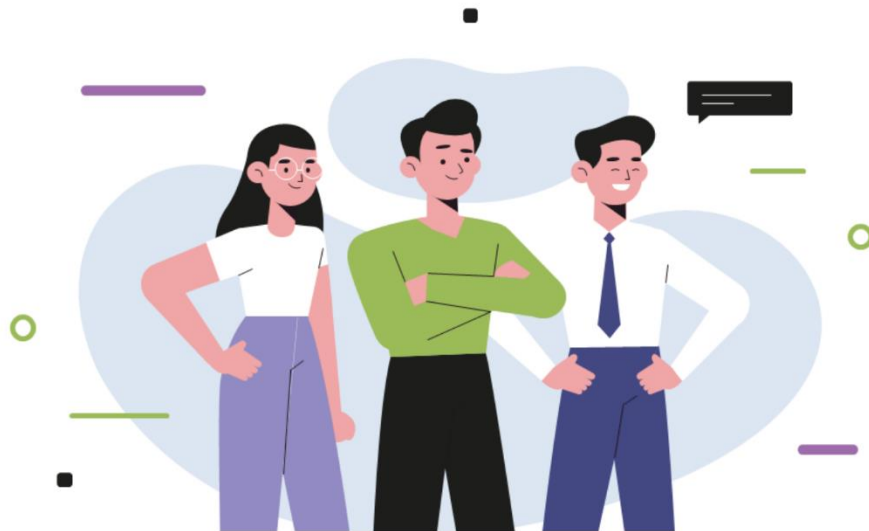




THE COMPANY CODE OF CONDUCT AND BUSINESS ETHICS



THE COMPANY CODE OF CONDUCT

At the Institute of Corporate Directors Malaysia, your success is not only measured by the results you achieve, but also how you achieve them. Behaving in an ethical manner is your personal responsibility and you must know, understand and comply with the Code of Conduct and Business Ethics (COCBE).

As you read this document, you will learn the standards of behaviour expected of you by the Company and how you can apply them in your daily work life. This will help you demonstrate the Company values to the people with whom you interact and create a more positive and ethical work environment.

This document also provides some questions to challenge your understanding on the standards of conduct required of you in certain situations, so that you are able to make the right decisions for the Company. If you have any concerns about actual or potential violations, you may use the reporting channels listed under the 'Speak-Up Policy'.

THE COMPANY PURPOSE, VISION AND MISSION

To be the one-stop centre for all board and director current and future needs



To be the voice of directors in representing their diverse thoughts and views



To embed a sustainability-driven governance culture and leadership in Malaysian boards



VISION

Centre of excellence for the professional development of sustainability-driven directors

MISSION

Enhancing board effectiveness & promoting excellence in sustainability driven governance by strengthening directors' professionalism.

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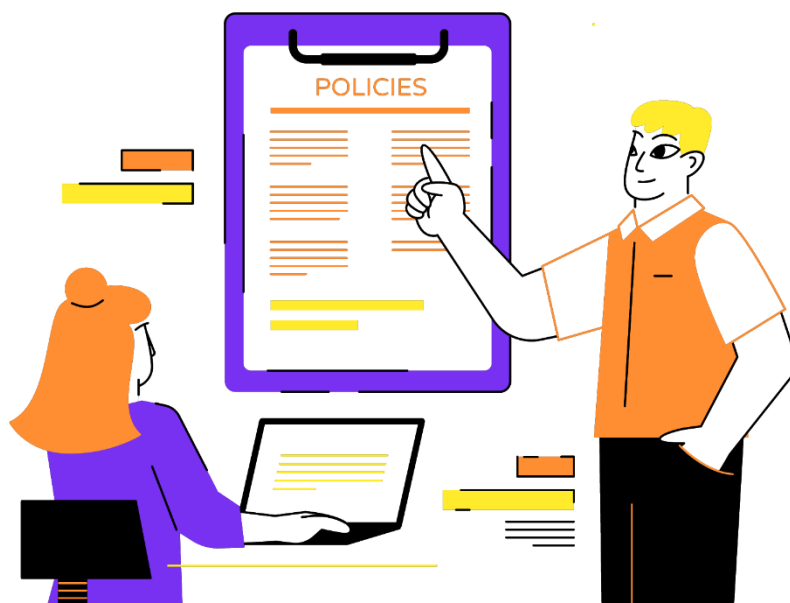
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INTRODUCTION

RESPONSIBILITY AND COMPLIANCE WITH THE COCBE



1. INTRODUCTION

The Code of Conduct and Business Ethics (COCBE) provides guidance on the standards of behaviour expected of all Directors and Employees of the Institute of Corporate Directors Malaysia. We strive to uphold our commitment to maintain high integrity and ethical values in all our conduct.

