

**JCBNEXT BERHAD**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**A. Scope**

This Code of Business Conduct and Ethics applies to all JobNext's directors, officers and employees, as well as to directors, officers and employees of each subsidiary of JobNext. Such directors, officers and employees are referred to herein collectively as the "Covered Parties." JobNext Berhad and its subsidiaries are referred to herein collectively as "the Group."

**B. Purpose**

The Group is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, this Code of Business Conduct and Ethics serves to (1) emphasize the Group's commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the Group's course of business, this Code of Business Conduct and Ethics serves only as a rough guide. Confronted with ethically ambiguous situations, the Covered Parties should remember the Group's commitment to the highest ethical standards and seek advice from supervisors, managers or other appropriate personnel to ensure that all actions they take on behalf of the Group honor this commitment. When in doubt, ask yourself whether you are willing to have any contemplated act appear the next day on the front page of the newspapers, to be read by your spouse, children and friends.

**C. Ethical Standards.**

1. *Conflicts of Interest*

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Group. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her work for the Group objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of his or her family, receive improper personal benefits as a result of his or her position in the Group. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief financial officer of the Group. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section E of this Code.

All directors and executive officers of the Company, including the executive officers of JobNext's subsidiaries, shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Chairman of the Company's Audit and Risk Committee. No action may be taken with respect to such transaction or party unless and until such action has been approved by the Audit and Risk Committee.

## 2. *Corporate Opportunities*

Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of the Company. No Covered Party may use corporate property, information or position for improper personal gain, and no employee may compete with the Group directly or indirectly. Covered Parties owe a duty to the Group to advance its legitimate interests whenever possible.

## 3. *Fair Dealing*

Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate. Please refer to the Group's **ANTI-BRIBERY AND CORRUPTION POLICY** for more details.

## 4. *Confidentiality*

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate officer of the Group or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Group or its customers/suppliers, or is price sensitive for JobNext's share or other listed companies' securities if disclosed. It includes non-public information that suppliers, customers, and current/potential investee companies might have entrusted to the Group.

The obligation to preserve confidential information continues even after employment ends. Policies and procedures on the handling of confidential information are covered under the Group's Corporate Disclosure and Investor Relations Policy which is posted on JobNext's website.

## 5. *Insider Trading*

The regulations prohibiting insider trading are stipulated under Subdivision 2 – Insider Trading of the Capital Markets and Services Act 2007 (“CMSA”). A person is an “insider” if that person possesses information that is not generally available which on becoming generally available, a reasonable person would expect it to have a material effect on the price or the value of securities (“undisclosed, price sensitive information”). Insider trading is the act of acquiring

or disposing securities while in possession of undisclosed, price sensitive information related to those securities that is strictly prohibited under Paragraph 188(2) of the CMSA.

Covered Parties, who have access to undisclosed, price sensitive information, are not permitted to use or share that information for insider trading or for any other purpose except the conduct of the Group's business. All undisclosed, price sensitive information about the Group should be considered confidential information. Policies and procedures on the handling of material information are covered under the Group's Corporate Disclosure and Investor Relations Policy which is posted on JobNext's website.

In addition, Covered Parties, who have access to undisclosed, price sensitive information of other listed companies gained in the course of engagement with the Company, may not deal or advise any other person to deal in the securities of those listed companies, including acting on behalf of the Group, before the information becomes widely disseminated to the public or is no longer price sensitive.

Covered Parties also shall not communicate, or cause or permit to be communicated, undisclosed, price sensitive information of any public listed company (including that of JobNext) to any person (including family members) where such information may be used by the person to profit by trading or in recommending or advising others to trade in the securities of those companies. It is always illegal to trade in securities of companies while in possession of undisclosed, price sensitive information. Under Paragraph 188(4) of the CMSA, a person who commits insider trading or communicates undisclosed, price sensitive information to another person, commits an offence and may on conviction, be subjected to imprisonment for a term not exceeding 10 years and to a fine of not less than RM1,000,000.

#### *6. Protection and Proper Use of Group Assets*

All Covered Parties should endeavor to protect the Group's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Group's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Group's equipment should not be used for non-Group business, though incidental personal use is permitted.

The obligation of Covered Parties to protect the Group's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Group policy. It could also be illegal and result in civil or criminal penalties.

#### *7. Compliance with Laws, Rules and Regulations*

Obedying the law, both in letter and in spirit, is the foundation on which the Group's ethical standards are built. In conducting the business of the Group, the Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in Malaysia and in any jurisdiction in which the Group does business. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel.

#### *8. Timely and Truthful Public Disclosure*

In reports and documents filed with or submitted to Bursa Malaysia Securities Berhad and other regulators by the Company, and in other public communications made by the Group and Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Group's independent auditors or investors.

#### 9. *Significant Accounting Deficiencies*

The CEO and each senior financial officer shall promptly bring to the attention of the Audit and Risk Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Group's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Group's financial reporting, disclosures or internal control over financial reporting.

#### **D. Waivers**

Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors or its Audit and Risk Committee and will be promptly disclosed as required by law or stock exchange regulation.

#### **E. Violations of Ethical Standards**

##### 1. *Reporting Known or Suspected Violations*

The Company's directors, CEO and senior officers shall promptly report any known or suspected violations of this Code to the Chairman of the Company's Audit Committee. All other Covered Parties should talk to supervisors, managers or other appropriate personnel about known or suspected illegal or unethical behavior. These Covered Parties may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by sending a report to [jcbwhistle@gmail.com](mailto:jcbwhistle@gmail.com). No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Company's Audit and Risk Committee will strictly enforce this prohibition.

##### 2. *Accountability for Violations*

If the Company's Audit and Risk Committee or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Party may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the Audit and Risk Committee, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and the Group. All Covered Parties are expected to cooperate in internal investigations of misconduct.

## **F. Compliance Procedures**

We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- Seek help from company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your office manager or your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with the Group's legal obligations. The Group in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith. You may refer to the Group's Whistleblowing Policy for further guidance.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.