

Mesiniaga

Business Conduct Guidelines

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MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Our Company has an outstanding reputation for ethical behaviour and fair dealing, one that you and your fellow Mesiniagans have earned over the years. This record is a source of pride for everyone in Mesiniaga as it has enabled us to build our business on the basis of trust and confidence. As such, we consider it a most valuable asset.

In many cases, decisions about what is ethical, or fair are, and always will be, clear-cut. However, in the course of doing business, there may be occasions when it can be difficult to be certain of the right course of conduct. Our Business Conduct Guidelines is meant to provide advice and counsel on some of these matters.

But guidelines, however comprehensive, cannot anticipate every situation, be it current or in the future. This is why I would like to emphasise a principle which is not subject to change - every Mesiniaga employee is expected to live up to the highest standards of conduct, in all our business dealings – be it with each other, the Company, our customers, business partners, or competitors.

Doing the right thing begins with having integrity. It also depends on your good judgment and sensitivity towards the way others perceive us and how they may interpret our actions.

In the future, as in the past, Mesiniaga's fine reputation is largely in your hands. I am confident you will keep what you have already done so much to earn.

Datuk Wan Fusil

1. INTRODUCTION

As Mesiniaga (the Company) employees, we frequently encounter a variety of ethical and legal questions. The way we decide on these issues should be consistent with the Company's values and principles. This guideline provides general guidance to the employees of the Company and its subsidiaries in answering such questions. The term 'Mesiniaga/Company employees', in this document, is not restricted to permanent or contract employees, but also, extended to include any subcontractors and their employees who perform any work on behalf of the Company.

Each section of this guideline covers an area in which we have responsibilities towards the Company as its employees. They are:

- personal conduct and protection of Company assets;
- obligations in conducting Company business with other people and organisations;
- conflicts of interest and other considerations affecting the Company that may arise in the course of conducting non-Company-related business;
- competition law as it relates to the Company and to each of us.

Owing to the fact that rapid changes in our industry constantly pose new ethical and legal considerations, no set of guidelines should be considered as the absolute last word under all circumstances. If you have any questions in interpreting or applying these guidelines- or about guidelines and procedures published by any of the Company's operating units and subsidiaries - it is your responsibility to consult your manager or the Company's legal counsel.

2. YOU AND YOUR JOB IN MESINIAGA

2.1 Personal Conduct

The Company's hard-earned reputation for the highest standards of business conduct is never taken for granted. It rests, not on periodic audits by auditors and accountants, but on the high measure of mutual trust and responsibility that exists between employees and the Company. It is based on you as an individual acting in accordance with the Company's business conduct guidelines.

Ethical behaviour on the job essentially comes down to honesty and fairness in dealing with other employees, customers, suppliers, competitors, and the public. It would be no exaggeration to say that the Company's integrity and reputation rest in your hands.

The Company's basic belief of respect for the individual has led to a strict regard for the privacy and dignity of each employee. However, when the Management decides that your personal conduct on or off the job adversely affects your performance, that of other employees, or the legitimate interests of the Company, it may be deemed to become a Company matter.

2.2 Work Environment

The Company strives to provide all employees with a healthy, safe, and productive work environment. This environment extends beyond such physical conditions as well-carpeted floors or the absence of hazards on all floors. The Company work climate must also be free from discrimination and harassment based on race, colour, religion, sex, age, national origin, disability, veteran status, or other factors that are unrelated to the Company's legitimate business interests.

The Company will not tolerate sexual advances, actions, comments, or any other conduct in the workplace that creates, in the judgment of the Management, an intimidating or otherwise offensive environment. Similarly, the use of racial or religious slurs or any other remarks, jokes, or conduct that in the judgment of the Management, encourages or permits an offensive work environment will not be tolerated.

If you believe that you are subject to such conduct, a number of complaint channels are available for you to bring such activity to the attention of the Company. These channels are as per outlined in our *Code of Practice on the Prevention and Eradication of Sexual Harassment* available in the Employee e-Handbook.

All employee complaints of such conduct will be investigated promptly. The Company will not tolerate threats or acts of retaliation or retribution against employees for using these complaint channels. Employees, who are found to have engaged in harassment or discrimination, or to have misused their positions of authority in this regard, are subject to disciplinary measures, including dismissal.

Some other activities that are prohibited because they clearly are not conducive to a good work environment are:

- 1) threats;
- 2) violent behaviour; and
- 3) the use, distribution, sale or possession of illegal drugs or any other controlled substances, except for approved medical purposes.

In addition, employees should not be on Company premises or in Company work environment if they are under the influence of or affected by such illegal drugs, controlled substances, or alcohol. Employees who engage in any of these prohibited activities are subject to disciplinary action, including dismissal.

Drug, Alcohol and Contraband-Free Workplace

It is the policy of the Company to take reasonable measures to ensure that drugs or any controlled substances use by employees does not jeopardise the safety of the employees or adversely affect operations of the Company.

The provisions of this policy are:

- 1) the use, possession, sale, or distributions of illegal drugs, alcohol or other controlled substances are prohibited within Company premises;

- 2) the unauthorised presence of illegal drugs, alcohol or other controlled substances in the body is prohibited within Company premises; and
- 3) employees must notify the Company of any drug conviction resulting from violation at the workplace no later than five days after such conviction.

2.3 Employee Privacy

The only personal information about you that the Company collects or maintains is that which relates to your employment. Access to such information is restricted internally to people with a business need to know. Personal information is released outside the Company only with employee approval, except to verify employment or satisfy legitimate investigatory or legal requirements. Employees who are responsible for maintaining personal information and those who are provided access to such information must ensure that the information is not disclosed inappropriately or misused.

2.4 Protecting Company Assets

The Company has a large variety of assets. Many are of great value to the Company's competitiveness and its success as a business.

They include, not only our extremely valuable proprietary information, but also our physical assets. The Company's proprietary information includes intellectual property typically the product of the ideas and hard work of many talented employees. It also includes the confidential data entrusted to many employees in connection with their jobs. Protecting all of these assets is very important. Their loss, theft or misuse may jeopardise the future of the Company.