The COCBE is not an exhaustive document and does not address every possible situation. You are obliged to familiarise yourself with and adhere to all applicable policies, procedures, laws and regulations practiced by the Company.

When there is a conflict between the provisions of this document and specific policies and procedures, the Company policies and procedures shall apply. Above all else, you must exercise sound judgement in making the right decisions for and on behalf of the Company.

2. RESPONSIBILITY AND COMPLIANCE WITH THE COCBE

Apart from understanding and complying with the COCBE, as a Director or an Employee of the Company, you are also responsible to:

- Ensure those reporting to you understand and comply with the COCBE;
- Promote compliance and good ethical values through leadership by example; and
- Provide guidance to others who have raised concerns or questions regarding the COCBE.

All Directors and Employees of the Company must read and declare compliance with the COCBE and may be subjected to disciplinary action, up to and including termination of employment or dismissal, for violating the COCBE. Violation of the COCBE that is related to criminal acts may result in prosecution after referral to the appropriate authorities.

WORKING WITH ONE ANOTHER



Ask yourself:

- ❖ *Have you been unfair and disrespectful to your subordinates?*
- ❖ *Have you made inappropriate jokes or comments to your colleagues?*
- ❖ *Are you being truthful and honest in your work?*
- ❖ *Do you always comply with safety procedures at your workplace?*

3. WORKING WITH ONE ANOTHER

Respect

You shall treat your superiors, peers, subordinates and external stakeholders with respect, trust, honesty and dignity.

Equal Opportunity and Non-Discrimination

The Company provides equal opportunities to all and endeavours to ensure that employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors and in compliance with all applicable laws and regulations.

You must not discriminate based on gender, ethnicity, culture, disability, nationality, religion, age or sexual orientation unless specific laws or regulations expressly provide for selection according to specific criteria.

Harassment and Violence

Any types of harassment and violence will not be tolerated. These actions or behaviours include derogatory comments based on gender, racial or ethnic characteristics, and unwelcomed sexual advances, spreading of malicious rumours or use of emails, voicemail and other forms of communication channels to transmit derogatory or discriminatory material.

Illegal Substances and weapons

The Company has a strict policy against the use or transfer of illegal drugs or other illegal substances and dangerous weapons in the workplace. Bringing such items into the office premises is also prohibited. The Company takes this policy seriously and will take appropriate disciplinary action against those who violate it. It is the responsibility of every employee to uphold this policy and ensure a safe and secure working environment for all.

Criminal Activities

You must not engage or become involved in any behaviour or activities that may be categorised as subversive or commit any wrongdoing, criminal or otherwise that is punishable under the laws of Malaysia, where ICDM is based/registered. If you are found guilty by a court of law or found to be involved in subversive activities or commit a criminal offence, you will be dealt with in accordance with the Company's relevant policies and procedures.

Environment, Occupational Safety and Health

THE COMPANY strives to provide a safe, secure and healthy working environment. You must create and maintain a safe working environment to prevent workplace injuries by:

- Using all devices provided for your protection;
- Ensuring that protective devices are in good working condition;
- Reporting immediately of any unsafe equipment and tools, hazardous conditions and accidents to the Management; and
- Complying with the Occupational Safety and Health laws and regulations of Malaysia (Occupational Safety and Health Act 1994).

You are also responsible for the safety of fellow colleagues and the general public and are encouraged to promptly report any breaches of environmental, safety and health laws at the workplace. In case of doubt, please seek clarification from your supervisors.

Human Rights

The Company has a responsibility to respect, support and uphold fundamental human rights. Our commitment extends to all persons within our sphere of influence, which includes all our employees and stakeholders. Where adverse human rights impacts arising from our business activities are identified, we are committed to mitigating the negative effects and where possible to address and resolve such impacts in a timely manner.

Personal Data Protection

THE COMPANY respects the privacy and confidentiality of its Employees, Directors, Members, Business Partners and Clients personal data. Personal data should be kept private and protected unless access is granted for legitimate business purposes.

If you have access to such data, you are required to comply with the applicable laws, such as Personal Data Protection Act 2010, and also relevant company policies. Appropriate measures must be taken if you are dealing with personal data in terms of collection, processing, disclosure, security, storage and retention.

AVOIDING CONFLICTS OF INTEREST



Ask yourself:

- ❖ *Are you using your position for personal gain?*
- ❖ *It is your job to select a supplier for the Company. One of the suppliers being considered is a company owned by your brother. Do you know what actions you should take?*
- ❖ *Are your personal relationships influencing your business decisions?*

4. AVOIDING CONFLICTS OF INTERESTS

General Guidance

A conflict of interest arises when you have a personal interest that could be seen to have the potential to interfere with your objectivity in performing duties or exercising judgement on behalf of the Company. You should avoid conflicts of interests.

