

PASDEC HOLDINGS BERHAD
CODE OF BUSINESS CONDUCT
AND WORK ETHICS
 (Version 1)

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1.0 INTRODUCTION

1.1 Objective

The objective of the **Code of Business Conduct & Work Ethics (“the Code”)** is to assist the Directors and employees in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations that Directors and employees are expected to behave or conduct when performing their duties.

For all intents and purpose, 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.

1.2 Policy

Pasdec Holding Berhad recognises its responsibilities as an investment holding company and provider of management services to its subsidiaries and is committed to being a responsible corporate citizen and that it must conduct its business in accordance with internationally accepted practices and procedures.

The core principles, which the Board and Senior Management are committed to uphold, are encapsulated in the Code. The Code applies to Pasdec Holdings Berhad and each of its subsidiaries (the “Company”), its employees (including full time, probationary, contract and temporary staff) and Directors. Each employee has a duty to read and understand the Code. Violation of any of the Code’s provision can result in disciplinary action, which may include termination.

The Code reflects our core values and the principles of behaviour that supports the maintenance of the highest standards of professional, legal and ethical conduct. These principles govern our relationships with customers, suppliers, shareholders, competitors, the communities in which we operate and extend to all employees of the Company. The Company is also committed to create a workplace, at all its working locations, that, at all times, is free from harassment and discrimination, where co-workers are respected, and provide an appropriate environment so as to encourage good performance and conduct.

1.3 Values

The Company has adopted the following values for the Directors and employees to ensure that the Code is strictly adhered:-

- To act honestly, fairly and professionally in all business dealings;
- To foster a culture of integrity;
- To work together to promote a safe, ethical and professional workplace;
- To comply with the laws, rules and regulations under which the Company conducts its business; and
- To respect the local communities wherever the Company operates.

2.0 COMPLIANCE OFFICER

2.1 The Company has designated the Internal Audit Manager as its Compliance Officer to administer the Code. Directors, at their discretion, may make any report or complaint provided for in the Code to the Chairman of the Board or the Chairman of the Audit Committee. The complaints received will be investigated and reported, as appropriate, to the Audit Committee or to the Nomination Committee, where the compliance matters involve the Directors.

3.0 DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

3.1 Board or Board of Directors or Directors shall mean and include all the Directors, on the Board of the Company and its subsidiaries for the time being, whether executive or non-executive and whether the Director is independent or non-independent and for the purpose of applicability of the Code, includes the Senior Management personnel.

3.2 Senior Management personnel shall mean all executives, other than Directors, who are part of the core Management team and includes all functional Heads, as may be decided by the Company.

4.0 COMPLIANCE WITH APPLICABLE LAWS

4.1 Directors and employees must comply with all the laws, rules and regulations applicable to the Company or its business.

4.2 The Code does not summarise all laws, rules and regulations applicable to the Company or its business but will on occasion provide to the Directors information about specific laws, rules and regulations which may include securities laws concerning disclosure requirements and insider trading. Directors are expected to consult with the Chairman of the Board or such other appropriate professionals if they have questions about laws, rules and regulations that they think may be applicable to the Company or its business.

5.0 CORE AREAS OF CONDUCT

5.1 Conflicts Of Interest

5.1.1 A “conflict of interest” may exist whenever the interests of a Director or employee conflicts in any way (or appearing to be conflicted) with the interests of the Company. While Directors or employees should be free to make personal investments and enjoy social relations and normal business courtesies, they must not have any interests that adversely influence the performance of their responsibilities. A conflict of interest may arise when a Director or employee takes actions or has interests that may make it difficult for him/her to perform his/her Company responsibilities objectively. A conflict of interest may arise when a Director or employee, or a member of their family, receives improper personal benefits as a result of their relation with any business entity whether received from that entity or a third party. Gifts above a “de minimum” value, or loans to, or guarantees of obligations of, Directors, employees or their family members may

create conflicts of interest. The Malaysian Companies Act, 1965 prohibits loans from the Company to Directors.

- 5.1.2 Although it is not always possible to avoid conflicts of interest, it is the Company's policy to avoid such conflicts whenever possible. Conflicts of interest may not always be clear-cut, so if Directors or employees are in doubt they are expected to consult with the Chairman of the Board or the Chairman of the Audit Committee. Any Director who becomes aware of a conflict or potential conflict of interest is expected to bring it to the attention of the Chairman of the Board or the Chairman of the Audit Committee. Any employee who becomes aware of a conflict or potential conflict of interest is expected to bring it to the attention of their immediate superior, manager, or the Compliance Officer.
- 5.1.3 Except as may be approved by the Board, Directors and employees are prohibited from-
- i. Taking personal benefits by depriving any opportunities that belong to the Company or discovered through the use of the corporate property, information or position.
 - ii. Competing with the Company.
 - iii. Using corporate property, information, or position for personal gain.
- 5.1.4 Should a Director or employee or a member of their family be involved with or becomes a shareholder in a business in competition with the Company or any other business that may cause a conflict of interest with the Company, or he/she becomes a director, partner, advisor or participant in any other capacity in another company or business that may cause a conflict of interest with the Company he/she must inform the Board of Directors in writing.