For this reason, you are personally responsible, not only for protecting Company property entrusted to you, but also for helping to protect the Company assets in general. Here is where your awareness of security procedures can play a critical role. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of Company property. And you should report all such situations to your manager as soon as they come to your attention.

2.5 Proprietary Information

Proprietary information is information that is the property of the Company and is usually classified as such by the Company. Such information includes the business, financial, marketing, and service plans associated with products. It also includes personnel information, medical records, and salary data. Other proprietary information includes designs; engineering and manufacturing know-how, and processes – including Company business and product plans with outside vendors and a variety of internal databases; and patent applications and copyrighted material such as software.

Much of this information is called intellectual property and represents the product of the ideas and efforts of many of your fellow employees. It may also have incurred substantial investments by the Company in planning, research and development. Obviously, if competitors could secure proprietary information such as product design specifications without making the same substantial investment in research and engineering, they would be getting a free ride on the Company's investment. Pricing information and marketing plans are also highly useful to competitors.

The value of this proprietary information is well known to many people in the information industry such as competitors, industry and security analysts, members of the press, consultants, customers, and others termed as "Company watchers". Some of these individuals will obtain information in any way they can. No matter what the circumstances, the Company alone is entitled to determine who may possess its proprietary information and what use may be made of it, except for specific legal requirements such as the publication of certain reports.

As an employee of the Company, you probably have access to information that the Company considers proprietary. Given the competitive nature of the industry - you probably will have contact with someone who is interested in acquiring the information in your possession. As such, it is very important not to use or disclose proprietary information except as authorised by the Company and to provide adequate safeguards to prevent loss of such information.

2.6 Inadvertent Disclosure

The unintentional disclosure of proprietary information can be just as harmful as intentional disclosure. In order to avoid unintentional disclosure, never discuss with any unauthorised person information that has not been made public by the Company. This information includes unannounced products, prices, earnings, procurement plans, business volumes and capital requirements. Also included are confidential product performance data; marketing and service strategies; business plans; and other confidential information.

Furthermore, you should not discuss confidential information even with authorised Company employees if you are in the presence of others who are not authorised – e.g., at a trade show reception area or in a public area such as an airplane. This also applies to discussions with family members or with friends, who might innocently or inadvertently pass the information on to someone else. Finally, keep in mind that harmful disclosure may start with the smallest leak of bits of information. Such fragments of information you disclose may be pieced together with fragments from other sources to form a fairly complete picture.

2.7 Requests for Information

If an external someone outside the Company asks you questions either directly or through another person, do not attempt to answer them unless you are certain you are authorised to do so. If you are not the authorised person, immediately refer the person to the appropriate source within the Company. For example, if you are approached by security analysts or investors you should refer them to the heads of department for Corporate Communication or Finance. Similarly, unless you have been authorised to talk to reporters, or to anyone else writing about or otherwise covering the company or the industry, direct the person to the information specialist in your communications department. If you do not know what functional area the questioner should be referred to, ask your manager. You may also refer to the *Communications Policy – External Communications* available in the Employee e-Handbook for further explanation on this matter.

2.8 Disclosure and Use of Confidential Information

Apart from your obligation not to disclose any Company confidential information to anyone outside the Company, you are also required, as an employee, to use such information only in connection with Company business. These obligations apply whether or not you developed the information yourself. This applies, by law, in virtually all countries where the Company does business.

2.9 Agreement Regarding Confidential Information and Intellectual Property

When you first joined the Company, you should have been required to sign an agreement that sets out specific obligations you have as an employee relating to the treatment of confidential information. Also stated under the agreement is a clause which specifies that the rights to any ideas and inventions you develop in an area of the Company's business belongs to the Company. This applies to all employees whether you are employed in a managerial, technical, engineering, product planning, programming, or any other professional capacity.

Accordingly, subject to the laws of each country, this obligation applies no matter where or when-at work or after hours such intellectual property was created. The existence of this intellectual property must be reported to the Company, and the property must be protected like any other proprietary information of the Company. However, if you believe that your idea or invention falls outside the area of Company business interests; you may ask the Company for a written disclaimer of ownership.

2.10 Copyrightable Material

In most cases, the copyrights in employee generated works of authorship such as manuals and computer programs are automatically owned by the Company through operation of law. In other cases, title to the copyrights is given to the Company by contractual provisions. The Company considers it important to limit the distribution of copyrightable material within the Company to that in which the copyright is owned by or appropriately licensed to the Company.

In order to ensure that materials not owned by the Company is appropriately licensed, the Company may request a license from you before you will be permitted to place such copyrightable materials into or on any of Company-owned distribution channels, including internal and external mails, as well as any other media.

This license may be requested whether you or the Company actually owns the material. If there is a question of ownership, you should consult your manager before you distribute materials in the Company through any distribution channel. You may consult the legal counsel or the Corporate Communication department to determine whether permission will be granted. You may also consult the *Communications Policies* available in the Employee e-Handbook.

2.11 Leaving the Company

If you leave the Company for any reason, including retirement, you may not disclose or misuse Company confidential information. On top of this, Company ownership of intellectual property created by you while employed by the Company continues after you leave the Company.

All equipment and fixed assets belonging to the Company such as computers or lap-tops MUST be returned to the Company. Please refer to the *Resignation Policy* available in the Employee e-Handbook for more details.

2.12 Legal Remedies

Regrettably, there have been significant cases in which the Company's intellectual property has been wrongfully taken or misused. In some of these instances, the Company has not limited its response to disciplinary action against offending employees but has also taken legal action against everyone involved. Also, a number of individuals, including former Company employees, have been prosecuted for their actions by government authorities and convicted of crimes for their part in stealing information.

The Company will continue to take every step necessary, including legal measures, to protect its assets because of their importance to the Company.

2.13 Use of Company Assets

The Company equipment, systems facilities and supplies must be used only for conducting Company business or for purposes authorised by the Management.

