

**SUIWAH CORPORATION BHD.** (253837 H)  
(Incorporated in Malaysia)

**BOARD OF DIRECTORS**

**CODE OF ETHICS AND CONDUCT**

**1. Introduction**

Suiwah Corporation Bhd. (the "Company") had adopted the first set of the Code of Conduct and Ethics (the "Code") for the Directors, management and employees of the Company and its subsidiaries (the "Group") on 2014. In view of implementation of new regulations, such as Malaysian Code of Corporate Governance, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and other legislations, the following revised Code is binding throughout the Group to promote actions that follow ethical conduct to avoid any impropriety.

The Code sets out basic principles and guidelines to all Directors, management and employees of Suiwah Corporation Berhad and its subsidiary companies ("the Group"); collectively known as "the Personnel".

The Personnel are required to display highest levels of professionalism in all aspects of their work and comply with the Code and all applicable laws, regulations and other policies of the Group. Any Personnel who violates any part of this Code or any policy or procedures set by the Group may be subject to disciplinary action, up to and including termination of employment.

**2. Compliance with Laws and Regulations**

The Personnel are required to fully obey and apply the laws and regulations applicable to the Group's business activities. Although the Personnel are not expected to know the details of each of laws and regulations, it is vital to seek advice from superiors or other appropriate personnel.

**3. Integrity in Business Competition and Dealings**

The Group values its partnerships with customers, suppliers and consumers which are dealt with fairness, honesty and respect.

The Personnel are expected to: -

- Do not engage in unfair, deceptive and misleading practices;
- Always present the Group's product and services in an honest forthright manner;
- Do not offer, promise or provide anything to a customer or supplier in exchange for an inappropriate advantage for the Group.

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However, in recognition of the reality of commercial and business practices, the Group acknowledged that modest gifts and reasonable entertainment are acceptable as part of the normal course of business provided that such gifts or entertainment are not supplied or received in circumstances indicating an inducement or rewards has been given or received.

**4. Conflicts of Interest**

The Personnel are to act in the best interests of the Group. A conflict of interest arises when the Personnel faces a choice between what is in his or her personal interest and/or political interest against the interest of the Group.

The following are examples of conflicts: -

- providing consulting services for or with or employment by a competitor, supplier, or customer of the Company;
- where the Personnel or someone close to the Personnel holds a substantial equity, debt, or other financial interest in any competitor, supplier, or customer of the Company;
- The Personnel or someone close or nominee having a financial interest in any transaction involving the purchase or sale by the Company of any products, materials, equipment, services, or property, other than through Company-sponsored programs;
- other employment (including self-employment) or serving as an officer, director, partner or consultant of another organization interferes with your ability to perform your duties for the Company;
- engaging in activity or soliciting business from fellow employees and conducting activities for gain on the premises of the Company; or
- Accepting any cash, gifts, entertainment, or benefits from any competitor, supplier, or customers which are more than the recognised custom of trade.

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An Personnel must therefore: -

- be able to identify a situation of potential conflict and avoid even the appearance of impropriety. Notify his immediate superior immediately when he finds himself in a position where his objectivity may be questioned.
- notify his immediate superior and report all cash, gifts, entertainment or benefits received or offered to the Personnel.
- notify his immediate superior and seek approval when any entity in which the Personnel or close family member holds any equity interest in seeks to do business with the Company (except in the case of public listed companies which are seeking to do business with the Company, the threshold of equity interest is 2% of more of the paid up capital of the public listed company).
- notify his immediate superior and seek approval when the Personnel seeks to have any interest directly or indirectly or through nominees or trustees in any other business entity. (This however, does not preclude an Personnel from purchasing shares for investment purposes only for publicly quoted companies).

The Personnel shall fully disclose any actual or potential conflicts of interest to the Management and/or the Group. If after the disclosure where permission is given by the Management and/or the Group, it shall not be deemed a breach of the Code.

## **5. Safe and Healthy Environment**

The Group stressed on creating and maintaining a safe working and business operations environment to prevent injuries and shall use all devices provided for optimum protection of all. It is the responsibility of the Personnel to ensure that the protective devices are in good working condition and shall report unsafe equipment and tools, hazardous conditions and accidents.

The Personnel are responsible for their own safety, the safety of fellow workers and the general public, and shall comply with the safety rules issued by the Group and/or any relevant authorities.

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**6. Safeguarding Company Assets and Resources**

The Personnel shall use the Group's assets and resources with care and ensure its proper maintenance. The Group's assets and resources shall include stocks, installations, materials, equipment, tools, property, proprietary information and funds.

The Group expects the Personnel to keep confidential and handle properly of all its information and of third-party's. Confidential and privileged information can only be used by relevant parties for business purposes only and must be handled discreetly. Assisting third parties to gain access to such information is prohibited. Should any release of such information become necessary, the relevant authorized personnel shall be consulted and their approval obtained.

The Personnel shall not make any public statements or communications on behalf of the Company unless expressly authorised to do so.

Appropriate disciplinary or legal action will be taken for any unlawful or unauthorized use or distribution of confidential information.

**7. Business Relations**

7.1 The Personnel who intend to use the Group or any of its subsidiary companies' name, logo and colors when communicating with customers/vendors/shareholders/stakeholders or giving presentations to public audiences, must do so in compliance with the Group's procedures.

7.2 All media and public releases information should be properly and tactfully dealt with by the authorized persons by the Group.

7.3 The Personnel shall provide superior customer service and treat customers professionally, respectfully, fairly, courteously and responding promptly to their needs.

7.4 The Personnel shall not discuss with a competitor or its representatives regarding the followings: -

- Prices;
- Bids;
- Terms and conditions of purchases/agreements/contracts;
- Production, sales capacity or volume;
- Costs, profits or profit margins;

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- Promotion or business strategies;
- Project or service offerings;
- Market share;
- Customer or supplier classifications;
- Distribution methods.

**8. Review of the Code**

The Code will be reviewed from time to time and necessary revisions will be carried out with the approval by the Board. Any enquiries on the Code and its application should be directed to their superiors or Human Capital Department.