Without prior written consent of the Company, you shall not indulge, engage or interest yourself whether directly or indirectly, whether for reward or gratuitously in any work, investment, appointment or business other than in the course of the performance of your duties to the Company. You must not use your position, official working hours, Company resources and assets for personal gain or for the advantage of those you are associated with.

If you find yourself in a situation of conflict whether actual or potential, speak to your Head of Division or your Direct Supervisor so that it could be managed properly. Such situation must be reported in writing as soon as practicable stating the facts, nature and extent of the conflict.

Reporting a Conflict of Interest

The Company Employee who is in a situation of actual or potential conflict may follow the below reporting guidelines:

- Report to your respective Division Head (HODs) if you are an Employee at the Divisions.
- Report to your Chief Executive Officer if you are the Senior Management Team of the company.

The Head of Division/CEO/Board of Directors shall then take such action as is considered necessary to safeguard the interests of the Company and/ or provide exemption under allowable circumstances. Where the conflict involves an award of contract or proposed contract with the Company, the terms of the contract must be deliberated and decided independently e.g. through an independent tender committee if the approval is via a tender committee. You are also to refrain from participating in any of the tender/contractor/vendor selection process.

In the case whereby the situation of conflict is faced by Employee who is of Vice President (VP) grade and above, approval by the Board of Directors must be sought.

As a Director of the Company, you must disclose the conflict to the Board, and where relevant, in accordance with applicable laws and regulations.

Upon consultation and approval, you are required to comply with all requirements and agreed action plan to resolve the conflict. In the event that the conflict is still ongoing or remains unresolved, you are expected to continue disclosing the conflict of interest and submit the form annually.

Dealings with Suppliers, Clients, Agents and Competitors

Any Director or Employee or their family members must not have:

- Any financial interest in a supplier, clients, agent or competitor of the Company, except that in the case of a public listed company whereby an interest of less than 5% in the equity will be disregarded; and
- Any business dealings or contractual arrangements with any Group Company. This excludes staff purchases for personal consumption, or purchases which are on no more favourable terms than those offered to the public.

Employees of the Company are prohibited from receiving commissions from Counterparties, Business Partners and competitors.

Personal Dealings with Suppliers and Clients

Every Director or Employee must ensure that their personal business dealings with suppliers and customers are on an arms-length basis e.g. purchases which are on no more favourable terms than those offered to the public.

Outside Employment and Activities

As a full-time Employee, you must not take up employment or any work appointment outside the Company or engage in any outside business/service which may be in competition with the Company or give rise to actual or perceived or potential conflict of interests with your duties within the Company.

Unless written approval is obtained, you are not allowed to be a member of the government, quasi-government or statutory bodies or become office bearers, council member, committee member of trade or professional associations. This restriction does not apply to social or community-related clubs and associations.

Family Members and Close Personal Relationships

A Director or Employee should not hire, exert influence over hiring decisions, supervise, alter terms and conditions of employment or influence the management in decision making. Family members of Directors or Employees may be hired as Employees or consultants if the appointment is based on qualification, performance, skills and experience, and in accordance with the Company hiring policies and procedures.

A Director or an Employee must also disclose business activities with the Company which involve family members and refrain from any related decision-making process.

Any substantial interest held by the Director's or Employee's family members in a competing company or other related companies must be declared.

GUARDING AGAINST BRIBERY AND CORRUPTION



Ask yourself:

- ❖ *Have you solicited or received money or gifts from any supplier?*
- ❖ *The agent that your predecessor hired to negotiate on the company's behalf with local government officials is doing a great job, but his fees seem to be higher than you would have expected. What should you do?*

5. GUARDING AGAINST BRIBERY AND CORRUPTION

The Company takes a zero-tolerance approach towards bribery and corruption, and is committed to behaving professionally, fairly and with integrity in all our business dealings and relationships and implementing effective systems to counter bribery and corruption.

The consequences of bribery and corruption can be severe and may include imprisonment for individuals and damage to the Company's reputation. We therefore take our legal responsibilities very seriously.

You must not influence others or be influenced, either directly or indirectly, by paying or receiving bribes or kickbacks or any other measures that are deemed unethical or will tarnish the Company's reputation.

Bribery and Corruption

You must comply with all applicable anti-bribery and corruption laws and regulations.

