



RCE Capital Berhad
Registration No. I95301000151 (2444-M)

DIRECTORS' CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

The Board of Directors ("Board") of RCE Capital Berhad ("RCE" or "the Company") has adopted this Directors' Code of Conduct and Ethics ("Code") to carry out their oversight responsibility in the best interest of the Company and its subsidiaries (collectively, "RCE Group") within the scope of their authority and fiduciary duties.

This Code applies to all the Directors of RCE Group and provides the fundamental guiding principles and standards applicable to the Directors of RCE Group. As Directors of RCE Group, they are expected to adhere to, comply with and uphold the provisions of the Code.

In the context of this Code, "Director" has the meaning assigned to it in the Companies Act 2016 and includes the chief executive, the chief financial officer and any other person primarily responsible for the operations or financial management of RCE Group, by whatever name called; and in the case of a corporation formed or incorporated or existing outside Malaysia, a member of the corporation's board of directors or governing body or a person occupying or acting in the position of a member of the corporation's board, by whatever name called and whether or not validly appointed to occupy, or duly authorised to act in, the position.

The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of RCE Group from time to time.

2. PURPOSE

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

- 2.1 To enhance the standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors;
- 2.2 To encourage the observance of those standards to protect and promote the interests of shareholders and all stakeholders;

- 2.3 To provide guidance to the Board and Directors of subsidiaries to maintain the confidence of shareholders and other stakeholders in RCE Group's integrity; and
- 2.4 To promote good business conduct and maintaining a healthy corporate culture that engenders transparency and fairness.

3. KEY REQUIREMENTS

The Directors shall act within the authority conferred upon them in the best interests of RCE Group and will:

- (a) act in the best interest of, and fulfil their fiduciary obligations to RCE Group and its shareholders;
- (b) act honestly, fairly, ethically and with integrity;
- (c) conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- (d) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (e) use their prudent judgment to avoid/abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within RCE Group, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;
- (f) not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless RCE Group declines to pursue such opportunity for its business interest;
- (g) act to enhance and maintain the reputation of RCE Group; and
- (h) strive to contribute towards the growth and stability of RCE Group.

4. CONFLICT OF INTEREST

- 4.1 Directors should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of RCE Group or which divides his or her loyalty to RCE Group. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of RCE Group and affiliated companies. Directors must not use their position or knowledge gained directly/indirectly in the course of their duties for private or personal advantage.

- 4.2 Directors are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, including interest in any competing business, with RCE Group, and where so required, to abstain from any deliberation and decision relating thereto.
- 4.3 Where a potential or actual conflict arises, every Director shall adhere to the procedures provided by the relevant laws (including but not limited to the Companies Act 2016) and Bursa Malaysia Securities Berhad Main Market Listing Requirements.

5. ANTI-CORRUPTION/BRIBES

To observe high standards of business, professional and ethical conduct, the Directors (whether acting in their own capacity or on behalf of RCE Group) are committed to adhere to RCE Group's Anti-Bribery and Corruption Policy at all times. They should also refrain themselves from authorising offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc.) which could be evaluated as illegal or improper exchange from persons or entities who deal with RCE Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect, unless they are within the acceptable business practices, up to a value not exceeding the limit set out in RCE Group's Anti-Bribery and Corruption Policy.

6. PROTECTION OF COMPANY'S ASSETS

- 6.1 Directors shall take reasonable care to safeguard RCE Group's assets, including its physical premises, equipment and facilities as well as the records and information/data.
- 6.2 RCE 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. CONFIDENTIALITY

- 7.1 Directors may come into possession or access to confidential, sensitive and non-public information ("Insider Information") in the course of their directorship with RCE 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.

7.2 The obligation to preserve RCE Group's Insider Information is on-going even after an individual ceases to be a Director of RCE Group, until the information becomes publicly available or RCE Group no longer considers it as confidential.

7.3 Directors must not misuse confidential information of a third party.

8. INSIDER TRADING

8.1 Directors who possess Insider Information shall not:

- (a) deal in securities if that information has not been made public; or
- (b) communicate such information to any unauthorised persons, for the benefit of themselves or any other persons.

8.2 When dealing in the securities, a Director shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by RCE Group in relation thereto from time to time.

9. ANTI-MONEY LAUNDERING

9.1 Directors do not tolerate any form of money laundering activities. Appropriate measures shall be implemented to know who RCE Group is doing business with to prevent RCE Group's financial transactions from being used by others to launder money.

Money laundering is the process by which individuals or entities try to conceal funds raised from criminal activity, or otherwise make these funds look legitimate, or when legitimate funds are used to support criminal activities, including terrorism. Money laundering is an offence under the applicable laws and regulations in Malaysia.

9.2 Directors shall be made aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.

9.3 Directors are expected to be mindful of the risk of RCE Group's business being used for money laundering activities and to promptly raise any suspicious transactions to RCE Group.

10. FAIR DEALING AND ANTI-COMPETITION

In the interests of preserving reputation and integrity of RCE Group, a Director shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public where he or she shall not:

- (a) compete or aid/assist other competitors to compete with RCE Group; or
- (b) take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any unfair dealing practice.

11. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every Director in exercising and/or discharging his/her powers or duties shall comply with all applicable laws, rules and regulations including the Constitution of the Company and its subsidiaries, guidance and directives issued by the authorities.

12. WAIVER

Any waiver of the application of principles/ standards set forth in this Code may only be made by the Board, as it deems fit and appropriate and in full compliance with any applicable laws or regulations.

13. NON-COMPLIANCE

Directors must immediately report any concern about possible/actual breaches of the Code by any Director to the Chairman of the Board. The Board shall determine appropriate actions to be taken after considering all relevant information and circumstances or may take necessary action to ratify on the non-compliance by Directors.

14. REVIEW OF THE CODE

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in RCE Group's vision, values and business plan.