

CODE OF ETHICS AND CONDUCT

INTRODUCTION

In line with good corporate governance practices, the Board of Directors (the Board) is committed to create a corporate culture within the Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct.

This Code of Ethics and Conduct (“Code”) sets out the standards which the Directors and Employees of the Group are expected to comply in relation to the affairs of the Company’s businesses when dealing with each other, shareholders and the broader community.

OBJECTIVE

The objective of the Code is formulated to enhance the standard of corporate governance and corporate behavior.

For all intents and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

CODE OF ETHICS FOR DIRECTORS

In the performance of their duties, the directors should at all times observe the following codes:

- Should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- Should devote time and effect to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
- Should ensure at all times that the company is properly managed and effectively controlled;
- Should stay abreast of the affairs of the company and be kept informed of the company’s compliance with the relevant legislation and contractual requirements;
- Should insist on being kept informed on all matters of importance to the company in order to be effective in corporate management;
- Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is his own judge of his abilities and how best to manage his time effectively in the company in which he holds directorship;
- Should have access to the advice and services of the company secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
- Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the company;
- Should disclose immediately all contractual interest whether directly or indirectly with the company;
- Should neither divert to his own advantage any business opportunity that the company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
- Should at all times act with utmost good faith towards the company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the company is at stake.

CODE OF CONDUCT

Conflicts of Interest

- Directors and Employees should avoid conflict of interest with respect to their fiduciary responsibilities.

- Directors and Employees must not use their positions or knowledge gained in the course of their duties or employment for private or personal advantage.

Confidential Information

- Directors and Employees should respect the confidentiality appropriate to issues of a sensitive nature.
- Directors and Employees are strictly prohibited to disclose any materials information to any person, unless the disclosure is duly authorized or legally mandated.

Inside Information and Securities Trading

- Directors and Employees must refrain from disclosing any information, documents or any forms of data concerning which can affect the price of the securities of the Company and/or related listed companies when it becomes publicly known for personal benefit.
- Directors and Employees should not trade in securities of the Company and/or related listed companies or any other companies where they have Inside Information which they obtain in the performance of their duties unless the Inside Information is publicly released.

Compliance to the Law

- The Group should comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates.
- Directors and Employees are expected to understand and comply with the laws, rules and regulations that applicable to their positions and/or work.
- The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

Protection of Assets

- Directors and Employees must protect the assets of the Group to ensure the assets are to be properly used in the interest of the Company and must be safeguarded from loss and misuse.

Health Safety and Environment

- The Group should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.
- All health and safety obligations and good practices are to be recognized, respected and adhered to.

Employment practices

- All Employment practices are fair and non-discriminatory
- All safe system of work are to be maintained
- All forms of discrimination and harassment are prohibited
- All privacy right of individuals associated with the Company are to be respected.

REPORTING OF VIOLATIONS OF THE CODE

Any matter which personnel believe to be a breach of a law or this Code, should be brought to the attention of the Management for guidance. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

REVIEW OF THE CODE

The Board will review the Code regularly to ensure that it continues to remain relevant and appropriate.