

**TONG HERR RESOURCES BERHAD**  
**199701016642 (432139-W)**

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

### **1. INTRODUCTION**

The Board of Directors (“Board”) of Tong Herr Resources Berhad (“THR” 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 within the scope of their authority and fiduciary duties.

This Code is to provide the fundamental guiding principles and standards applicable to the Directors. As Directors of the Company, they are expected to adhere to, comply with and uphold the provisions of the Code.

### **2. PURPOSE**

The purpose of this Code is to enhance the standard of corporate governance and corporate behavior with the aim to achieve the following objectives:-

- i) Raise the standards of honesty, integrity, ethical and law-abiding behavior expected of Directors;
- ii) Encourage the observance of those standards to protect and promote the interests of shareholders and all stakeholders;
- iii) Provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company’s integrity; and
- iv) Promote good business conduct and maintain a healthy corporate culture that engenders transparency and fairness.

### **3. CODE OF ETHICS AND CONDUCT**

In the performance of his or her duty of care, a director should at all times observe the following: -

- 1. To have a clear understanding of the aims and purpose, capabilities and capacity of THR and its subsidiaries (“the Group”);
- 2. Should at all time complied with the Code, any relevant law and regulation and policies and procedures of the Group;

3. To 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;
4. To protect the Company's assets and ensure their efficient use;
5. To insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
6. To disclose immediately all contractual interests whether directly or indirectly with the Group;
7. To act with utmost good faith towards the Group in any transaction and adhere to the principles of integrity, objective, accountability, openness, and honesty in the exercise of his powers in discharging his/her duties at all time;
8. To keep the Group information confidential. The Group information should not be disseminate to any third parties and should not be used for our own personal benefits and gains;
9. Should not make and/or receive improper benefits and gains of any kind that could affect our objectivity of decision and judgement;

The Board will review the Code regularly to ensure that it continues to remain relevant and appropriate.

#### **4. CONFLICT OF INTEREST**

A conflict of interest occurs when an individual becomes unreliable because of his or her private interest interferes in any way with the interests of the Company or any of its subsidiary 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.

- Directors should prevent from business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company;
- Directors must declare the nature and extent of any conflict of interests, whether direct or indirect, with the Company or its subsidiaries at all times, and where so required, to avoid from any deliberation and decision relating thereto.
- If there is 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.