

TOMEI CONSOLIDATED BERHAD

CODE OF CONDUCT

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PART I – Introduction

1. Executive Summary

The Directors and Management of TOMEI Consolidated Berhad, together with that of its subsidiaries and associated companies (“TOMEI”) are committed to adhering to the best practice in corporate governance and observing the highest standards of professionalism, honesty and integrity in all activities conducted by TOMEI including the interaction with its customers, vendors, suppliers, contractors, government, regulators, shareholders, business partners, within the community and environment in which TOMEI operates including in the relationship of its own employees.

The Directors and all employees of TOMEI play an important role in establishing, maintaining and enhancing the reputation, image and brand of TOMEI and ensuring the observance to and compliance with the standard of integrity and behaviour that TOMEI is committed to. It is required that the Directors and all employees display the highest levels of professionalism in all aspect of their work and comply with this Code of Conduct (the “Code”) and all applicable laws, regulations and other policies applicable within TOMEI.

It is the responsibility of every employee to act in accordance with the policies in the Code and any updates or amendments which may be issued from time to time by the Company. It is also the employee’s responsibility to seek clarification, to ask questions and to report suspected violations or express concerns regarding compliance with the Code.

2. Purpose of the Code:

This code provides a documented ethical, commitment and legal guidance to all employees in the conduct of employment with TOMEI.

This code provides a common behavioural guide to assist the Company’s employees irrespective of their job or location, to live up to the company’s high ethical business standards and it provides guidance on the manner the employees should conduct when dealing with other parties that have business dealings with the Company. It also provides guidance on the manner the employees conduct framework for all employees of TOMEI, irrespective of the specific job or location. However, it is not intended to be all encompassing and there are areas in which TOMEI has developed or will develop specific detailed policies.

3. Applicability

The Codes applies to all Directors and employees of TOMEI (“Employees”).

The standards set out in this Code extend beyond normal working hours, and apply to employees fulfilling their roles while on the business of TOMEI whether in Malaysia or in other countries where the staff is assigned to, including after hours functions, conferences and social activities.

It is a condition of employment and / appointment with TOMEI that all affected personnel comply with this Code and all applicable laws, regulation and other policies of TOMEI and failure to comply may result in the commencement of disciplinary proceedings that may lead to termination of employment and/or appointment or legal actions if it is deemed necessary.

4. Confirmation of compliance

All employees of TOMEI shall be required to confirm their receipt and understanding of the Code.

5. Reporting of non-compliances

Employees are to report genuine suspicions of non-compliance with this Code.

6. Amendments

The code of conduct is applicable together with current prevailing laws and also Company policies, rules and regulations. The code of conduct is by no means exhaustive and in events where code is not spelt out, general consideration for the best interest of the Company will apply. The Company will from time to time amend the code as it deems fit.

7. Monitoring

Line Managers are to responsible to guide and to ensure that their subordinate complies to the code.

8. Action

Employees are to understand and strictly comply to the Code, as the Company, if it deems necessary will take legal or disciplinary action against the employee.

PART II – General Considerations

1. Fair Dealings

The aim of TOMEI is that it provides an environment in which all employees, customers, suppliers and other business partners are treated fairly and equitably irrespective of, amongst others, sex, race, age, disability, and religion or ethnic origin. Employees are to conduct themselves and the business activities of the Group to facilitate these aims being achieved.

TOMEI will compete effectively and fairly in the markets in which it operates. It will be honest, ethical and responsible in the way it presents products and services to its customers, uses its market power and its pricing practices.

TOMEI will be fair, honest and transparent in its relationship with suppliers and contractors from selection through to payment and termination of the relationship.

All commercial transactions will be properly and accurately recorded and documented.

Corrupt practices, whether directly or through intermediaries, are unacceptable. No bribes or improper payments, gifts or inducements will be accepted from, any party, irrespective of local business custom and practices. However, in recognition of the reality of commercial and business practices, TOMEI acknowledges 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 reward has been given, or received. All modest gifts accepted by employees are to be declared to the management upon receipt.

2. Conflict of Interest

Employees are to act in the best interests of TOMEI.

Employees must not engage in activities that directly or indirectly involve, or could appear to involve, a conflict between their personal interests and the interests of TOMEI.

Employees are prohibited to provide any form of guidance, service or assistance to organization that markets the products that are in competition with the Company regardless if there is direct or indirect personal gain of any kind given for the assistance.

Areas where conflicts might arise include: substantial share ownership in competing organizations, direct or indirect personal interest in contracts, dual employment with outside organizations or seeking or accepting gifts or entertainment from suppliers, vendors, customers and business partners.

Any actual or potential conflicts of interest are to be fully disclosed to appropriate management and/or Board of Directors and where such circumstances are permitted by management and/or the Board of Directors to continue, shall not be deemed a breach of this Code.

PART III - Employees and Workplace Environment

TOMEI shall strive together with the employee to maintain a healthy, safe and productive work environment which is free from discrimination or harassment on race, religion, political opinion, membership in political group, gender, marital status, national origin, disability, age or other factors that are related to the Company's legitimate business interest.

