



**TEKMARK HOLDINGS SDN BHD  
CODE OF CONDUCTS AND ETHICS  
POLICY**

**TABLE OF CONTENT**

<b>NO</b>	<b>TITLE</b>	<b>PAGE</b>
-	AMENDMENT HISTORY	3
1.0	INTRODUCTION	4
2.0	PURPOSE	4
3.0	SCOPE, TERMS AND DEFINATIONS	4
4.0	CORE CODE OF CONDUCTS AND ETHICS	5
5.0	RECORD KEEPING	8
6.0	REFERENCES	9

**AMENDMENT HISTORY**

NO.	REVISION DATE	DESCRIPTION OF CHANGE	REASON OF CHANGE
1.	29/9/2020	To add more clause on code of conduct and ethics	To improve the internal control system
2.	1/9/2022	To add Open-Door Policy clause	Newly introduce open door policy by HR
3.	1/4/2025	To add sub-sub-clauses of compliance practices on the regulation and applicable laws 4.4.1 – 4.4.6 to Sub-Clause 4.6	Regulatory and Statutory Requirements

## 1.0 INTRODUCTION

This Code of Conducts and Ethics is established under the provision of Tekmark Holdings Sdn. Bhd (199601026375) (hereafter collectively referred to as “TMK”) and our subsidiaries operated local and international; to uphold the highest standards of professionalism and exemplary corporate conduct. This Code of Ethics and Conduct (the “Code”) sets out the principles and standards of business ethics and conduct of the Group.

## 2.0 PURPOSE

TMK has established a code of conduct to assist Directors, Employees, Business Associates and External Providers in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations to employees are expected to behave or conduct when performing their duties and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

The Code’s provisions can result in disciplinary action, including termination of employment/contract of service.

## 3.0 SCOPE, TERMS AND DEFINITIONS

### 3.1 Scope

This procedure could be applied to all subsidiary’s companies and subject to discretion of the management’s approval.

### 3.2 Terms And Definitions

“**Employees**” to all personnel who directly and indirectly contracted to the company and its subsidiaries.

“**Exco Member**” refer to senior-level executives of an organisation that holds most responsibility and accountability of the business plans, goals and results.

“**External Providers**” refers to provider that is not part of the organization such as agents, distributors, representatives, contractor, sub-contractors, suppliers, vendors, consultants, customers and others who perform work or services for and on behalf of TMK.

“**Improper conduct**” means any conduct which if proved, constitutes a disciplinary offence or a criminal offence (as defined by Whistleblower Protection Act 2010).

“**Whistleblowing**” refers a deliberate and voluntary reporting of an individual or an organisational malpractice within the Group; by a person who has or had privileged access to information about an actual, suspected or anticipated improper conduct or activities within the Group.

“**Whistle-blower**” refers to an individual or person who makes a report on any suspected and/or known instances of improper conduct or activities as stated in 3.1.2 above.

## 4.0 CORE CODE OF CONDUCTS AND ETHICS

### 4.1 Conflicts of Interest

The Directors, Employees, Business Associates and External Providers shall avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group.

The Directors, Employees, Business Associates and External Providers 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).

In addition, a Director, Employee, Business Associate and External Provider shall avoid any situation in which they have an interest in any entity or matter that may influence their judgment in the discharge of responsibilities.

### 4.2 Protection of Assets and Funds

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.

### 4.3 Business Records and Control

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the Group. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

### 4.4 Compliance to the Law

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Directors, Employees, Business Associates and External Providers are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work or to the country of the Business is operating, not limited to:

- a) Anti-Money Laundering and Anti-Terrorism Financing Act 2001
- b) Malaysia Anti-Corruption Commission Act 2009 (Amendment 2018)
- c) Personal Data Protection Act 2010
- d) Competition Act 2010
- e) Whistleblower Protection Act 2010
- f) Company Act 1965, 19773, 2016

The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

#### 4.4.1 Adherence to Principal and Manufacturer Compliance Requirements

Tekmark strictly adheres to all compliance frameworks, standard operating procedures (SOPs), and contractual terms set forth by our Principals and Manufacturers, especially for regulated and United States (U.S.)-origin products.

All approvals, licensing, and pre-clearance protocols must be fulfilled before any transaction, shipment, or end-user engagement, as mandated by the Principal or relevant authority.

#### 4.4.2 Shipment, Packaging, and Handling Controls

All shipments involving U.S. defence articles or sensitive equipment are packaged, labelled, and handled according to the Principal's technical and regulatory guidelines.

Tekmark ensures that:

- a) Export documentation (e.g., invoice, packing list, delivery note) is complete, accurate and traceable.
- b) No modification or repackaging is performed on controlled items unless authorised in writing by the Principal.
- c) Shipments are made only to the approved end-user and destination, using secure and authorised logistics partners.
- d) Special attention is given to tamper-proofing, traceability and proper declaration, to prevent unauthorised diversion or mishandling during transit.

