



MUDAJAYA GROUP BERHAD (605539-H)

CODE OF ETHICS AND CONDUCT



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PURPOSE

Dear employees, officers and directors ("team members") of Mudajaya Group Berhad Group of Companies (the "Company"):

The Company is committed to providing an environment that is free from discrimination and harassment and expected you to conduct yourself everyday in a way that helps us to maintain an outstanding reputation in the communities we serve.

This written code is an important reference source and legally binding for employees, officers and directors.

Additional guidance is provided in the HR Policies & Procedures Manual, Company's standard operating procedures and guidelines accessible in our Departmental Folder at HrAdmin.

If a law, local custom, business practice or policy that you encounter conflicts with this Code, please contact Human Resource Department prior to taking any action in order to obtain guidance on handling the potential conflict.

You should keep in mind these important considerations when reading this Code :-

The Code should be applied both in letter and in spirit.

- This Code should be read together with any applicable laws and regulations, as well as any applicable company policies and procedures.
- The Code applies to all of our employees, officers and directors regardless of where they work or their positions in the overall organization.
- It is the policy of the Company for anyone aware of any possible violation of this Code or of any Company policy or legal requirement to report the possible violation. We will not tolerate retaliation against anyone for such reporting.
- Anyone, who does not comply with this Code, as well as with other corporate policies and procedures, may be disciplined, up to and including termination. Violations of the standards outlined in this Code also could result in criminal penalties, civil liabilities, or both. If you are in a situation that you believe may violate or lead to a potential violation of this Code, follow the guidelines provided in this Code or contact the Human Resource Department.
- Human Resources Department shall be the enforcer of this Code.

Integrity and a high standard of ethics are fundamental to our beliefs. The Company is committed to doing what is right and deterring wrongdoing. In dealings with our customers, suppliers and fellow employees, these principles require that we:

- conduct ourselves in a forthright and honest manner



- are fair and considerate in all dealings
- maintain professional behavior in all relationships
- make only commitments we believe we can keep and keep them
- respect the rights and dignity of all individuals
- obey the law

OUR VISION

To be the preferred leader in the construction and property development industry and to provide good infrastructure and energy requirement to society. We strive to look beyond the expectations and goals to stay ahead by integrating both technical excellence and commitment in building partnerships.

OUR MISSION

As the preferred leader, the Group seeks to continuously improve on their performance pertaining to providing international quality standards, timely completion of projects, customers' satisfaction and enhancement of shareholders' value.

OUR APPROACH

We expect our team members to adhere to a high standard of ethics and to comply with all laws and regulations that govern our businesses. Our aim is to promote an atmosphere in which ethical behavior is well recognized as a priority and practiced and to treat fairly all persons regardless of such factors as race, religion, gender, disability, age or national origin.

The guidelines and standards in this Code are grouped under section headings that emphasize the fundamental and overriding principles that should guide our behavior. We should act in a manner that will serve the best interests of the Company and its stockholders; that will preserve confidential information; and that will avoid conflicts of interest or the appearance of conflicts of interest.

This Code cannot provide rules to cover every circumstance. Answers to questions involving ethical considerations are often neither easy nor clear-cut. If you have a question about a particular situation, discuss it with your manager or, if further clarification is needed, Human Resource Department should be notified. Our General Counsel Party is the Human Resources Department.

SERVE THE COMPANY'S BEST INTERESTS

We seek to obtain and preserve the trust and confidence of our customers, vendors, and team members. In order to do so, complete honesty and fairness is required in conducting our internal and external business. This requires that team members provide accurate and complete information in dealings with vendors, customers and



other company team members. In cases involving sensitive and/or proprietary information, team members must not discuss the information except on a "need to know" basis. The products and services of the Company should be presented accurately and fairly.

As a team member of the Company, you are expected:

- To be knowledgeable about the requirements of your position including the Company's expectations and governmental rules and regulations that apply to your position;
- To conduct all aspects of the Company's business in an ethical and legal manner and in accordance with government laws and regulations and the laws and regulations of all localities and states where the Company does business;
- To comply with the Company's guidelines, policies, and procedures, including this Code; and
- To assist co-workers in their professional development and to support them in complying the Code.

