



IOI GROUP

IOI CORPORATION BERHAD

196901000607 (9027-W)

CODE OF CONDUCT AND ETHICS FOR DIRECTORS

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1. INTRODUCTION

This Code of Conduct and Ethics (the “Code”) is to provide the fundamental guiding principles and standards applicable to the Board of Directors (the “Board”) of IOI Corporation Berhad (“IOIC” or the “Company”) and its subsidiaries (“IOIC Group” or the “Group”). As Directors of IOIC Group, they are expected to adhere to, comply with and uphold the provisions of the Code.

The Directors acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation. This Code is not intended to be exhaustive. It 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 and IOIC Group including any relevant best practices or standards in corporate governance and provisions of the constitutions of the companies within IOIC Group.

2. DEFINITION

In the context of this Code, Director has the meaning assigned to it in the Companies Act 2016 and includes the chief executive, the chief financial officer and any other person primarily responsible for the operations or financial management of a corporation, by whatever name called; and in the case of a corporation formed or incorporated or existing outside Malaysia, a member of the corporation’s board of directors or governing body or a person occupying or acting in the position of a member of the corporation’s body, by whatever name called.

3. OBJECTIVES

This Code is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:-

- a) Directors to uphold the spirit of accountability and social responsibility in line with the legislation, regulations and guidelines for governing a company.
- b) Directors to act in good faith having regards to the best interest of IOIC Group and its shareholders and other stakeholders.
- c) Directors to discharge and perform duties to IOIC Group, its shareholders and other stakeholders by honestly observing high standards of ethical behaviour and abiding by all laws, rules and regulations.
- d) Directors to promote good business conduct and maintaining a healthy corporate culture that engenders transparency and fairness.

4. FUNDAMENTAL PRINCIPLES

4.1 Directors shall act within the authority conferred upon them in the best interests of IOIC Group and shall:-

- a) act in the best interest of, and fulfil their fiduciary obligations to IOIC Group and its shareholders.
- b) act honestly, fairly, ethically and with integrity.
- 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 or 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 IOIC Group, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation.
 - f) not exploit for his or her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless IOIC Group declines to pursue such opportunity for its business interest.
 - g) act to enhance and maintain the reputation of IOIC Group.
 - h) strive to contribute towards the growth and sustainability of IOIC Group.
- 4.2 Directors who are appointed by virtue of their position as representatives of a shareholder, must act in the best interest of the companies within IOIC Group in which they act as board members. In the event of any conflict between their duties to act in the best interest of IOIC Group and their duties to their nominator, they must not subordinate their duties to act in the best interest of IOIC Group to their nominator.

5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every Director in exercising and/or discharging his or her powers or duties shall comply with all applicable laws, rules and regulations including the constitution of the Company or the companies within IOIC Group and guidance and directives issued by the authorities.

6. CONFLICT OF INTEREST

- 6.1 Directors should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of IOIC Group or which divides his or her loyalty to IOIC Group. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of IOIC Group. Directors must not use their position or knowledge gained directly or indirectly in the course of their duties for private or personal advantage.
- 6.2 Directors 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 IOIC Group, and if so required, to abstain themselves from any deliberation and decision relating thereto.
- 6.3 Where a potential or actual conflict arises, every Director shall adhere to the procedures provided by the relevant laws including but not limited to the Companies Act 2016 and the Main Market Listing Requirements of Bursa Securities Malaysia Berhad and where applicable, *IOIC Group's Conflict of Interest Disclosure Statement*.

7. ANTI-CORRUPTION OR BRIBES

To observe high standards of business, professional and ethical conduct, the Directors (whether acting in their own capacity or on IOIC Group's behalf) are committed to refrain themselves from offering, giving or receiving any gift and any other form of benefits which involve cash or cash equivalents or which could be evaluated as illegal or improper exchange from persons or entities who deal with the Company or IOIC Group where the gifts would reasonably be expected to influence the performance of the Directors' duties in any aspect, unless they are nominal gifts of commemorative nature, up to a market value not exceeding the limit set in *IOIC Group's Gifts and Hospitality Guidelines*.

8. PROTECTION OF ASSETS OF THE COMPANY

- 8.1 Directors shall take reasonable care to safeguard the Company's assets, including its physical premises, equipment and facilities as well as the records and information or data.
- 8.2 Company's assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

9. CONFIDENTIALITY

- 9.1 Directors may come into possession or access to confidential, sensitive and non-public information ("Inside Information") in the course of their directorships with IOIC Group. Directors must treat all such information in 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.
- 9.2 The obligation to preserve the Group's Inside Information is ongoing even after an individual ceases to be a Director of the Group, until the information becomes publicly available or the Group no longer considers it as confidential.
- 9.3 Directors must not misuse confidential information of a third party.

10. INSIDER TRADING

- 10.1 Directors who possess Inside Information shall not:-
- a) Deal in securities, if that information has not been made public; or
 - b) Communicate such information to any unauthorised persons, for the benefit of himself or herself or any other persons.
- 10.2 When dealing in the securities, a Director 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.

11. ANTI-MONEY LAUNDERING

- 11.1 Directors do not tolerate any form of money laundering activities. Appropriate measures shall be implemented to know who IOIC Group is doing business with to prevent the Group's financial transactions from being used by others to launder money.
- 11.2 Directors shall be made aware of the applicable anti-money laundering laws and shall seek to ensure they are appropriately and adequately informed of developments in the laws relating to this area.
- 11.3 Directors are expected to be mindful of the risk of the Group's business being used for money laundering activities and to promptly raise any suspicious transactions to the Company.

12. FAIR DEALING AND ANTI-COMPETITION

In the interests of preserving reputation and integrity of IOIC Group, a Director shall act impartially, honestly and responsibly in dealing with all employees, stakeholders, regulators and public where he or she shall not:-

- a) Compete or aid/assist other competitors to compete with IOIC Group; and

- b) Take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any unfair dealing practice.

13. NON-COMPLIANCE OF THE CODE

Directors must immediately report any concern about possible or actual breaches of the Code by any Director 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 by Directors.

14. WAIVER

No waiver of any provision of this Code shall be valid unless provided in writing by the Board, as it deems fit and appropriate and in full compliance with any applicable laws or regulations.

15. ENFORCEMENT OF THE CODE

In the event of any violation of this Code by any Director, the Board shall determine appropriate actions to be taken after considering all relevant information and circumstances.

16. REVIEW OF THE CODE

This Code shall be reviewed by the Board and be amended and modified from time to time in line with any changes in law, governance code couple with the change in the Company's vision, values and business plan. All Directors shall be duly informed of such amendments and modifications.

This Code is revised and approved by the Board on 15 September 2020.