

SMRT
HOLDINGS BERHAD



**CODE
OF
CONDUCT**

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1. Message from the Chairman

Our Code –Our road map to doing the right thing

Inspiring learners to be their best and Customers to achieve their best

SMR Group aims to be a global organisation that enables learners to pursue their dreams and contribute to a better world as responsible citizens. Over the last 40 years that I have been in business through the successes we have enjoyed and the challenges that we have faced, our commitment to responsible corporate citizenship has remained unchanged. In our business especially, the standards are sky high because of the nature of our clientele. As we work with the young and the aspiring from all over the world, we cannot lose sight of the fact that we are nation builders. In our mission to create responsible citizens, it is imperative that we always model what is right. We aspire to invest today in tomorrow's leading businesses.

SMRT Holdings as a Malaysian public listed company aspires to uplift developing communities throughout the world. This is principally achieved via the mobilisation of our diverse and talented workforce who implement our innovative and cost-effective solutions in

- education,
- technology, and
- training.

Committed, Accountable, Respectful and Excellent

Our corporate values project our essence and our identity. Our energy to power forward comes from our steadfast commitment to our goals. At every level, we take accountability seriously and own all our actions. We have always respected the aspirations of our staff and students and built on the strength we find in diversity. In the turbulent and ever-changing business environment of the day, we believe that excellence results from ceaseless innovation and effective execution in a timely manner.

Our Code of Conduct

Our Code of Conduct is a way to practice our values and to define the standards by which we operate. It does not matter what your role is or your designation: we all face difficult questions in our day to day operations. The Code is there to provide you with a standard against which you may measure any of your activities so that we always 'do the right thing.'

I would urge all of us to appreciate the spirit of this Code. Let us regard it as our personal road map to negotiate our way through professional dilemmas we are bound to face. It does not claim to have answers to all possible questions, but it does lay down broad guidelines and directions to the right persons and policies to help you choose the right course.

Best regards,

Tan Sri Dato' R. Palan PhD

May 2020

2. Message from the Management Team

Dear Team,

We are sure that you appreciate the unmatched power that education holds when it comes to changing lives. It has rightly been called the passport to the future. It changes a nation, one individual at a time and it is our privilege as education providers that we are in a position to channel such change. That we channel it in the right direction, with a strong reputation for ethics and integrity, is our great responsibility.

You would agree that SMR Group is rightly placed to handle this responsibility. Both globally and nationally, we have been recognised for our contributions to learning and development. We have been privileged to hold the trust of the Malaysian government at the federal and state levels in their various educational initiatives. We have worked with investors and partners from different parts of the world. Most of all, our students have chosen us to furnish them their passports for a better life.

The world of education and the demands placed on us as education providers are constantly changing. We need to innovate constantly to meet these demands and work with regulators and other service providers to stay at the top of our game. Whenever we are faced with a flux of changes, it is important to keep our values in sight and this is what the Code helps us to do. The Code gives us guidelines for responsible and professional conduct so that we can provide the best service to all our stakeholders.

The legacy of trust that we have earned is precious and we invite you to cherish and further it by internalising the principles of our Code:

- by following rules,
- living our values (Section 3.2),
- doing the right thing; and
- raising our concerns fearlessly.

Let us together commit ourselves to an unwavering compliance to our Code. We make a difference. We are the brand.

SMR Group's Management Team

May 2020

3. Getting to know our Code of Conduct

3.1 Why do we have a Code of Conduct?

The Code helps us translate our values to actions. It outlines non-negotiable standards of conduct, and thus ensures that everything we do meets the highest standards of ethical and legal business conduct. Complying with our Code helps us to create an environment of trust. When we do things in compliance with our Code, we create a fair and equitable environment for all our stakeholders. It helps our employees, students and business partners feel confident about our ability to deliver results with integrity.

The Code captures what we can and cannot do in the context of SMR Group's internal policies and in the broader context of legal requirements. Thus, it provides a common behavioural framework for all of us at SMR Group, irrespective of our specific titles and job locations. We need to remember that violation of the Code may have a negative impact to the business.

In a nutshell, the Code clearly captures our responsibilities to the organisation, to each other and to all our stakeholders. However, although comprehensive, the Code is not to be regarded as a stand-alone document. Rather, it is to be read and applied in conjunction with specific and detailed policies that are currently in place and those that may be developed at later points in time.

3.2 The Key Principles of our Code

Our Code is built on four key principles:

1. Respect for law

We comply with all applicable laws, regulations, and policies. All of us are aware of the major laws, regulations and internal policies affecting our specific area of work.

