidance where necessary from the respective division head or from the Human Resource Department. Directors must immediately report any concern about possible/ actual breaches of the Code by any director to the Chairman (or the Senior Independent Director, where applicable) and strictly observe the relevant internal document.

In the event of any breaches of this Code by any Director, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

When in doubt, Employees should always be guided by the basic principles stated herein. Failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

An Employee may report any suspected violations of the Code via whistleblowing. This Code can be read in conjunction with the Group's Whistleblowing Policy.

25. Publication on the Website

In compliance with Practice 3.1 of the MCCG, a copy of this Code is published on the Company's website at www.oneglovegroup.com.

26. Review of the Code

This Code will be reviewed by the Board from time to time as necessary to ensure that this Code of Conduct remains relevant and viable to meet the needs of the Group. Any revision to this Code of conduct shall be recommended to the Board for consideration and Approval.

Version Number	Board's approval Date	Effective Date
2.0	18 July 2024	18 July 2024