

## **COCOALAND HOLDINGS BERHAD CODE OF CONDUCT AND ETHICS**

The Board commits itself and its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Directors must represent unconflicted loyalty to the interests of the Company and Group. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staff. It also supersedes the personal interest of any Board member acting as a consumer of the Group's services;
2. Directors may not attempt to exercise individual authority over the Company and Group except as explicitly set forth in the Articles of Association and any group policy and procedure manual in existence. This curtails interaction with the Managing Director, management, public, press and other entities;
3. Directors will respect the confidentiality appropriate to issues of a sensitive nature;
4. Directors must avoid conflict of interest with respect to their fiduciary responsibility;
5. Directors should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
6. Directors should devote time and effort to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
7. Directors should ensure at all times that the Company is properly managed and effectively controlled;
8. Directors should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
9. Directors should insist on being informed on all matters of importance to the Company in order to be effective in corporate management;
10. Directors should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is his own judge of his abilities and how best to manage his time effectively in the Company in which he holds directorship. Directors shall notify the Board Chairman before accepting new directorship and such notification shall include indication of time to be spent on the new appointment;
11. Directors should have access to the advice and services of the Secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
12. Directors should have access to consultancy of independent adviser and to seek independent professional advice at the expense of the Company. The director who intends to seek such consultation or advice shall notify the Secretary of such request. The Secretary shall forward the request to the Board Chairman for approval. Upon

obtaining the Board Chairman's approval, the director shall engage the services of the adviser. All advices and opinions from the advisers shall be reported to the Board of Directors;

13. Directors should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
14. Directors should disclose immediately all contractual interests whether directly or indirectly with the Company;
15. Directors should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
16. Directors should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties;
17. Directors should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake;
18. On relationship with Shareholders, Employees, Creditors and Customers,
  - a. Directors should be conscious of the interest of the shareholders, employees, creditors and customers of the company;
  - b. Directors should at all times promote professionalism and improve the competency of management and employees; and
  - c. Directors should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.
19. On Social Responsibilities and the Environment,
  - a. Directors should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
  - b. Directors should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
  - c. Directors should be more proactive to the needs of the community and to assist in society related programmes in line with the aspirations of the concept of 'Caring Society' in Vision 2020;
  - d. Directors should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large and assist in the fight against inflation; and
  - e. Directors should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the Company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business, as the case may be.

## **Disclosure and Conflict of Interest**

The Articles of Association of the Company stipulates that every Director shall comply with the provisions of Sections 131 and 135 of the Companies Act, 1965 in connection with the disclosure of the following:

1. interest in shares, debentures, participatory interests, rights, options; and
2. interest in any contract or proposed contract with the Company.

The guidelines for the Board and its directors on conflict of interest are, among others, the following:

1. Directors must act in good faith at all times, where believing to be in the best interest of the Company. The definition of "interest" shall bear the meaning provided in Section 6A of the Companies Act, 1965;
2. Directors have a general duty to make disclosure by giving written notice within a stipulated period of the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company or its officers to comply with the Companies Act (or similar legislation) and other relevant legislative requirements; and
3. No director may vote in respect of any other contract or proposed contract or arrangement in which he is interested, directly or indirectly, nor any contract or proposed contract or arrangement with any other company in which he is interested, directly or indirectly, either as an officer of that other company or as a holder of shares or other securities in that other company.