You must not directly or indirectly promise, offer, grant or authorise the giving of money or anything else of value, to government officials, officers of private enterprises and their connected persons to obtain or retain a business or an advantage in the conduct of business.

These include:

- Commissions that you have reason to suspect will be perceived as bribes or have reason to suspect will be used by the recipient to pay bribes or for other corrupt purposes; and
- Facilitation payments ('grease payments') which are regarded as payments to government officials to gain access, secure or expedite the performance of a routine function they are in any event obligated to perform. The Company does not allow facilitation payments to be made. You must inform the appropriate compliance personnel when encountered with any request for a facilitation payment. If you have made any payment which could possibly be misconstrued as a facilitation payment, the appropriate compliance personnel must immediately be notified and the payment recorded accordingly.

You must not directly or indirectly be involved in any corrupt conduct, which includes but is not limited to the abuse of position/ authority and falsification of documents.

You must also refrain from any activity or behaviour that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof. Promising, offering, giving or receiving any improper advantage in order to influence the decision of the recipient or to be so influenced may not only result in disciplinary action but also criminal charges.

You will not suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes even if such refusal may result in the company losing its business or not meeting the targets.

GIFTS AND ENTERTAINMENT



Ask yourself:

- ❖ *Does the receipt of a gift from your supplier or customer make you feel obligated?*
- ❖ *Is the gift you are giving to a customer an exceptional reward or an incentive for a transaction?*
- ❖ *Were the gifts or hospitality that you received considered lavish?*
- ❖ *A supplier gave you a cash voucher worth \$500 as a token of appreciation for expediting a long outstanding payment. Should you keep it?*
- ❖ *You received a gift from the ICDM Members. What should you do next?*

6. GIFTS AND ENTERTAINMENT

The Company prohibits the use of gifts and entertainment to influence business decisions. You must comply with all applicable Company policies, procedures, laws and regulations related to gifts and entertainment.

It is acknowledged that the practice of business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The intention behind the gift should always be considered, so that it does not create an appearance of bad faith and impropriety and should not be misunderstood by others to be a bribe.

Gifts

Subject to specific narrow exceptions or instances, the Company practices a 'NO GIFT' policy which strictly prohibits gifts of cash and cash equivalents.

Corporate gifts or well-wish/condolence gifts may be accepted or offered by the Company employee, member, director or officer if it fulfils all of the following conditions:

- (a) acceptance or offer for the right reason – it was clearly given as an act of appreciation or common courtesy;
- (b) no obligation – the acceptance or offer of the gift must not put the Company employee, member, director or officer or any person in such a position that will cause him/her to improperly or illegally influence any business action or inaction or cause others to perceive an improper influence;
- (c) no expectation – there must not be any expectation of any favour or improper advantages by the giver;
- (d) reasonable value and properly documented – the type of gift and its value must be commensurate with the occasion and be subject to the approvals and procedures set out in the 'No Gift & Donation Policy; and
- (e) legal – it complies with applicable laws.

Entertainment

You and your family members must not solicit any form of entertainment from the Company, Suppliers, Agents, members or Business Partners directly or indirectly. You may accept invitations to social events or entertainment within reason according to the scope of your work provided these events or entertainment are not lavish or become a regular feature that may influence business decision making process.

You must not accept, engage or offer any entertainment that is indecent, sexually oriented or that otherwise might put yourself in a position of conflict or adversely affect the Company's reputation.

DONATIONS AND SPONSORSHIPS



7. DONATIONS AND SPONSORSHIPS

Company donations and sponsorships are part of the Company commitment to society and a way of contributing to worthy causes. Unfortunately, even legitimate donations and sponsorships sometimes have the risk of creating the appearance of bribery and corruption.

You must ensure that all donations and sponsorships on behalf of the Company are given through legal and proper channels and with the required approvals. Particular care must be taken in ensuring that the charities or sponsored organisations on the receiving end are valid bodies and are able to manage the funds properly.

You should also avoid situations where conflicts of interests could arise from making donations or sponsorships. Beware of making contributions to charities or sponsored organisations that may have links to government officials or their families, as this could be seen as an act to influence the official's decision in gaining benefit to the company.

You must obtain prior approval in accordance with procedures set out in the Company No Gift & Donation Policy before making donations or sponsorships. Approved donations and sponsorships should be made transparently and recorded accurately. All donations and sponsorships expenses must be approved by the Board of the Company.

