



GOLDEN LAND BERHAD

(Company No. 298367-A)

CODE OF CONDUCT AND BUSINESS ETHICS

Golden Land Berhad Group of Companies (“the Group”) establish a Code of Conduct and Business Ethics (“the Code”) to guide actions and behaviours of all Directors and Employees of the Company. The Code is formulated to promote ethical conduct of Directors, management and employees in all their dealings with the stakeholders, as well as to enhance the standard of corporate governance within the Group. The Code is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

The Code covers the following:-

- (a) Act honestly, in good faith and in the best interest of the Group;
- (b) Use due care and diligence in fulfilling duties and responsibilities;
- (c) Recognise that the primary responsibility is to the Company’s shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Group;
- (d) Do not make improper use of confidential information acquired as a Director or employee for personal advantage or the advantage of other entity or that would be detrimental to the Group’s interest;
- (e) Must not engage in sexual harassment, or act in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.
- (f) Must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to false expense, attendance, production, financial, or similar reports and statements, false advertising, deceptive marketing practices, or other misleading representations;
- (g) Avoid acquiring any business interest or participating in any other activity outside the Company that would, or would appear to create an excessive demand upon its time and attention, thus depriving the Company of their best efforts on the job.
- (h) Avoid creating a conflict of interest, an obligation, interest, or distraction that may interfere with the independent exercise of judgment in the Group’s best interest.
- (i) Conduct in a professional, courteous and respectful manner and not take improper advantage of position given in a Company;
- (j) Shall not be influenced by receiving favours nor shall they try to improperly influence others by providing favours;
- (k) Shall not accept gifts, benefits or entertainment from third party containing excessive value that would constitute a violation of laws or that could affect, or appear to affect, the professional judgement or create the impression of improperly influencing the

- respective business relationship;
- (l) In a business relationship, no employee should directly or indirectly, accept from any third party any kind of bribes, kickbacks or any other unlawful or unethical benefit that might be seen to be an activity or behaviour that could give rise to the appearance or suspicion of such conduct or the attempt thereof;
 - (m) Act in a manner to enhance and maintain the reputation of the Group. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job;
 - (n) Help create and maintain a culture of high ethical standards and commitment to compliance. A Whistleblowing Policy was adopted to ensure there is a medium to raise concerns regarding actual or suspected contravention of the Company's ethical standards without fear of reprisal.
 - (o) Group's assets must be protected and used efficiently. The Group's asset must not be used without prior authorisation. As for the Directors, Company's time, employees, or other assets must not be used for personal benefit without prior authorisation from the Board or as part of a compensation or expense reimbursement program available to all directors.
 - (p) Promotes ethical behavior by:-
 - i) encouraging employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
 - ii) encouraging employees to report violations of laws, rules, regulations to appropriate personnel; and
 - iii) informing employees that retaliation for reports made in good faith is not allowed.
 - (q) Deal fairly with the Stakeholders. No individual should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other sharp practices. The Group prohibits improper solicitation, bribery and other corrupt activity not only by employees, the management and directors but also by third parties performing work or services for or on behalf of the Group.

The following shall govern only the Directors:-

- (a) Disclose any personal interest regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- (b) Deal fairly with all the stakeholders;
- (c) Confidential information received by a Director in the course of the exercise of their duties as a Director of the Company remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law;
- (d) Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the Board in which you may have conflict or potential conflict of interest;
- (e) Act independently without allowing independent judgement to be subordinated; and
- (f) Respect the confidentiality of information relating to the affairs of the Group acquired in the course of your service as Director, except when authorised or legally required to disclose such information.

All Directors, management and employees are held accountable for the full compliance with this Code with respect to any issues within his control. Sanctions for a breach of this Code shall be determined by the Board of Directors of the Company. Sanctions may include serious disciplinary action, removal from office (for Directors) and dismissal as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances.

No waiver of any provision of this Code shall be valid to Directors unless provided in writing by the Chairman of the Board of Directors and with the prior approval of the Board of Directors.

In this Code words importing the masculine shall include the feminine and words importing the singular shall include the plural or vice versa.

The provisions of this Code can be amended and supplemented from time to time by resolution of the Board of Directors of the Company.

6 December 2017