5.2 Confidentiality

- 5.2.1 All Directors and employees must maintain the confidentiality of confidential information or business secrets entrusted to them by the Company, except when the Company authorises disclosure or disclosure is required by laws, rules, regulations or legal proceedings. The term "confidential information" includes, but is not limited to, non-public information that might affect the business of the Company or its share price, be of use to competitors of the Company, harmful to the Company or its customers if disclosed.
- 5.2.2 Directors and affected employees must not use information which is not generally known and which may influence the share price of the Company and must refrain from dealing in the shares of the Company at sensitive times pending major announcements in accordance with rules governing moratorium on share trading during closed periods. Inside information shall also not be given to any third party for the purpose of dealing in the shares of the Company.
- 5.2.3 Directors are expected to consult with the Chairman of the Board or the Chairman of the Audit Committee if they believe they have a legal obligation to disclose confidential information. Employees are to consult with the Compliance Officer.

5.3 Fair Dealing

5.3.1 Each Director is expected to deal fairly with the Company's customers, suppliers, competitors, officers and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Inappropriate use of proprietary information, misusing of trade secret information that was obtained without the owner's consent, or inducing such disclosure by past or present employees of other companies is prohibited. Under the Companies Act, 1965, each Director must perform his/her duties in good faith, acting honestly, free from the intention to defraud.

5.4 Protection And Proper Use Of Company Assets And Funds

5.4.1 All Directors and employees are expected to exercise their business judgement in a manner that protects the Company's assets and funds to promote their efficient use. All assets and funds of the Company are to be used for legitimate business purposes.

5.5 Business Records And Control

5.5.1 Accurate, timely and reliable records are necessary to meet the Company's legal and financial obligation and to manage the affairs of the Company. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each employee. No authorised, fake, improper or misleading records or entries shall be made in the books and records of the Company.

5.6 Health And Safety

5.6.1 The Company will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's business and activities. Such a commitment in return requires that all Directors and employees understand and abide by the Company's policies and procedures.

5.7 Sexual Harassment

5.7.1 It is the Company's policy to provide all employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the employee's superior or the Human Resources department. All reports and/or complaints of sexual harassments shall be treated with strictest confidence.

5.8 Fair And Courteous Behaviour

5.8.1 All employees are to treat their fellow employees fairly and courteously without regard to race, creed, religion, nationality, age or disability and shall not create any form of discrimination or prejudice in the workplace.

5.9 Outside Interest

5.9.1 Directors and employees shall not engage in an outside interest that will undermine the performance of the Directors and employees or bring disrepute to the Company.

5.10 Misconduct

5.10.1 No Director or employee is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

6.0 COMPLAINTS

6.1 The Compliance Officer is responsible for establishing procedures for the receipt, retention and treatment of complaints. Directors who have concerns or complaints regarding any matter are requested to send their concerns and complaints to the Chairman of the Board or the Chairman of the Audit Committee who shall treat such complaints as confidential.

7.0 REPORTING OF VIOLATIONS OF THE CODE

7.1 Directors are requested to promptly communicate any suspected violations of the Code, including any violation of law, rules or regulations under which the Company is subjected to the Chairman of the Board or the Chairman of the Audit Committee if it is believed that he/she has observed illegal or unethical behaviour by any employee, officer, or Director, or by anyone purporting to be acting on the Company's behalf and, the reporting Director has any doubt about the best course of action in a particular situation.

7.2 Directors should promote ethical behaviour and will ensure that employees who raise concerns or complaints regarding any illegal conduct or malpractice in good faith will not be subjected to victimisation, harassment or discriminatory treating and to having such concerns or complaints properly investigated.

7.3 The Board has in place a formal Whistleblowing Policy which is provided to all employees and has set up an independent channel for all Directors and employees to anonymously report any concerns or complaints of illegal conduct or malpractice or potential misconduct. The Chairman of the Audit Committee and the Internal Audit Manager have been designated as the persons to whom all whistleblowing concerns or complaints may be directed.

8.0 PUBLIC COMPANY REPORTING

8.1 As a public listed company, it is critically important that the Company's reporting to Bursa Malaysia Securities Berhad be full, fair, accurate, timely and understandable. Directors may be asked to provide information necessary to assure that the Company's submissions meet these requirements. The Company expects Directors to take this

responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

9.0 AMENDMENT, MODIFICATION AND WAIVER

- 9.1 The Code may be modified and amended from time to time by the Board to ensure that it continues to remain relevant and appropriate.
- 9.2 Waiver of the Code may be made by the Board or the appropriate Committee of the Board on a case-by-case basis under extraordinary circumstances.