2. Commitment to our corporate values

Our corporate values are:

Commitment: *Exceeding stakeholders' expectation with passion and vigour.*

Accountability: *Being answerable for all our actions.*

Respect: *Appreciating diversity and equality.*

Excellence: *Engaging in the relentless pursuit of continuous improvement.*

We live our values. We are *committed* to our goals, *accountable* for our actions, *respectful* in all our interactions and relentless in our pursuit of *excellence*.

3. Belief in doing the right thing

Our business interactions are ethical, transparent, equitable and consistent. We show no undue favour to any party.

4. Courage in voicing our concerns

We are vigilant. We speak up and ask questions without fear of retaliation.

3.3 Who has to Follow the Code?

Our Code applies equally to all directors, employees and everyone acting on behalf of SMR Group and its institutions including Cyberjaya University College, Asia Metropolitan University and Asia Metropolitan Colleges and Schools. We believe that every employee and associate of our company is an influencer. By following the Code, we serve as a role model for others we interact with. We hold our business partners to the same high ethical standards that we set for ourselves. We are expected to follow the Code not only during our normal working hours, but also at all times when we are on the business of SMR Group, including social functions and conferences outside of office hours.

The reference to "SMR Group" or "Company" throughout this document also includes all of SMR Group's institutions and subsidiaries, including all employees and contractors. We must keep in mind that compliance with the Code and all applicable laws are a condition of employment with SMR Group, and failure to do so is liable to invite disciplinary proceedings which may lead to termination.

3.4 How to Use the Code

All our actions in representing SMR Group are to be guided by the four key principles of our Code and in accordance with the specific requirements contained in the Code. In addition, all of us need to understand and follow internal policies, guidelines and manuals that affect our area of work. While the Code aims to cover various aspects of day-to-day operations, it cannot cover every situation we might encounter. In such situations, remember to be guided by our principles and uphold the highest ethical standards. Always remember that you are not alone. We have processes and procedures in place to help you comply with the Code.

In each section of the Code, you will find **actions that are expected of us** in terms of things we must do and must not do.

In addition, there are pointers to some **situations which serve as red flags**, alerting you to an actual or potential violation of the Code.

3.5 Responsibilities of Employees

We strive to make our work environment supportive so that each of us can reach our full potential. In order to ensure compliance with the Code, we expect the following from all our employees:

- Understand and comply with the letter and spirit of the Code.
- Be familiar with policies and manuals.
- Complete all required training to help you understand your responsibilities.
- Seek guidance if you have concerns.
- Speak up if you suspect any violation of the law, this Code or company policies.
- Cooperate fully and transparently with all internal and external audits and investigations.
- Avoid practices that may be unlawful or unethical and result in harming SMR Group's reputation.

3.6 Responsibilities of Leaders

In all situations where you are responsible for the work performance of others, you are a leader. You have the special and important responsibility to be a role model, demonstrating ethical behaviour. As a leader at SMR Group, we expect the following of you:

- Help employees reporting to you to understand the Code and their responsibilities under the Code.
- Ensure that they are trained on the relevant laws, regulations and policies that govern the business activities they are engaged in on behalf of SMR Group.
- Create an environment where your team members feel comfortable raising concerns without fear of retaliation.
- Respond promptly to any concerns raised by your team members.
- Anticipate possible areas of compliance risk that may affect your team's operations.
- Take corrective action if you notice that someone has violated the Code.
- Never encourage your team members to achieve business results at the expense of ethical conduct or compliance with the Code.
- Recognise and reward ethical behaviour.
- Participate actively in the compliance process and governance at SMR Group.

3.7 Access to the Code

Once published, the Code will be available at all venues and places of employment at SMR Group.

3.8 Continual Improvement

The appropriateness and effectiveness of this Code will be continuously monitored in the light of regulatory requirements and organisational changes. In order to keep up with such developments, appropriate improvements and reporting procedures will be adopted and the Code will be revised as necessary.

Such amendments must be approved by the Board of Directors. All approved updates and amendments to the Code will be communicated to all who are expected to follow the Code.

3.9 Questions about the Code

If you have any questions regarding any point stated in the Code, please feel free to discuss the same with your manager, who is your first point of contact or the HR Department. If you feel your question has not been appropriately addressed, you may approach the management team or the senior leadership of SMR Group.

4. Keeping on the Right Side of the Law

4.1 Bribery and Corruption

We take a strong stance against bribery and corruption.

We do not tolerate any form of bribery and corruption, directly or through intermediaries. We never offer any bribe, improper benefits or advantages of any kind to obtain or retain business favours. Improper benefits may consist of anything of value to the recipient. It need not necessarily be cash. It may take the form of contracts, jobs and kick-back schemes. Gifts, hospitality, charitable donations and sponsorships may also be considered bribery if they result in an improper commercial advantage. We must exercise special caution when dealing with public officials as there are strict anti-corruption rules covering them. SMR Group prohibits its employees, contractors and subsidiaries from receiving bribes for the benefit of any external or internal parties. This would be in line with Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018.