Personal items that you consider private should not be kept in office work area, desks, credenzas or file cabinets; the Management may gain access to these areas when required. Employees should not search for or retrieve articles from another employee's work area without prior approval of the Management.

2.14 Supplies

An increasing number of employees own equipment that uses Company supplies. Since these supplies are readily available at Company work locations, the question of making personal use of them frequently arises. The answer is clear: employees may not use Company supplies for personal use.

2.15 Company Internal Information Systems

The reliance placed on internal information and communications facilities in carrying out Company business makes it absolutely essential to ensure their integrity. Like other Company assets, these facilities and the information they make available through a wide variety of databases should be used only for conducting Company business. Their unauthorised use, whether or not for personal gain, is a misappropriation of Company assets.

While the Company conducts routine audits to help ensure that Company systems, networks and databases are being used properly, it is your responsibility to make sure that all software installed in your machine is authorised and properly licensed.

2.16 Recording and Reporting Information

You should record and report all information accurately and honestly.

Every employee records information of some kind and submits it to the Company. For example: a secretary fills out a timecard; an engineer fills out a produce test report; a marketing representative reports equipment installed; a financial analyst

records revenues and costs; a scientist prepares a research report; a field engineer completes a service call record.

Expense accounts are another important record. Employees are entitled to reimbursement for reasonable expenses but only if those expenses are actually incurred and according to Company policy. To submit an expense account for meals not eaten, miles not driven, airline tickets not used, or for any other expense not incurred is dishonest reporting.

Dishonest reporting of information to organisations and people outside the Company is also strictly prohibited. It could lead to civil or even criminal liability for you and the Company. This includes not only reporting information inaccurately but also organising it in a way that is intended to mislead or misinform those who receive it. Be careful not to make false or misleading statements in external financial reports, environmental monitoring reports, or status reports on contracts, particularly in situations where the Company is selling goods or providing services to the government.

3. CONDUCTING COMPANY BUSINESS

3.1 Some General Standards

Today, the Company deals with a variety of outside organisations in which more than one kind of relationships often exists between the Company and these organisations at any one time. For example, a firm that is a Company customer may concurrently be a supplier and a Company competitor. No matter what type of organisation you are dealing with or what its relationship to the Company, you should always observe the following general standards.

3.2 Avoiding Misrepresentation

Never make misrepresentations to anyone. If you believe that the other person may have misunderstood you, promptly correct any misunderstanding. Honesty based on clear communication is integral to ethical behaviour. The resulting trustworthiness is essential to sound, lasting relationships.

3.3 Refraining from Using the Company's Size Unfairly

The Company has achieved its size through legitimate business success over many years. And there is certainly no need to apologize for it. That said, you should never use the fact of the Company's size to intimidate or threaten another person or organisation. In other words, do not throw the Company's weight around in dealing with other companies, organisations or the public.

However, there is nothing wrong with citing legitimate advantages that accrue from our size - as long as such assertions are accurate and free from misleading statements. For example, it is permissible to discuss the advantages that derive from large-scale buying, selling, servicing and manufacturing. Whenever you are discussing any aspects of our size, you should make sure that your statements are accurate and relevant, and not misleading. For example, you may discuss the Company's nation-wide service coverage or the broad range of our product offerings as long as such references are accurate and relevant in demonstrating the Company's capability to meet a particular customer's need.

3.4 Treating Everyone Fairly

Everyone you do business with is entitled to fair and even-handed treatments. That should be true no matter what your relationship with an outside organisation may be - whether you are buying, selling or representing the Company in any other capacity.

The Company will continue to compete vigorously in bidding for government and commercial business. If circumstances require modified pricing or service terms, the modifications must be specifically approved by the appropriate level of management. Never extend any modified service or contract terms to government or commercial enterprises without prior authorisation.

The Company extends appropriate terms to each type of customer. For example, distributors, dealers and end users purchase certain Company equipment under different terms. However, within each category, the Company endeavours to conduct its business so that all customers who are procuring in similar quantities and under similar business conditions are treated in a similar manner.

You must treat all suppliers fairly. In deciding among competing suppliers, weigh all the facts impartially. You should do so whether you are in a purchasing job or any other part of the business and whether you are buying millions of parts or just a few, contracting for a small repair job or any other service.

Whether or not you are in a position to influence decisions involving the evaluation or selection of suppliers, you must not exert or attempt to exert influence to obtain “special treatment” on behalf of a particular supplier. Even to appear to do so can undermine the integrity of our established procedures. It is essential that suppliers competing for the Company’s business have confidence in the integrity of our selection process.

That confidence could be jeopardised if former Company employees competing as suppliers or suppliers’ representatives are perceived to have inside information or an unfair advantage because of their former Company job responsibilities. To ensure that there is no unfairness or perception of unfairness under such circumstances, the Company generally will not accept you as a supplier or suppliers’ representative to your former geographic location for a period of one year after your employment with the Company is ended.

3.5 Avoiding Reciprocal Dealing

Seeking reciprocity is contrary to Company policy and may also be unlawful. In other words, you may not tell a prospective supplier that your decision to purchase its goods or services is conditioned on the supplier’s agreement to purchase Company products or services. To avoid allegations of reciprocal dealing, do not tell a prospective customer that the Company deserves its business because of the Company’s purchases from that customer.

This does not mean that a Company customer is precluded from being a Company supplier. It simply means that the Company’s decision to buy goods and services from a supplier must be made independently from that supplier’s decision to purchase Company products and services.

3.6 Reporting Violations of Procurement Laws

Company employees should make known to appropriate levels of management any allegations that government procurement laws have been violated. This may be done either directly through your manager or through the *Ethics Practice Committee* as detailed out in the *Whistleblowing Policy and Procedure* available in the Employee e-Handbook.

Retribution against employees for reporting such allegations will not be tolerated. Subject to any applicable legal requirements, employee anonymity and confidentiality will be protected.

3.7 Fairness in the Field

If you work in a marketing or service activity, the Company asks you to compete not just vigorously and effectively but fairly as well.

