



POWERWELL HOLDINGS BERHAD
Registration No. 200101009151 (544907-X)
(Incorporated in Malaysia)

CODE OF BUSINESS CONDUCT & INTEGRITY POLICY

POWERWELL was first established in 1986 under the business entity of Canwell Trading Supplies. Since then, the company has grown to become one of the leading manufacturers and assemblies of high-quality switchboard in Malaysia.

Powerwell has viewed the importance of business globalization and has made various aggressive marketing campaigns to expand overseas and main focus in Vietnam, Bangladesh, Australia as well as Middle East countries.

The profile of company, along with information on its mission, objectives, strategy and on the organisation and the market can be found in the company profile.

First and foremost, POWERWELL aims to be a successful company. That means investing in growth and finding a balance between short-term and long-term interests. It also requires us to take account of the interests of our suppliers, customers, employees, stockholders, commercial partners and the world in which we live. POWERWELL group aims to do business on the basis of honesty, integrity, loyalty and openness. A good reputation is just as valuable as our employees and our brands.

In order to succeed, we must comply with general standards relevant legal requirement of conduct. This code of Business Conduct sets out those standards.

We want this Code of Business Conducts to be more than just idle talk. It should play a practical role in our day to day operational management and every one of us must adhere to both its spirit and letter.

Section 1: Compliance with laws, rules and regulations.

We respect the law at all time

POWERWELL and its employees are bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally, employees shall adhere to internal rules and regulations as they apply in a given situation. Those internal rules are specific to the Company and may go beyond what is required by the law.

Section 2: Conflicts of Interest.

We will always act in the best interest of POWERWELL

A Conflict of Interest occurs when personal interests of an employee or the interests of a third party compete with the interest of POWERWELL. In such a situation, it can be difficult for the employee to act fully in the best interest of POWERWELL.

Employees shall avoid Conflicts of Interest whenever possible.

If conflict of Interest situation has occurred or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to Line Manager and/or the HR to resolve the situation in a fair transparent manner.

Section 3: Corporate Opportunities.

We are committed to advance POWERWELL business

Employees shall not compete with the Company. Nor shall they take personal advantage of business opportunities that they discover during the course of their employment, unless the Company expressly waive its interest in pursuing such opportunity.

If employee want to pursue business opportunities that might be of interest to the Company, they shall inform their Line Manager who will seek a management decision as to whether or not the Company wants to pursue the opportunity. Even if the company decides against pursuing the opportunity, the employee may seize the opportunity on her or his own behalf only if it clear that doing so will not result in direct or indirect competition with the Company's operations.

Section 4: Antitrust and fair dealings.

We believe in the importance of free competition

POWERWELL is prepared to compete successfully in today's business environment and will always do so in full compliance with all applicable antitrust, competition and fair dealing laws. Therefore, employees must at all times adhere to the following rules:

- Commercial policy and prices will be set independently and will never be agreed, formally or informally, with competitors or other non-related parties, whether directly or indirectly;
- Customers, territories or products markets will never be allocated between POWERWELL and its competitors but will be the result of fair competition.
- Customers and suppliers will be dealt with fairly.

All employees, but especially those who are involved in marketing, sales and purchasing, etc or who are in regular contact with competitors, have a responsibility to ensure that they are familiar with applicable competition laws.

Section 5: Confidential information.

We value and protect our confidential information and we respect the confidential information of others

Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, engineering and manufacturing ideas, products recipes, design, databases, records, salary information and any non-published financial or other data.

POWERWELL continued success depends of the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorized by their management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment. Furthermore, employee must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

POWERWELL respect that third parties have a similar interest in protecting their confidential information. In case that third parties, such as joint venture partners, supplier or customers, share with POWERWELL confidential information, such information shall be treated with the same care as if it was POWERWELL confidential information. In that same spirit, employees shall protect confidential information that they have obtained in the course of their prior employment.

Section 6: Fraud, protection of company assets, accounting.

We insist on honesty and we respect the Company's assets and property

Employee must never engage in fraudulent or any other dishonest conduct involving the property or assets or the Financial reporting and accounting of POWERWELL or any third party. This may not only entail disciplinary sanctions but also result in criminal changers.