Our business dealings are fair, transparent and lawful. Our business partners and suppliers as per Section 17A subsection (6) of the MACC (Amended) Act 2018, are also expected to be fully committed to lawful and ethical conduct. Bribery is illegal and therefore if any of our employees get involved in bribery, it will undermine the reputation of SMR Group and expose us to legal action as stated in Section 17A subsection (2) of the MACC (Amended) Act 2018

Our actions:

- a) We are aware of what is acceptable and what is not before offering or receiving anything of value.
- b) We never accept or offer anything of value to a client, prospective business partners or public officials in the absence of a legitimate business reason.
- c) We must communicate our stance on bribery and corruption to our business partners.
- d) We must report any potential or actual instance of bribery and corruption that we are aware of.
- e) Upon receiving complaints, management will investigate the matter and upon completion of the investigation, the recommendations, will be forwarded to the Board
- f) If there is merit to the complaint as aforementioned, the Board will commission the Audit Committee to investigate the matter and should violation(s) to the Code or any other Laws be found, it will be forwarded back to the Board for the appropriate action.
- g) The Board shall deliberate and take the appropriate action which could be legal or punitive in nature

Red flags:

- Unusual or inflated payment terms that appear to have no clear business purposes
- Offers or requests to provide lavish gifts of any kind for any reason

4.2 Competition

We believe in vigorous yet fair competition.

SMR Group competes vigorously to maintain its position as a deliverer of quality learning opportunities. However, we ensure that our competition is always fair and in line with competition law and regulations. We do not engage in illegal agreements with our competitors or engage in unfair trade practices that harm our customers. Our pricing is based on the merits of our own offerings.

Our actions:

- a) We make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors.
- b) We do not enter into discussions with actual or potential competitors to share markets, fix prices or limit input or sales.
- c) We do not share commercially sensitive information with actual or potential competitors.
- d) We obtain approval before joining Trade Associations or Industry Groups. Participation in related events will not be used for anti-competitive purposes.
- e) We report discussions regarding unfair competitive practices to our Legal or HR Department.

Red flags:

- Requests to enter into agreements with competitors to fix prices, limit sales, or divide markets or customers

SMR Group is a publicly traded company. The shares of our company are traded by the public and the price of our shares may fluctuate based on information about the company's activities. If someone within the company has access to information that is not available to the public (for instance, knowledge about senior management changes, new product launch, or upcoming acquisitions) and uses it to buy or sell our shares before such information is made public, they are engaging in insider trading. Such information is called 'material insider information.'

Insider trading is a violation of our ethical standards and is a personal criminal violation under Malaysian Law. It has severe negative consequences not only on the individual(s) involved but also on SMR Group as a company.

Our actions:

- a) We may have access to non-public information that an investor would find useful in deciding on trading in the Company's shares. We do not share such information as it is considered tipping and is a violation of the law.
- b) We treat all inside information that is not available to the public as proprietary and confidential.
- c) We do not divulge material non-public information to anyone outside SMR Group, including family and friends, without prior approval.
- d) We do not engage in any form of manipulation of the prices of publicly traded securities of SMR Group or any other company.
- e) We do not discuss sensitive information about SMR Group in public so that we are not intentionally or unintentionally involved in a crime.

Red flags:

- Requests from anyone (including family and friends) to share non-public information about SMR Group

4.4 Money Laundering

We never condone, facilitate or support money laundering.

Money laundering is the process of hiding illicit funds or making them look as though they are legitimate. It is the process of disguising the criminal origin of money, assets or real estate within legitimate business activities. Trusts and shell companies may disguise the true owners of money and increase the risk of money laundering. Money laundering is also used to cover the use of legitimate funds to support crime and terrorism. SMR Group never condones or facilitates money laundering. We always comply with anti-money laundering laws and regulations.

Our actions:

- a) We take reasonable and appropriate actions to assess the integrity of our business partners and ensure that they are involved in legitimate business activities.
- b) We question unusual payments that are outside the normal terms of business.
- c) We question banking arrangements made by someone who is not party to the transaction.
- d) We report unusual requests that deviate from what is agreed to in the contract.
- e) We report situations where our business partner does not provide clear details of ownership to our manager or the Legal/ HR Departments.
- f) We consult the Legal or Finance department if we are in doubt about the origin or destination of money and property.

Red flags:

- Requests to transfer funds to a bank account belonging to someone who is not party to the transaction
- Customer payments from multiple bank accounts or offshore bank accounts
- Under or over-valuing of invoices or assets
- Transactions that are unnecessarily complex for no obvious legitimate business purpose

5. Maintaining the Right Relationships

5.1 Conflicts of Interest

We ensure that our personal interests do not conflict with our work responsibilities.