The Company employee, member, director or officer must not make any donation or funding of any kind to political parties or individual politicians or towards political campaigns or initiatives for or on behalf of the Company

PROTECTING THE COMPANY ASSETS AND RESOURCES



Ask yourself:

- ❖ *Have you uploaded, downloaded or transmitted questionable material?*
- ❖ *When you leave the company, can you take any of the Company owned information with you?*
- ❖ *You order a software and your supervisor is asking you to record the charge against another expense category because the budget for software has been exceeded. What should you do?*

8. PROTECTING THE COMPANY ASSETS AND RESOURCES

The Company is committed to protecting its assets and resources.

Protecting Company Assets

The Company entrusts you with the Company assets in the performance of your job. You must protect these assets against waste, loss, damage, abuse, misuse, theft, external intrusion or exposure, misappropriation or infringement of Intellectual Property rights and ensure these assets are used responsibly.

Accuracy of Financial Information

The Company is committed in ensuring the integrity of financial information for the benefit of all its stakeholders, including but not limited to the Board of Directors, ICDM members, Management and employees.

As the Company relies on accounting records to produce reports, you must ensure that all business records and documents are prepared accurately, reliably and in a timely manner. These records must conform to generally accepted accounting principles as well as to all applicable laws and regulations and such records are important to the Company's decision-making processes and the proper discharge of its financial, legal and reporting obligations.

Falsification of financial or any other records or misrepresentation of information may constitute fraud and can result in civil and criminal liabilities. You are obliged to report false entries or omissions and to highlight questionable or improper accounting in the books and records of the Company.

Proprietary and Confidential Information

the Company values and protects all proprietary and confidential information. In the performance of your duties, you may obtain information not generally available or known to the public or the market. Hence, you must not communicate or disclose this information in any manner to competitors, clients, agents or any other third parties unless such communication or disclosure is authorised by the Board.

- You must be aware that any unlawful or unauthorised disclosure of proprietary or confidential information may result in irreparable loss and/ or damage to the Company. In such cases, the Company may institute civil proceedings against the offending party and such offending party may also face criminal prosecution.
- It is equally important that proprietary or confidential information is only disclosed to other Employees on a need-to-know basis.

You have an obligation to continue to preserve the proprietary and confidential information even after the appointment/employment has ceased, unless disclosure is required by any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory authority.

Information Technology

All computer and electronic devices must be safeguarded against theft, damage and improper usage. The Company does not permit the usage of computer facilities involving illegal matters, infringement of Intellectual Property rights, unauthorised access, misuse of the company's time and resources and risking the integrity of computer facilities.

To the extent allowed by applicable laws, the Company reserves the right to monitor your email messages, instant messaging, blogs, use of the internet and contents in the Company issued computer facilities. This information can be recovered and used as evidence in domestic proceedings and courts of law or disclosed to the authorities or regulatory bodies as the case may be.

You must use the Company computer facilities responsibly and primarily for the business purposes for which they are intended. The computer facilities include access to the Internet, email services and all other computer hardware, software and peripherals.

Records Management

The Company's documents and records are meant for business purposes and requirements, compliance with legal, tax, accounting and regulatory laws. You must control and maintain such records so that they are accurate, up-to-date, legible, readily identifiable and retrievable. You must also ensure that all records are handled according to the appropriate level of confidentiality, in accordance with any applicable policies and procedures and in conformity with all applicable laws and regulations. Retention of documents and records are mandatory requirement under Section 245 of Companies Act 2016 and Section 82 of Income Tax Act 1967. The company is required to keep sufficient records for a period of seven years.

Business Communication

You must ensure that all business communication is clear, truthful and accurate. You must avoid misleading information, speculative opinions or derogatory remarks. This applies to communications of all kinds, including e-mail and informal notes or memos.

Social Media

Every Employee has the responsibility to protect the Company reputation and brand image. When using your private social media accounts, you must ensure that your posts reflect only your personal opinions and does not negatively affect public perception of the Company. Employees are prohibited from sharing any confidential or proprietary information belonging to or of ICDM in any post made in the Employee's social media.

Employees who are tasked to manage the Company official social media accounts are also responsible in ensuring that the management of the accounts, and the activities within, are in accordance to the applicable Company Policies and Guidelines.

DEALING WITH BUSINESS PARTNERS



Ask yourself:

- ❖ *Do you deal honestly with your Business Partners?*
- ❖ *Do you consider the legality of fees or commissions paid to your Counterparties?*

9. DEALING WITH BUSINESS PARTNERS

The Company strives to build and strengthen its relationships with all its Business Partners. Directors and Employees are expected to conduct business ethically and share the business ethics and principles prescribed in the COCBE with their Business Partners.

Business dealings shall be impartial, objective and free from any influence, either within or outside the Company. In this respect, Directors and Employees must avoid any business dealings with those who are likely to harm the Company reputation and who violate laws and regulations e.g. safety, environmental, anti-bribery or anti-trust laws.

