



[Registration No.: 201701020066 (1234231-M)]  
(Incorporated in Malaysia)

# **CODE OF CONDUCT AND ETHICS FOR DIRECTORS**

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## JAGASOLUTION BERHAD

### CODE OF ETHICS FOR DIRECTORS

#### 1. INTRODUCTION

The Board of Directors of JAGASOLUTION BERHAD (“JGSB”) is entrusted with the fiduciary responsibility of oversight of the affairs of JGSB where the Board is committed to ensuring JGSB and its subsidiaries (“JGS Group” or “the Group”) conduct its business dealings in the highest standard of conduct.

This Code of Conduct and Ethics for Directors (“the Code”) provides fundamental guidance principles and standards applicable to the Directors. The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. The Code should be read in conjunction with the existing framework of all relevant laws, regulations, directives, policies including relevant best practices or standards in corporate governance and provisions in the Constitutions of JGS Group.

As Directors of JGS Group, they are expected to adhere to, comply with and uphold the provisions of the Code. They shall also comply with all laws, rules and regulations applicable to the Group, including but not limited to the Companies Act 2016, the Malaysian Code on Corporate Governance issued by the Securities Commission Malaysia and the provision of the Constitution of the JGS Group of Companies.

#### 2. PURPOSE

The Code aims to :-

- (i) provide guidance to the Board to uphold the spirit of accountability and social responsibility abiding by all the legislations, regulations and guidelines for governing a company;
- (ii) establish a standard of ethical corporate behaviour for the Directors based on universally accepted values and to act in good faith for the interest of JGS Group, its shareholders and other stakeholders;
- (iii) enhance the standards of honesty, integrity, ethical and law-abiding behaviour expected of the Directors; and
- (iv) promote good business conduct and maintaining a healthy corporate culture that engenders integrity, accountability, transparency, fairness and corporate social responsibilities.

### 3. PRINCIPLES

The formulated principles of this Code are based on the international standards of corporate governance best practices including the best practices in Malaysia, where relevant. Directors shall act within the authority conferred upon them in the best interests of JGS Group and shall :-

- i) act in the best interests of the public ensuring fairness, orderly and transparency;
- ii) act in good faith, fair, ethical and integrity for the best interest of JGS Group, its shareholders and stakeholders including but not limited to employees, creditors, suppliers, and customers of the Group and abiding by all laws, rules and regulations;
- iii) take into account the sustainability considerations, including environmental, social and governance (“ESG”) factors, when setting up JGS Group strategy planning direction and ensure that the Group’s operations are conducted in a responsible and sustainable manner;
- iv) conduct in a professional and respectful manner with due care, competence and diligence;
- v) use their prudent judgement to avoid all situations, decisions or relationships which give rise to conflict of interest or appear to conflict with their responsibilities within JGS Group including informing the Board of Directors promptly, should such conflict arises;
- vi) enhance and maintain the reputation of JGS Group;
- vii) strive to contribute towards the growth and sustainability of JGS Group.

### 4. ANTI-CORRUPTION OR BRIBES

The Directors, whether acting in their own capacity or on the JGS Group’s behalf, are committed to refrain themselves from offering, soliciting, giving or receiving any gifts, donations (including political donations), sponsorship, and any other form of benefits (in kind, cash, advantages, travels, entertainments and/or favour and etc) from persons or entities who deal with the JGS Group where the gift would reasonably be expected to influence the performance of the Director’s duties in any aspect.

When dealing with gifts, donations, sponsorship, and any other form of benefits, a Director shall uphold the highest integrity and ensure compliance with the relevant laws in respect of anti-corruption and bribery.

The Directors shall also ensure that the Group establishes and maintains adequate policies, procedures and internal controls designed to prevent corrupt practices in relation to the Group’s business activities, in accordance with Section 17A of the Malaysian Anti-Corruption Commission Act (MACCA) 2009 and any applicable guidelines issued by the relevant authorities.

## 5. ANTI-MONEY LAUNDERING AND COUNTER FINANCING OF TERRORISM

The Directors shall ensure that the Group adopts and maintains appropriate policies, procedures and internal controls to prevent money laundering, terrorism financing and other unlawful activities in accordance with the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities 2001 (“AMLA”) and any applicable regulatory authorities.

The Directors shall also ensure that the Group conducts its business in accordance with high ethical standards and shall remain vigilant against undertaking any business transaction that may be connected with money laundering or terrorism financing activities.

## 6. PROTECTION OF ASSETS

The Directors shall take reasonable care to safeguard the JGS Group’s assets, including its physical premises, equipment and facilities as well as the records and information or data.

JGS Group’s assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

## 7. CONFLICT OF INTEREST

The Directors are required to declare at all times promptly in meetings, the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with JGS Group, if any, and if so required, to abstain themselves from any deliberation and decision relating thereto, for the best interests of the JGS Group. A conflict of interest occurs when an individual’s private interest interferes in any way with the interests of JGS Group. Directors must not use their position or knowledge gained directly or indirectly in the course of their duties for private or personal advantage.

The Directors of JGS Group :-

- i) should not engage in any conduct or activity that is inconsistent with the JGS Group’s interests or that disrupts or impairs the JGS Group’s relationship with any person or entity with which the JGS Group has or proposes to enter into a business or contractual relationship;
- ii) shall not hold positions or engage in other interests that adversely impact the performance of duties owed to the JGS Group and shall avoid any relationship with a third party that could compromise the ability to transact business on an impartial and competitive basis; and
- iii) their immediate families should not accept gifts from persons or entities where any such gift is being made in order to influence their actions in their position with the JGS Group, or where acceptance of the gift could create the appearance of a conflict of interest.

Where a potential or actual conflict arises, the Directors shall adhere to the procedures

provided by the relevant laws, rules and regulations including but not limited to the Companies Act 2016 and the Leap Market Listing Requirements of Bursa Securities Malaysia Berhad.

**8. CONFIDENTIALITY**

The Directors shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company, its business, customers or suppliers, that comes to them, from whatever source, except when disclosure is authorised or legally mandated.

The Directors may come into possession or access to confidential, sensitive and non-public information (“Inside Information”) in the course of their directorships with JGS Group. Directors must treat all such information in strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required. Directors must not misuse confidential information of a third party.

The obligation to preserve the JGS Group’s Inside Information is ongoing even after an individual ceases to be a Director of the JGS Group, until the information becomes publicly available or the JGS Group no longer considers it as confidential.

**9. WHISTLEBLOWING POLICY**

The Directors shall promote a culture of integrity, transparency and accountability within the Group and encourage the reporting of any suspected misconduct, unethical behaviour or breach of laws.

The Directors shall also ensure that such reports are handled in a confidential manner and in accordance with the Whistleblower Protection Act 2010 and any amendments thereto.

**10. ADOPTION AND REVIEW OF THE CODE**

The Board will review the Code every three (3) years or ad hoc basis, when necessary, to be in line with any changes in the relevant applicable laws, regulations and guidelines including to remain consistent with the Board’s objectives and responsibilities.

This Code may be amended from time to time by resolution of the Board. A copy of the Code is available on the Company’s website at <https://jagasolutionberhad.com>.

*This Code was adopted by the Board on 27 April 2023*

Version 1.0	Reviewed 27 April 2023
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