



SKYECHIP BERHAD

Registration No. 201901014484 (1323812-D)
(Incorporated in Malaysia)

Code of Conduct & Ethics

Revision History

Revision	Revision Description	Author	Approved by	Effective Date
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1. Preamble

- 1.1 **SkyeChip Berhad** (“**SkyeChip**” or “**the Company**”) and its subsidiaries (“**SkyeChip Group**” or “**the Group**”) are commit to conducting its business in a legal and professional manner, with the highest standard of integrity and ethics.

2. Objective

- 2.1 This Code of Conduct and Ethics (“**Code**”) provides guidance on the standards of behaviour expected of all Directors, Employees and Associates of the Group.
- 2.2 The Code is not an exhaustive document and does not address every possible situation. Where relevant, this Code should be read in conjunction with the relevant policies and procedures which are currently in place. In cases of overseas subsidiaries where such policies do not exist, this policy will apply.
- 2.3 In any circumstance which is not covered by this Code or in case of any doubt, employees must refer to their immediate superior, Head of Department or the GHR for clarification or guidance. The Directors should refer to the Chairman of the Board or the CEO.

3. Definitions and Interpretations

- 3.1 In this Code, the following shall apply:

“**Audit & Risk Management Committee**” or “**ARMC**” refers to the Audit & Risk Management Committee of the Board.

“**Assets**” means tangible or intangible resources controlled by the enterprise as a result of past transactions or events and from which future economic benefits are expected to flow to the enterprise. Such resources shall include buildings, sites, equipment, tools, supplies, communication facilities, funds, accounts, computer programmes, information, technology, documents, patents, trademarks, copyrights, know-how and other resources or property of the Group.

“**Associate**” refers to external party with whom the Group has established or intends to establish a business relationship. This includes vendor, suppliers, contractors, sub-contractors, consultants, agents, outsourcing providers, representatives and other intermediaries engaged to perform work or services for or on behalf of the Group.

“**Board**” means the Board of Directors of the Company.

“**Bursa Securities**” means Bursa Malaysia Securities Berhad.

“**Business**” means the business of the Group.

“Bribery” means as any action which would be considered as an offence of giving or receiving “gratification” under the Malaysia Anti-Corruption Commission Act 2009 (“**MACC Act**”). In practise, this means offering, promising, giving, accepting or soliciting of an undue advantage of any value which could be financial or non-financial, directly or indirectly in violation of applicable law, as an inducement or reward for a person acting in relation to the performance of that person’s duties.

“Chairman” means the chairman of the Board.

“CEO” or **“Chief Executive Officer”** means the principal executive officer of the Company for the time being, by whatever name called, and who may or may not be a member of the Board.

“CFO” or **“Chief Financial Officer”** means the person primarily responsible for the management of the financial affairs of the Company (such as record keeping, financial planning and financial reporting), by whatever name called, and who may or may not be a member of the Board.

“Company Secretary” means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary.

“Constitution” means the Constitution of the Company.

“Confidential Information” means any information in any form whatsoever not generally known, and propriety to the Group including but not limited to information relating to their processes, operations, trade, products, research, development, manufacture, purchasing, business, business prospects, transactions, affairs, activities, know-how, intellectual property, accounting, finance, planning, operations, customers data, engineering, marketing, merchandising and selling, proprietary trade information, payroll figures, personal data of Employees, customers’ list, records, agreements and information, technical and other related information, and any books, accounts and records kept by the Group for the purpose of its business;

All information disclosed to a Director or an Employee or to which the Director or Employee obtains access during his/ her tenure which he/ she has reason or ought to have reason to believe to be confidential information, shall be presumed to be confidential and shall include (but shall not be limited to) price lists, business methods, customer history, records, information and inventions; and Any such information as described above which relate to any of the Group’s suppliers, agents, distributors and customers.

“Director” includes all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.

“Executive Director” or **“ED”** means a Director who is also a paid employee of the Company and is involved in the day-to-day management of the Company.

“Employees” means all individuals directly employed by the Group whether on a permanent, contractual or temporary basis.

“Ethics” refers to standards of conduct, which indicate how to behave, based on moral duties and virtues arising from principles of right and wrong. Ethics involve two aspects namely the ability to distinguish right from wrong and the commitment to do what is right.