Suppliers

The Company selects its Suppliers independently and based on merit with considerations to, among others, price, quality, service, integrity and ethical standards.

- You must ensure that all procurement decisions are made solely in the Company best interests and in compliance with the Procurement policies and procedures.
- Payments made shall commensurate with the services or products provided.

The Company seeks to do business with those who comply with all applicable legal requirements and act consistently with the COCBE. The Company has established the Vendor COC which outlines the standards of behaviour required from the Vendors (includes suppliers, consultants, agents, contractors and goods/ service providers). Vendors shall read and declare compliance with the Vendor COC during initial engagement.

Clients (Business Partner)

You must always treat clients with honesty and respect. You must provide them with accurate and truthful information about products and services. You must also endeavour to enhance the quality and reliability of products and services via continuous process improvement and innovation.

Deliberate misleading messages, omission of important facts, or false claims about the Company's or its competitors' offerings are prohibited.

Competition and Anti-Trust Laws

The Company is committed to competing ethically in the marketplace. You are required to comply with applicable competition and anti-trust laws. You must be aware that infringement of such laws can result in civil and criminal liability for both you and the Company.

In addition, you must not use illegal or unethical methods to compete in the market. This includes without limitation:

- Exchanging competitive information with competitors;
- Fixing prices or terms related to pricing;
- Dividing up markets, territories or customers;
- Rigging a competitive bidding process (including arrangement to submit fake bids);
- Adopting strategies to illegally exclude competitors from the market, such as, without limitation anti-competitive pushing or predatory pricing.

You must not misappropriate proprietary information or possess trade secrets obtained without the owner's consent or by pressuring disclosures from Employees of other companies.

Environment and Sustainable Development

THE COMPANY strives to minimise health and environmental risk by utilising environmental resources responsibly and reducing waste and emissions, where practicable. You must support this commitment by complying with the applicable Company policies and procedures. You must notify the CEO if hazardous materials come into contact with the environment or are incorrectly handled or disposed.

DEALING WITH GOVERNMENT AUTHORITIES, POLITICAL PARTIES AND INTERNATIONAL ORGANISATIONS



Ask yourself:

- ❖ *Your friend is running for political office.
Can you help with the campaign?*
- ❖ *Have you been asked to make payment to another person, in
another country to a numbered bank account or to pay in
cash?*

10. DEALING WITH GOVERNMENT AUTHORITIES, POLITICAL PARTIES AND INTERNATIONAL ORGANISATION

The Company strives to build transparent and fair relationships with government agencies, public officials and international organisations. Appropriate action must be taken to comply with the applicable Company's policies and procedures.

Political Activities

You have the right to participate as individuals in the political process. Your participation shall be carried out entirely on your own accord, by your own volition, in your own time and with your own resources. Your political opinions must be clearly delivered as personal opinions and not representative of the Company's.

Any Employee who wishes to hold any key position as office bearer in any political party must disclose and obtain prior approval from the CEO and the Board. Those who wish to actively participate full time in politics or are nominated as candidates in any election or are elected as representatives in the Federal or State Legislative Body must resign from being an employee of the Company.

Any Director who wishes to hold any key position as office bearer in any political party must disclose this intention to the Board Chairman.

Political Contributions

Political contributions are prohibited as set out in the No Gift and Donation Policy. The Company employee, member, director or officer must not make any donation or funding of any kind to political parties or individual politicians or towards political campaigns or initiatives for or on behalf of the Company.

If you wish to contribute your own time or money to any political activity, it shall be deemed as an entirely personal and voluntary decision.

Political contributions or expenditures include, but not limited to:

- Paying for advertisements and other political campaign expenses;
- Buying tables for fundraising dinners organised by a political party; and/or
- Loaning Employees to support political events during working hours.