A conflict of interest occurs when our personal activities, relationships, outside employment or business opportunities interfere with the interests of SMR Group. Such conflicts may include the interests of people we associate with, such as family members, friends or business associates. At all times, in our roles within SMR Group, we need to maintain trust by discouraging and avoiding conflicts, including anything that can be *perceived* by others as a conflict. It is essential to avoid situations where our loyalty becomes suspect.

Our actions:

- a) We avoid situations and decisions where we have a potential or perceived conflict of interest.
- b) We do not take up external duties or positions that could affect, or be perceived to affect, our responsibility to act in SMR Group's best interest. This includes providing assistance to organisations that are our competitors in any capacity.
- c) We shall always disclose any existing personal relationships with employees whom we are responsible for in the context of recruiting, hiring or directly supervising. Any new hiring in this context shall proceed only upon the approval of the senior management.
- d) We shall always disclose to the HR Department any close personal relationship that we may form with any other employees, regardless of the nature of the working relationship that may be direct or indirect.
- e) Unless approved by senior management, we do not represent or work for a business partner, customer or supplier when we are in the employment of SMR Group.
- f) We obtain written approval from our Chairman, board or manager as appropriate before accepting external directorships, where there is a potential, perceived or actual conflict of interest.
- g) We disclose actual, potential, and perceived conflicts of interest to our manager.
- h) If conflicts arise, we work with our manager/HR Department to resolve conflicts and keep a record of our decisions and actions.

Red flags:

- Having a second job or working as a consultant in ways that could interfere with the performance of one's duties at SMR Group
- Directorship in other organisations, whether commercial or not-for-profit
- Financial interest in existing or potential competitors, customers or suppliers of SMR Group

5.2 Gifts, Hospitality and Travel

We exercise use good judgment in giving and receiving business courtesies.

Gifts and hospitality are means to build relationships with customers, suppliers and third parties. While they are appropriate in certain contexts, in business contexts, we must be aware of their potential to be abused, resulting in actual or perceived conflicts of interest. In some situations, they may be considered as bribery. Hospitality may take the form of meals, seminars, social gatherings and entertainment, while travel covers accommodation and modes of transport. Gifts, hospitality and travel should be offered or received only sparingly and only in ways that are legitimate and approved by SMR Group. The Code's stand on gifts, hospitality and travel are applicable to our business partners and public officials we interact with.

Our actions:

- a) We expect employees to be aware of the monetary limits for business courtesies that have been set by SMR Group.
- b) In deciding whether a gift is appropriate, consider whether a public disclosure of the gift or hospitality offered would embarrass you or SMR Group.
- c) If a business courtesy could, *or could be seen as*, improperly influencing a business decision, it should not be given or accepted.
- d) We never offer or accept cash or lavish gifts. In general, we only offer or accept gifts of minimal value within cash value approved by SMR Group.
- e) We may offer or accept hospitality, in the normal process of building relations without any specific business interest
- f) We always pay our own costs for travel, accommodation and related expenses. Likewise, we do not pay for travel, accommodation and related expenses for others.
- g) We always discuss offering or accepting business courtesies with our immediate supervisor.
- h) We report repeated offers of business courtesies to the HR Department.
- i) We seek exceptions only in special circumstances subject to a review by the HR Department and prior written approval by the Group CEO.
- j) We shall always disclose to the senior management any personal interest we have in any business transactions that we had a role in.

Red flags:

- Business courtesies extended around the same time as critical business decisions
- Repeated offers of business courtesies from the same or related parties

5.3 Business Partners

Our business partners are held to the same high standards we set for ourselves and expect them to respect our values.

Our business partners include individuals and entities such as suppliers, agents, distributors, franchisees, and joint venture partners, as well as sponsorship and donation recipients. Under certain circumstances, SMR Group can be held legally responsible for the actions of its business partners. Therefore, we expect our business partners to be in full compliance with our standards of business conduct and all applicable laws and regulations.

Specifically, we must follow 'Know Your Customer' and related documentation. Due diligence must be conducted on new customers, suppliers and business partners of SMR Group, including any intermediaries acting on behalf of such customers, suppliers and business partners.

Our actions:

- a) We are cautious in our selection of business partners and have careful screening procedures to ensure that they can meet our standards and values.
- b) We monitor and support our business partners to conduct their activities in accordance with SMR Group's standards for responsible business conduct.
- c) We ensure that all payments in respect of transactions and business activities involving our business partners are properly documented. Such documentation should ensure that payments are made to the proper party for legitimate purposes and in respect of which proper consideration has been received.
- d) We report business partners who do not fully commit to following our standards and those whose activities could reflect negatively on SMR Group to the HR Department.