You are expected to exercise good judgment and common sense in your decision-making and your dealings with others. Commitments should be made only if they can be met realistically. The services of others, such as suppliers, attorneys, or consultants, should be chosen based on the quality of service and competitiveness of price.

The Company holds all team members responsible for carrying out and monitoring compliance with this commitment. If you become aware of actual or potential problems in any area of the Company's services or operations or in its business relationships with vendors, you should inform your manager and Human Resource Department. Also, when the applicability and interpretation of laws, regulations or policy is unclear, seek advice from Human Resource Department.

REPORTING VIOLATIONS

It is the policy of the Company that anyone aware of a possible violation of this Code, or any other Company policy or legal requirement, report that possible violation to the Human Resources Department. There are several options available to you if you need to make a report:

- *You can speak with your immediate Supervisor or Manager.*

We encourage you first to contact your immediate supervisor or manager, who is in turn responsible for informing Human Resource Department of any concerns raised. Manager receiving such report shall forthwith inform the Human Resources Department and henceforth shall take the necessary action. Manager or any person receiving the said report shall not deal with the said matter discreetly, all action including but not limited to any disciplinary action shall only carry out by Human Resources Department.



- *You can speak directly to Human Resource Department.*

If you prefer not to discuss a concern with your own supervisor or manager, you may instead inform the Human Resource Department. You are also free to e-mail the Human Resource Department at hr@mudajaya.com

If you report a possible violation, regardless of the method that you use to make the report, it is important that you provide as much detail as possible, including names, dates, times, locations and the specific conduct in question. Only with sufficient specific information can the Company adequately investigate the reported action.

Your submission of information will be treated in a confidential manner to the extent reasonably possible. Please note, however, that if an investigation by the Company of the activities you have reported takes place, it may be impossible for the Company to maintain the confidentiality of the fact of the report or the information reported.

OUR OBLIGATION TO YOU

The Company is committed to providing a workplace conducive to open discussion of its business practices. It is the policy of the Company for anyone aware of any possible violation of this Code or of any of our policies and procedures or any legal requirement to report the possible violation. We will not tolerate retaliation against anyone for such reporting. It is also our policy to comply with all laws that protect team members against unlawful discrimination or retaliation by anyone at the Company as a result of their lawfully and truthfully reporting information regarding, or their participating in, investigations involving allegations of corporate fraud or other violations by the Company or its agents of federal or state law.

Reports based upon evidence that the team member knows to be false and reports that the team member knows, or reasonably should know, to be groundless are not appropriate and the Company reserves the right to take appropriate disciplinary action with respect to such reports. In addition, except to the extent required by law, this policy does not cover a team member who violates the confidentiality of any applicable privilege to which the Company or its agents may be entitled, or who violates his or her confidentiality obligations with regard to the Company's trade secrets or other confidential information. If you have any questions as to what information may be confidential or as to what your obligations may be with respect to particular information, you should contact the Human Resource Department.

If you believe that you have been subjected to any action that violates this policy, you may file a complaint with your immediate supervisor, manager or the Human Resource Department. If it is determined that you have experienced any improper employment action in violation of this policy, corrective action will be taken.



HUMAN RESOURCE DEPARTMENT

Human Resource Department is the department to administer and implement the Code. Human Resource Department has the responsibility to:

- Receive, collect, review, process, investigate and resolve concerns and reports by employees and others on the matters described in the Code;
- Review the Code from time to time in connection with current federal, state and local laws;
- Recommend to the Management any updates to the Code deemed necessary;
- Provide guidance on the meaning and application of the Code;
- Monitor and audit compliance with the Code; and
- Report to Management on implementation and effectiveness of the Code and other compliance matters.
- Conduct any Domestic Inquiry if necessary.
- Enforce this Code.

INVESTIGATIONS AND ENFORCEMENT

Reports of possible violations of the Code will be collected, reviewed and processed by Human Resource Department. Any reports submitted that involve the Company's accounting, auditing and internal auditing controls and disclosure practices will be presented directly to the Board of Directors.

Reports of possible violations of the Code will be investigated by the Human Resource Department and, if a violation of the Code is substantiated, disciplinary action will be taken, where necessary, including appropriate sanctions for the individual(s) involved, up to and including termination of employment. Any party believed to have participated in a possible violation shall not be permitted to participate in any investigation or recommendation for disciplinary action or sanctions.

