



CODE OF ETHICS AND CONDUCT

General Policy on Conflicts of Interest

C.I. Holdings Berhad (“CIH”) is committed to the highest standards of ethics and business conduct. The integrity and reputation of employees, representatives, agents and consultants are an integral part of this commitment.

All employees of CIH must avoid relationships and activities that might impair their independence or judgement. Personal economic activities must not conflict with duties and responsibilities to CIH. Employees must not acquire or retain personal financial interests in suppliers of goods or service when those interests could affect their decisions on CIH’s behalf. They must not accept gifts or others benefits that might influence them or appear to influence them in any way in the performance of their duties or in their exercise or judgement on CIH’s behalf. All transactions with outsiders must be with integrity, without personal benefit to the employees conducting them or to their relatives, friends or associates. Employees should not personally benefit, directly or indirectly, by act of deception or otherwise, from the decisions they make on CIH’s behalf.

In summary CIH seeks to develop, produce and sell its products without any impediments arising from conflicts of interest.

CIH will take appropriate disciplinary action including the punishment of dismissal against any employee found guilty of misconduct and/or breach of the provisions of the Code.

Please note that it is not possible to set out a detailed list covering all situations. In the circumstances, this Code is not exhaustive and may be amended from time to time by CIH in accordance with the exigencies of its business.

All employees to whom this Code is applicable are responsible for knowing the contents of this Code and must observe its policies and practices at all times.

If any employee to whom this Code applies has any doubts as to the provisions contained herein he/she should feel free to contact the Human Resource.

1. Supplier Relationship

1.1 Employees must not show any favouritism or preference towards vendors and must be fair in all their dealings.

1.2 Any gifts, free services, discounts on personal purchase, trips and entertainment or any other considerations of any kind whether solicited or unsolicited from parties having business dealings with CIH exposes the employee receiving the same to the temptation favour the third parties and prevents him/her from discharging his/her full responsibilities to CIH and are therefore not permitted.

However, if rejecting a gift can strain the relationship with the supplier(s), employees may accept gift up to the value of RM100.00. Any gift that exceeds the value of RM100.00 has to be declared to the Human Resource or Managing Director.

1.3 Luncheons and dinners with suppliers should not be encouraged but may be permitted only if there is a legitimate business purpose for them. As far as possible, meetings with vendors should be conducted within the Company premises.

1.4 Relations with suppliers shall be friendly, objective and strictly business.

2. Financial Interest in Competitors

2.1 All employees shall not have any financial interest or own either directly or indirectly through their families or by reason of their shareholding or any other form of beneficial interest in any companies or firms which are engaged in businesses which compete with CIH's business except with the prior written consent of the Managing Director.

For the purposes of this Code, "family" shall mean the employee's immediate family and relatives.

2.2 Further, employees who gain employment with a competitor can be requested to leave the Company within 24 hours.

3. Outside activities/business

In general, CIH should have full use of all its employees except in those instances where it is of benefit to CIH. Specifically, the employee should report outside connections on the accompanying Employee's Statement in accordance with the following guidelines:

- 3.1 All outside activities (e.g. teaching, consulting, operating or working in any capacity for a business enterprise of any kind) involving direct or indirect remuneration to the employee, or service as an Executive or Director of any business enterprise should be reported.
- 3.2 If the outside activity is without direct or indirect financial benefit to the employee and does not involve directorship or similar responsibilities of a publicly held or publicly regulated institution, no disclosure need be made unless the activity requires time off during normal working hours which may adversely affect the employee's job performance.

4. Transactions With CIH

- 4.1 No employee shall place himself/herself in a position which may result in a conflict of interest or a possible conflict of interest.
- 4.2 No employee's family shall directly or indirectly enter into any contractual arrangement (other than employment contracts) or other transactions with CIH or its contractors, suppliers or customers for the purchase, sale, lease or supply of any property, equipment, materials or services except with the prior written consent of the Managing Director.
- 4.3 No employee shall have any financial or beneficial interest either directly or indirectly in any company or firm which supplies materials or services or have any other business dealings with CIH.
- 4.4 Any employee whose family has interests in any business concern which are on CIH list of authorized contractors or suppliers or which have contractual or supply arrangements with CIH and who is involved in any decisions regarding or dealing with such business concern in the course of his/her duties on behalf of CIH shall disclose his/her interest to CIH in the accompanying Employee's Statement prior to such involvement or dealing.

5. Use of CIH's Property, Information and/or Opportunity

No employee shall, unless otherwise authorized in writing by CIH, make use of any money or property of CIH or his/her position in CIH or any information or opportunity derived from his/her position for the purpose of gaining whether directly or indirectly an advantage or profit for himself/herself or for another.

6. Disclosure of Information

- 6.1 No employee shall without the prior written consent of CIH give or release to any person outside CIH any data or confidential information concerning CIH or its affiliates information or materials relating to various trade secrets, processes, methods decisions, advertising or promotional programmes, products, prices, plans, earnings, financial or business forecasts discoveries or competitive bids or otherwise use such information which is not generally known to the public for personal advantage and/or not in the best interest of CIH.

- 6.2 No employee shall pass on confidential information to other employees of CIH unless there is a proper need in the course of employment for the recipient of the information to know of it.
- 6.3 Revelation of CIH's course of action or the decision on the status of any particular project or programme to relatives, friends or any other persons is totally prohibited.

7. Personal or Romantic Relationships

CIH forbids its employees from engaging in relationships and conduct that might impair their independence or judgement. This would prohibit any personal or romantic relationships between a supervisor and anyone subject to his/her direct evaluation or functional supervisions. This policy also prohibits any other personal or romantic relationship between employees that may cause problems in the workplace.

8. Laws and Regulations

- 8.1 Employees are to observe all laws and regulations of Malaysia and also that of other countries where we do business.
- 8.2 No employee shall use or be permitted to use any tangible or intangible property belonging to CIH for any unlawful purpose.

9. Condonation

It is the duty of a supervisor to report officially to the Human Resource or the Managing Director any misconduct by staff working under him which is likely to bring the Company into disrepute. Failure to do so would mean that the supervisor is condoning such act and would be reprimanded for collaborating with his subordinate.

10. Business record

The Company's policy and practice require the maintenance of appropriate business records and accounts that portray an accurate reflection of all business transactions conducted with its clients and business associates.

11. Illegal/Questionable Payments

All forms of illegal payments ("under counter money", etc), commissions and fees, both solicited and unsolicited, in order to induce the Company to complete any business transaction with its clients or business associates are prohibited. Such payments deviate from its code of ethic and breach the values the Company seeks to uphold.

12. Suppliers Obligations

Employees who deal with suppliers/vendors should inform them on the provisions of this Code.



EMPLOYEE'S STATEMENT ON CODE OF ETHICS AND CONDUCT

Check one box (1 or 2) below:

- 1. I have read and complied with the CIH Code of Ethics and Conduct. I recognize my continuing obligations, including the obligation to make disclosures of conflicts of interest.

- 2. I have read and complied with the CIH Code of Ethics and Conduct, understood in general my obligations under the Code, and believe that I have complied with its requirements; however, I want to disclose the following situations :-

Signature : _____
Name : _____
Position : _____
Employee No. : _____
Date : _____