



TPC PLUS BERHAD

Company No. 615330-T
(Incorporated in Malaysia under the Companies Act, 1965)

EMPLOYEE CODE OF CONDUCT AND ETHICS

Approved by the Board of Directors on 28 February 2018

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1. OBJECTIVES

- 1.1 It is the policy of TPC Plus Berhad (“**TPC**” or “the **Company**”) to provide a Code of Conduct and Ethics which will serve as a guide to proper business conduct for all employees in TPC Group. All employees are expected to observe the highest standards of ethics and integrity in their conduct.
- 1.2 This Code of Conduct and Ethics (“**Code**”) is formulated with the intentions of achieving following aims:
 - 1.2.1 To encourage high standards of honesty and integrity expected of employees.
 - 1.2.2 To ensure that the Company business interaction should not in any circumstances tainted by malpractices.
 - 1.2.3 To provide guidelines for the manner employees should conduct their actions in accordance with the primary values and ethical standards of this Code.
- 1.3 In view of the Malaysian Code on Corporate Governance (“**MCCG**”) by Securities Commission Malaysia particularly Practice 3.1 of the MCCG, this Code also aims to ensure that the Company complies with all the relevant requirements of MCCG.

2. APPLICABILITY OF THIS CODE

- 2.1 This Code is applicable to all employees and is made available for their reference on the Company’s website. Any failure to read or understand this Code will not excuse violations which may result in disciplinary action including termination of employment.
- 2.2 It is not intended to be exhaustive and where relevant, this Code should be read in conjunction with the relevant policies and procedures of the Company which are currently in place and which the employees are expected to comply when performing their duties.

3. EMPLOYEE CONDUCT

- 3.1 **Workplace environment (discrimination and harassment)**
 - 3.1.1 All employees shall strive to maintain a healthy, safe and productive working environment and shall in all respect and at all times, conduct themselves with honesty, propriety and must not in any circumstances commit any act that would bring damage to the Company, its property, reputation or general interests.

- 3.1.2 Employees are expected to respect and have tolerance for other culture and religion and maintain a working environment that is free from discrimination or harassment based on gender, political opinion, marital status, age, disability, etc. All employees should avoid any conduct in the workplace that creates, encourages or permits offensive, intimidating or inappropriate working environment including but not limited to the following:
- (a) Threats or comments that contain discriminatory or harassment elements.
 - (b) Unwelcome sexual advances.
 - (c) Violent behaviour or actions.
 - (d) Misuse or abusive of positions of authority.
 - (e) Inappropriate dressing.

3.2 Company's resources and assets

- 3.2.1 Assets belonging to the Company, regardless of their condition or value, shall not be misused, taken, sold, lent, given away or otherwise disposed of, or used for personal purposes to the extent that it would affect the interest of the Company.
- 3.2.2 Employees and those who represent TPC Group are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their respective departments and are empowered to resolve issues concerning their proper use.
- 3.2.3 All Employees will be personally responsible for protecting the Company's assets entrusted to them and shall take all necessary steps to prevent theft, loss, damage to or misuse of assets belonging to the Company, the occurrence of which shall be reported immediately to their immediate superior.

3.3 Publication using the social media

- 3.3.1 In order to protect the interests of the Company and its employees, the Company reserves the right to monitor or review all data and information contained in an employee's company-issued computer or electronic device, the use of Internet or the Company's intranet.
- 3.3.2 The Company will not tolerate any publication, creation, access, storage, printing, soliciting or sending any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate in nature.
- 3.3.3 All employees are also strictly prohibited from publishing or writing messages or materials that harm the reputation of the Company and/or its Management on social media including but not limited to blogs, Facebook, LinkedIn, MySpace, Twitter; photo sharing sites such as Flickr, Instagram; and video sharing sites such as YouTube.

3.4 Alcohol and drug abuse

3.4.1 Substances such as alcohol and any form of drugs (except drugs under medical prescription) may not be brought, kept, consumed, sold, purchased or dealt with in any way on the Company's premises.

3.4.2 All Employees shall not report for work or carry out their duties under the influence of alcohol or drugs.

3.5 Insubordination and inefficiency

3.5.1 An employee shall not commit any act of willful refusal, insubordination or disobedience of any lawful and reasonable instruction of his superior such as refusal to perform work assigned, being inefficient and deliberately causing the quality and/or the quantity of work to be adversely affected.