If an alleged misconduct or violations is of a criminal nature, the Company shall make a police report. Notwithstanding any police report has been lodged, the Company can still carry on the disciplinary action regardless of any outcome from the Police. The Company may not wait for the Police investigation. The Company decision will still be valid, even if subsequently the Employees is found not guilty by a criminal court of the charges against him.

While an investigation is underway, an Employee can be suspended i.e. he is not permitted to enter the Company's premises. Suspension of an Employee suspected of having committed the misconduct or violation of this Code is at the discretion of the Company.



Employee can be suspended on half pay pending a domestic inquiry for a maximum of two (2) weeks. If no charges are laid against the Employee or he is subsequently found to be not guilty of any misconduct or violations, the half pay withheld must be paid back to the Employee.

Violations of the Code that may also constitute illegal conduct shall be addressed, which may include making a report to civil or criminal authorities for further action.

YOUR OBLIGATION TO THE COMPANY

One person's misconduct can damage the Company's hard-earned reputation and compromise the public's trust in the Company. Every team member of the Company should become familiar with this Code.

If you have a question about a topic covered in this Code or a concern regarding any conduct, please speak with your immediate supervisor, manager or with the Human Resource Department.

As a team member of the Company, you have the following compliance obligations under the Code:

- To read and comply with the Code. It is also your responsibility to comply with the law and behave in an ethical manner.
- To ensure that any required disclosures are made and approvals and exceptions are obtained.
- To understand the Code and to get clarification if you are unsure about its application in a specific situation. This Code cannot anticipate every possible situation or cover every topic in detail. From time to time, we may establish special policies to address specific subjects. If you are unclear about a situation, stop and ask for guidance from your immediate supervisor, manager or the Human Resource Department before taking action.
- To help ensure that our Company complies with all applicable laws and regulations. Failure to obey laws and regulations violates this Code and may expose both you and the Company to criminal or civil sanctions. Any violation of this Code or other Company policies may result in disciplinary action, up to and including termination. The Company may also seek civil remedies from you and even refer criminal misconduct to law enforcement agencies.
- To report possible violations of this Code or any illegal or unethical behavior to your immediate supervisor, manager or the Human Resource Department.
- On the Company's request, to confirm in writing, using the Acknowledge Form attached, that you have read and understand the Code and that you are in compliance with its provisions.



AMENDMENTS

The Company's Management may only amend this Code. And the amendments will be communicated to team members from time to time.

STANDARDS OF ETHICS AND CONDUCT FOR EMPLOYEES, OFFICERS AND DIRECTORS COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company strives to ensure that all activity by or on behalf of the Company is in compliance with applicable laws, rules and regulations. The following standards are intended to provide guidance to team members to assist them in their obligation to comply with applicable laws, rules and regulations. These standards are neither exclusive nor complete.

Our team members are required to comply with all applicable laws, rules and regulations, whether or not specifically addressed in this Code. For additional guidance, or if questions regarding the existence, interpretation or application of any law, rule or regulation arise, please contact your immediate supervisor, manager or Human Resource Department.

RELATED PARTIES TRANSACTIONS

For good governance, Team Members of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company, shall declare the nature of his interest to the Company. Contract here shall mean any commercial contracts including but not limited to sub contracts, supply and purchase contracts, employment contract and any commercial transactions or business arrangements with any parties with the Mudajaya group of companies. In this case, related parties or parties or persons deemed to be connected or related to the Team Members are :-

- a) Members of the Team Members; this shall include the spouse, parent, child (including adopted and stepchild), brother, sister and the spouse of his child, brother or sister.
- b) A body of corporate which is associated with that Team Member. This shall mean the said corporate is accustomed or is under obligation, whether formal or informal, to act in accordance with the directions, instructions and wishes of that Team Members and the same can be implied or that Team Member has a controlling interest in the body of corporate.
- c) A trustee of trust (other than a trustee for an employee share scheme or pension scheme) under which the Member or member of his/her family is a beneficiary.