Red flags:

- Business partners that have been investigated or disciplined for unethical or illegal business practices of any kind

Public officials are individuals who hold legislative, administrative, military or judicial positions of any kind and exercise a public function. SMR Group interacts with public officials at various levels for many different purposes. When dealing with public officials, we must ensure that our interactions cannot be interpreted as providing any advantage or reward in terms of their ability to recommend, authorise or approve any of our products or services. We must keep our interactions with public officials honest and legitimate.

Our actions:

- a) We do not engage in conduct which could, or could be perceived to, improperly influence a public official.
- b) When dealing with public officials, we always follow local laws and SMR Group's policies, including those on gifts, hospitality and travel.
- c) We do not make facilitation payments to public officials and we report requests for such payments to the HR Department.
- d) We do not directly engage in discussions with public officials on behalf of SMR Group unless we have been expressly authorised to do so.
- e) We co-operate courteously with public officials in the execution of their duties.

Red flags:

- Requests for or offer of facilitation payments or favours
- Requests for or offer of anything more than reasonable hospitality
- Business partners who interact with public officials on behalf of SMR Group

6. Financial Integrity and Protection of our Assets

6.1 Financial Reporting Integrity

We keep reliable, accurate and complete financial records and maintain honesty in disclosures.

We take the accuracy and reliability of our financial records very seriously. We recognise that financial integrity is fundamental to maintaining the trust of our key stakeholders. Our books are maintained in accordance with all applicable legal requirements and generally accepted accounting principles.

Our actions:

- a) We follow good accounting practices and abide by internal controls implemented by SMR Group.
- b) We record all transactions accurately, consistently and promptly.
- c) We do not establish or maintain undisclosed accounts, funds or assets.
- d) We ensure that expenses are reasonable and recorded properly when we spend the company's money.
- e) We approve a transaction or sign a document only after verification of information.
- f) We retain records that may be relevant to audit, litigation or regulatory investigation.
- g) We do not record or report any information inaccurately or in a way that could be misleading.
- h) We do not falsify any document or record, whether financial or otherwise.
- i) We co-operate fully and honestly with internal and external auditors and other regulators.

Red flags:

- Falsified documents, misrepresented facts, transactions and financial data
- Attempts to destroy, alter or hide records
- Requests to enter into 'off-the-book' arrangements

6.2 Confidentiality and Information Handling

We safeguard confidential information.

Confidential information is information that is not in the public domain and has value. As a member of the SMR Group community, we receive and produce various types of confidential, proprietary and private information. Much of this information can be easily accessed, replicated and shared. We are trusted with maintaining the confidentiality of this valuable information. We must recognise that confidentiality is critical to our business and protect this information.

Our actions:

- a) We do not discuss or share confidential information regarding our business, our business partners, our employees or our students *except* in the course of carrying out SMR Group's business.
- b) We share confidential information only when we have been authorised to do so and there is a legitimate reason for doing so.
- c) We treat information from third parties with the same level of confidentiality and care as our own information.
- d) We immediately report to the HR Department any attempts to reveal information that is not in the public domain to unauthorised parties.
- e) We report any attempts by an outside party to make us sign a confidentiality or non-disclosure agreement.
- f) All information that is confidential is clearly marked and not left out carelessly or discussed in places where there is no legitimate reason to discuss it.

Red flags:

- Attempts to access or disclose information without a legitimate business purpose
- Casual discussion of confidential and non-public information about SMR Group in public
- Attempts by an outside party to make SMR Group employees to sign a confidentiality or non-disclosure agreement

We protect our assets from being misused or wasted.

Our assets include everything that SMR Group owns or uses to conduct business. This includes property, physical assets and intellectual property. Property and physical assets include our buildings, office and educational equipment, computers, and vehicles. Intellectual property includes trademarks, copyrighted works, trade secrets and know-how. Security threats can affect our assets and have significant financial, operational and reputational impact.

Our actions:

- a) We assess potential hazards and risks and follow security policies and requirements that safeguard our physical assets and property.
- b) We report people entering or trying to enter our premises without authorisation or properly displayed credentials to the Security Department.

- c) We protect SMR Group's financial assets such as cash, bank accounts and credit cards against misuse, loss, fraud or theft.
- d) We always follow proper protocols for granting access and do not share our access credentials, including PIN codes and passwords.
- e) We only engage in and/or authorise financial transactions in line with our roles.
- f) We report any product, communication or marketing practice that infringes on our copyright, trademarks, domain names, and/or other intellectual property rights.
- g) We ensure a contract to protect our intellectual property rights are in place when we engage in collaborative works with third parties and work with our business partners.
- h) We report any security incidents immediately and in accordance with local procedures, laws and regulations.
- i) We only use SMR Group approved systems for information sharing and storage.

