OCR GROUP BERHAD
Registration No.: 199701025005 (440503-K)
(Incorporated In Malaysia)

CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

The Code of Conduct and Ethics (the "Code") for OCR Group Berhad ("OCR Group" or "Group") provides the ethical framework to guide actions and behaviors of all Directors and Employees (including full time, probationary, contract and temporary staff) of the Group.

This Code reflects the increasing need for effective corporate governance compliance measures in the conduct of the Group's business. It emphasises and advances the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of the Group.

2. OBJECTIVE

The objective of the Code is to provide guidance on the standards of behavior expected of all Directors and Employees of OCR Group. For all intent and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws and regulations to which they are bound to observe in the discharge of their duties.

3. SCOPE

The Code is applicable to Directors and Employees of OCR Group. Each person has a duty to read and understand the Code. Violation of any of the Code's provisions can result in disciplinary action, including termination of employment.

4. CONDUCT & DISCIPLINE

4.1 Act with Integrity and Ethics

4.1.1 Avoid conflict of interest

(a) A conflict between your personal interests and the interests of OCR Group is a conflict of interest. All of us must avoid such conflicts and situations that may be perceived as creating a conflict of interest that may influence our judgment in the discharge of responsibilities. Directors and Employees must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

(b) When recommending suppliers, contractors or other service providers to the Group, employees must disclose any personal interest or possible benefit (e.g. if a relative is an owner or interested in that supplier). All such arrangements must be entered into on the best terms available and be in the best interests of the Group.

(c) Any commissions, favourable terms conceded or payments made by employees when conducting business must be in accordance with the policies of the Group in force at the time or in line with current market practice.

4.1.2 Anti-corruption Practices

(a) It is important not to accept or provide inappropriate gifts or entertainment as it may create conflict of interest and influence business decisions.

Generally, acceptance of inexpensive "token" non-cash gifts which are occasional, customary gifts during festive or special occasions and gifts from social events attended by the Directors or Employees is permissible. In addition, infrequent and moderate business meals and entertainment with contractors, suppliers, service providers, purchasers or clients and infrequent invitations to attend local social events and celebratory meals with the aforementioned can be appropriate aspects of promoting good business relationships, provided that they are not excessive and do not create the appearance of impropriety.

(b) Employees could consider accepting voluntarily given gifts/ meals/ entertainment/ corporate hospitality ("Corporate Gifts) only if:

- the acceptance will not influence the work performance or judgment of the employee receiving it in dealings with the giver;
- the recipient will not feel obliged to do something in return for the offer;
- the recipient is able to discuss the acceptance openly without reservation.
- such momentos and souvenirs have no commercial value such as diaries, calendar, memo pads, year planner, etc.; and
- the nature (advertising, promotional or customary) and the value (subject to a maximum of RM500) of the corporate gifts are such that refusal could be seen as unsociable or impolite, bringing disrepute to the Group name.

(any of the above shall be referred to as "Criteria")

For any Corporate Gifts which do not fulfil or do not potentially fulfil any of the above Criteria, the employee must declare using Gift Declaration form and submit the form and gifts to HR Department before or within two (2) days from the date of acceptance of the corporate gifts for evaluation and/ or disposal. Usually the Corporate Gifts shall be used for staff functions or, in the case of perishable items, they shall be opened and distributed to the employees.

(c) If in doubt, before accepting any Corporate Gifts or courtesy, please consult with your respective Head of Department for advice and approval relating to acceptance of gifts and entertainment.

(d) An employee is strictly prohibited from soliciting any Corporate Gifts or seeking favours or preferential terms for his own personal benefits from any business partner whom he has dealings with in an official capacity.

i) Insider information and securities trading

No Director or Employee shall deal or influence any other person to deal in the securities of any company listed or pending listing on a stock exchange at any time when he is in possession of information obtained as a result of his employment by, or his connection with the Group, which is not generally available to the public and

which, if it were so available, would likely to have a material effect in the market price or market activity of the shares.

Directors and Employees are prohibited to trade in securities or to provide such information to others to trade in securities of the Group until the such information is publicly released.

ii) Fraud

All Director and Employee must not engage in any forms of fraudulent acts or any dishonest conducts involving property or assets, or on the financial reporting and accounting of OCR Group or third party. This may not only entail sanctions but also result in criminal charges.

