

DIRECTORS' CODE OF CONDUCT

1. INTRODUCTION

Board members are required to observe the Directors' Code of Conduct as follows:

2. TWELVE (12) PRINCIPLES:-

(a) To Observe High Standards of Corporate Governance

Have a clear understanding of the aims and purpose, capabilities and capacity of the Company to observe and maintain the high standards of Corporate Governance, ethical and business conduct in the performance and exercise of their responsibilities as Directors of the Company.

(b) To Devote Sufficient Time and Effort

Devote sufficient and reasonable time, effort, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and discussions thereby reviewing in advance materials distributed by the Company, if any and making reasonable inquiries; and
Should notify the Board before accepting any new Directorships in any public listed companies and the time spent on the new appointments.

(c) To Avoid Conflict of Interest

Directors have a duty to act honestly and declare any personal interests whether directly or indirectly relating to public duties and take steps to resolve any conflicts arising in a way that protects the interests of the Company;

Should dedicate their best efforts to advancing the Company's interest and to make decisions in the best interest of the Company and independent of outside influence including but not limited to financial interests, other business interests, other employment, entertainment, and gifts; and

When acting on behalf of the Company, the Director should never accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Director and gifts other than of token value should generally be refused.

(d) To Avoid Misuse of Position and Information

Never uses his/her position as Directors and improper use of any information acquired by virtue of his/her position as Director, directly or indirectly, an advantage for himself/herself or for any other person; and

Directors are prohibited from dealing in securities of the Company when he/she is in the possession of unpublished price sensitive information.

(e) To Ensure Integrity of Records

Should not place themselves under any financial or other obligation to any person that might reasonable be thought to influence them in the performance of their duties;

Should disclose immediately all contractual interests whether directly or indirectly with the Company; and

Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake.

(f) To Ensure Confidentiality of Communication and Transactions

Shall maintain confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage.

(g) To Ensure Compliance and Applicable Laws

Should have access at all times to the advice and services of the Management, Company Secretaries, Internal Auditors and External Auditors and the Board may seek any independent professional advice at the expense of the Company if required in furtherance of their duties to ensure all applicable laws, rules and regulations, confidentiality obligations, corporate policies and procedures are complied with.

(h) To Demonstrate Openness and timeliness of Communication

Subject to the restrains of all applicable laws, Directors will ensure openness and timeliness of the release of announcements and to give reasons about decision and actions.

(i) **To Exercise Duty and Act Honestly in the Best Interest of the Company**

Should at all times exercise their powers of the purposes they were conferred, for the benefit, prosperity, and sustainability of the Company in any transactions and to act honestly and responsibly in the exercise of his powers in discharging his duties in the best interests of the Company and the Group.

(j) **To Uphold Accountability**

Uphold accountability at all times. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all time.

(k) **To Maintain Positive Relationship with Shareholders, Employees, Creditors, and Customers**

Should be conscious of the interest of shareholders, employees, creditors and customers of the Company;

Should at all times promote professionalism and improve the competency of management and employees; and

Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

(l) **Corporate Social Responsibility**

Directors should be committed to acting responsibly for the Company's actions and strive to operate in a way that encourage a positive impact through its activities on the environment, consumers, employees, communities, stakeholders and public as a whole.