Red flags:

- Attempts to enter SMR Group's premises without authorisation or properly displayed credentials
- Requests to reveal proprietary information by any outside party
- Using SMR Group's space, equipment, supplies or vehicles for anything other than business purposes
- Use of SMR Group's credit cards, cheques or cash for personal use
- Inaccurate or incomplete reimbursement claims

7. Treating Our People Fairly

7.1 Workplace Environment

We provide a respectful harassment-free workplace.

Everyone at SMR Group has the assurance of being treated with courtesy and respect. Our workplace is free from harassment, bullying and intimidation of any kind. We will not tolerate abuse or harassment of our employees, our students or anyone else we work with on the basis of nationality, gender, age, religion, race, sexual orientation or disability.

Our actions:

- a) We do not behave in ways that are offensive, intimidating, discriminatory or insulting.
- b) We do not engage in communications of any kind that contain offensive content either in words, gestures or images.
- c) We do not make unwanted sexual advances, request sexual favours or behave in a sexually offensive manner or make derogatory remarks of a sexual nature.
- d) We do not use alcohol or illegal drugs in the workplace, or abuse prescription medication.
- e) We are open to different points of view and weigh them exclusively on the merits of those thoughts.
- f) We report any form of bullying, mocking or harassment of any kind without fear of retaliation.

Red flags:

- Behaviour, comments or actions which are reasonably considered offensive or humiliating
- Withholding of legitimate rights on the basis of nationality, gender, age, religion, race, sexual orientation or disability
- Threats of retaliatory action against anyone threatening to report an act of discrimination or harassment

7.2 Diversity and Inclusion

We believe that diversity and inclusion are keys to competitiveness.

At SMR Group we value diversity and inclusion. SMR Group is an equal opportunity organisation. We treat each other with respect, dignity and fairness. We value diversity because different abilities, thoughts and perspectives make our institutions richer and more interesting.

Our actions:

- a) We base our employment and business decisions solely on merit, specifically skills, experience, qualifications and characteristics relevant to the performance of work.
- b) We do not discriminate on gender, race, religion, age, sexual orientation, disability or any other characteristic protected by law.
- c) We promote an environment in which all individuals have the opportunity to develop and realise their full potential.

- d) We encourage greater participation by female members of our community through targeted initiatives that promote inclusion
- e) We show zero tolerance for harassment or any conduct that interferes with another person's ability to perform to the best of his or her abilities.
- f) We report all instances of bias, discrimination or harassment to the HR Department, which will take appropriate disciplinary action.

Red flags:

- Decisions regarding recruitment, hiring, promotion, and rewards that are not based on merit
- Discrimination of the basis of nationality, gender, age, religion, race, sexual orientation or disability

7.3 Health, Safety and People Security

We provide safe and healthy working conditions for all employees.

Everyone at SMR Group is responsible for ensuring a safe and secure workplace for ourselves, our students and our business partners. We are proactive in managing occupational safety risks associated with our business activities.

Our actions:

- a) We are aware of and comply with health and safety procedures and instructions relevant to our area of work.
- b) We observe and report hazardous situations and ensure that mitigation measures are initiated.
- c) We make ourselves aware of potential risks in our workplace and take active steps to minimise risks to health, safety and security.
- d) We watch out for signs of high stress and unhealthy work-life balance in our co-workers.
- e) We observe and report any actual or near miss accident or injury, illness, unsafe or unhealthy condition to the Health and Safety Department so that steps can be taken to correct, prevent or control these conditions.
- f) We make sure that we know what to do if an emergency occurs at our place of work.

Red flags:

- Misplaced or misused appliances and equipment that pose a risk to the safety, health and welfare of those in the vicinity
- Arriving at work when medically unfit, insufficiently alert or when work performance is impaired by alcohol, drugs or prescription drugs
- Intimidation or violent acts by anyone

We respect human rights and labour rights.

We recognize and respect the right of all human beings to live their lives free from social, political or economic discrimination or abuse. SMR Group respects human rights and labour rights. We comply with international conventions and local regulations.

Our actions:

- a) We do business in a fair and non-discriminative way.
- b) We grant our employees the right to fair pay, benefits and freedom of association.
- c) We comply with legal requirements in relation to short-term and casual employees.
- d) We do not violate the rights of others nor are we complicit in violations by others.
- e) We avoid doing business with business entities that are known for violating human rights laws.
- f) We provide transparent, fair and confidential procedures for employees to raise relevant concerns in situations where they believe they are treated unfairly.

