



CODE OF CONDUCT & ETHICS OF DIRECTORS

In the performance of his/her duties, a Director should at all times observe the following codes to assist him/her in meeting high standards of professionalism and ethics:

Corporate Governance

1. to have a clear understanding of the aims and objectives, capabilities and capacity of the Group;
2. to devote time, effort and prepare themselves thoroughly to attend meetings, and to know what is expected of the Board of Directors of the Company ("Board") and each of its Directors and to discharge those functions effectively;
3. to exercise leadership, enterprise and judgement in directing the Group to achieving continuous prosperity and ensure that the Group is financially viable, properly managed and effectively controlled at all times;
4. to stay abreast of the affairs of the Group including compliances with laws and regulations governing its operations and be kept informed of the Group's compliance with relevant legislations and contractual requirements;
5. to insist that the Board is provided with sufficient, regular and timely information to enable the Directors to discharge their duties of care and diligence;
6. to limit his directorship of companies to a number which is in compliance with the provisions of Listing Requirements of Bursa Malaysia Securities Berhad, as applicable, and at such number that he can best devote his time and effectiveness to the Group; each Director shall be his own judge of his abilities and how best to manage his time effectively in the companies in which he holds directorship(s);
7. to exercise his powers at all times for the purposes they were conferred upon, for the best interest of the Group;
8. to immediately disclose to the Board all contractual interests whether directly or indirectly which he/she may have with the Group;
9. to immediately notify the Company of any dealings in the securities of the listed company by himself, spouse, children and/or parents so as to enable the Company to make the appropriate announcement or disclosure to Bursa Malaysia Securities Berhad and/or the Securities Commission within the statutory deadline;
10. must ensure that any information which is not publicly available and which would have a material effect on the Company's share price is not provided to anyone who may be influenced to subscribe for, buy or sell shares, or may advise others to do so. Such information includes, but is not limited to profit forecasts, proposed share issues, borrowings, impending take-overs, impending litigation, significant changes in operations, new products, new discoveries, and financial tribulations. In addition, they must not knowingly or recklessly disseminate false or misleading information to the market;
11. should neither divert to his own advantage any business opportunity that the Group is pursuing, nor use confidential information obtained by reason of his office for his own advantage or that of others;

Corporate Governance

12. must not disclose or allow to be disclosed, confidential information received in the course of the exercise of his duties as a director, unless that disclosure has been authorised by the Board of the company or is required by law. Matters such as trade secrets, processes, advertising and promotional programmes, and statistics affecting financial results are particularly sensitive and must not be disclosed;
13. should seek to avoid engaging in any business or work which may be in competition or in conflict directly or indirectly with the business of the Group. Full and prior disclosure of any conflict or potential conflict must be made to the Board. Where an actual or potential conflict does arise, a Director should refrain from participating in the debate and/or vote on the matter, and in the extreme case of continuing material conflict of interest, should resign from the Board;
14. not to obtain, attempt to obtain, or accept any bribes, secret commissions or illegal inducement of any sort;
15. to act with utmost good faith towards the Group at all times in any transaction or business dealings and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
16. to exercise independent judgment and to voice out if the vital interest of the Group is at stake or a proposed course of action is inconsistent with his fiduciary duties.

Relationship with Shareholders, Employees, Creditors, Customers and Regulatory Authorities

1. to be responsible and conscious of the interest of shareholders, investors, employees, creditors, suppliers and customers of the Group;
2. to promote goodwill and professionalism at all times and raise competency of management and employees;
3. to adopt an objective and positive attitude and give the utmost co-operation for the common good when dealing with governmental authorities or regulatory bodies; and
4. to ensure adequate safety measures and provide proper protection to workers and employees at work places.

Social Responsibilities and the Environment

1. to ensure effective use of natural resources, and to improve quality of life by promoting corporate social responsibilities;
2. to be proactive to the needs of the community and to assist in society related programmes;
3. to strive and promote the responsible use of resources and the importance of environmental protection; and
4. to aspire to achieve a balanced integration of ethical, social, environmental and economic considerations in the way the operations of the Group is conducted.

Social Responsibilities and the Environment

The Code spelt out herein may not be exhaustive. It is not possible to identify every circumstance in which the provisions of this Code need to be applied and undoubtedly there are many other circumstances not mentioned in this Code in which the conduct and integrity and enterprise of a Director must be of considerable importance. However, this Code is not intended merely to prohibit certain specified kinds of conduct nor allowing any kind of actions it does not specifically rule out. When questions arise which are not covered explicitly by this Code, personal adherence to the generally accepted principles of honesty, professionalism and justice should determine a Director's behaviour. The intention of this Code is that Directors should consistently meet a standard generally expected of a Director.

A Director must not knowingly cause or, where he has the power to prevent, permit any other party to be in breach of this Code or be a party to a breach.