

# Code of Conduct

## Code of Conduct for the Chairperson, other Board members and Chief Executive Officer determined by the NRC.

The Code of Conduct has been laid down by the Board of Directors of Hwa Well Textiles (BD) Limited on the recommendation of the Nomination and Remuneration Committee (NRC) to sets out key principles and ethical standards that govern the conduct of Chairperson, Other Board members and Chief Executive Officer individually and collectively in accordance with the Condition No. 1.7 of the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code-2018. This Code of Conduct has been agreed by the Chairperson, all Board members and the Managing Director/(CEO) of Hwa Well Textiles (BD) Limited. Hwa Well Textiles (BD) Limited has also a separate detailed Code of Conduct policy for the employees, suppliers, customers and other stakeholders of the company.

### Code of Conduct applicable for the Chairperson, other Board Members and Chief Executive Officer of Hwa Well Textiles (BD) Limited:

#### **Prudent Conduct and Behavior:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall at all times in discharging their duties and responsibilities act prudently, ethically and in good faith and in the best interest of the Company.

#### **Confidentiality:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall maintain the confidentiality of information not generally known to the public and entrusted to them, except when disclosure is authorized or legally mandated.

#### **Conflict of Interest:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall act in the best interest of the Company at all times and always conduct themselves, without having any prejudice towards any person or entity not enter into any transaction which is or is likely to be in conflict with the interest of the Company. Any situation which gives rise, or might give rise to a conflict of interest shall be disclosed as soon as it arises.

#### **Compliance with Laws, Rules and Regulations:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall comply with laws, rules and regulations applicable to their roles. Additionally, they shall adhere to internal rules and regulations as may be approved by the Board with the recommendation of NRC from time to time. Each Member shall note that the Company shall never be liable for or to defend any Member who, acts in contradiction to applicable laws. The violation of any law, regulations, rules and orders may make members liable for criminal or civil action, in addition to any disciplinary action that the Company may take for such violation.

**Prohibition of Insider Trading:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall observe all applicable insider trading legislation and regulation, including the duties of confidentiality and prohibitions against trading and are prohibited from dealing in securities market in a fraudulent manner, engaging in manipulative share trade practices, unfair trade practices relating to Company's securities, making misleading statements to induce sale or purchase of company's securities. This also includes the prohibition to purchase or sell the Company's securities on the basis of any undisclosed price sensitive information and also the prohibition to disclose such information to any other person including relatives.

**Relationship with environment, employees, customers and suppliers:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) are expected to monitor that the Company complies with the applicable laws, rules and regulations of the country related to the environment, employees, customers and suppliers. They shall deal honestly, responsibly and fairly with customers, suppliers, competitors and employees in accordance with the law.

**Independency:**

The Chairperson of the Board, other Board members and the Managing Director/(CEO) shall exhibit high standards of integrity, commitment and independence in regards to discharge of their respective duties and responsibilities entrusted upon them, complied with the law and for the best interest of the Company.

**Amendments:**

The provisions of this Code can be amended or modified by the Board from time to time, subject to recommendations from the Nomination and Remuneration Committee.