#### 4.4.3 Proactive Communication with Principals

Tekmark maintains regular and transparent communication with Principals regarding:

- a) Order status,
- b) Customer/end-use changes,
- c) Regulatory notifications, and
- d) Shipment and delivery updates.

Any deviation, delay, or special request by customers is flagged and escalated to the Principal for advice or approval before proceeding.

#### 4.4.4 U.S. Export Control and ITAR Compliance

All activities involving International Traffic in Arms Regulations (ITAR)-controlled or U.S.-origin items follow U.S. export regulations, with comprehensive end-use and end-user due diligence performed.

Tekmark does not proceed with any order involving U.S. defence articles unless all required checks, authorisations and Principal notifications are complete.

#### 4.4.5 Cybersecurity and Controlled Information Handling

Tekmark applies strong cybersecurity measures aligned with both industry best practices and Principal-specific data handling requirements.

Access to technical data and sensitive information is role-based, encrypted, and auditable, with secure sharing protocols in place.

#### 4.4.6 Responsible Business Alliance

At Tekmark, we are committed to upholding the highest standards of corporate responsibility in line with the Responsible Business Alliance (RBA) Code of Conduct.

- a) We ensure all labour is freely chosen, with zero tolerance for forced or child labour.
- b) The health and safety of our employees and partners are prioritised through proactive risk management and continuous improvement.
- c) Our operations are conducted with respect for the environment, minimising ecological impact and promoting sustainable practices.
- d) We conduct our business ethically, with integrity and transparency, upholding anti-corruption measures and fair business practices.
- e) Our management systems are structured to support compliance, drive accountability, and foster a culture of continuous improvement across all levels of the organisation.

- Labour (e.g. freely chosen employment, no child labour)
- Health and safety
- Environmental protection
- Ethics (e.g. anti-corruption, fair business practices)
- Management systems

#### 4.5 Personal Gifting

No personal gifts, favours, entertainment or services, in cash or kind, that will or will appear to influence objective and fair business decisions, will be accepted or provided.

#### 4.6 Entertainment, Donations and Sponsorship

Any entertainment, donation and sponsorship to/from any company with regards any amount shall be directed to Corporate Governance and Compliance's Office for review and approval.

#### 4.7 Health and Safety

The Group will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors, Employees, Business Associates and External Providers understand and abide by the Group's policies and procedures.

#### 4.8 Sexual Harassment

Sexual harassment to/from any Directors, Employees, Business Associates and External Providers is unacceptable. It is the Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the Employees' superior or the Human Resource Department. All such reports and/or complaints shall be treated with strictest confidence.

#### 4.9 Healthy Competition

The Group play important role in conducting fair and transparent procuring judgement for tendering and acquiring services from external providers.

#### 4.10 Outside Interest

The Group shall not engage in an outside interest that will undermine the performance of the Directors and Employees or bring disrepute to the Group.

**4.11 Non-Disclosure Agreement (NDA) Information**

As stated in the NDA, all terms and conditions were bind in the contract mutually agreeable by two or more parties shall be consider.

**4.12 Fair and Courteous Behaviour**

Everyone is to treat their fellow colleagues fairly and courteously without regard to race, creed, religion, gender, nationality, age or disability, and shall not create any form of discrimination or prejudice in the workplace.

**4.13 Misconduct**

Directors, Employees, Business Associates and External Providers is not to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

**4.14 Internal Audit**

Internal audit shall be carried out prudent and objectively to ensure sound internal control and governance is in place.

**4.15 Open Door Policy**

The Directors and employees is to promote open communication in the company and establish clear and flexible communication in the workforce is valuable and beneficial for the company.

**4.16 Review of the Code**

The Exco Committee will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

**4.17 Waiver of the Code**

Waiver of the Code may be made by the Exco Committee or the appropriate Committee of the Board of Director. Waiver of the Code may be granted on a case-by-case basis and only in extraordinary circumstances.

**5.0 RECORD KEEPING**

5.1 TMK shall keep the financial records, investigation report, analysis and evaluation document; and have appropriate internal controls in place which will evidence the business reason for any payments made to third party.

5.2 All directors, officers and employees must ensure that all expenses relating to gifts, hospitality and entertainment expenses incurred are submitted in accordance with the company's expense policy and record the reason for such expenditure.

5.3 All accounts, invoices and records relating to dealing with third parties must be maintained with strict accuracy. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 6.0 REFERENCES

- a) MALAYSIAN ANTI-CORRUPTION COMMISSION ACT 2009, AMENDMENT 2018
- b) WHISTLEBLOWER PROTECTION 2010
- c) MALAYSIAN CODE ON CORPORATE GOVERNANCE (MCCG) 2017