3.8 Disparagement

It has long been the Company's policy to sell products and services on their merits, not by disparaging competitors, their products, or their services. False or misleading statements and innuendos are improper. Do not make comparisons that unfairly cast the competitor in a bad light. Such conduct only invites disrespect from customers and complaints from competitors.

In short, stress the advantages of the Company products and services and be sure that all comparisons are fair and accurate.

3.9 Premature Disclosure

The Company does not disclose unannounced offerings to a prospect or a customer which have not been disclosed to customers generally. There are exceptions. One is when the national interest is involved. Another is when a customer works with the Company under a formal agreement to develop or test new products, programs, services or distribution plans. In addition, the Company will make limited disclosures to provide planning direction to customers.

For these exceptions and other special situations, there are specific procedures to be followed. And for each, appropriate authorisation must be obtained.

3.10 Selling Against Competitive Orders

If a competitor already has a firm order from a customer for an application, it is Company practice not to market Company products or services for that application before it is installed.

What is deemed as a “firm order”? Letters of intent, free trials, conditional agreements and similar arrangements usually are not considered firm orders; unconditional contracts are. Generally, if a firm order does not exist you may sell to that customer. However, this is a complicated subject, and as a result, it is often difficult to determine if a firm order actually exists. When a situation is unclear, seek advice from your marketing practices, business practices or legal counsel.

4. MULTIPLE RELATIONSHIPS WITH OTHER ORGANISATIONS

Frequently, other organisations have more than one type of relationship with the Company. For example, a distributor may be both a Company customer and a competitor. Another organisation may be a Company supplier and customer at the same time. A few organisations may even be suppliers, competitors, distributors and end-users of Company products. In addition, the Company has relationships with many other types of organisations that continue to emerge in our industry. They include leasing companies’ software houses, distributors, dealers, banks and other financial institutions, remarketers, equipment manufacturers, maintenance companies, third-party programmers and many others who compete with, buy from or sell to the Company. In any dealings, it is important that you understand the various relationships involved.

Generally, you should deal with another organisation in only one relationship at a time. For example, if you are buying from another company, do not try to sell to it at the same time. That could form the basis for a possible allegation of reciprocal dealing, which as previously mentioned, should be avoided.

4.1 Complementary Third Parties

The Company has various relationships with complementary third parties to facilitate the installation of Company offerings. These complementary third

parties are external organisations that provide end-users with information-handling solutions that use or rely upon a Company offering.

If your responsibilities bring you into contact with these third parties, you must follow the marketing and services guidelines published by your unit/department that describe the appropriate conduct in dealing with Company authorised remarketers, Company authorised assistants and reference organisations. In addition to their complementary offerings, some of these third parties market products that are in direct competition with the Company. When such a situation arises, you must exercise caution and follow established guidelines.

4.2 Business Contacts with Competitors

Owing to the fact that many companies have multiple relationships with the Company, it is important to recognise if a company you are dealing with, as a supplier or a customer, is also a competitor. Such relationships require extra care. It is inevitable that you, other Company employees, and competitors will, from time to time, meet, talk, and attend the same industry or association meetings. Many of these contacts are perfectly acceptable as long as established procedures are followed. Acceptable contacts include sales to other companies in our industry; purchases from them; participation in approved joint bids; and attendance at business shows, standards organisations and trade associations. However, even these sorts of contacts require caution.

4.3 Prohibitions

In all contacts with competitors, avoid discussing pricing policy, terms and conditions, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities and of course, any other proprietary or confidential information.

Collaboration or discussion of these subjects with competitors can be illegal. If a competitor raises any of them, even lightly or with apparent innocence, you should object, stop the conversation immediately, and tell the competitor that under no circumstances can you discuss these matters. If necessary, you should leave the meeting.

In summary, dissociate yourself and the Company from participation in any possibly illegal activity with competitors; confine your communication to what is clearly legal and proper. Finally, immediately report any incident associated with a prohibited subject to the Company legal counsel.

5. INFORMATION ABOUT OTHERS

In the normal course of business, it is not unusual to acquire information about many other organisations, including competitors. Doing so is a normal business activity and is not unethical in itself.

In fact, The Company quite properly gathers this kind of information for such purposes as extending credit and evaluating suppliers. The Company also collects information on competitors from a variety of legitimate sources to evaluate the relative merits of its own products, services, and marketing methods. This activity is proper and necessary in a competitive system.

5.1 Acquiring Information

However, there are limits to the ways that information should be acquired and used, especially with regards to information about competitors. No company should employ improper means to acquire a competitor's trade secrets or other confidential information

Such flagrant practices as industrial espionage, burglary, wiretapping and stealing are obviously wrong. But so is hiring a competitor's employees solely to get confidential information. Improper solicitation of confidential data from a competitor's employee or from Company customers is wrong. The Company will not tolerate any form of questionable intelligence-gathering.

5.2 Using Information

Information about other companies should be treated with sensitivity and discretion. Such information is often about individuals. Other companies are rightly concerned about their reputations and the privacy of their people. Adverse information with no business use should not be kept or maintained.

When using sensitive information about other companies, you should use it in the proper context and make it available only to other Company employees with a legitimate need to know. In presenting such information, you should disclose the identity of the organisation or individuals only if it is necessary. If disclosure is not necessary, you should present the information in the aggregate or by some other means.

6. INFORMATION OWNED BY OTHERS

Other organisations, similar to us, will have intellectual property they want to protect. So do individuals. Also similar to us, they are sometimes willing to disclose their confidential information for a particular purpose. If you are on the receiving end of another party's confidential information, it is important that you proceed with caution to avoid the Company being accused of misappropriating or misusing someone else's confidential information.

6.1 Receiving Information Which May Be Confidential or Have Restrictions on Its Use

To avoid the risk of the Company being accused of misappropriating or misusing someone's confidential or restricted information, there are certain steps you should take before receiving such information. First, determine whether the information actually is confidential or has restrictions placed on its use. If written information is labelled as “trade secret,” “confidential”, “proprietary” or “restricted,” or if you have any other reason to believe that the Company may not be free to use or disseminate information without restrictions, review it with your manager or legal counsel and, if appropriate, ask the other party. In any case, do not take the status of the information for granted.