4.2 Employees' Code of Conduct

4.2.1 All employees are required to observe and adhere to the following:

a) To faithfully and diligently perform such duties and accept such responsibilities as may from time to time be assigned by the Group. Every employee is expected to promote and advance the interests of the Group at all times.

b) To perform duties in respect of the company within the Group he/ she is attached to as well as any other company within the Group.

c) To faithfully observe and comply with all procedures, practices and policies of the Group, whether expressed or implied.

d) To faithfully observe and comply with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

4.2.2 Employees shall devote their whole time, attention, energies and skill solely to the business of the Group and shall not be concerned or interested directly or indirectly in any business other than that of the Group. Without the written approval or permission of the Group, no employee is allowed, during the period of his/ her employment with the Group:

a) to engage or concern himself/ herself or be interested in any other business, whether or not the business belongs to him/ her or to any member of his/ her family or any other person or corporation; or

b) to have proprietary or pecuniary interest in the business of any other group, firm or individual, business of which is in whole or in part similar to any trade or business carried on by the Group; or

c) to undertake any form of investment which would in the opinion of the Group interfere with and adversely affect the discharge of his/ her duties; or

d) to the extent the employee is aware, to trade with any group or firm in which the employee or his/ her family or any other member of the staff is interested directly or indirectly; or

e) to have any outside interest which is in direct or indirect conflict with the business of the Group in which the employee is employed in.

4.2.3 Any employee found to be so employed, engaged, invested, traded, concerned or interested as aforesaid shall be regarded to have breached a condition of employment and the Management reserves the right to terminate the contract of employment forthwith without notice or to take other action as the Management deems fit.

4.2.4 Employees must not sell, manufacture, distribute, possess, use or be under the influence of illegal drugs in the workplace or while performing work related duties. Additionally,

you must not consume alcohol at any time during the working day and/ or at a company sanctioned event to such a level that your ability to work is significantly impaired.

4.2.5 Use of abusive language and physical violence will not be tolerated.

4.2.6 You must promptly declare to the HR Department any criminal, legal or regulatory proceedings in which you are involved in, whether or not the proceedings relate to the Company and/ or the Group. An employee who is detained in police custody, whether on a criminal charge or otherwise, shall inform the situation to the Company.

4.3 Protect OCR Group Assets

All Directors and Employees must protect the assets and funds of OCR Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these be used for personal gain.

4.4 Confidential information

4.4.1 All Directors and Employees must exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to OCR Group which is acquired in the course of their employment, and are strictly prohibited to disclose to any party, unless the disclosure is duly authorized or legally mandated. In the event that a Director or an Employee know of material information affecting the Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Director or Employee involved until it is publicly released.

4.4.2 The Employee shall deliver to the Group upon leaving his/ her employment for any reason whatsoever and/ or any time the Group may so request, all such confidential and proprietary information and other property constituting or relating to the employee's work for the Group, including any handbooks or materials provided by the Group.

4.4.3 Any Employee who receives a subpoena or other requests seeking disclosure of Group information is to contact the Head of Department for guidance.

4.4.4 If he/ she is found to have divulged or have caused to divulge or to have failed to use his/ her best endeavours to prevent the publication or disclosure of such secrets or processes, the Group reserves the right to terminate the contract of employment forthwith without notice and/ or to take the appropriate legal action against the defaulting employee.

4.5 Intellectual Property

4.5.1 Any invention, improvement, literary rights, copyrights, trademarks, patents and/ or new discoveries ("Intellectual Property") which originates from or conceived by the Employee, whether alone or with any person or persons while in the employment within the Group which relates either directly or indirectly to the Group shall belong to and be the absolute property of the Group.

4.5.2 The Employee shall promptly disclose to the Group of all such Intellectual Property made by him/ her alone or with any person or persons and shall hold them in trust for the Group.

4.5.3 The Employee shall assign and hereby agrees to assign to the Group any and all rights to the Intellectual Property, as and when directed by the Group and further agrees that the Group shall have the absolute right to use experimentally or commercially the Intellectual Property or any part thereof.

4.5.4 The Employee shall at the request and expense of the Group do all things necessary or desirable to substantiate the rights of the Group as herein mentioned.

4.6 Records management and control

All books, records and accounts must be controlled and maintained so that they are prepared on timely basis and conform to generally accepted and applicable accounting principles and to all applicable laws and regulations.

4.7 Email and Internet Policies

Email Policy

4.7.1 Without prior written permission from the Management, the Group's email network must not be used to disseminate commercial or personal advertisements, solicitations or promotions.

