



# **CODE OF CONDUCT AND ETHICS**

## **RT PASTRY HOLDINGS BERHAD AND ITS SUBSIDIARIES**

Registration No. 201801014342 (1276358-V)  
(Incorporated in Malaysia)

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## **1.0 INTRODUCTION**

The Board of Directors (“Board”), the Management and employees of RT Pastry Holdings Berhad (“the Company”) and its subsidiaries (“the Group”) are committed to conduct its business fairly, impartially and in full compliance with all applicable laws and regulations in Malaysia and in countries where the Company has operations, if any. The Company’s professionalism, honesty and integrity must at all times be upheld in the Company’s business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and in the relationship of its own employees. Employees are not permitted to be involved or engaged in practices that affect or impair the Company’s integrity, impartiality or reputation and are required to promote the interests of the Company, perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner, abide by the Company’s policies and procedures, instructions and lawful directions that relate to their employment and duties

## **2.0 OBJECTIVE**

This code of conduct and ethics (“Code”) shall serve as a documentation of our commitment in business dealings in a manner that is efficient, effective and fair. This Code is meant as a reference for Directors, management and all employees of the Group.

## **3.0 APPLICABILITY**

The Code is applicable to all employees (including full time, probationary, contract and temporary staff) (“Employees”) and Directors of the Group. Each 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 the Chief Executive Officer (“CEO”) and Managing Director whereas, for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Department/Line Manager or the Human Resource (“HR”) Department.

#### **4.0 BUSINESS CONDUCT**

##### **4.1 Dealing with External Parties**

a. Business Partners, Customers and Suppliers (“Party(ies)”)

- The Company shall take a collaborative approach in all their partnerships ensuring that employees address the specific needs of the stakeholders, while offering products, services and solutions.
- The Company shall conduct business with business partners, customers and suppliers that share the same ethical commitment as the Company shall avoid conducting business with Parties who are likely to harm the Company’s reputation.
- Facts shall be weighed objectively and impartially when dealing with all Parties.
- Employees shall not exert or attempt to exert influence to obtain privileged treatment from any particular Party. Any Party in competition for contracts with the Company shall always be able to have confidence in the integrity of the Company’s selection processes.

b. Governments

- Employees shall hold themselves up to the highest standards of conduct and aim to proactively engage with the government to improve the social and economic conditions.
- Employees shall be aware of and adhere to the relevant laws and regulations pertaining to relations between government employees and customers, suppliers and business partners.
- Employees shall not provide gifts to government employees or those acting on the government’s behalf if doing so violates certain local laws and regulations or could be reasonably construed as an action to seek special favour.

c. Investors, Media, Analysts and Others

- Any employee approached by investors, prospective investors, media and analysts on confidential information shall refer such requests to the CEO or Chief Operating Officer (“COO”) or the Compliance Committee (“CC”)

- Employees shall also refer any request for information on the Company's business from investigators or law enforcement officials to the CEO or COO or CC.
- Employees shall not initiate contact with the media and analysts unless it is part of their job responsibilities, and with prior management approval and knowledge. In all instances, employees shall exercise caution in their communication with external parties.

d. Competitors

- Employees shall compete fairly and ethically within the framework of applicable competition laws.
- Employees shall exercise caution in all business contracts and contacts with competitors, suppliers and vendors and seek advice from CEO or COO or CC if in doubt whether an action violates any competition laws.
- Employees shall disassociate themselves and the Company from participation in any possible illegal activity with competitors and avoid communicating sensitive or confidential information which includes pricing policy, contract terms, marketing and product plans and any other proprietary information.
- Employees shall not use improper or illegal means to acquire a competitor's trade secrets or other confidential information. When working with such information, employees shall use it in the proper context and for legitimate purposes such as to evaluate the merits of the products, services and marketing of the Company. Such information shall only be made available to other employees on a need to know basis.

#### **4.2 Money Laundering**

- a. Money laundering is the process of concealing the identity of proceeds from unlawful activities to convert "dirty" money to a legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 in Malaysia.
- b. Employees shall be aware of the applicable anti-money laundering laws and shall seek to ensure they are adequately informed of developments in the laws relating to this area.
- c. Employees are expected to be mindful of the risk of the Company's business being used for money laundering activities and to raise any suspicious transactions to their immediate superior.