Anti-Money Laundering and Anti-Terrorism Financing

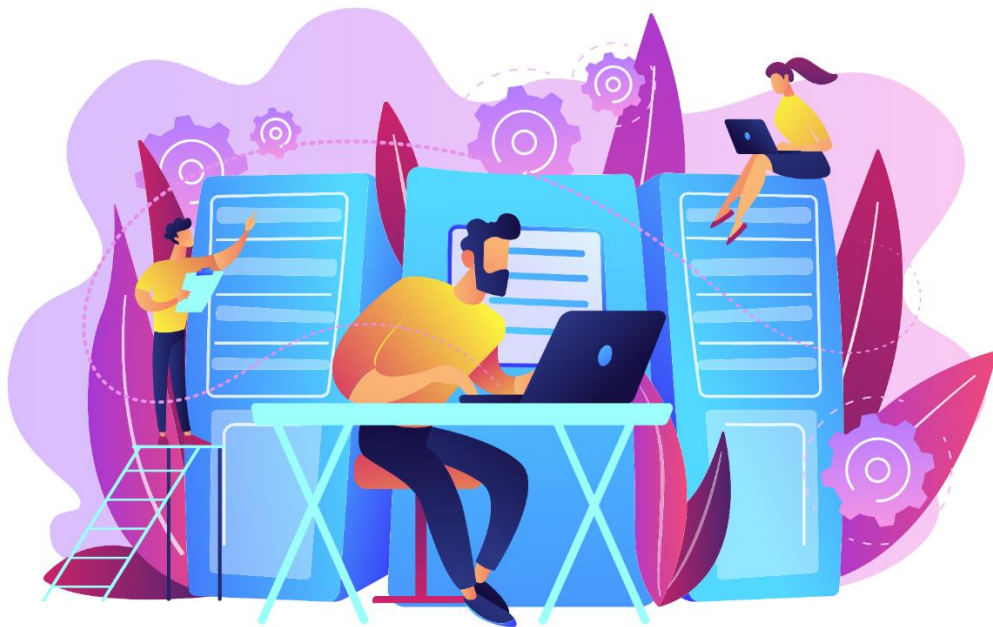
Money laundering is the process of hiding the true nature or source of illegally obtained funds (such as from the drug trade or terrorist activities) and passing it surreptitiously through legitimate business channels by means of bank deposits, investments, or transfers from one place (or person) to another.

Anti-money laundering provisions are designed to help prevent legitimate businesses from being used by criminals for this purpose, and to assist law enforcement agencies to trace and recover criminal assets and terrorist funding (Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001).

The Company prohibits your involvement in money laundering activities, either directly or indirectly. The activities may include, but not be limited to the following:

- Payments made in currencies that differ from invoices;
- Attempts to make payment in cash or cash equivalent (out of normal business practice);
- Payments made by third parties that are not parties to the contract; and
- Payments to or accounts of third parties that are not parties to the contract.

ADMINISTRATION OF THE COCBE



11. ADMINISTRATION OF THE COCBE

Where to Get Guidance

You can seek advice from the CEO or the Compliance Officer or CeIO if you are uncertain as to the interpretation or application of this document.

Raising a Concern or Reporting a Violation

Each of us has a responsibility to ensure that any instance of actual or suspected violation of the COCBE is reported promptly.

The Company practises an open-door policy and encourages you to share your questions, concerns, or suggestions with someone who can address them properly. In most cases, your immediate superior is in the best position to firstly address any concerns.

All instances or suspected violation of the COCBE received by the Divisional/ Functional Team must be escalated to the CEO or the CeIO.

However, if you are not satisfied with the response or if your concerns have not been addressed, you may raise your concerns via Speak-Up channels, details of which are available at last page of this document and in the Speak-Up Policy published in the Company Website.

When you raise a concern or report a violation, your identity will be kept confidential. Disclosure will be done if required by law to any authorities or enforcement agencies. Please take note that the investigation may be impacted if you do not provide your consent or if you choose to remain anonymous or if there are insufficient facts presented in the concern raised.

The Company expects all parties to act in good faith and have reasonable grounds when reporting a concern or issue. If allegations are proven to be malicious, parties responsible may be subject to appropriate action, up to and including legal action, where applicable.

No Retaliation

The Company does not tolerate retaliation against any individual who discloses any actual or suspected violations in good faith. You will not suffer harassment, retaliation or adverse employment consequence for speaking up or cooperating in an investigation. An Employee who retaliates against others (including Business Partners and other external stakeholders)

who make a report in good faith will be subject to disciplinary action up to and including termination of employment or dismissal.

Investigation of Potential COCBE Violations and Disciplinary Actions

The Company takes all reports and incidents of possible violations to the COCBE seriously and shall investigate them thoroughly in accordance with the relevant investigation procedures. Appropriate disciplinary actions shall be taken where violations have been proven.

In respect of Directors and Employees who are found to be in breach of the COCBE, they will be dealt with in accordance with the Company's relevant policies and procedures.

All reports made on a possible violation shall be treated in a confidential manner, with disclosure limited to conduct a full investigation of the alleged violation. Disclosure of reports to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, up to and including termination of employment or dismissal.