1. Employees

TOMEI envisage itself as an equal opportunity employer and aims to:

- function and make human resources decisions based on merit with the information available to it, including the possession of skills, experience, qualifications and characteristics relevant to the performance of work:
- ensure unlawful discrimination does not occur in the workplace or in circumstances arising out of the employment relationship;

- maintain a workplace free from sexual harassment, unfair discrimination or other offensive conduct; and
- promote a healthy work environment in which individuals have the opportunity to develop and realize their full potential.

Employees shall avoid any conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment including, but not limited to:

- Threats or comments that contain discriminatory or harassment elements
- Unwelcome sexual advances
- Violent behavior or actions
- Misuse or abuse of position of authority
- Inappropriate dressing in violation of dress code or policy of the Company
- Possession of weapons of any type; or
- Use, possession, distribution or sale of illegal drugs, alcohol or any prohibited substance, except for approved medical purposes. The consumption of alcoholic beverages on Company premises is only permitted for Company- sponsored events with prior management approval.

2. Work Attitude

- a. Employees are to be adaptive, productive and optimistic with high level energy and confidence to face challenges and meet the objectives of the Company.
- b. Employees are encouraged to collaborate, function and work as a team towards achieving Company's goals.
- c. Employees are expected to behave in a professional and harmonious manner, by treating each other with respect, dignity, fairness and courtesy.
- d. Employees are to be expected to be in their best behavior at work or at functions and to uphold TOMEI 's good image and reputation.
- e. Employees' actions and decisions are to be based on having TOMEI's best interest at heart.

3. Occupational Health, Safety and Environment

- a. It is envisaged that TOMEI will conduct its business activities and operations in a safe manner and in an environment that prevents, to the extent possible, injury to its employees, customers, suppliers and contractors.
- b. TOMEI endeavors to ensure that TOMEI will reduce the environmental impacts of its business activities and will seek to do this through continual improvement of environmental performance, protection and safety.
- c. TOMEI is committed to provide effective support and training for the employees of TOMEI to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impacts of their activities.

4. Use of Company's Resources and Protection of Company's assets.

Employees are provided with a variety of resources and access to assets of the Company regardless of condition of value, assets belonging to the Company shall not

be misused, taken, sold, lent and given away or other wise disposed of, or used for personal purposes to the extent that would affect the interest of the Company.

Employees will be personally responsible for protecting the Company's assets entrusted to them. Employees shall take all the necessary steps to prevent loss, damage and misuse.

Types of Company assets to the Company are:

- Physical assets
- Information and Communication systems
- Proprietary Information - where all information relating to technical, product and services, financial data and projections, marketing strategies and business plans, organizational, personnel information, decisions by the Company's board of directors, trade secrets, pricing guidelines, formula and methods of pricing for products and services, profit sharing arrangements, customer information, databases, records and any non-published financial or other data that is not public information or if known will have an adverse effect of the Company.
- Intellectual Property Rights- where all ideas, inventions or copyright produced by employees as a result of their work performed for the Company during their employment.

Employees are not allowed to use Company's asset, resources and proprietary information for personal use. Employees are also not allowed to perform any unofficial work during their working hours or in the company premises.

All Company's property and documents are to be returned to the Company upon cessation of employment.

All information obtained during the course of the employment are confidential information and are to be not to be disclosed or use upon cessation of the employment.

Misappropriation of property owned by TOMEI, employees, customer or suppliers will not be tolerated. Any misappropriations should be immediately reported and properly investigated. Appropriate disciplinary and or legal action will be taken.

5. Confidential obligations

All information obtained in the course of employment with this Company shall be deemed to be strictly confidential. Such confidential information is strictly confidential and may not be utilized, discussed with, divulged to or disclosed to persons inside or outside the Company unless authorized to do so for official business use only irrespective whether or not for monetary gains. Eg. Employees are not to use suppliers information or contact to purchase own jewellery.

6. Data Protection

Employees are to comply with applicable laws concerning the personal protection of personal privacy, including the protection of personal data.

7. Outside employment

As a condition of your employment, as an employee while you are in employment with the Company, your sole and exclusive service must belong to the Company. You shall not be involved in any other business, enterprise, partnership or employment whether or not for monetary gains.

8. Relatives of Employee

Employee shall disclose to the Company if any relative (relatives defined as employee's spouse, children, brothers, sisters, parents and in-laws) provides any form of goods and services direct or indirect to the Company or is a competitor, vendor, business partner, contractor or consultant to the Company. Employee shall avoid or abstain from participating in or making decisions on any deal.

9. Dress Code

All employees should be neatly, appropriately and decently attired during official working hours or in the office premises. Employees are expected to be appropriately dressed for official functions and business function to best represents TOMEI's image.

Branch employees are to conform to Company's policy on uniform.

All employees are expected to be well groomed at the workplace and while attending official duties.

TOMEI CONSOLIDATED BERHAD

EMPLOYEE'S ACKNOWLEDGEMENT OF CODE OF CONDUCT

I,, NRIC /Passport no :.....

confirm that I have read and understand the Code of Conduct and agree to observe and comply to the Code.

I understand that as an employee of Tomei Consolidated Berhad, I have the responsibility to conduct myself with complete professionalism, dedication and integrity with the Company's best interest at heart, as I diligently execute my daily work in the company.

I understand that my failure to abide by the code, will lead to appropriate action taken against me.

.....
(Signature)

.....
(Date)