### **4.3 Bribery and Corruption**

- a. Employees shall not offer, give, solicit or accept bribes in order to achieve business or personal advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.
- b. Employees shall be cognisant of the fact that bribes may be in any form, monetary or otherwise including but not limited to unauthorized remuneration such as referral fee, commission or other similar compensation, material goods, services, gifts, business amenities, premiums or discounts of an inappropriate value or of an unreasonable level or that are not generally offered to others or that are prohibited by law or may reasonably be viewed as having crossed the boundaries of ethical and lawful business practice.
- c. Prior to giving or accepting any business amenity or other gifts (in whatever form or value), employees shall assess the appropriateness of their actions by assessing if the action could influence or could reasonably give the appearance of influencing the business relationship of the Company with that organization or individual or any business decision arising out of that business relationship.

### **4.4 Gifts, Entertainment and Others**

- a. As a general rule, employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from business partners. Notwithstanding this, the Company recognizes that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.
- b. Generally, all invitations to business luncheons or dinners may be given or accepted by the employees. Employees receiving or giving gifts, entertainment and other benefits are responsible for assessing whether it is appropriate and within the boundaries set out in this Code. The following rules and guidelines shall be observed:
  - The purpose of the gifts, entertainment and other benefits shall never influence business decision-making processes or cause others to perceive an influence.
  - The situation in which the gifts, entertainment and other benefits are received or given shall not be in connection with contractual negotiations of similar situations.
  - Subject to the above guidelines, where the value of the gifts, entertainment and other benefits received exceeds the monetary threshold of **RM1,000** as determined by Group Human Resource, employees shall declare the gift, entertainment and other benefits received to the Head of Group Human Resource.

## **5.0 EMPLOYEE CONDUCT**

### **5.1 Discrimination and Harassment**

- a. Employees shall strive to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, religion, political opinion, membership in a political group, gender, sexual orientation, marital status, national origin, disability, age or other factors that are unrelated to the Company's legitimate business interests.
- b. Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:
  - Threats or comments that contain discriminatory or harassing elements;
  - Unwelcome sexual advances;
  - Violent behaviour or actions;
  - Misuse or abuse of a position of authority;
  - Inappropriate dressing in violation of the dress code or policy of the Company;
  - Possession of weapons of any type; or
  - Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages on company premises is only permitted for company-sponsored events and with prior management approval.
- c. Individuals who believe they have been subjected to discrimination or harassment should immediately report the incident to their immediate reporting Manager and their Human Resources Department. Upon receipt of any complaints or concerns on acts of harassment, the Human Resources Department should notify management so that appropriate corrective steps can be taken. Any act of discrimination or harassment will not be tolerated and the offender will be subject to severe disciplinary action, including possible dismissal.

### **5.2 Fraud, Protection/Proper Use of the Group's Assets, Accounting Records**

- a. Employees must never engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting of the Group or any third party. This may not only entail disciplinary sanctions but also result in criminal charges. The Group's financial records are the basis for managing the Group's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with the Group's accounting standards.

- b. Employees shall safeguard and make only proper and efficient use of the Group's property. All employees shall seek to protect the Group's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems. To the extent permitted under applicable law, the Company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all e-mail, data and files kept on the Group network terminals.

### **5.3 Outside Directorship and Other Outside Activities**

- a. Outside of the Group, no activities shall be pursued if such activities will interfere with the employee's responsibilities for the Group, or if they create risks for the Group's reputation or if they in any other way conflict with the interests of the Group. Any employee who has an interest in an outside company within the same industry must inform and declare in writing to the Group. When in doubt about the permissibility of activity, employees shall consult with the CEO or COO or CC.
- b. Authorization will be withheld if the position or activity is likely to conflict with the Group's interests or the employee's responsibilities. Board memberships on publicly listed companies need prior approval by the CEO or COO or CC and, in the case of executive members of the Board, approval by the Board and CC.
- c. Unless requested by the Company to take up a particular position or activity, employees shall pursue outside activities and positions at their own risk and cost and within their spare time only.

