

COCOALAND HOLDINGS BERHAD (516019-H)

CODE OF CONDUCT AND ETHICS

The Code of Conduct and Ethics (“the Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all the Directors, Management and Employees (including full time, probationary, contract and temporary staff) of Cocoaland Holdings Berhad (“the Company”) and its subsidiaries (“the Group”).

All Directors, Management and Employees of the Group are required to display the highest levels of professionalism in all aspects of their work and comply with the Code and all applicable laws, regulations and other policies of the Group. Violation of any of the Code’s provisions can result in disciplinary action, including termination of employment.

CORE AREAS OF CONDUCT

1. Compliance to the Law

Obeying the law is the foundation on which the Group’s ethical standards are built. Directors, Management and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work. The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

2. Conflicts of Interest

All Directors, Management and Employees should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group. Directors, Management 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).

In addition, a Director or an Employee should 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.

Areas where conflicts might arise include:

- Substantial share ownership in competing organizations;
- direct or indirect personal interest in contracts;
- receiving improper personal benefits as a result of his or her position in the Group;
- loan to or guarantees of obligations to the directors and/or employees, and/or their family members by the Group;
- work for a competitor, customer or supplier.

Directors, Management and Employees should fully disclose any actual or potential conflicts of interest to the Board of Directors and/or the Management and where such circumstances are permitted by the Board and/or the Management to continue, shall not be deemed a breach of the Code.

3. Competition and Fair Dealing

All Directors, Management and Employees should endeavor to respect the rights of and deal fairly with the Group's customers, suppliers, competitors and other business partners. Directors and Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other illegal trade practice.

4. Confidential Information

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

5. Inside Information and Securities Trading

No Director, Management 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. Directors, Management 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. 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.

6. Protection of Company's Assets

Directors, Management and Employees must protect the Group's assets and ensure their efficient use. All of the Group's assets are to be used for the Group's purposes only. Any suspected incident of fraud or theft should be immediately reported for investigation.

7. Business Records and Control

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the 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 the Group, under any circumstances.

8. Personal Gifting

No personal gifts, favours, entertainment or services, in cash or kind, that will or will appear to influence objective and fair business decisions, will be accepted or provided. The gifts, favours, entertainment or services that are deemed as not given to influence the Directors' or Employees' performance of duties include normal business courtesies (meals or entertainment), token gifts which are occasional, gifts during festive or special occasions and gifts from social functions attended by the Directors or Employees on behalf of the Group, are permissible.

9. Health and Safety

The 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.

10. Sexual Harassment

Sexual harassment by any Director, Management or Employee is unacceptable. It is the 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.

11. 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.

12. Bribery And Corruption

Every Director is expected to act consistently with the laws and policies on anti-corruption in conducting business legally, ethically and with integrity. A Director shall not offer, give, solicit or accept bribes (in any form, monetary or otherwise including but not limited to unauthorised remuneration such as referral fee, commission or other similar compensation, material goods, services, gift, business amenities and etc.) in order to achieve business or personal advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption law.

13. Money Laundering

Every Director, shall not condone, facilitate or support any activity that is even remotely associated with money laundering or financing of terrorism. Directors must be on their guard to help protect the Company's reputation and ensuring compliance with the laws.

Directors' responsibilities :-

- a) must not knowingly deal with criminals, suspected criminals or the proceeds of crime.
- b) must act diligently to prevent the Company's products and services from being used to further money laundering and terrorist financing.
- c) apply the appropriate level of due diligence when entering into business relationships and where applicable, individual transactions.
- d) mindful of the risk of the Company's business being used for money laundering activities and to raise any suspicious transactions to the Board.

REPORTING OF NON COMPLIANCE

Employees are encouraged to report to their immediate superior or other appropriate personnel about observed behaviour that they believe may be non-compliance with the Code.

The Group will keep confidential the identity of the person reporting a possible non-compliance with the Code. Reprisal against the person who has, in good faith, reported non-compliance or suspected non-compliance is strictly prohibited.

REVIEW OF THE CODE

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

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.