Red flags:

- Current or prospective business partners who are engaged in human rights violations
- Undue restrictions or penalties imposed on employees who join legitimate employee engagement forums
- Contracts that are priced low enough to drive wages down
- Contracts that have such short delivery periods that excessive working hours are unavoidable

7.5 Privacy and Personal Information

We respect the privacy of individuals.

SMR Group respects the privacy of individuals. We hold significant personal information on our students, employees, and business partners. We have an obligation to protect it and only use it for proper business purposes. Personal data includes information such as phone numbers, e-mails, addresses, locations, call and payment history, salaries and health information. We consider all personal data to be confidential and protect it.

Our actions:

- a) We collect, use or store personal data with the consent of our employees and students.
- b) We only collect data that is adequate and relevant and use it solely for the purposes for which it is collected.
- c) We do not share personal information internally or externally with anyone who does not have a specific business purpose, unless such sharing has been authorised or is legally required.
- d) We are open and honest with our students and employees about how we use their data.
- e) We ensure that data is not processed without proper access control, security or data protection.

Red flags:

- Attempts to collect personal data in a way that is considered an intrusion to an individual's privacy
- Use or transmission of personal data without appropriate consent or a legitimate reason

8. Engaging with the Community

8.1 Environment

We will protect the environment and conserve natural resources.

We recognise our shared responsibility in maintaining the premises we are privileged to use, protecting the environment and conserving natural resources. In these times of rapid climate change, we ensure that we minimise our use of resources and are mindful of our impact on carbon emissions.

Our actions:

- a) We comply with all applicable environmental laws and commitments toward sustainability.
- b) We take measures to prevent pollution and reduce consumption of resources such as energy and water.
- c) We practice sustainable waste management by reusing and recycling as much as possible.
- d) We incorporate and follow energy efficiency measures in managing our facilities.
- e) We minimise carbon emissions from all parts of our operations.
- f) We report all activities that actively harm the environment.

Red flags:

- Aspects of SMR Group's operations that ignore or fail to minimise negative impact to the environment
- Engaging business partners who do not meet our standards on environmental conservation

8.2 Communicating with the Media

We always act responsibly in our external communications.

At SMR Group, communication with the media, including traditional and digital platforms, is managed with care as it has important legal implications. Such a role demands specialist skills and experience. We leave such communication entirely in the hands of individuals who are formally authorised to speak on behalf of SMR Group.

Our actions:

- a) Individuals who are authorised to handle external communications comply with all conditions attached to their authorisation, such as when or with whom they may communicate with.
- b) If we have not been authorised to handle external communications, we do not communicate with the media either on or off the record.
- c) We direct all media queries to those who are authorised to deal with external communications.
- d) We do not get drawn into conversations that may be interpreted as the official stand taken by SMR Group.
- e) We obtain clearance from senior management and Media Relations Department before accepting any formal speaking engagements on behalf of the company.
- f) We refrain from dissemination and posting sensitive information through social media and only through authorised personnel as and when required.

g) We do not link our political leanings to our employment at SMR Group, which does not take political sides.

Red flags:

- Discussing competitors on social media
- Posting or expressing personal views in ways that can be misinterpreted to be the stand of SMR Group
- Speaking on behalf of SMR Group without being authorised to do so

9. How to Speak Up

We come to the last but not in any way the least of the Principles of our Code: to Speak Up whenever we have a question about the Code or when we think that the Code is being violated. We must raise our concerns when we come across activities that may be a breach or a potential breach of our Code or other legal requirements.

We agree that it is not easy to speak up. But only if you do gather the courage to do the right thing can SMR Group continue to operate legally and ethically. You may report your concerns to your line manager or get in touch with the HR Department. If for any reason, you are not comfortable discussing the issue with either your manager or the HR Department, you are welcome to speak directly to the Group Managing Director or Group CEO. Your concerns will be heard and your queries responded to in strict confidence. You also have the option of anonymously voicing your concerns on the Compliance Weblines, which is an online tool.

All reported concerns are taken seriously as assessed objectively. You can rest assured that all information provided through any of the channels discussed above will be treated in a confidential manner. The reports are first received and reviewed by SMR Group's HR Department. The HR Department will liaise with the relevant department or employee(s) concerned in the case of minor cases. In situations that involve allegations of a serious breach of the Code, the HR Department will undertake an investigation to assess all relevant facts and take necessary corrective action. SMR Group may subject anyone who violates the Code of Conduct or any company policy to disciplinary action, up to and including termination. Inappropriate conduct or performance or non-compliance issues will be brought to the attention of the relevant employee, who will be allowed to respond to any allegations. Except in the case of summary dismissal for serious misconduct, employees will be given a reasonable chance to remedy the inappropriate conduct or performance.