The same precaution applies to oral information. If, before entering into a meeting or a conversation, you believe that the information you are about to hear might be considered confidential or restricted, you should first have established clearly in writing that it is not confidential and that its use is unrestricted.

Next, you must not receive either orally or in writing from others, confidential information or information which has use restrictions, without prior written approval from the appropriate Company executive. Furthermore, the actual receiving of such information must not take place until the terms of its use have been formally agreed upon by the Company and the other party. This means a written agreement which was approved by the Company legal counsel and, usually, the Company intellectual property counsel as well.

Once another party's confidential information is legitimately in your hands, you must not use, copy, distribute or disclose that information unless you do so in accordance with the terms of that agreement.

6.2 Acquiring Software

Special care should be taken in acquiring software from others. As intellectual property, software is often protected by copyright or as a trade secret or as confidential information. Such software includes computer programs, data bases and related documentation. Before you accept software or sign a license agreement, you must follow established procedures. The terms and conditions of such license agreements -such as provisions not to copy or distribute programs - must be strictly followed.

Also, if you acquire software for your personally owned equipment, you should not copy any part of such software in any development work you do for the Company, place such software on any Company-owned computer system, or generally bring such software onto Company premises.

7. BRIBES, GIFTS AND ENTERTAINMENT

Gifts offered to or exchanged by employees of different companies vary widely. They range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept.

7.1 Receiving

Neither you nor any member of your family may solicit or accept from a supplier or customer money or a gift that is, or could be reasonably construed to be, connected with the Company's business relationship with that supplier or customer.

Gifts include not only material goods. They may also include services or discounts on personal purchases of goods and services. If you have any doubts about a particular situation, you should consult with your manager or the Human Resources Department.

If you are offered money or a gift, or if either arrives at your home or office, tell your manager immediately. Appropriate arrangements will be made to return or dispose of what has been received, and the supplier or customer will be reminded of the Company's gift policy.

7.2 Giving

You may not give money or any gift to an executive, official or employee of any supplier, customer, government agency or any other organisation if doing so could reasonably be construed as having any connection with the Company's business relationship.

In countries where local customs call for giving gifts to customers or others on special occasions, you may, with prior approval, present gifts that are lawful, appropriate, and of nominal value, provided the action cannot be construed as seeking special favours.

7.3 Relationships with Government Employees

What is acceptable practice in the commercial business environment may be entirely unacceptable, and may even be against regulations, in dealings with government employees. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government customers and suppliers.

Besides these general guidelines, it is your responsibility to understand and follow any additional guidelines that your functional area may have – whether you are in marketing, engineering, manufacturing, purchasing, or you represent the Company in any other capacity.

7.4 Anti-Bribery and Corruption Policy

The Company has published a detailed policy on anti-bribery and corruption. Please refer to the Anti-Bribery and Corruption Policy available in the Employee e-Handbook for more details.

8. FRAUDULENT ACTS

Fraud encompasses an array of irregularities and illegal acts characterised by intentional deception. These economic offences are a dominant white-collar crime in the present business environment. Fraud robs a company of its legitimate income, assets, goodwill and reputation.

A fraud can be committed by someone within the Company or by an external party. Usually, fraud is committed by an insider who has knowledge and understanding of Company policies and procedures especially those in regard to the safeguarding of assets. It often occurs where there is a lack of internal controls, or where internal controls are in place; these are not monitored or enforced. This section aims to address these issues, to ensure that policies and procedures are in place to cover the prevention, deterrence and detection of fraud.

8.1 Objectives

The objectives of these policies and procedures are as follows:

- i. to limit the opportunity for fraud against the Company;
- ii. to limit the losses when fraud is committed;
- iii. to increase the likelihood of detection, prosecution and recovery; and
- iv. to build into the Company's culture, its abhorrence for fraud.

8.2 Scope of Fraud

The first step towards combating fraud is to recognise the many different forms that it can take as well as what is not deemed as fraud. Outright criminal activities – typically involving violence or other physical means – such as break-in thefts, attacks and robberies, and so forth are excluded from the scope of fraud. We also have to distinguish fraud from losses due to incompetence, procedural lapses, accidents, mismanagement, wrong decisions, or business risks. Fraud is classified under two broad categories:

A. Theft

Theft is the removal or misappropriation of cash or assets by the fraudster for personal gain at the expense of the Company. Any business asset can be stolen, whether by employees or management, acting alone or in collusion with third parties or by external parties acting on their own. The following violations are classified as theft in this context.

- i. The theft or misappropriation of any Company property, including intellectual property such as customer or Company information;
- ii. Diversion to an employee or an outsider of a potentially profitable transaction that would normally generate profits for the Company;
- iii. Off-market pricing and granting of preferential rates;

- iv. Improper and unauthorised transactions and payments carried out by the staff acting in collusion with a third party or committed by external parties to defraud the Company;
- v. Submission of false expense claims, covering anything from private entertainment to large purchases;
- vi. Accepting bribes, kickbacks, commission or other favours from a third-party (e.g. a supplier) as a reward for being awarded the contract;
- vii. Offering a bribe or other favours under circumstances that might lead to the inference that the gift or favour was intended to influence an employee's decision-making for the fraudster's benefit;
- viii. Computer fraud whereby computers may be used to disguise the true nature of a transaction or for unauthorised electronic transfer of funds;
- ix. Blackmail or extortion;
- x. A dishonourable, irresponsible or deliberate act against the interest of the Company; and
- xi. Wilful negligence intended to cause damage to the Company.

B. False Accounting and Reporting

The main aim of false accounting and reporting is to present the results and affairs of the Company in a better light than the reality, or to cover up irregularities and/or theft. Frequently, there are commercial pressures to report an unrealistic level of earnings, which can take precedence over controls designed to prevent fraud. Some of the most dramatic corporate collapses and high-profile fraud trials have been characterised by false accounting and reporting used to cover up extensive fraud, gross misdeeds or theft within the business(es).

