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## **1. Introduction**

- The Code of Conduct (“Code”) as set below seeks to establish guidelines and set out the minimum standards of conduct expected from officers and employees (hereinafter collectively referred to as (“Staff”) of mTouche and its group of companies (hereinafter referred to as “the Group”).

All Staff are expected to conduct their business with the highest principles of moral behaviour and integrity. The Code is in keeping with this objective and identifies the particular responsibilities that each Staff must assume to merit public confidence and to protect the good reputation of the Group.

A breach of the Code will result in disciplinary action, which may include summary dismissal if found guilty. It is imperative that all Staff read and fully understand the Code. If you have any queries on the Code, no matter how trivial, you should seek immediate clarification.

The Code is divided into two (2) main sections as follows:

- Section 2.1 — Guidelines on Preservation of Integrity for all Staff
- Section 2.2 — Guidelines on the Code of Conduct for Staff

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## **2. The Code of Conduct**

### **2.1 Guidelines on Preservation of Integrity for All Staff**

- a) The Staff must ensure that decisions and actions for or on behalf of the Group conform to the highest standard of ethical conduct. This involves the notions of integrity and morality that must not be compromised in the name of profit or competition.
- b) The Staff's business dealings for or on behalf of the Group with the regulators, business partners or prospective business partners, fellow Staff or those who may rely upon the Group, must be conducted "above board" (i.e. openly and fairly). For this reason, the Staff must not be influenced by friendship or association in the course of meeting the business partners' requirements or in recommending that these requirements are met. Such business decisions must be made strictly on arm's length business basis.
- c) The Staff must avoid all preferential transactions with insiders or related party(s). However, if such transactions are necessary for the benefit of the Group, they shall be made in full compliance with the Group's guidelines and strictly on arm's length basis judged on the basis of normal business criteria.

### **2.2 Guidelines on the Code of Conduct for Staff**

**2.2.1** A Staff SHALL at all times comply with and observe the rules and procedures set out under this Code which includes but not limited to the following:

- i) Compliance with Circulars, Guidelines and Policies
  - a) Abide by and adhere to all circulars, guidelines, internal policies, procedures and directives that may be imposed, amended and / or updated by the Group from time to time;
  - b) All Staff are required to sign a declaration.
- ii) Ensuring Information Confidentiality
 

Take every precaution to protect and maintain confidentiality of all transactions, accounts, material information, correspondences, dealings, personnel information, business affairs and materials be it copyrighted or otherwise affecting the Group and its business partners or any person that the Group may have dealings with, throughout the Staff's employment and thereafter.

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All records including but not limited to computer files or programmes, personnel files, financial statements and business partners' information must be accessed and used only for the management-approved purposes for which they were originally intended, they must be stored away from unauthorised personnel and shredded once it has served its purpose.

Staffs are prohibited from discarding papers into the waste bins in whole or in part, where the Company's internal information can be read. Papers must be shredded and/or torn into pieces before being discarded. All staff must take every effort to avoid a breach of this duty. Public or private discussion of the affairs of the Group's business partners should always be avoided except with colleagues who have the need to know.

Information confidentiality is clearly stipulated in the Letter of Offer. All staff are to take responsibility of maintaining confidentiality of business partner information as well as the Company's internal information.

iii) Ensuring Fair and Equitable Treatment

Conduct business dealings with current and potential business partners, with other members of the Staff and with all those who may have cause to rely upon the Group, fairly and equitably.

iv) Commitment to the Group, Quality and Competence

- a) Give undivided loyalty and devotion to the Group by putting the Group's interest ahead of individual's;
- b) Competent performance for all job duties assigned;
- c) Observe punctuality at work;
- d) At all times during working hours be neatly and properly dressed and groomed, wearing proper business attire and footwear, appropriate to the job performed;
- e) Report to the Group's appointed medical practitioner in the event that the Staff suffers from any serious infectious or contagious disease including but not limited to hepatitis, tuberculosis, etc.

v) Reporting Internal Fraud, Theft or Illegal Activities

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- a) Be alert and vigilant in respect to frauds, thefts or illegal activity committed within the office premises. If any such activity comes to the attention of a Staff, the Staff must immediately report the same to their Departmental Heads, who will arrange for appropriate action to be taken.