4.7.2 The email system must not be used to send or forward chain letters, letter bombs (repeated sending of the same email to the same person(s), spam (widespread distribution of unsolicited emails), viruses or hoaxes.

4.7.3 Email users shall not give the impression that they are representing, giving opinions, or otherwise making statements on behalf of the Group, unless expressly authorised to do so, by the nature of their position in the organisation.

4.7.4 No personal business is to be conducted using the Group's email.

Internet Usage Policy

4.7.5 Without prior written permission from the Management, the Group's Internet access must not be used to disseminate, view or store commercial or personal advertisements, solicitations or promotions.

4.7.6 Employees must not use the Group's Internet connection to download and install non work-related software (e.g. games, shopping, etc.) over the Internet.

4.7.7 Users are held personally liable for the consequences of any abuse of the Internet.

Violations

4.7.8 The Group reserves its rights, where there is sufficient cause, to monitor traffic, restrict or discontinue access to some or all network resources, examines files and emails for investigation purposes by person(s) authorised by the Group Managing Director or Department Head.

4.7.9 Violation of this policy shall result in disciplinary action up to and including termination and/ or legal action if warranted.

4.8 Media Relations and Public Appearance

4.8.1 The Group does not generally comment on media reports. At no time should any employee deal or communicate directly or indirectly with the media on the Group's affairs. In particular, an employee should never give any comments to the media, without prior clearance of the Group Managing Director.

4.8.2 No employee of the Group is allowed to participate as a speaker in talks, seminars or conferences that are not organised by the Group without the prior approval of Group Managing Director.

4.8.3 Unless otherwise authorised, the employee shall in no circumstances, disclose, divulge or implicate any confidential information pertaining to the company's or Group's business, operations and policies.

4.9 Money Laundering and Terrorism Financing

4.9.1 All employees must abide by the laws and regulation pertaining to anti-money laundering and countering the financing of terrorism, as provided under the Anti-Money Laundering And Anti-Terrorism Financing Act 2001 and such other legislations as may be implemented from time to time.

4.9.2 Employees should always ensure that they are conducting business with reputable counterparties, for legitimate business purposes and with legitimate funds and if they suspect money laundering activities, they should report it to their respective Department Head or the relevant person(s) designated by the Company.

4.10 Comply with Laws and Regulations

4.10.1 All Directors and Employees shall comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions and countries within which the Group operates in carrying out its duties, responsibilities and functions.

4.10.2 During the continuance of the Employee's employment with the Group, Employee shall undertake to observe and comply with all proper orders and instructions of the Group and to be bound by all rules and regulations for the time being in force or applicable to his/ her employment and to follow all procedures as laid out in the Human Resource Policies & Procedures.

4.11 Working with One Another

4.11.1 Health and Safety

OCR Group will use its best endeavors to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Group's policies and procedures.

4.11.2 Sexual harassment

Sexual harassment by any Director or Employee is unacceptable. It is OCR Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the Employees' superior or the Human Resource Department. All such reports and/or complaints shall be treated with strictest confidence.

4.11.3 Fair and courteous behavior

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

5. DISCIPLINARY ACTION

5.1 If an Employee is found to have committed wilful disobedience to lawful orders, neglect of duties, negligence causing loss or damage to life or property, dishonesty, or misconduct inconsistent with the fulfilment of the express or implied conditions of service, he/ she shall be informed of the wrong he/ she is alleged to have committed and be given an opportunity to be heard either in writing or at an inquiry. Where an inquiry is required to be conducted, the inquiring panel shall comprise representative(s) of the Company and/ or the Group.

5.2 If the Employee fails to exculpate himself/ herself, the appropriate disciplinary action including termination of employment shall be taken against him/ her.

5.3 Any disciplinary action taken shall not preclude the Company or the Group from taking any other actions, legal or otherwise, if required.

5.4 Where required, an employee who is alleged to have committed misconduct may be suspended from work whether at half or full pay for the purposes of investigation and/ or for the holding of any inquiry.

6. ADMINISTRATION

6.1 Reporting of Violations of the Code

Everyone is encouraged to report concerns of violation of the Code, unlawful and unethical behavior through OCR Group's prevailing Whistle Blowing Policy. The provision, protection and procedure of the Whistle-Blowing Policy for reporting of the violations of the Code are available on the OCR Group website. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

6.2 Review of the Code

The Board will monitor compliance with the Code and review the Code regularly to ensure it remains relevant and appropriate.

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