The following actions constitute false accounting and reporting if they are committed to manipulate or conceal information for personal gain at the expense of the Company's stakeholders:

- i. Intentional failure to record or disclose significant information to cover up losses or shortfall in earnings;
- ii. Falsification of records and expense claims;
- iii. Forgery or alteration of any important document, such as cheques;
- iv. Destruction or removal of records;
- v. Keeping two sets of books;
- vi. Knowingly creating and/or distributing false or misleading financial reports; and
- vii. 'Off-book' accounting or making false or fictitious entries.

False accounting and reporting are obviously carried out by insiders – either employees or management who are in a position to override the normal controls and to present figures that are simply not true. By contrast, fraud under the heading of theft may be carried out by third parties as well as insiders.

8.3 Fraud Control

For the purpose of this policy, fraud shall include but is not limited to all that are described above. Employees as stated in the policy refer to every employee of the Company, from the Chief Executive Officer (CEO)/Managing Director (MD) right down to the lowest ranking employee.

This policy applies to any fraud, or suspected fraud, involving employees, directors as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with the Company.

The general statements of this policy are as follows:

- i. Employees of the Company must not be engaged in any illegal activity and must not, in the performance of their duties, commit any act of fraud;
- ii. Any act of fraud ascertained upon internal investigation, or pursuant to a criminal conviction, or through written acknowledgement by the employee concerned, shall result in disciplinary action up to and including termination of employment;
- iii. The Company reserves the right to press charges against employees and/or to report any criminal action to the relevant authorities;
- iv. In any event, the Company reserves the right to sue employee(s) in accordance with the laws of Malaysia in order to force restitution of any loss that the Company may have suffered;
- v. The personnel files of employees disciplined under the abovementioned circumstances will record the reason(s) for the disciplinary action. Employees discharged under this policy shall not be re-employed by the Company;
- vi. The Management shall be responsible and committed to the prevention and detection of fraud. Details of Management's responsibilities are given in the next section; and
- vii. The guidelines concerning fraud reporting, procedures for investigation, protection to the person(s) reporting the case etc. will be governed by the Company *Whistleblowing Policy and Procedure* which is available in the Employee e-Handbook, and the Whistleblowing Protection Act 2010.

8.4 Management's Responsibility

- i. Prevention and deterrence are the responsibility of the Management;
- ii. Managers at all levels are responsible for exercising due diligence and controls to prevent, detect, and to report acts of fraud by personnel under their supervision.

- iii. Those who fail to carry out their responsibilities as stated above will be subject to disciplinary action up to, and including, termination of their employment.
- iv. The Management shall design and implement the necessary internal controls, to examine and evaluate the adequacy and effectiveness of these controls, and to set up the necessary organisational framework and environment to ensure that all potential problems relating to fraud are addressed.

9. ON YOUR OWN TIME

9.1 Conflicts of Interest

Your private life is very much your own. Still, a conflict of interest may arise if you engage in any activities or advance any personal interests at the expense of the Company's interests. It is up to you to avoid situations in which your loyalty may become divided. Each individual's situation is different, and in evaluating your own, you will have to consider many factors. The most common types of conflicts are addressed here to help you make informed decisions.

9.2 Assisting a Competitor

An obvious conflict of interest is providing assistance to an organisation that markets products and services in competition with the Company's current or potential products or service offerings. You may not, without the Company's consent, work for such an organisation as an employee, a consultant, or as a member of its board of directors. Such activities are prohibited because they divide your loyalty between the Company and that organisation.

9.3 Competing Against the Company

Today, many Company employees are engaged on their own time in routine activities that involve personal computers, software, or other products that the Company offers to its customers. Generally, such activities do not result in a conflict of interest.

However, employees should be careful not to become engaged in activities that do conflict with the Company's business interests. Obviously, you may not commercially market products or services in competition with the Company's current or potential product offerings. Such marketing activities are "commercial" if you receive direct or indirect remuneration of any kind. Although marketing competing products and services commercially creates unacceptable conflicts of interest, performing such activities on a non-commercial basis is usually permissible. However, it would not be permissible if the Company decides that such activity has or may have more than a minimal impact on its current or future business.

Owing to the fact that the Company is rapidly expanding into new lines of business and new areas of interest, the Company must constantly redraw lines of acceptable activity. Therefore, it is unlikely that you will find definitive answers to many of your questions in published guidelines. It is your responsibility to consult the Management or the Company's legal counsel before pursuing any activity that might create a conflict of interest with the Company.

9.4 Supplying the Company

Generally, you may not be a supplier to the Company, represent a supplier to the Company, work for a supplier to the Company, or be a member of its board of directors while you are an employee of the Company.

In addition, you may not accept money or benefits of any kind for any advice or services you may have provided to a supplier or business partner in connection with its business with the Company or any kind of advice or services you provide (within your job scope / job description) to any other department within the Mesiniaga Group.

9.5 Use of Company Time and Assets

You may not perform outside work or solicit such business on Company premises or while working on Company time, including time you are given with pay to handle personal matters. Also, you are not permitted to use Company equipment, telephones, materials, resources, or proprietary information for any outside work.

10. PUBLIC SERVICE

The Company encourages employees to be active in the civic life of their communities. However, such service may, at times, place you in a situation that poses a conflict of interest with the Company. As a board or committee member, you may, for example, be confronted with a decision involving the Company. It might be a decision to purchase Company equipment or services. Or it might be a decision by a board of tax assessors or a zoning board that affects Company property. In such circumstances, your interest in the Company and your obligation to the civic organisation might pull you in opposite directions.

10.1 The Question of Abstaining

There are several considerations. The law may require you to abstain, depending on your position in the Company and whether you stand to gain personally from the decision. On the other hand, there may be circumstances in which the law does not permit you to abstain. Before making your decision, you should get advice from the civic organisation's lawyer and from the Company legal counsel.