### **5.4 Conflict of Interest**

- a. A Conflict of Interest occurs when the personal interests of an employee or the interests of a third party compete with the interests of the Group. In such a situation, it can be difficult for the employee to act fully in the best interests of the Group. Employees shall avoid Conflicts of Interest whenever possible.
- b. If a Conflict of Interest situation has occurred or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to his or her immediate reporting Manager and/or the HR or the CEO or COO or CC to resolve the situation in a fair and transparent manner.
- c. An Employee who is in a situation of actual or potential conflict must complete the Conflict of Interest (COI) Disclosure Form as soon as the situation arises. The completed form shall be submitted to the respective Head of Department/Line Manager for approval. The Head of Department/Line Manager shall consult with the relevant party as prescribed in the form to facilitate deliberation, depending on the nature of the conflict.

- d. The Head of Department shall then take such action as is considered necessary to safeguard the interests of the Group and/ or provide dispensation under allowable circumstances. Where the conflict involves an award of contract or proposed contract with the Group, the terms of the contract must be deliberated and decided independently. Employee are also to refrain from participating in any of the tender process.
- e. In the case whereby the situation of conflict is faced by Employee who is of Senior grade and above, approval by the CEO must be sought.
- f. As a Director, you must disclose the conflict to the Board, and where relevant, the prior approval of shareholders must be sought, in accordance with applicable laws and regulations. Upon consultation and approval, you are required to comply with all requirements and agreed action plan to resolve the conflict.

## **5.5 Confidential Information**

- a. Confidential information consists of any information that is not or is not yet public information. It includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product recipes, designs, databases, records, salary information and any non-published financial or other data. The Group's continued success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorized by their management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment. Furthermore, employees must use their best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.
- b. The Group respects that third parties have a similar interest in protecting their confidential information. In case third parties, such as joint venture partners, suppliers or customers, share with the Group confidential information, such information shall be treated with the same care as if it was the Group's confidential information. In that same spirit, employees shall protect confidential information that they have obtained in the course of their prior employment.

## **5.6 Insider Trading**

- a. Employees who are in the possession of market sensitive information are not allowed to trade in securities of the Company or the shares of another listed company if that information has not been made public. In the context of Malaysian law, insider trading is an offence defined under the Capital Market and Services Act 2007. The laws of other countries on insider trading may be applicable in the context of insider information concerning companies listed outside of Malaysia.

- b. Further, employees shall not disclose such price sensitive information to any third party or encourage any other person to deal in price-affected securities.
- c. Employees must consult their respective Head of Department/Line Manager if unsure of the status of the information held by them.
- d. Employees must ensure that all transactions in the Company shares comply with the procedures set out in the Bursa Malaysia Listing Requirements and the law on insider trading.

#### **5.7 Family and Relative of Employees**

- a. Employees shall disclose to the Company if any family and relative (for this Code, “family and relative” comprises the employee’s spouse, parents, children, brothers, sisters and spouse of a child, brother, or sister) provides any form of goods or services direct or indirect to the Group, or is a competitor, vendor, business partner, contractor or consultant to the Group. Employees shall avoid or abstain from participating in or making decisions on any deal involving the employee’s relative.
- b. If the employee’s family and relative is a competitor or supplier of the Group or is employed by one, employees are expected to exercise extra caution in their communication and conduct to ensure the security and confidentiality of information important to the Group and to avoid and/or create a conflict of interest situation.

#### **6.0 REPORTING, INVESTIGATION AND DISCIPLINARY ACTION ON VIOLATION OF THE CODE**

The Directors and Employees shall report any practices or actions believed to be inappropriate under this Code to their superior and the HR Manager. If it is appropriate, in view of the nature of the reported matter, reports of violations may be made directly to the higher levels including the Group Managing Director or CEO or whistle blow or report the concerns through channel mentioned in the Group’s Whistle Blowing Policy which is available on the Company’s website.

#### **7.0 REVIEW OF THE CODE**

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

This policy is approved by the Board on 13 September 2024 and is made available on the Company’s website on 18 September 2024.