**2.2.2** A Staff **SHALL NOT** conduct the following practices:

- i) Conflict of Interest

Engage directly or indirectly in any business activity that competes or conflicts with the Group's interest including but not limited to the following:-

- a) Outside financial interest

Where the Staff has a financial interest in a business partner, such interest must be disclosed immediately to the Staff's immediate supervisor where thereafter, that Staff should not directly be involved in the Group's dealings with the business partner as long as the interest continues to exist.

- b) Other business interest

It is considered a conflict of interest if a Staff conducts business other than Group's business during office hours.

Where the acquisition of any business interest or participation in any business activity outside the Group and office hours demands excessive time and attention, thereby depriving the Group of the Staff's best efforts on the job, a conflict of interest arises.

- c) Other employment

Staff must obtain written approval from the Group's management before embarking on any part-time employment or other business activities. Approval will only be granted when the interests of the Group will not be compromised.

The Policy on prohibition from holding positions outside the Group must be adhered by all staff at all times.

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d) Entertainment and gifts

Staff must not accept entertainment, gifts, favors' or concessionary offers from any organisation, firm or individual as an inducement to facilitate or secure a favorable decision.

e) Corporate directorships

Staff must not solicit corporate directorships i.e. a Staff should not serve as a director of another corporation without the approval of the Management. However, Staff may act as directors of non-profit public service corporations such as religious, educational, cultural, social, welfare or charitable institutions subject to approval from Management.

ii) Misuse of Position and Information

a) Use the Group's name or facilities for personal advantage in political or investment transactions, or in similar types of activities.

Staff should also not engage in 'back-scratching' exercises with another person to provide mutually beneficial transactions in return for similar favours, designed to circumvent these ethical guidelines.

b) Staffs who possesses insider information shall be prohibited from advising or influencing any other person to deal in the securities concerned or communicating such information to any other person, including other members of Staff who do not require such information in discharging their duty until the information has been made public.

It should be noted that insider dealing has pervasive adverse effects on the Group's integrity and credibility. As such, the Company views insider dealing as a serious matter and would not hesitate to take appropriate action against the Staff who has infringed the provisions of the applicable rules and regulations on insider trading.

c) Divulge business partners information and transactions or make use of any secrets, materials whether copyright or otherwise, or any correspondence, accounts or dealings of the Group or its business partners, except in the proper course of his / her duties or with the Group's written consent.

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iii) Fraudulent Records and Transactions

Make entries or allow entries to be made for any account, record or document of the Group that are false or would obscure the true nature of the transaction, as well as to mislead the true authorisation limits or approval by the relevant authority of such transactions.

iv) Unethical and Negligent Conduct

- a) Conduct himself/ herself in such a manner as to bring the Group into dispute or to bring discredit thereto;
- b) Conduct himself / herself in such a manner as can reasonably be construed as being negligent or careless;
- c) Conduct himself / herself in such a manner as to place himself / herself open to suspicion of dishonesty;
- d) Conduct himself / herself in such a manner as to result in financial losses to the Group, damages to the Group's property, image and lowering other Staff's morale;
- e) Conduct himself / herself in such a manner as may be construed as an act of insubordination;
- f) Harass, threaten, intimidate or coerce any person at any time;
- g) Use obscene, abusive language, or spread malicious rumours;
- h) Consume or be involved in the trafficking of or be involved directly or indirectly in heroin, marijuana, ganja, ecstasy or such like drugs or be found in possession of them;
- i) Carry offensive weapons or explosives, or have possession of them within the Group's premises;
- j) Gamble, or engage in any other game of chance while on the Group's premises.

(The above lists are merely illustrative and not exhaustive.)