If the law does not require you to abstain, your participation in such a decision or vote may still cause substantial embarrassment to you, to the board or committee, or to the Company. In considering the possible consequences of your decision, it may be helpful to ask yourself the following questions:

- How might the story be reported by the press, and how might your fellow townspeople react to such a story?
- Should you abstain to preserve public trust in your objectivity and integrity?
- Will the Company be needlessly embarrassed by your vote either for or against its interest?

Whether or not you finally abstain, you should make it clear that you are a Company employee and thereby head off any charges of trying to conceal your association with the Company. And, if you decide to abstain, state clearly that you

are doing so because there would be a conflict of interest - or the appearance of one - if you did not.

10.2 Your Call - Your Responsibility

Generally, you are the person in the best position to decide whether or not you should abstain. And how you handle the decision is up to you. It follows, of course, that you bear the responsibility for your decision.

11. PARTICIPATION IN POLITICAL LIFE

The Company will not make contributions or payments to political parties or candidates. In many countries, political contributions by corporations are illegal. The Company will not make such gifts even in countries where they are legal. Also, the Company will not provide any other form of support that may be considered a contribution.

In this regard, your work time is the equivalent of such a contribution. Therefore, you will not be paid by the Company for any time spent running for public office, serving as an elected official or campaigning for a political candidate, unless required by law.

You can, however, take reasonable time off without pay for such activities, if your Company duties permit the time off and it is approved by your manager. You also may use vacation time for political activity, or you may be able to make up political-activity time outside your regular work schedule.

11.1 Speaking Out

When you speak out on public issues on any media; platform; or forum, make sure that you do so as an individual. Do not give the appearance that you are speaking or acting on the Company's behalf. You may refer to the *Communications Policies* available in the Employee e-Handbook for further details.

12. CRIMINAL ACTIVITIES AND MEMBERSHIP OF ILLEGAL ORGANISATIONS

12.1 Criminal Activities

The Company strongly condemns any form of criminal activities taking place either within or outside the Company. It is explicitly clear that you are prohibited from engaging in any criminal or unlawful activities under the law.

12.2 Membership of Illegal Organisations

It is common to join or hold membership in organisations that augment your horizons and interests. Although you are free to join or have a membership in any organisation, the Company strictly prohibits involvement with illegal and unlawful organisations.

What is meant by an organisation that is illegal and unlawful? It represents any organisation that has been recognised and identified as illegal and unlawful by the authorities.

Often, these organisations promote dangerous ideas and behaviour than can inflict harm not only to you but to the Company too. Therefore, the Company will not tolerate any association with these organisations.

13. PERSONAL FINANCIAL INTERESTS

You should not have a financial interest in any organisation that the Company does business with if that interest might cause you to have a conflict of interest with the Company. Such organisations include suppliers, competitors, customers, and distributors.

13.1 Publicly-Traded Securities

To determine whether an improper interest exists, ask yourself the following questions:

- What is the extent of the competition or the nature of the relationship between the Company and the other company? If the other company is in more than one

line of business, how significant is the part that competes with or supplies the Company?

- What is the size of my investment in relation to my salary and other family income, including income from other investments? Is it significant enough to cause me to make some action as a Company employee to protect or enhance my investment?
- Given the nature of my job in the Company, could my actions as a Company employee affect the value of my investment in the other company? Could my actions significantly enhance my investment, even if it is a relatively modest one?

A financial interest is improper if the combination of your job, the amount of your investment, and the particular company in which you invested could, viewed objectively by another person, influence your actions as a Company employee.

In the case of a supplier, if you have anything to do either directly or indirectly in deciding whether the Company does business with that supplier, you should not have any financial interest at all in that company. You should not evade these guidelines on investments by acting indirectly through anyone else.

13.2 Closely-Held Organisations

Investments in closely-held organisations - typically closely-held corporations, partnerships or even sole proprietorships raise additional concerns over those in publicly traded companies. That is because of the closer ties of investors to most closely-held organisations. For example, there are generally relatively few investors or owners of such companies, giving each a greater stake in its ownership; the investors often have a chance to participate in the company's day-to-day operations; and the investors may be perceived to be closely identified with the company.

This relatively close relationship may give the appearance to competitors of the closely-held organisation that it derives some benefit from the Company. Such a relationship may also give the appearance to Company employees that the

investing employee is using Company time, facilities, or confidential information for the benefit of the closely-held company.

For these reasons, employees may not make any investment in a closely-held organisation that is a competitor, supplier, distributor, or organisation that remarkets Company products, such as industry remarketers. Exceptions must be specifically approved by the Management with the advice of Company legal counsel.

14. USING INSIDE INFORMATION

The use of inside or non-public information about the Company or another company for your own financial benefit, is not only unethical but also may be a violation of law.

Here are some examples of how you can avoid the improper use of inside information:

- If you know that the Company is about to announce a new product or make a purchasing decision that could affect the price of the stock of a competitor or supplier, you should not buy or sell the stock of that company until after the information becomes public.
- Similarly, if you know that the Company is about to make an announcement that could affect the price of its own stock, you should not buy or sell the Company's stock on the open market until after the announcement.
- You should not buy or sell the stock of a customer company based on any inside information you have about that company.
- If you have non-public information that the Company is about to build a new facility or expand an existing facility, you should not invest in land or in any business near the new site.

As with investments, you should not evade these guidelines by acting through anyone else.

15. SOMEONE CLOSE TO YOU WORKING IN THE INDUSTRY

With the growth in two-career families and the expansion of the industry, you may find yourself in a situation where your spouse, another member of your immediate family, or someone else you are close to is a competitor or supplier of the Company or is employed by one.

While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality, and conflicts of interest. The closeness of the relationship might lead you to inadvertently compromise Company interests.

There are several factors to consider in assessing such a situation. Among them: the relationship between the Company and the other company; the nature of your responsibilities as a Company employee and those of the person close to you; and the access each of you has to your respective employer's confidential information.

