



BINA DARULAMAN BERHAD

Code of Conduct And Ethics

Adopted by the Board of Directors: 11 March 2018

Version: NO. (1) / 2018

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1.0. INTRODUCTION

- 1.1. The Board of Directors of Bina Darulaman Berhad (“the Company” or “BDB”) has adopted this Code of Conduct And Ethics (“the Code”) to promote and exemplify the Company’s commitment in upholding the highest standards of business conduct and ethical behaviour that are fundamental to the preservation of the reputation and success of the Company and its subsidiaries (the “Group”).
- 1.2. This Code is established to promote the ethical corporate culture and conduct that permeates throughout the Group, it applies to all Directors, management and employees of the Group, shall be referred to as “**Officers**” hereon.
- 1.3. The Company expects its Officers to exercise reasonable judgement when conducting the Company’s business. It encourages its directors and employees to refer to this code frequently to ensure that they are acting within both, the written code and the spirit of this code. It serves as a set of guiding principles for directors and employees in carrying out their duties for the Company.
- 1.4. The provisions of the Code are in addition to, and not in substitution for, any obligation imposed upon an officer by agreement, law or regulation.

2. PRINCIPLE

This code is based on principles of integrity, honesty, accountability, responsibility and corporate social responsibility.

3. PURPOSE

This code aims to enhance standard of corporate governance and consistent ethical corporate behaviours of the Company through its officers: -

- a. To emphasise the Company’s commitment to ethics and compliance with the applicable laws and regulations;
- b. To set forth expected standards of ethical and legal behaviour within the Group;
- c. To include noble characteristics in performing duties so as to improve work quality and productivity;
- d. To improve self-discipline in order to provide the Group with good and quality service; and
- e. To enhance skills in the implementation of duties and to be able to adapt to the work environment.

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4. CODE OF CONDUCT

The Group's officers shall always act within the authority conferred upon them, in the best interest of the Company and will:

- a) Act In the best interest in fulfilling their fiduciary obligations to the Company and its stakeholders
- b) Act honestly, ethically, with integrity and transparency;
- c) Act in good faith, responsibly, with due care and diligence, without allowing their independent judgment to be subordinated;
- d) Act to protect and improve the Company's reputation.
- e) Act responsibly to strive towards long term sustainability and growth of the Company.
- f) Use best judgement to prevent risk of conflict of interest. If such event arises, they will take immediate action to inform the Board and/or delegated committee for an appropriate solution.
- g) Shall not abuse their position nor take advantage of authority conferred upon them to exploit opportunities for personal gain directly or indirectly.
- h) Not to engage in external activities that will adversely impact their performance in the Company
- i) Every officer is responsible to ensure compliance with the Code:
 - Know and comply with the Code and the Group's policies and procedures.
 - Seek guidance when in doubt.
 - Avoid illegal, unethical or otherwise improper acts
 - Report any suspected violation of policies, laws and regulations.
 - Assist authorised teammates with investigations.
 - Take responsibility and accountability for his/her actions.

The Company will take appropriate action against any personnel who fails to act in accordance with applicable statutory laws, Group's policies and procedures and this Code. In the performance of his/her duties, **each Officer must comply with the provision and spirit of the following codes:**

5. PROHIBITION OF INSIDER DEALING

- 5.1. Officers of the Group shall comply with all applicable laws and regulations relating to dealings with the securities of the Company.
- 5.2. An officer who is in possession of price sensitive, non-public material information ("Inside Information") must keep such Inside Information confidential and is prohibited from using or sharing the confidential and nonpublic information of the Company for the purposes of trading on the securities of the Company or the securities of any other company or for any other purpose other than the conduct of the Company's business.

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- 5.3. An officer who commit insider trading may be subjected to the relevant criminal and civil actions under Malaysian law which includes the Capital Markets and Services Act 2007.

6. CONFLICTS OF INTEREST

- 6.1. An officer has a duty to avoid business, financial and other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his/her loyalty to the Company. Each Director must deal at arm's length with the Company and should disclose to the Chairman of the Board, at the earliest opportunity, any conflict or any appearance of conflict of interest on his/her part.
- 6.2. Any activity which even appears to present such a conflict must be avoided or terminated unless, after such disclosure of the Board, it is determined that the activity is not harmful to the Group or otherwise improper.

7. CONFIDENTIAL INFORMATION

- 7.1 An officer must exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to the Group which is acquired as a consequence of their responsibilities as directors. Such information cannot be used by the Director in any manner other than in furtherance of his/her board duties.
- 7.2 Officers of the Group are strictly prohibited from copying, reproducing, transmitting or otherwise disclosing such confidential information relating to the affairs of the Group unless authorised by the Board or as required by law.
- 7.3 Officers of the Group will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.
- 7.4 An officer will refrain from any public discussions in the media or otherwise, regarding the Group's business, affairs, policies and organisations, unless he is the designated spokesman.

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8. REPRESENTATION

- 8.1 The Company shall be represented by the Board and its Authorised Spokespersons (“AS”) in all its public appearances in disclosing Information related to the Company’s activities to the public at large i.e. the media, the financial community, employees and shareholders.
- 8.2 All disclosure of information must strictly adhere to the Corporate Disclosure Policy set up by the Company and is the responsibility of the Board to ensure the adherence to the said policy.

9. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

- 9.1 The Group and its officers will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions which the Group operates. Officers are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work, including the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 and the Malaysian Anti-Corruption Commission Act 2009. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.
- 9.2 Officers of the Group must not engage in or give the appearance of any illegal or improper conduct that is in violation of this Code or in contravention of any law or regulations.

10. CONDUCT OF BUSINESS AND FAIR DEALING

- 10.1. Officers of the Group should conduct themselves with the highest degree of integrity and professionalism in the workplace or any other location while on Company’s business.
- 10.2. Officers of the Group SHALL NOT:
- (i) Compete with the Group by providing services to a competitor, whether as an employee, officer or director;
 - (ii) Profit or assist others to profit from confidential information or business opportunities that he/she gains by virtue of his/her position in the Group;

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- (iii) Improperly influence or attempt to influence any business transaction between the Company and another entity, in which an officer has a direct or indirect financial interest; or
- (iv) Take unfair advantage of any customer, supplier, competitor or other person through manipulation, concealment, misrepresentation of material facts and/or other unfair practice.

11. GIFTS AND HOSPITALITY

- 11.1 An Officer shall not accept any personal gifts, favours, entertainment or services in cash or in kind from any entity or individual who is or is seeking for business dealing with the Group, where the personal gifts / favours will create a conflict of interest or influence objective business decisions of the Group.
- 11.2 Generally, acceptance of non-cash token gifts, infrequent and moderate business meals and entertainment as part of normal business courtesies, customary gifts during festive or special events and gifts from social functions attended by officers on behalf of the Company are permissible if they are not excessive and do not create the appearance of impropriety.

12. ANTI - BRIBERY

All officers of the Group are prohibited to or prohibited to attempt to offer, give, ask for, accept or receive any form of bribe. A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, incentive or favour.

13. COMPANY'S RECORDS AND CONTROL

- 13.1 Accurate, timely and reliable records are necessary to meeting the Group's legal and financial obligations. The Directors shall ensure that books, records and accounts are controlled and maintained so that that they are prepared on an accurate, timely and genuine basis and conform to generally accepted and applicable accounting principles, to all applicable laws and regulations and internal control requirements.
- 13.2 Directors and employees must not make or engage in any misrepresentation or falsification of company books, records or accounts under any circumstances.

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14. ASSETS AND PROPERTIES PROTECTION

- 14.1 Officers are expected to be accountable for and to take reasonable care to manage and protect the Group's assets and properties. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, goodwill, harmonious relations with customers and suppliers.
- 14.2 All the Group's assets and properties are to be used for legitimate business purposes only or for any other purposes approved by the Board. No Group assets and properties shall be used for any unlawful purpose.

15. HEALTH AND SAFETY AND SOCIAL RESPONSIBILITIES

- 15.1 The Company provides a work environment that is safe, secure and free of danger, harassment, intimidation, threats and violence. The Company takes appropriate precautions to prevent injuries or adverse working conditions for each and every officer. It is the responsibility of each and every officer to adhere to the prescribed safety rules and acts as well as to raise any concerns which may represent a potential threat to health and safety. Officers are responsible for reporting injuries and unsafe work practices or conditions as soon as discovered or become known.
- 15.2 The Company takes good effort and is proactive to the needs of the community and assist in society related programmes. All officers shall also ensure that the activities of operations of the Group do not harm the interest and wellbeing of the society as a whole.

16. ENVIRONMENT

The Company is committed to protecting the environment by taking effort to minimise and mitigate environmental impacts throughout the life cycle of operations. Officers should contribute to minimising the use of finite resources, including energy, water and raw materials. Officers should minimise harmful emissions to environment, including waste, air emissions and discharges to water.

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17. HUMAN RIGHTS

The Group respects human rights. It is committed to providing all directors and employees with an environment that respects their basic human rights and is free from discrimination and harassment. An officer should respect the personal dignity, privacy and rights of other individual they interact with when carrying out their duties. Officers are responsible for taking all reasonable precautions to not demonstrate behaviour that can be reasonably construed as discriminatory or harassing in nature, whether on grounds of gender, race, religion or sexuality.

18. ENFORCEMENT OF THE CODE

- 18.1 Any breaches of this Code, including violations of laws, rules and regulations of the Group's policies by any Officer, should be reported to the Chairman of the Board.
- 18.2 The Chairman will then raise the matter for discussion with the Board to decide on the appropriate course of action, if any.
- 18.3 The Board must take immediate and appropriate action to ratify matters, if any, resulted from any non-compliance of the code by any director.
- 18.4 The Officer involved in the breach shall excuse themselves from any discussion or decision relating to the said matter.

19. DEPARTURE / WAIVER

- 19.1 Officers of the Group are to be accountable for full compliance to the Code for such period, as may be required by law or may be reasonable after leaving office.
- 19.2 However, in exceptional circumstances and on a case to case basis, the board may grant a departure from this code, if the board of directors is of the view that in such circumstances, departure of this code is in the best interest of the Company and the departure also: -
- a) is not detrimental to the interest of the Company and;

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- b) is not a non-fulfillment of the director's duty to the Company and;
- c) is not and will not tantamount to any violation of prevailing rules or regulations

20. REVIEW OF THE CODE

20.1 The Board shall periodically review and assess the adequacy of this Code and shall make such amendments to be in line with changes in rules, regulatory development, business environment, the Company's vision, mission and planning.

20.2 A copy of this Code can be found on the Company's website at www.bdb.com.my