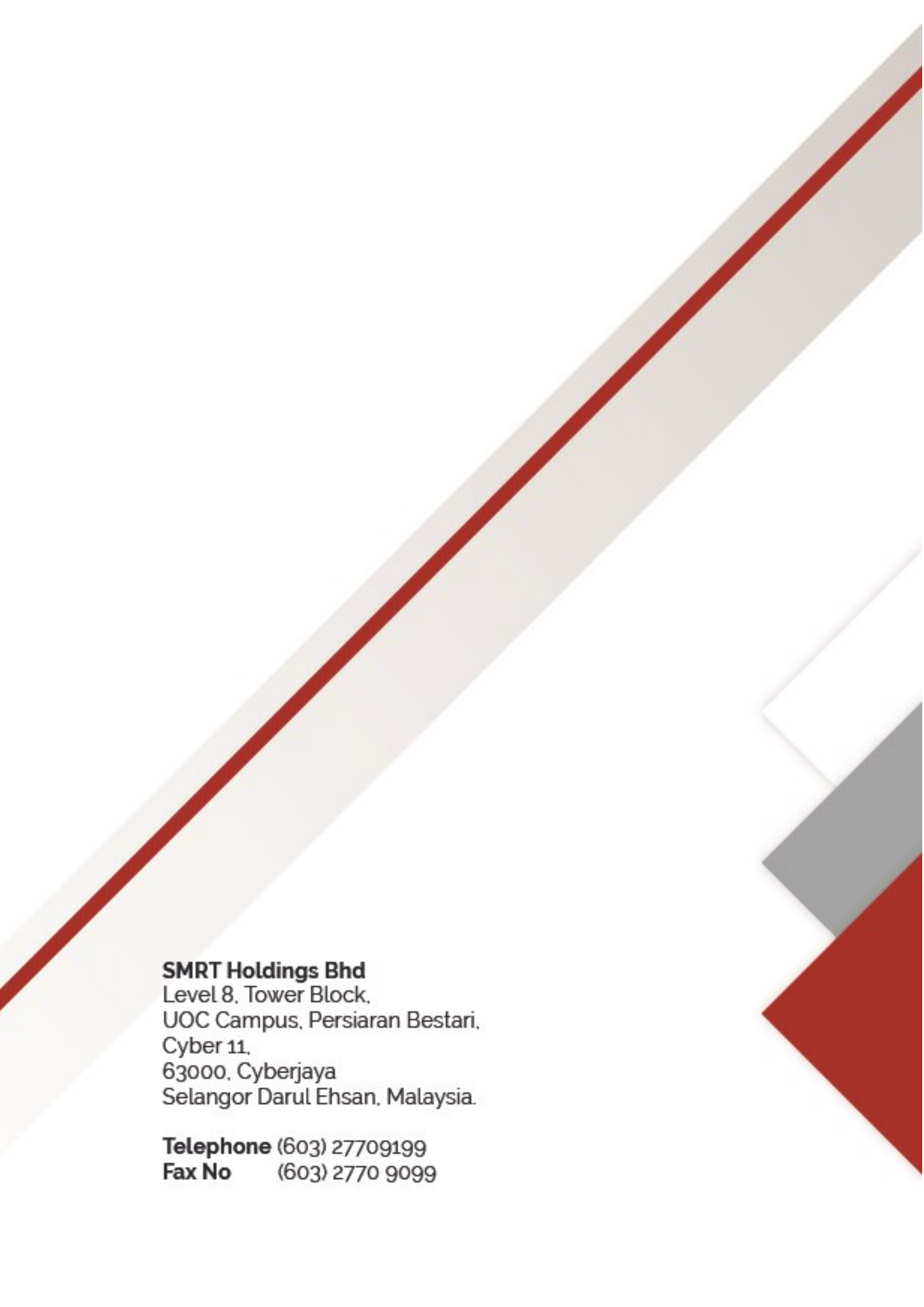
It is important to remember that we can all report suspected unethical or illegal behaviour without concern of retaliation. SMR Group does not tolerate retaliation of any kind against anyone who raises concerns or questions regarding a potential violation of our Code or any other legal requirements.

You are also protected under the Company's Whistle Blowing Policy which can be found on our website at <https://www.smrt.holdings/corporate-governance> under the Section : Investor Relations > Corporate Governance > Whistle Blowing Policy. Concerns raised under the Whistle Blowing Policy can be raised by email addressed to <https://www.smrt.holdings/contact> or using the official form attached with the downloadable policy document.

When in doubt about a course of action, ask yourself these questions:

1. Does it reflect the values of SMR Group?
2. Is the situation I am facing for the good of SMR Group and all who are associated with the Company?
3. If my course of action is made public, will I be able to hold my head high?

If the answer to any of these questions is "No" or "I'm not sure," it is time to seek help and voice your concern.



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