Team member shall at all times exercise his/her powers for a proper purpose and in good faith in the best interest of the company. Team Member, in exercising his/her duties, may rely on information, professional & expert advice, opinions, reports made by :-



- a) Any other team members whom team member believes on reasonable grounds to be reliable and competent in relation to matters concerned.
- b) Any other person retained by the company as to matters involving skills or expertise in relation to the matters.

ENVIRONMENTAL LAWS

It is our policy to comply with all applicable environmental laws, rules and regulations. Our team members will strive to utilize resources appropriately and efficiently and dispose of waste in accordance with applicable laws, rules and regulations.

SEXUAL HARASSMENT

Sexual harassment consists of wide range of behaviours which are uninvited and unwanted by recipient and are of a sexual nature. The company is strictly adhered to the *Malaysian Code of Practice on the Prevention and Eradication of Sexual Harassment at Workplace*.

Employees found guilty of committing the said offence upon the inquiry may be dismissed.

In the said Code, sexual harassment means:

Any unwanted conduct of a sexual nature having the effect of verbal, non-verbal, visual, psychological or physical harassment:

- (i) that might, on reasonable grounds, be perceived by the recipient as placing a condition of a sexual nature on her/his employment; or
- (ii) that might, on reasonable grounds, be perceived by the recipient as an offence humiliation, or a threat to her/his well-being, but has no direct link to her/his employment.

Based on the definition in article above, sexual harassment may be divided into categories, namely sexual coercion and sexual annoyance.

- (i) **Sexual coercion** is sexual harassment that results in some direct consequence to the victim's employment. An example of sexual harassment of this coercive kind is where a superior, who has the power over salary and promotion, attempts to coerce a subordinate to grant sexual favours. If the subordinate accedes to the superior's sexual solicitation, job benefits will follow. Conversely, if the subordinate refuses, job benefits are denied.
- (ii) **Sexual annoyance**, the second type of sexual harassment, is sexually-related conduct that is offensive, hostile or intimidating to the recipient, but nonetheless



has no direct link to any job benefit. However, the annoying conduct creates a bothersome working environment which the recipient has to tolerate in order to continue working. A sexual harassment by an employee against a co-employee falls into this category. Similarly, harassment by a company's client against an employee also falls into this category.

DISCRIMINATION LAWS

The diversity of the Company's employees is a tremendous asset. We believe the fair and equitable treatment of employees, customers and suppliers and other persons is critical to fulfilling our visions and goals. It is therefore our policy to conduct the Company's business, and to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees, without regard to the race, color, religion, gender, ethnic origin, sexual orientation, age or disability of such person, or any other classification protected by applicable law. It is our policy to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees based on their own ability, achievement, experience and conduct and other legitimate business reasons.

The Company is proud of its work environment, and we will continually take steps to maintain a pleasant work environment for all of our team members and at all of our locations. It is our Company policy that team members treat each other with courtesy, consideration and professionalism. We will not tolerate harassment of any team member by any other team member or supervisor for any reason. In addition, harassment for any discriminatory reason, such as race, sex, national origin, disability, sexual orientation, age or religion, is prohibited by laws, which may subject the Company and/or the individual harasser to liability for any such unlawful conduct. The Company prohibits not only unlawful harassment, but also other unprofessional actions. Accordingly, derogatory racial, ethnic, religious, age, sexual orientation, sexual or other inappropriate remarks, slurs or jokes will not be tolerated.

OTHER LAWS GOVERNING PRIVACY AND TRANSMISSION OF PERSONAL INFORMATION

The Company and its team members will comply with all provisions of these laws that relate to its business, including the privacy, security and other confidential information.

The Company expects its team members to keep all such data confidential and to protect, use and disclose information in the conduct of our business only in compliance with these laws. The Company will consider and may release personal information to third parties to comply with law or to protect the rights, property or safety of the Company and its customers.

INSIDER TRADING

As a listed entity, Directors or any of the Principal Officer of the company, or any other employee of the group of companies who has access or privy to price-sensitive



information must not deal in the Company's securities. Price sensitive information means information that *'on becoming generally available would or would tend to have material effect on the price or value of securities'*. For affected person, as define in the Listing Requirements, affected person shall comply with the rules governing during close period and outside closed period. Nevertheless, generally it is a criminal offence for any team members who possess the privy to price-sensitive information to trade before the said information is becoming generally.

CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest situation can arise when a team member takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when a team member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Team members owe a duty of undivided and unqualified loyalty to the Company and may not use their positions improperly to profit personally or to assist others in profiting at the expense of the Company. All team members are expected to regulate their activities so as to avoid conflicts of interest. In addition, team members shall communicate to the Human Resource Department any material transaction or relationship that reasonably could be expected to give rises to a conflict of interest.

You are expected to devote your full time and attention to the Company's interests during regular work hours and during any additional time that is required. While we recognize that involvement in civic and political activities is beneficial to your personal growth and influence within your community and profession, as well as to the Company, participation in outside activities must not adversely affect your performance of your duties for the Company. Outside activities that compete with the Company's business or present a conflict or potential conflict of interest are not permitted.

SERVICES FOR COMPETITORS/VENDORS

Generally, it is a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. Thus, no team member shall perform work or render services for any competitor of the Company or for any organization with which the Company does business or which seeks to do business with the Company, outside of the normal course of his/her service or employment with the Company, without the prior approval of the Management.

PARTICIPATION ON BOARDS OF DIRECTORS/TRUSTEES; POLITICAL ACTIVITIES

- The Company encourages its team members to participate in religious, community, professional or charitable organizations and those within the industry that we



serve. In order to avoid any conflict of interest, or appearance of a conflict, that could arise from service by an employee of the Company as a director or trustee of another organization, a team member must obtain prior approval from the Management before serving as a member of the board of directors or trustees of any business, industry or community organization. Approval, however, is not required to participate in a non-profit organization if the team member is not a director or trustee unless there is a potential conflict of interest between the organization and the Company. Participation shall not imply that the team member is serving at the direction or request of the Company.

- The Company retains the right to prohibit membership by employees on any board of directors or trustees where such membership might conflict with the best interests of the Company.
- A team member must disclose all board of directors/trustees activities.
- Team members are encouraged to participate in political activities on their own time and in accordance with their individual desires and political preferences. However, it must be clear at all times that such participation is done as an individual and not as a representative of the Company. Before becoming a candidate or appointee to a public office, the team member must notify his/her manager or, and the Human Resource Department.

CORPORATE OPPORTUNITIES

Our team members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Team members shall not take for personal use any business opportunity learned of during the course of serving the Company, using the Company's property or as a result of such individual's position with the Company.

To the extent that a team member learns of a business opportunity that is within the Company's existing or proposed lines of business, the employee, officer or director should inform his or her supervisor, manager, Human Resource Department or the Management, as appropriate, of the business opportunity and refrain from personally pursuing the matter until such time as the Management decides to forego the business opportunity. At no time may any team member utilize any of the Company's property, information or position to generate personal gain or engage or participate in any business that directly competes with the Company.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All team members shall strive to preserve and protect the Company's assets and resources and to promote their efficient use. The standards set are intended to guide team members by articulating the Company's expectations as they relate to activities or behaviors that may affect the Company's assets.



PERSONAL USE OF CORPORATE ASSETS

Theft, carelessness and waste have a direct impact on the Company's profitability. Team members must not convert assets of the Company to personal use. Company properties should be used for the Company's legitimate business purposes and the business of the Company shall be conducted in a manner designed to further the Company's interest rather than the personal interest of an individual employee.

Our employees, officers and directors are prohibited from the unauthorized use or taking of the Company's equipment, supplies, materials or services. Prior to engaging in any activity on company time which will result in remuneration to the team member or the use of the Company's equipment, supplies, materials or services for personal or non-work related purposes, officers and other employees shall obtain the approval of the supervisor of the appropriate business unit and directors shall obtain the approval of the Management.

USE OF COMPANY SOFTWARE

Computer Application Software is used for helping us to perform our job efficiently and effectively. Such software usage in the Company are spelled clearly in the terms and conditions provided by the software vendor. It is the Company's policy to respect and follow the government's copyright laws and observe the terms and conditions of the license agreements. Copyright laws in the Malaysia and other countries impose civil and criminal penalties for illegal reproductions and use of licensed software. You must be aware of the restrictions on the use of software and abide by those restrictions.