You should also be aware that the situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. The very appearance of a conflict of interest can create problems regardless of the behaviour of the Company employee involved.

In order to remove any such doubts or suspicions you should review your specific situation with your manager to assess the nature and extent of any concern and how it can be resolved. Frequently, any risk to Company interests is sufficiently remote that your manager need only remind you of such matters as guarding against inadvertently disclosing Company confidential information. However, in some instances, a change in the job responsibilities of one of the people involved may be necessary.

16. YOU, THE COMPANY, AND COMPETITION LAW

16.1 Competition Law and Conduct

Laws governing competition exist in most of the industrialised countries in which the Company does business. The purpose of competition laws, which may also be known as antitrust, monopoly, fair trade or cartel laws, is to prevent interference with the functioning of a competitive market system. While the purpose of such laws is primarily economic, their effect is often seen as going beyond consumer welfare to protect other values of society, including individual freedoms.

Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict the functioning of the competitive system. A good example of such a prohibited agreement is one between competitors to charge the same price for their products. Other examples include agreements between competitors to divide markets, to divide customers or to control their production; a company's agreement with its suppliers that they will not sell to its competitors, or with its distributors that they will not handle competitive products. These and any other agreements that would limit competition are highly questionable if not outright illegal.

All contracts and arrangements between The Company and other persons and companies should be reviewed by the Company legal counsel, except for arrangements already approved by the Company legal counsel. These exceptions include standard practices and procedures as well as standard types of contracts such as sales and purchasing agreements.

Companies may also violate competition laws without acting jointly with other companies. For example, they may take actions that unreasonably restrict the competitive process. If one of the leaders in an industry takes such actions, it may illegally monopolise or attempt to monopolise its industry or unlawfully abuse its dominant position. For example, prices that such a company sets for its products or services are frequently alleged to be in violation of competition laws.

No prices, whether special or standard, should be established within the Company without prior review by Company legal counsel in order to avoid charges that the

prices are “predatory,” “discriminatory,” “collusive,” “abusive,” “unfair” or otherwise in violation of competition laws.

Other individual actions by companies may also be alleged to violate competition laws. These laws may frequently be unclear in their application to any particular action. To avoid violations, companies must take into account the purpose of the particular action, its effect on competitors, its business justification, and other factors to ensure that the action is not unreasonably restricting competition.

This is obviously an imprecise standard. So, once again, Company legal counsel should be consulted throughout the consideration of any action of competitive significance. The Company’s policy is to comply fully with competition laws throughout the world. You can help by adhering to the guidelines outlined in this document, by being sensitive to the possibility of legal concerns under competition laws, and by raising any such concerns with Company legal counsel.

17. WHISTLEBLOWING POLICY AND PROCEDURE (VERSION 2.0)

17.1. Introduction

As a public-listed company, the Company is bound under the rules and regulations, as well as recommendations issued by the Securities Commission and Bursa Malaysia. Among these, are those that govern whistleblowing. The aim is to enable employees to report ethical concerns through appropriate and confidential channels to the appropriate level of management.

The Securities Industry Act 1983 was amended in January 2004 to introduce external whistle blowing provisions into securities law. The key component of the whistle blowing provisions includes protection against retaliation for specific categories of persons, namely chief executive officer, company secretaries, internal auditors and chief financial officers who report to the relevant authorities on the wrongdoings by the Company with good faith.

The provision provides protection against retaliation in the form of dismissal, harassment or discrimination at work or any action in court. Nonetheless, no obligation is imposed on officers of the Company to report the wrong doings to the relevant authorities. In this Company, the relevant policies and procedures regarding this matter is called *Whistleblowing Policy and Procedure* which is available in greater detail in the Employee e-Handbook.

17.2. Objective of the Policy

The main objective of this Policy is to guide employees of the Company in communicating illegal or immoral conduct within the organisation to the appropriate party within the Company without having to worry about being victimised, discriminated, or disadvantaged in any way.

The definition of communicating illegal or immoral conduct is the disclosure of information that one reasonably believes to be evidence of contravention of any laws or regulation, or information that involves mismanagement, corruption, abuse of authority or conduct in an organisation that is not in the public or Company interest.

At the same time, this Policy is aimed at encouraging employees to channel allegation through a proper procedure prior to reporting this to the external parties such as regulators.

17.3. Scope of Reporting

Ethical concerns that should be reported include, but is not limited to, the following:

- Corruption (Bribery, Kickbacks and Conflict of Interests);
- Asset Misappropriation (Company Assets, Inventory, Cash);
- Fraudulent Statements (Financial, Non-Financial);
- Breach of Statutory Regulations, Acts and Laws of Malaysia;
- Breach of the Company's policies and code of conduct; and
- Attempts to suppress or conceal any information relating to any of the above

However, the Policy is not intended to cover serious or sensitive matters that are covered by other procedures such as the following:

- Customer complaints about the Company services; or
- Employee complaints about their employment such as salary, or sexual harassment.

17.4. Protection under This Policy

An employee who raises his/her concerns under this Policy will not be at risk of losing his/her job or suffering any form of retribution as a result. The Company will not tolerate any intimidation, harassment, victimisation, or retaliation against any person who raises such concerns. Any party who intimidates, harasses, victimises or retaliates will be subject disciplinary actions, including termination of employment.

In order for the Company to accord necessary protection, as well as obtain more details pertaining to the disclosure, the employee raising an ethical concern is

required to provide his/her name and contact details. However, the Company does recognise that any employee nonetheless may want to raise a concern in a confidential manner. The Company will take all reasonable steps to protect the identity of any person making a report and keep confidential both the information of the misconduct and its subsequent investigation and actions.

Nevertheless, the Company expects the person making the report to be acting in good faith and have reasonable grounds when raising such concerns. If allegations are proven to be ill-intentioned, malicious, or frivolous, the employee responsible may face disciplinary action, including termination of employment.

17.5. Making a Report

Please refer to the procedures outlined in the *Whistleblowing Policy and Procedure* available in the Employee e-Handbook.