

# PERAK CORPORATION BERHAD (210915-U)

## CODE OF CONDUCT

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### 1. INTRODUCTION

In line with good corporate governance practices, the Board, the management and employees of Perak Corporation Berhad (“**PCB**” or “**Company**”) and its subsidiaries (“**PCB Group**”) have made a commitment to create a corporate culture within PCB Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. This Code of Conduct (“**Code**”) sets out the principles and standards of business conduct of PCB Group.

### 2. OBJECTIVE

The objective of the Code is to assist the Directors and Employees (as defined under Clause 3 of the Code) in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there are areas in which PCB Group has developed or will develop specific detailed policies. This Code is to be read and applied in conjunction with such policies.

For all intents and purposes, all Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

### 3. APPLICABILITY

The Code is applicable to the Directors and all employees (including full time, probationary, contract and temporary staff) (“**Employees**” or individually referred as “**Employee**”) of PCB Group.

The provisions set out in this Code extend beyond normal working hours, and apply to Directors and Employees fulfilling their roles while on the business of PCB Group, including after hours functions, conferences and social activities.

Each Director and Employee has a duty to read and understand the Code and ensure compliance with this Code and all applicable laws, regulations and other policies of PCB Group. Violation of any of the Code’s provisions may result in counseling, disciplinary action or, in extreme circumstances, dismissal or termination of employment/appointment. If a Director requires further clarification on the Code, the Director may refer or highlight any concerns to the Chairman of the Board or the Group Chief Executive Officer, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior or Head of Department.

### 4. CORE AREAS OF CONDUCT

#### 4.1 Compliance with Laws and Regulations

PCB Group is committed to comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which it operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work. These laws relate to health, safety and environment, financial, corporate, continuous disclosure, fair trading and other legal and statutory requirements.

PCB Group aims to provide a safe working environment for its Employees and for its customers and other business partners. Employees must work safely and adhere to appropriate industry practices and laws to protect the health, safety and wellbeing of employees, customers and other business partners.

#### **4.2 Conflicts of Interest**

The Directors and Employees are to act in the best interest of PCB Group and 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 PCB Group.

In addition, a Director or an Employee shall avoid any situation in which the Director or Employee has an interest in any entity or matter that may influence the Director or Employee's judgment in the discharge of responsibilities.

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.

#### **4.3 Confidential Information**

It is pertinent that all Directors and Employees exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to PCB Group which is acquired in the course of their employment, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorised or legally mandated.

In the event that a Director or an Employee knows of material information affecting PCB 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 Inside Information and Securities Trading**

No Director or Employee shall use price sensitive non-public information, which can affect the prices of the securities of the Company and/or related listed companies when it becomes publicly known ("Inside Information"), for personal benefit. The Directors and Employees are prohibited to trade in securities or to provide information to others to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released.

The Directors or Employees shall also not trade in securities in any other companies where they have Inside Information which they obtain in the performance of their duties.

#### **4.5 Protection of Property and Assets**

PCB Group's property and assets include cash, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential and proprietary information, office equipment and office supplies.

The Directors and Employees have the responsibilities to protect PCB Group's property and assets that are under their control and to safeguard them from loss, theft and unauthorized use. When they leave PCB Group, they must return all the

property and/or assets including confidential information such as business plans and customer lists.

#### **4.6 Business Records and Control**

Accurate, timely and reliable records are necessary to meet PCB Group's legal and financial obligations and to manage the affairs of PCB Group. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of PCB Group, under any circumstances.

#### **4.7 Health and Safety**

PCB 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 PCB Group's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by PCB Group's policies and procedures.

PCB Group is committed to provide effective support and training for the employees of PCB Group to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impacts of their activities.

#### **4.8 Sexual Harassment**

Sexual harassment by any Director or Employee is unacceptable. It is PCB 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.

#### **4.9 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.

#### **4.10 Misconduct**

No Director or Employee is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

### **5. REPORTING OF VIOLATIONS OF THE CODE**

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistle blow or report the concerns through the Whistle Blowing Policy. The provision, protection and procedure of the Whistle Blowing Policy for reporting of the violations of the Code are available at PCB Group's website at [www.pkc corp.com.my](http://www.pkc corp.com.my). 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. REVIEW OF THE CODE**

The Code has been adopted by the Board on 20 December 2012.

The Board shall monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate. Any subsequent amendment to the Code shall only be approved by the Board.

**7. WAIVER OF THE CODE**

Waiver of the Code may be made by the Board or the appropriate Committee of the Board. Waiver of the Code may be granted on a case-by-case basis and only in extraordinary circumstances.