COMPUTER RESOURCES/E-MAIL

The company's IT resources, such as Software, Hardware and any other IT facilities & Infrastructure are provided with the aim of helping the staffs to work efficiently and effectively. They are not to be used for amusement, solicitation, or other non-business purposes. While it is recognized that employees will occasionally use the system for personal communications, it is expected that such uses will be kept to a minimum and that employees will be responsible and professional in their usage of e-mail. The use of the computer systems to make or forward derogatory or offensive remarks about other people or groups is prohibited.

WORK ENVIRONMENT

The Company strives to provide a safe and healthy work environment for all team members. Each team member has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and abusive and threatening behavior are not permitted. Team members should report to work in condition to perform their duties, free from the influence of alcohol or of illegal drugs. The use of illegal drugs in the workplace will not be tolerated. The bringing of weapons of any type onto the Company's property will likewise not be tolerated.



CONFIDENTIAL AND PROPRIETARY INFORMATION CONFIDENTIALITY

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. All information (in any form, including electronic information) that is created or used in support of corporate business activities is the property of the Company. This information is a valuable asset and our team members are expected to protect it from unauthorized disclosure. This includes the Company's customer, supplier, business partner and employee data.

Our team members must not discuss confidential information with other team members, except on a "need to know" basis. The obligation to preserve confidential information continues even after employment ends.

Team members are bound, during and after employment, which obligates them to hold all confidential information in confidence, to refrain from disclosing such information to any person outside the Company without the Company's prior consent, and to refrain from using confidential information for any purpose other than the performance of their duties to the Company. Team members are also obligated to comply with any disclosure obligations imposed on the Company in its agreements with third parties.

Information pertaining to the Company's competitive position or business strategies and information relating to negotiations with employees or third parties, should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities.

INTELLECTUAL PROPERTY

Our team members must carefully maintain and manage the intellectual property rights of the Company to preserve and protect their value. Information, ideas and intellectual property assets of the Company are important to the Company's success.

The obligation of all team members to protect the Company's assets includes proprietary information and intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and technology ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy.

It could also be illegal and result in civil or even criminal penalties.

Our name, logo, trademarks, inventions, processes and innovations are intellectual property assets and their protection is vital to the success of the Company's business.



The Company's and any of its subsidiaries' names, logos and other trademarks and service marks are to be used only for authorized company business and never in connection with personal or other activities unless appropriately approved and in accordance with company policy. In addition, our employees, officers and directors must respect the intellectual property rights of third parties. Violation of these rights can subject both you and the Company to substantial liability, including criminal penalties.

RECORDS MANAGEMENT

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports.

Records should always be retained or destroyed according to the Company's record retention policies.

PERSONNEL ACTIONS/DECISIONS

Salary, benefit, medical and other personal information relating to team members shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information are to be maintained in a manner designed to protect confidentiality in accordance with applicable laws. Employees, officers and directors shall exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function. Notwithstanding the foregoing, all personnel information belongs solely to the Company and may be reviewed or used by the Company as needed to conduct its business.

REPORTING OF ILLEGAL, UNETHICAL BEHAVIOR AND FRAUDULENT ACTIVITIES

You must promptly report any activities that you believe may constitute a violation of any law relating to securities fraud; mail fraud; bank, any rule or regulation of the Malaysia Companies Act and Malaysia Securities Industry Act; or any provision of law relating to fraud or deceptive practices against stockholders.



Employees are encouraged to talk to supervisors, managers or the Human Resource Department about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by team members. Team members are expected to cooperate in internal investigations of misconduct.

DISCLOSURE POLICIES AND CONTROLS

The Company requires you to participate in the disclosure process. The disclosure process is designed to record, process, summarize and report material information as required by all applicable laws, rules and regulations. Participation in the disclosure process is a requirement of a public company, and full cooperation and participation by all team members in the disclosure process is a requirement of this Code.

FAIR, HONEST, DUE CARE AND DILIGENT DEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Our team members shall deal fairly and honestly with the Company's stockholders, customers, suppliers, competitors and employees. Such individuals shall behave in an ethical manner and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present team members of other companies is prohibited. Team members must act in good faith, with responsibility, competence, due care and diligence when acting on behalf of the Company or in connection with the Company's business or operation. Team members have a duty to make decisions in the best interests of the Company. Researches, surveys and other feasibility studies must be carried out in an appropriate and reasonable manner.