“**Family Member**” shall include the Director’s or Employee’s spouse, parent, child (including adopted child and step child), brother, sister and the spouse of his/her child, brother or sister.

“**Group Executive Director**” means a Director who is a paid employee of the Group and is involved in the day-to-day management of the Group.

“**GHR**” means the Group Human Resource of the Group.

“**Gift and Hospitality**” refers to Gifts which includes goods (e.g. flowers, fruits, etc.), services, cash or cash equivalents (e.g. vouchers), or any other monetary or non-monetary offering and Hospitality which is the collective term referring to any form of accommodation, drink, meal, entertainment (e.g. golf, movies, etc.), cultural or sporting event (e.g. basketball match, golf tournament, etc.), recreation and travel or transportation.

“**Independent Director**” or “**ID**” is defined in accordance with Paragraph 1.01 and Practice Note 13 issued of the MMLR.

“**Key Senior Management**” or “**KSM**” refers to a person, who in the opinion of SkyeChip, is one who generally holds highest level of management responsibility and decision-making authority within the Group and must include a person who is primarily responsible for the business operations of the Company’s core Business and principal subsidiaries. Essentially, KSM is a member of the C-Suite or persons as identified as KSM.

“**MCCG**” refers to Malaysian Code on Corporate Governance revised and updated on 28 April 2021 by the Securities Commission Malaysia

“**MMLR**” means the Main Market Listing Requirements of Bursa Securities.

“**Management**” means the management personnel of the Company.

“**Nomination Committee**” or “**NC**” means the Nomination Committee of the Company.

“**Shareholders**” means holders of the Company’s shares.

“**Secretary**” is the Company Secretary who typically serves as the secretary of the Committee or any other person as the RC may decide.

“**SkyeChip**” or “**Company**” means SkyeChip Berhad.

“**SkyeChip Group**” or “**Group**” means SkyeChip and its subsidiaries.

“**Third Party**” refers to any individual or organisation that an Associate may interact with during engagement with the Group. This includes actual and potential clients, customers, suppliers, vendors, business contacts, agents, advisors and government and public bodies including their respective advisors, representatives and officials.

All terms used herein are in a gender-neutral sense.

4. Scope

4.1 This Code shall apply to:

- (a) all of the Directors, except otherwise stated;
- (b) all of the Group's Employees; and
- (c) all of the Associates of the Group.

4.2 All Directors, Employees, and Associates, including those of the Group's joint ventures and any significant investment, are expected to read, understand and comply with the requirements set in the Code. Failure to comply with the principles and standards set out in this Code may result in the termination of the non-complying party's relationship with the Group.

5. Work Environment and Employment

5.1 Inappropriate Conduct

- (1) All Directors and Employees deserve to work in an environment where all are treated with dignity and respect. Verbal abuse, threats or physical acts of violence or intimidation on fellow Employees are strictly prohibited.
- (2) The Group shall reserve the right to undertake disciplinary action against the concerned Directors and Employee for any acts of misconduct, indiscipline or any breach of the Group's rule and regulations in accordance to the general principles of natural justice.
- (3) Directors and Employees are responsible to report any harassment, intimidation, offensive or inappropriate behaviour to your Head of Department or GHR department. All complaints or grievances will be investigated in accordance with the Industrial Relation Act 1967 and any other applicable laws and regulations.
- (4) All Directors, Employees and Associates are required to comply with the prohibition in all types of labour abuse, bonded labour or indenture at the Group or any other associated facilities.

5.2 Safety and Health

- (1) The Company is committed to create a safe work environment for its Directors and Employees and shall comply with all applicable laws and regulations relating to safety and health in the workplace. This commitment is reflected in the Group's Health & Safety Policy.
- (2) Safety is the responsibility of everyone at work, including the safety of our own work areas. Every Employee must take reasonable care to ensure their own safety as well as the safety of their co-workers and others by complying with all applicable safety and health policies and procedures adopted by the Group.
- (3) All Employees must not report to work under the influence of any unprescribed substance that may prevent work from being undertaken safely, efficiently and effectively.

