

## DIRECTORS' CODE OF CONDUCT

### 1. INTRODUCTION

PESTECH International Berhad (“PESTECH” or “the Company”) has adopted the following Directors’ Code of Conduct (“Code”) to reflect the underlying values of truth/honesty, trust, integrity, equality, fairness and care for others towards building business growth, credibility and sustainability in the environment we are operating.

Directors are representing the Company and are constantly being appraised by the public. All Directors should conduct with the highest degree of integrity and professionalism in the workplace or any other location while on Company’s business.

### 2. PURPOSE

The purpose of this code is to provide guidance to the Board in upholding the confidence of shareholders and other stakeholders in the Company’s integrity and to encourage high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors.

### 3. CODE OF CONDUCT

The Board adheres to the Code of Ethics for Company Directors established by the Companies Commission of Malaysia, as below:-

3.1 In the performance of his duties, a director should at all times observe the following:

- a) Should have a clear understanding of the aims and purpose, capabilities and capacity of the company;
- b) Should devote time and effort to attend 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 company is properly managed and effectively controlled;
- d) Should stay abreast of the affairs of the company and be kept informed of the company's compliance with the relevant legislation and contractual requirements;
- e) Should insist on being kept informed on all matters of importance to the company in order to be effective in corporate management;
- f) Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is 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 company;
- i) Should disclose immediately all contractual interests to the Board whether directly or indirectly with the company;
- j) Should neither divert to his own advantage any business opportunity that the company 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 company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- l) Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the company is at stake.

3.2 Relationship with Shareholders, Employees and Customers

- a) Should be conscious of the interest of shareholders, employees, creditors and customers of the company;

- b) Should at all times promote professionalism and improve the competency of management and employees; and
- c) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

### 3.3 Social Responsibilities and the Environment

- a) Should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business as the case may be;
- b) Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- c) Should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- d) Should be more proactive to the needs of the community and to assist in society- related programmes in line with the aspirations of the concept of 'Caring Society' in Vision 2020; and
- e) Should ensure that the activities and the operations of the company do not harm the interest and well-being of society at large and assist in the fight against inflation.

## 4. INSIDER DEALING

Directors shall comply with all applicable laws relating to dealings with the securities of the Company and are prohibited to trade in the Company's securities affected by or on behalf of a person with knowledge of relevant but non-public material information regarding the Group.

Directors who commits insider trading, may be subjected to the relevant criminal and civil actions under Malaysian Law which includes Capital Markets and Services Act 2007.

## 5. CONFLICTS OF INTEREST

Directors must disclose to other directors any potential conflict of interest they may have with respect to any matter under discussion and, if appropriate, abstain from deliberating and voting on a matter in which they have a conflict of interest. Directors must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

## 6. CONFIDENTIAL INFORMATION

The Board members are expected to strictly observe the provisions of the statutory laws applicable to the use and confidentiality of Company information.

Unless authorised by the Board or required by law or regulatory body, Directors must not disclose to a third party on any information or make any forward looking statements which are price sensitive in nature.

## 7. ANTI-BRIBERY

Directors are prohibited to or prohibited to attempt to offer, give, ask for, accept or receive any form of bribe. A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, incentive or favour.

## 8. COMPANY ASSETS AND PROPERTIES PROTECTION

Directors are expected to be accountable to take reasonable care to manage and protect the Company's properties and assets, entrusted to them.

The Directors are expected to know that they do not have legal ownership of the Company's assets and properties but do have effective control of them. Hence, all Company's assets and properties are for use and employ for legitimate purposes, in the best interests of the Company.

## **9. ADOPTION AND REVIEW OF DIRECTORS' CODE OF CONDUCT**

The Board shall review the Code from time to time and make any necessary amendments to ensure that it remains consistent with the Board's objectives and responsibilities.