4. BUSINESS CONDUCT

4.1 Compliance of law

4.1.1 For all intents and purposes, all employees should always observe and comply with all applicable laws, rules and regulations applicable to their assigned duties and responsibilities.

4.1.2 The Company reserves the right to report to the relevant authorities any actions or activities of the employees which the Company suspect to be of criminal in nature or against any law.

4.2 Money laundering

4.2.1 Money laundering is the process of transforming the proceeds from unlawful activities into ostensibly legitimate source of income or asset. Money laundering is an offence under the Anti-Money Laundering and Anti-Terrorism Financing Act 2001 in Malaysia.

4.2.2 Employees are expected to be mindful of the risk of the Company's business being use for money laundering activities and they should raise any suspicious transactions to their immediate superior.

4.3 Confidentiality and accountability

4.3.1 No employees are permitted whether during or after termination of their employment with the Company, to discuss or divulge confidential information pertaining to the Company's businesses, its customers, suppliers and business partners directly and indirectly to anybody, especially to competitors.

- 4.3.2 All employees should exercise caution and due care to safeguard any information of a confidential and sensitive nature which is acquired in the course of their employment or duty and are strictly prohibited to disclose such information to any person unless the disclosure is duly authorised or legally mandated.
- 4.3.3 All employees should promptly report to their immediate superiors any attempt by outsiders to obtain such confidential information or any unauthorised use or disclosure of such confidential information by fellow employees.

4.4 Bribes and corruption

- 4.4.1 All dealings with customers, suppliers, business partners, external parties or other third parties, potential or otherwise, shall be conducted with fairness and integrity in accordance with ethical business practices.
- 4.4.2 Employees should be aware that the offering or giving of improper benefits in order to influence the decision of the recipient may not only entail disciplinary sanctions but may also result in criminal charges. Improper benefits may consist of any form or any value which include employment or consultancy contracts for related parties of the recipient.
- 4.4.3 All employees shall not offer, give, solicit or accept bribes, kickbacks or payments in any form in order to achieve business deals or advantages for themselves or others or engage in any transaction that can be construed as having contravened the anti-corruption laws.

4.5 Gifts and favours

- 4.5.1 Gifts, favours, entertainment or services that are deemed as not given to influence the performance of duties of employees and are permissible include normal business courtesies (meals or entertainment), gifts during festive or special occasions and gifts from social functions attended by the employees on behalf of the Company.
- 4.5.2 No employees shall accept any personal benefits, fee or commission for any work or advice in connection with the business of the Company. Employees with questions about accepting business courtesies should talk to their manager or the Human Resources Manager.
- 4.5.3 Personal benefits include any item in cash or in kind where there is a reasonable likelihood that the employees will be or will appear to have been improperly influenced in the performance of his/her duties to the Company.

5. CONFLICT OF INTEREST

5.1 Competing against TPC Group

5.1.1 All employees shall not engage, even in their own time, in activities that have conflict with the Company's business interests such as commercially marketing products or providing services in competition with the current or potential offerings of the Company.

5.1.2 All employees are not allowed to provide any form of assistance to organisations that market products or services in competition with the Company regardless if they receive any direct or indirect remuneration of any kind for the assistance provided.

5.2 Private ventures

5.2.1 Employees are not allowed to influence or participate in any transaction between the Company and any other corporation or person in which or through which he/she will obtain a direct or indirect interest or benefit.

5.2.2 Employees should not take for themselves personally any opportunities that are discovered through the use of the property, information or position of the Company for personal gain or compete with the Company.

5.3 Insider trading

5.3.1 Except as specifically permitted by applicable law or regulation, all employees who, as a result of their employment by the Company, are in possession of material information or price sensitive information that has not been publicly disclosed are not allowed:

- (a) to trade in or deal with the securities of the Company or of any other corporation where such non-public information is related to; and/or
- (b) share these information with someone else who then trades in those securities.

6. REPORT OF VIOLATIONS

6.1 Employees who come across any unlawful or unethical situation or any suspected violations of this Code may raise their concerns in accordance with the Company's **Whistle-Blowing Policy**.

7. REVIEW OF THIS CODE

- 7.1 This Code shall be reviewed and updated regularly to ensure that it remains relevant and appropriate at all times.
- 7.2 Any subsequent amendment to this Code will require the approval of the Company's Board of Directors.