BRIBERY, KICKBACKS AND OTHER IMPROPER PAYMENTS; CUSTOMER AND SUPPLIER RELATIONS

Team members must maintain high ethical and professional standards in dealing with government officials and members of the private sector. The Company's funds, property or services must not be given, either directly or indirectly, to anyone in an improper effort to obtain or retain business for the Company or to obtain special or unusual treatment in connection with a business transaction.

SELLING TO CUSTOMERS

The Company competes vigorously, but fairly. Do not misrepresent or exaggerate our products, services or capabilities, even if fair and honest representation means potentially losing a sale. If silence about a fact could mislead a customer, disclose the information.



Communicate clearly and precisely so that customers understand the terms of contracts, including schedules, prices, and responsibilities. Customers rely on our employees and on our commitment to them.

BUSINESS COURTESIES

Gifts, meals and entertainment are common courtesies intended to build goodwill and sound working relationships among business professionals, not to gain unfair advantage with customers. You may accept or offer meals and entertainment from and to other business professionals if they are voluntarily offered, for a legitimate business purpose, are reasonable, and do not compromise (or could appear to compromise) your or their business judgment or your or their ability to make objective and fair business decisions.

It is improper for you or your family members to knowingly request, accept or offer anything else that could be construed as an attempt to influence your performance of duties or to favor a customer, supplier, or competitor contrary to the best interests of the Company, including gifts, payments, travel, honoraria, or other valuable benefits from any existing or potential customer, supplier, or competitor. Team members are not authorized to provide or accept gifts (including cash gifts), entertainment, payment, favors or anything of significant value from a customer, supplier, consultant or other party seeking to conduct, or currently conducting business with the Company.

For those conducting international business transactions, all decisions should be made based on what is in the best interest of the Company. As a rule, however, if a team member receives a gift while conducting international business, the team member should turn the gift over as soon as possible to the Company. Team members with any doubt or questions on the propriety of a gift or its acceptance should contact his or her immediate superior, manager or Human Resource Department.

Sales-related commissions, rebates, discounts, credits and allowances are often customary business inducements. Both givers and receivers of these inducements must exercise strict care and caution to avoid illegal or unethical payments and to maintain compliance with tax and anti-kickback or foreign corrupt practice laws, if applicable.

Although discouraged, some payments may be permitted but only if they are legal and necessary, and if they follow established, well recognized practice in the area.

Payments must be made only for administrative actions to which the Company is clearly entitled and they should be approved in advance and recorded.

ETHICS & COMPLIANCE IN THE INTERNATIONAL COMMUNITY

The Company is committed to maintaining high standards of business conduct at home and abroad. The Company and its team members must comply with all local



laws of the countries in which the Company conducts business, applicable international and inter-governmental regulations that apply to international activities and other applicable laws. If you conduct business for the Company outside of Malaysia, in addition to being familiar with the local laws, be sure you are familiar with the laws and regulations.

Violations of these laws can result in substantial fines, imprisonment and severe restrictions on the Company's ability to do business.

COMPLIANCE REMINDERS

The provisions of this Code apply to all team members of the Company and its affiliated companies regardless of whether the team member is classified as a full-time, part-time, or temporary.

Violation of the Code is extremely serious misconduct for which the Company reserves the right to impose discipline, up to and including termination.

We must all work to ensure prompt and consistent action against violations of this Code.

However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as practicable, and as soon as reasonably possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your immediate supervisor or manager. This is the basic guidance for all situations. In many cases, your immediate supervisor or manager will be more knowledgeable about the question and will appreciate being brought into the decision making process.
- Seek help from Company resources. In the rare case, where it may not be appropriate to discuss an issue with your immediate supervisor or where you do not feel comfortable approaching your immediate supervisor with your question, discuss it with Human Resource Department. If you prefer to write, address your concerns to the Human Resource Department.



- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always "ask first, act later" : If you are unsure of what to do in any situation, seek guidance first, before you act.