



DIRECTOR & PANEL MEMBER CODE OF CONDUCT AND ETHICS

Amendment Log

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GLOSSARY

**UJ
“Company”** or : Urusharta Jamaah Sdn. Bhd.;

**Board
“Directors”** or : means the Board of Directors of Urusharta Jamaah Sdn Bhd and includes any Board appointed member of a Board Committee;

IP or “Panel” : means the UJ Investment Panel;

Panel Member : means a member of the IP;

Assets : means tangible or intangible resources controlled by the Company as a result of past transactions or events and from which future economic benefits are expected to flow to the Company;

Confidential Information : is as defined in the Company’s Code of Business Ethics; and

CMSA : Capital Markets and Services Act 2007.

1.0 INTRODUCTION

- 1.1 The Director & Panel Member Code of Conduct and Ethics (hereto referred as “the Code”) forms part of UJ initiatives to promote good corporate governance practices within the Company by instilling, internalizing and upholding the Core Values of “INTEGRITY, PROFESSIONALISM and TRANSPARENCY” in UJ’s corporate culture.
- 1.2 Appropriate standards of conduct and ethical behaviour are fundamental to the preservation of the Company’s reputation and to ensure the success of its operations. As such, the exercise of duties and responsibilities by the Directors of the Company and by the Company’s Panel Members should always be premised on the highest standards of business conduct and ethical behaviour as embodied in the Company’s Core Values.
- 1.3 The Code reflects the Board and the IP’s commitment to such standards in the performance of their respective duties and responsibilities, for and on behalf of the Company.
- 1.4 The Code outlines the fundamental guiding principles and standards applicable to the Directors and the Panel Members of the Company. As such, a Director or Panel Member of the Company, is expected to adhere to, comply with and uphold the provisions of the Code.
- 1.5 Furthermore, the provisions of the Code are in addition to, and not in substitution for, any obligation imposed upon a Director or Panel Member by agreement, common law, equity, statute or regulation. Compliance with this Code will therefore not relieve such Director or Panel Member from any such obligations.

2.0 OBJECTIVE

- 2.1 The Code provides the fundamental guiding principles and standards applicable to Directors and Panel Members and are founded on high standards of professional and ethical practices.
- 2.2 All Directors and Panel Members of the Company acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation, as this Code is not intended to be an exhaustive document. The Code should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the Company from time to time including any relevant best practices/standards in corporate governance.
- 2.3 The Code is formulated with the intention of achieving the following aims:
 - (a) to enhance the standards of honesty, integrity, ethical and law-abiding behaviour expected of all Directors and Panel Members;
 - (b) to encourage the observance of those standards to protect and promote the interests of shareholders and all relevant stakeholders;
 - (c) to provide guidance to the Board and Panel members to maintain the confidence of shareholders and other stakeholders in the Company’s integrity; and

- (d) to promote good business conduct and to maintain a healthy corporate culture that engenders UJ's Core Values of Integrity, Professionalism and Transparency.

3.0 SCOPE

The Code applies to all members of the Board and to all members of the UJ Investment Panel ("Panel Members").

4.0 PRINCIPLES

All Directors and Panel Members shall act within the authority conferred upon them, in the best interests of the Company and have an obligation to:

- (a) act in the best interest of, and fulfil applicable fiduciary obligations to the Company and its shareholders;
- (b) act with integrity, professionalism, honesty and ethics;
- (c) conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- (d) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (e) use their prudent judgment to avoid/abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;
- (f) not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position;
- (g) act to enhance and maintain the reputation of the Company; and
- (h) strive to contribute towards the growth and stability of the Company.

5.0 CONFLICT OF INTEREST

- 5.1 All Directors and Panel Members should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his or her loyalty to the Company. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company or any of its subsidiary and affiliated companies. Directors and Panel Members must not use their position or knowledge gained directly/indirectly in the course of their duties for private or personal advantage.
- 5.2 Directors and Panel Members are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and where so required, to abstain from any deliberation and decision relating thereto.

6.0 ANTI-CORRUPTION / BRIBES

To observe high standards of business, professional and ethical conduct, all Directors and Panel Members (whether acting in their own capacity or on the Company's behalf) must refrain from authorising offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the Company where the gift would reasonably be expected to influence the performance of the Director or Panel Members duties in any aspect.

7.0 PROTECTION OF COMPANY ASSETS

- 7.1 All Directors and Panel Members shall take reasonable care to safeguard the Company Assets, including its physical premises, equipment and facilities as well as all records and information/data.
- 7.2 All Company Assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

8.0 CONFIDENTIALITY

- 8.1 Directors and Panel Members may in the course of their duties and responsibilities within the Company, come into possession or access to confidential, sensitive and non-public information ("Insider Information") in the course of their position or role with the Company. Directors and Panel Member must therefore treat all such information in the strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- 8.2 The obligation to preserve the Company's Insider Information is on-going even after an individual ceases to be a Director or Panel Member of the Company, until the information becomes publicly available or the Company no longer considers it as confidential.
- 8.3 Directors and Panel Members must also not misuse the confidential information of a third party.

9.0 INSIDER TRADING

- 9.1 Directors or Panel Members who possess Insider Information shall not:-
 - (a) deal in securities; or
 - (b) communicate such information to any unauthorised persons, for the benefit of themselves or any other persons.
- 9.2 When dealing in securities, a Director or Panel Member shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by the Company in relation thereto from time to time.

10.0 COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every Director and Panel Member in exercising and/or discharging his/ her powers or duties shall comply with all applicable laws, rules and regulations including the Constitution of the Company and all other relevant and applicable internal requirements of the Company.

11.0 WAIVER

- 11.1 Any waiver of the application of principles/ standards set forth in this Code may only be made by the Board, as it deems fit and appropriate.
- 11.2 In extraordinary circumstances, the Board may waive compliance with a requirement under this Code for a Director or Panel Member. Conditions may be attached to such a waiver.

12.0 ENFORCEMENT / NON-COMPLIANCE

Directors and Panel Members must immediately report any concern about possible/actual breaches of the Code or unlawful or unethical behaviour by any Director or Panel Member to the Chairman of the Board. The Board shall determine appropriate actions to be taken after considering all relevant information and circumstances or may take necessary action to ratify on the non-compliance.

13.0 REVIEW

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in Company's vision, values and business plan.