



Registration NO:
201801043588 (1305620-D))
(Incorporated in Malaysia)

DIRECTORS CODE OF ETHICS

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HPP HOLDINGS BERHAD

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CODE OF ETHICS FOR COMPANY DIRECTORS
ISSUED BY THE COMPANIES COMMISSION OF MALAYSIA

1.0 INTRODUCTION

HPP Holdings Berhad (“HPP” or the “**Company**”) adopted its first set of the Code of Ethics for its Directors (the “**Code**”) of the Company and its subsidiaries (the “**Group**”) on 25 November 2019. The purpose for formulating this Code is part of the Group’s efforts to cultivate corporate accountability at the board level in order to ensure an ethical corporate environment which can flourish and enable the Group to consistently reach high standards of corporate governance, corporate social responsibility and professionalism.

This Code is adapted from the Company Directors’ Code of Ethics issued by the Companies Commission of Malaysia. It should be read together with the Group’s Board Charter, Malaysian Code on Corporate Governance and Bursa Malaysia Securities Berhad’s Corporate Governance Guide (4th edition) issued in 2021, in order to provide a comprehensive overview of what is expected from the Board of Directors of HPP (“**Board**”).

2.0 OBJECTIVES

The Code is formulated to enhance the standard of corporate governance and corporate behaviour with a view to achieving the following objectives:

- i. To establish a standard of ethical conduct for directors based on acceptable beliefs and values a person of right mind upholds;
- ii. To uphold the spirit of social responsibility and accountability in line with legislations, regulations and guidelines governing a company; and
- iii. To promote the sustainability of a company by pursuing “Environmental, Social, and Governance” (“ESG”) strategies in its business.

3.0 DEFINITION OF COMPANY DIRECTOR

In the context of this Code, a company director means any person occupying the position of director of a corporation in the Group irrespective of any designation used, and includes a person in accordance with whose directions and instructions the directors of a corporation are accustomed to acting, and an alternate or substitute director. A director also includes both executive and non-executive directors as well as executive and non-executive chairpersons.

4.0 CODE OF CONDUCT

In the performance of his or her duties, a Director should at all times observe the following codes:

- i. Corporate Governance
 - a. Should have a clear understanding of the aims and objectives, capabilities and capacity of the Group;
 - b. Should devote time and effort to attend and participate at meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
 - c. Should ensure at all times that the Group is properly managed and effectively controlled;

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- d. Should stay abreast of the affairs of the Group and be kept informed of the Group's compliance with relevant legislations and contractual requirements;
 - e. Should insist on being kept informed on all matters of importance to the Group in order to be effective in corporate management;
 - f. Should limit his directorship of companies to a manageable number in which he can best devote his time and effectiveness; each Director shall be his own judge of his abilities and how best to manage his time effectively in the company in which he holds directorship;
 - g. Should 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;
 - h. Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Group;
 - i. Should disclose immediately all contractual interests with the Group, whether directly or indirectly;
 - j. Should neither divert to his own advantage any business opportunity that the Group is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
 - k. Should 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 powers in discharging his duties;
 - l. Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Group is at stake;
 - m. Should attend continuous professional development programmes to keep abreast with corporate governance developments and regulatory requirements; and
 - n. Should ensure that reasonable steps are taken in accordance with relevant laws to properly wind up or strike off the Group register if the Group is not likely to commence business or has ceased to carry on business and is not likely to commence business in the future or again to carry on business, as the case may be.
- ii. Relationship with Shareholders, Employees, Creditors and Customers
- a. Should be conscious of the interest of shareholders, employees, creditors and customers of the Group;
 - b. Should at all times promote professionalism and raise competency of management and employees;
 - c. Should ensure adequate safety measures and provide proper protection to workers and employees at workplaces; and
 - d. Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with governmental authorities or regulatory bodies.
- iii. Social Responsibilities and the Environment
- a. Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with governmental authorities or regulatory bodies;
 - b. Should ensure effective use of natural resources, and to improve quality of life by promoting corporate social responsibilities;
 - c. Should be more proactive to the needs of the community and to assist in society related programme; and
 - d. Should ensure that the activities and the operations of the Group do not harm the interest and well-being of the society at large.

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iv. Corporate Liability

- a. Practices the highest level of integrity and ethics;
- b. Complies fully with the applicable laws and regulatory requirements on anti-corruption;
- c. Effectively manages the key corruption risks of the Group;
- d. Puts in place the appropriate controls and contingency measures that are reasonable and proportionate to the nature and size of the Group, in order to address any corruption risks arising from weaknesses in the Group's governance framework, processes and procedures;
- e. Conducts corruption risk assessments periodically to identify, analyse, assess and prioritise the internal and external corruption risks of Group;
- f. Provides employees and business associates with adequate training to promote their understanding of the Group's anti-corruption position, especially in relation to their role within or outside the commercial organisation in the context of the Group;
- g. Conducts regular reviews to assess the performance, efficiency and effectiveness of the anti-corruption programme and ensure the programme is enforced; and
- h. Ensures that the Group's anti-corruption policy be made publicly available and should also be appropriately communicated to all employees and business associates.

v. Anti-Money Laundering and Counter Financing of Terrorism (AML/CFT)

- a. Conducts its business in conformity with high ethical standards to ensure that laws and regulations are adhered to; and
- b. Remains vigilant against undertaking any business transaction that is or may be connected with or may facilitate money laundering/terrorism financing (ML/TF) and ensure that approval is not given for transactions where there are good reasons to suppose that transactions are associated with Money Laundering/Financing of Terrorism (ML/TF) activities.

5.0 REVIEW OF THE CODE

- 5.1 The Code was first adopted on 25 November 2019 and will be reviewed at least once every three (3) years or as and when necessary. This Code shall be disclosed on the Company's website.
- 5.2 Any revision or amendment to the Code, as proposed by the Board, Senior Management or any third party, shall first be presented to the Board for its approval.
- 5.3 Upon the Board's approval, the said revision or amendment shall form part of the Code and this Code shall be considered duly revised or amended.
- 5.4 This Code was last reviewed and approved by the Board on 18 July 2024.