5.3 Professional Conduct

- (1) All Directors and Employees shall observe and adhere to the highest standard of professional conduct. They should, in all respects and at all times, conduct themselves with integrity, propriety and decorum and must not under any circumstances, commit any act or omission that would bring damage to the Group, its property, reputation or general interests.
- (2) All Directors and Employees are expected to have respect and tolerance for cultures and religions other than those of their own whether locally or overseas and shall conduct themselves in accordance with accepted standards of behaviour.
- (3) The Group does not tolerate any form of abusive or coercive behaviour whether verbal or otherwise, physical violence or sexual harassment among its Directors and Employees.

5.4 Commitment

- (1) All Directors and Employees shall, in the course of their employment with the Group and/or in carrying out their duties and responsibilities in respect thereof, diligently and to the best of their ability perform such responsibilities as may from time to time be assigned or designated to them.
- (2) All Directors and Employees are expected at all times to promote and advance the interests of the Group and shall not do anything to bring disrepute to the Group.
- (3) All Directors and Employees shall obey, comply with and observe rules, regulations, procedures, practices, orders, directives and policies of the Group, whether expressed or implied in law or by custom and practice.

5.5 Press Releases and Public Statements

- (1) All Directors and Employees of the Group are not allowed to make any comments or statements on the policies or decisions of the Group whether orally or in writing or in any form whatsoever nor shall he circulate or cause to be circulated any such statement.
- (2) Only the CEO is to represent the Group in making any public announcements.
- (3) An Employees should inform the Key Senior Management if the media approaches him/her for any information, statement or opinion concerning the Group. Key Senior Management shall provide guidance to the Employee on the appropriate response to the media's request.

5.6 Public Appearance as a Guest Speaker or Panel Member

- (1) Any Employee who has been invited to appear as a guest speaker in a public forum must, if he intends to make such appearance, submit the details and/or the topic(s) of his proposed speech to Key Senior Management for consideration. An Employee may only make such appearance if prior approval has been obtained.

6. Company Assets and Information

6.1 Data Protection

- (1) The Group strives to protect the confidentiality and privacy of personal data and has in place its Personal Data Protection Policy which governs the recording, management, storing and/or transferring of all data and records which is in line with the personal data protection laws.

6.2 Appropriate Use of Company Assets and Resources

- (1) The Group provides its Employees a variety of resources and assets including licensed software for Employees to deliver their work. All employees are responsible in protecting the Group's assets and ensuring efficient use of the same. Any suspected theft, damage, misuse, fraud, embezzlement or improper usage should be reported to the employee's immediate superior, Head of Department or the GHR department for investigation.
- (2) It is the obligation of all Directors and Employees to protect the Group's assets include its proprietary information, which includes but is not limited to intellectual property, such as trademarks, copyrights, patents, designs and trade secrets.

6.3 Records and Reporting

- (1) All Directors and Employees are responsible for creating, using, storing, preserving, and where appropriate, disposing of records according to the Group's policies and practices, as well as current laws and regulations.
- (2) Any changes of the Employees' personal information should be updated to the GHR department from time to time.

6.4 Disclosure of the Group's Confidential Information

- (1) All Directors and Employees are required to exercise caution and maintain confidentiality for all information provided or given access by the Group and/or its customers, except when disclosure is authorised by the relevant laws and regulations. This obligation continues beyond the termination of employment. Confidential information includes but not limited to the following examples:
 - (a) Personnel / payroll or salary records
 - (b) Profit sharing
 - (c) Compensation data
 - (d) Financial information and budget
 - (e) Marketing strategies
 - (f) Pending projects and proposals
 - (g) Proprietary production processes
 - (h) Conversations between any persons associated with the Group
 - (i) Trades secrets
 - (j) Business information
 - (k) Product design
 - (l) Customer list and information
 - (m) information on current and future projects and work processes

- (2) Any Director, Employee or person who has been found liable for improper use, disclose, or abetting in the disclosure of Confidential Information shall be subject to disciplinary action, including but not limited to termination of employment or legal action or both, even if he/she does not actually benefit from the disclosure or the attempt to disclose such Confidential Information.