POWERWELL financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with POWERWELL accounting standards.

Employee shall safeguard and make only proper and efficient use of POWERWELL property. All employees shall seek to protect POWERWELL property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, confidential or proprietary information and information systems.

To the extent permitted under applicable law, the Company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all email, data and files kept on Company network terminals.

Section 7: Bribery and corruption.

We condemn any form of bribery and corruption

Employee must never, directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from third party, whether public or private. Nor must they accept any such advantage in return for any preferential treatment of third party. Moreover, employees must refrain from any activity or behavior that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

Employees should be aware that offering or giving of improper benefits in order to influence the decision of the recipient, even if he or she is not a government official, may not only entail disciplinary sanctions but also result in criminal changers. Improper benefit may consist of

anything of value for the recipient, including employment or consultancy contracts for closely related parties.

Section 8: Discrimination and harassment.

We embrace diversity and respect the personal dignity of our fellow employees

POWERWELL respects the personal dignity, privacy and personal right of every employee and is committed to maintaining a workplace free from discrimination and harassment. Therefore, employees must not discriminate on the basis of origin, nationality, religion, race, gender, age or sexual orientation, or engage in any kind of verbal or physical harassment based on any of the above or any other reason.

Employees who feel that their workplace does not comply with the above principles are encouraged to raise their concerns with the HR Department.

Section 9: Failure to comply

We will consult the Code, comply with its provisions and seek guidance where needed.

It each employee's responsibility to ensure full compliance with all provisions of this Code and to seek guidance where necessary from their Line Manager or HR Department. To "do the right thing" and ensure the highest standards of integrity is each employee's personal responsibility that cannot be delegated.

When in doubt, employees should always be guided by the basic principles stated in the introduction to this Code.

Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceeding or criminal sanctions.

Section 10: Outside Directorships and other outside activities.

We take pride POWERWELL reputation and consider POWERWELL best interests also in our outside engagements and activities.

Outside of POWERWELL, no activities shall be pursued if such activities will interfere with the employee's responsibilities for POWERWELL, or if they create risks for POWERWELL reputation or if they in any other way conflict with interest of POWERWELL.

When in doubt about the permissibility of an activity, employee shall consult with the HR or Group of Director. The following position and activities are deemed acceptable only in case of prior authorization from a member of the Executive Board:

- Board Member
- Officer
- Employee
- Partner

Authorization will be withheld if the position or activity is likely to conflict with POWERWELL interests or the employee's responsibilities. Board memberships on publicly listed companies need prior approval by

the CEO and in case of members of the Executive Board Chairman. Unless requested by the Company to take up a particular position or activity, employees shall pursue outside activities and positions at their own risk and cost and within their spare time only.

Section 11: Gifts, meals, entertainment.

We compete and do business based only on quality and competence

Employee shall not be influenced by receiving favours nor shall they try to improperly influence others providing favours. Employees may only offer or accept reasonable meals and symbolic gifts which are appropriate under the circumstances, and they shall not accept or offer gifts, meals or entertainment if such behaviour could create the impression of improperly influencing the respective business relationship.

When assessing the situation in light of the above, employees shall consult the policy applicable in their Market. If no such policy is available, they shall apply the most restrictive local practice in order to avoid even the appearance of improper dealings. When in doubt, the employee shall seek guidance from his or her Line Manager.

No employee shall offer to or accept from any third-party gifts taking the form of any of the following, whatever the value involved:

- money
- loans
- kickbacks
- similar monetary advantages

Section 12: Reporting illegal or non-compliant conduct.

We take responsibility for ensuring that we all act with integrity in all situations.

Employee shall report any practices or actions believed to be inappropriate under this Code or even illegal dealings to their Line Manager or the appropriate members of the Top Management. If it appropriate, in view of the nature of the reported matter, report of violations may be made directly to higher levels including the Group's Chairman and/ or any Top Management Team.

Where appropriate, complaints may be made on a confidential basis or through emails.

All complaints shall be properly investigated. POWERWELL prohibits retaliation against any employee for such reports made in good faith, while it also protects the right of the incriminated person.