Useful Resources

- ICDM Speak-Up Policy
- Speak-Up Report Management Procedures
- ICDM Conflict Management Policy
- ICDM No Gift & Donation Policy
- ICDM Related Party Transaction Policy
- Companies Act 2016
- Income Tax Act 1967

DEFINITIONS

The definitions of the key terms used in this COCBE are as follows:

TERMS	DESCRIPTIONS
Anti-bribery Laws	Laws that prohibit the offer of money, goods or services to a person in order to persuade him to perform an action, in many cases illegal, in the interests of the person offering the bribe.
Anti-trust Laws	Laws intended to promote free competition in the marketplace by outlawing monopolies.
Assets	Tangible or intangible resources controlled by the enterprise as a result of past transactions or events and from which future economic benefits are expected to flow to the enterprise. Such resources shall include buildings, sites, equipment, tools, supplies, communication facilities, funds, accounts, computer programmes, information or data, technology, documents, patents, trademarks, copyrights, know-how and other resources or property of the Group.
Breach	Behaviour that results in any form of disciplinary action against a person or persons.
Bribery	A bribe is an inducement or reward (financial or otherwise) offered, promised or given, directly or indirectly, in order to gain any improper commercial, contractual, regulatory, personal or other advantage
Business Partners	Individuals or organizations that collaborate with the Company to achieve mutual benefits in their respective businesses. The partnerships can take many forms, such as joint ventures, strategic alliances, or distribution agreements.
Cash Equivalent	An asset, such as property or stock, that has a realisable cash value equivalent to a specific sum of money, or an asset that is easily convertible to cash.
Clients	Individual or entities to which the Company provides products or render services to and includes potential clients.

Code of Conduct and Business Ethics (COCBE)	A set of guidance aimed at governing the business conduct of the Company employees, members, directors, officers, business partners and service providers.
Competitors	Competitors are individuals, organizations, or businesses that offer similar products, services, or solutions to the same target audience or market as your own. In business, competitors are often seen as rivals who are competing for customers, market share, and profits.
Confidential Information	<ul style="list-style-type: none"> Any information in any form whatsoever not generally known, and propriety to the Company including but not limited to information relating to their processes, operations, trade, products, research, development, manufacture, purchasing, business, business prospects, transactions, affairs, activities, know-how, Intellectual Property, accounting, finance, planning, operations, customers and members data, engineering, marketing, merchandising and selling, proprietary trade information, payroll figures, personal data of Employees, customers' list, records, agreements and information, technical and other related information, and any books, accounts and records kept by the Company for the purpose of its business. All information disclosed to a Director or an Employee or to which the Director or Employee obtains access during his/ her tenure which he/ she has reason or ought to have reason to believe to be confidential information, shall be presumed to be confidential information and shall include (but shall not be limited to) price lists, business methods, customer history, records, information and inventions. Any such information as described above which relate to any of the Company members, suppliers, agents, distributors and customers.
Directors	Include all appointed Directors of the Company.
Employees	Employees shall encompass all personnel under the employment of the Company. This also covers temporary staff, interns and part-timers.
Ethics	Refers to standards of conduct, which indicate how to behave, based on moral duties and virtues arising from principles of right and wrong. Ethics involve two aspects namely the ability to distinguish right from wrong and the commitment to do what is right.

Harassment	Any direct or indirect action, conduct or behaviour which any individual or group of individuals finds abusive, humiliating, intimidating or hostile, whether verbal, physical or visual.
Intellectual Property	Proprietary business or technical information of value protected by patent, trademark, copyright, or trade secret laws.
Members	The subscribers to the Company (Institute of Corporate Directors Malaysia) and any new member admitted as a member (refer to ICDM Constitution)
Political Party	A group of people organised to acquire and exercise political power.
Proprietary Information	Proprietary Information is information held by a person or entity concerning the know-how, trade secrets or other information of any kind, whether in printed or electronic format, including but not limited to Intellectual Property rights, technical information, business processes, sales forecasts, marketing strategies, customer and member lists or potential customer and member information, financial records or operations which is regarded as being confidential in nature (whether or not labelled as confidential) and belongs to and owned by the Company.
Retaliation	Action by way of unfair, unlawful or otherwise inappropriate reprisal taken in return of an actual or perceived injury or offence
Suppliers/Agents/Contractors	Consultants, agents, contractors and goods/ service providers who have direct dealings with the Company.



CONTACT US

Speak-up Email

- **To the CeIO:** Speakup_ceio@icdm.com.my
- **To the ARMC:** Speakup_armc@icdm.com.my

Letters to Chairman of Audit & Risk Management Committee (ARMC): Level 9, Mercu 2, KLEC, No. 3, Jalan Bangsar, 59200 Bangsar, Kuala Lumpur.

Speak-up Form: https://the-company.com.my/storage/pdf/governance-docs/01%20THE-COMPANY_PP_Speak%20Up%20Policy_2020.pdf