7. Conflict of Interest

- 7.1 All Directors and Employees have an obligation to act in the best interest of the Group at all times and should avoid any situation that involves, or appears to involve, a conflict between their personal interests and the interests of the Group.
- 7.2 List of non-exhaustive examples where a conflict of interest may arise:
- (a) If an Employee or immediate family is an owner or part-owner of a company of Group's customer, supplier or Associates.
 - (b) If an Employee receives personal gain from arranging a relationship between the Group and a customer, supplier or Associates.
 - (c) If an Employee is connected with any business that has direct or indirect competition with the Group.
 - (d) If an Employee discovers an opportunity for personal gain through his/her position and or through the use of the Group's equipment or systems.
- 7.3 If there are cases of potential or actual conflict of interest, Directors and Employees are obliged to disclose the conflict by making a declaration using the Conflict-of-Interest Declaration Form to the GHR so that a determination can be made as to the existence and seriousness of any potential or actual conflict. The Conflict-of-Interest Declaration Form can be obtained from the GHR.
- 7.4 Any dealings of family members / relatives / friends with the Group must be disclosed, regardless of whether directly or through a third-party vendor / contractor.
- 7.5 All Employees must not work in any other employment other than their employment with the Group, whether within or outside of working hours, without the prior written approval from the GHR. Any Employees who violate this provision may be terminated from their employment.
- 7.6 Guidance on avoidance of conflict of interest is set out in the Group's Anti-Bribery and Corruption ("ABC") Policy which can be obtained from the GHR.

8. Bribery and Corruption

- 8.1 The Group takes a zero tolerance approach to all forms of bribery and corruption and takes a strong stance against such acts. The Group is committed to conduct its business in honest and ethical manner, and in compliance with all applicable anti-bribery and corruption laws and regulations which includes compliance with MACC Act, the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any amendments or re-enactments that may be made by the relevant authority from time to time.
- 8.2 The Group has in place the ABC Policy to set out the responsibilities of the Directors, Employees and Associates to observe and uphold the Group's stance on zero tolerance to bribery and corruption. The ABC Policy provides guidance on how to recognise bribery and corruption and set out the procedures on how to raise concerns on the breaching of this Policy. The ABC Policy can be obtained from the GHR.
- 8.3 As a general rule, Directors, Employees and Associates shall not, directly or through any Third Parties, offer, give, solicit or accept any bribes in order to achieve any business or personal advantage for themselves or others or engage in any transaction that contravene any applicable anti-bribery or anti-corruption laws.
- 8.4 All Directors, Employees and Associates are required to fully understand and comply with the Group's ABC Policy. Any violation of the ABC Policy shall constitute a serious misconduct or offence that warrants an action which may lead to, but not limited to, disciplinary action, dismissal of employment, review of contract, cessation of business relationship or termination of service (whichever applicable) against the offender and/or reporting to the authorities which may constitute criminal action consistent with relevant laws and regulations.

9. Whistleblowing

- 9.1 The Group encourages its Directors, Employees, Associates and public to disclose any alleged or suspected unlawful, illegal, wrongful or improper conduct which has come to their knowledge.
- 9.2 The Group has in place the Whistleblowing Policy which sets out guidelines and procedures to enable Employees and members of the public to lodge any genuine concerns pertaining to any actual or suspected unlawful, illegal, wrongful or improper conduct. The Whistleblowing Policy can be obtained from the GHR department.
- 9.3 Disclosure of improper conduct shall be made to the relevant designated person through the communication channels set out below:

Allegation against	Appropriate Designated Person	Email Address	Letter
CEO, or any Directors	chairman of ARMC	whistle.blower@skyechip.com	Whistleblowing letter in sealed envelope to be addressed to:
chairman of ARMC	Chairman	whistle.blower@skyechip.com	
<ul style="list-style-type: none"> ● Head of GHR ● Key Senior Management 	CEO	whistle.blower@skyechip.com	

Allegation against	Appropriate Designated Person	Email Address	Letter
<ul style="list-style-type: none"> ● Any other employees not defined above. ● Associates ● Third Parties 	Head of GHR	whistle.blower@skyechip.com	[“Name of Appropriate Designated Person”] Address to send Whistleblowing letter: SkyeChip Berhad 1-18-12, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, Bandar Bayan Baru, 11950 Bayan Lepas, Penang

9.4 The following protections will be accorded to a whistleblower who makes a disclosure of improper conduct in good faith:

- (a) confidentiality of identity;
- (b) immunity from civil and criminal liability for the disclosure made; and
- (c) protection from detrimental action.

9.5 However, anonymity cannot be respected if the identity of the whistleblower is required by law to be disclosed.

10. Gifts

10.1 The Group adopts a strict “No Gift” policy. The Directors, Employees and Associates shall not solicit or accept or give or offer any gifts from or to Associates or any Third Parties that may have direct or indirect business interest or relationship (including any potential interest or relationship) with the Group.

However, in cases where entertainment or hospitality is permitted under the policy (e.g., modest and customary business meals), the following guiding principles must be observed:

- (a) **Transparency** : The Directors or Employees should be comfortable to disclose to its colleagues the gifts, entertainment or hospitality offered/ received.
- (b) **Recipients** : The Directors or Employees should only offer or accept gifts, entertainment or hospitality from those who will not put the Directors or Employees in position of conflict.

- (c) **Ability to influence** : The gifts, entertainment or hospitality must not be offered or accepted when there is any pending business decision related to the offer or recipient of such gifts, entertainment or hospitality.
- (d) **Value** : The gifts, entertainment or hospitality must be modest and not so frequent as to place the recipient under any obligation.

10.2 Guidelines and procedures on Gifts, Entertainment and Hospitality is set out the Group's ABC Policy, which can be obtained from the GHR.

11. Compliance with the Law

- 11.1 Directors, Employees and Associates are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work, including but not limited to the Anti-Money Laundering and Anti-Terrorism Financing Act 2001, MACC Act, and Personal Data Protection Act 2010. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.
- 11.2 Directors, Employees and Associates are expected to adhere to work force laws including but not limited to Employment Act 1955, Employment (Amendment) Act 2022, Industrial Relation Act 1967 and Article 6 of the Federal Constitution (Anti-Trafficking in Persons and Anti-Smuggling of Migrants Act 2007).
- 11.3 In this regard, Directors, Employees and Associates are prohibited from all types of forced, bonded or indentured labour in accordance with Article 6 of the Federal Constitution which prohibits all forms of slavery and forced labour.
- 11.4 When any doubt exists as to the legality of any matter, the matter should be forwarded to the relevant department or GHR. All requests for information from regulators (either routine or non-routine) should be forwarded to the relevant departments for further action.

12. Insider Trading

- 12.1 All Directors and Employees are discouraged from engaging in speculative trading (as opposed to investing) in the Company's listed securities and are reminded to observe the prohibitions imposed on "insiders" in relation to Insider Trading under the Capital Markets and Services Act 2007. The Directors and Employees in possession of material information or price sensitive information that has not been publicly disclosed should not trade in or deal with the Company's securities or share with anybody. In addition to this, all Directors and key management personnel, identified and designated as such are required to comply with Chapter 14 of the MMLR.

13. Money Laundering

- 13.1 Money laundering is a process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate.
- 13.2 All Employees and Associates should always ensure that they are conducting business with reputable customers, for legitimate business purposes and with legitimate funds.
- 13.3 All Employees and Associates need to be mindful of the risk of the Group's business being used for money laundering activities and if they suspect money laundering activities, they should report it to their respective relevant department or the GHR department for further investigation.

14. Sustainable Business Practice

- 14.1 We commit to act in a socially, environmentally and economically sustainable manner and within the laws, customs and traditions of the countries we operate and contribute in and in a responsible manner for the development of communities.
- 14.2 We aspire to act in a manner that minimises the detrimental environmental impact of our business operations. We continuously support charities, educational and community service activities. Our sustainability management is guided by the Group's Sustainability Framework.

15. Deeming Provision

- 15.1 The provisions under this Code have been drafted in a manner to also incorporate the provisions under the MMLR, MCCG and other statutes, regulations and guidelines applicable to the Code. In the event the applicable provisions of the MMLR, MCCG and/or relevant governing statutes, regulations and guidelines relating to the Code are from time to time amended, modified or varied, such amendments, modifications and variations shall be deemed inserted herein whereupon this Code shall be read and construed subject to and in accordance with the amended, modified or varied MMLR, MCCG, statutes, regulations and guidelines.

16. Revision to the Code

- 16.1 The Policy shall be reviewed by the GHR and the Remuneration Committee annually and as when necessary to ensure its relevance in aiding the Committee to discharge its duties and responsibilities vis-à-vis changes in corporate and employment laws and regulations that may arise from time to time.
- 16.2 Any revision or amendment to this Code, as proposed by the Board Committees or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of the Code and the Code shall be considered duly revised or amended.
- 16.3 This Code must be made available on the Company's website, if so required.