



TSR CAPITAL BERHAD

Registration No. 200101005393 (541149-W)

(Incorporated in Malaysia)

**DIRECTORS' AND EMPLOYEES'
CODE OF CONDUCT & ETHICS**

Code of Conduct & Ethics (“Code”)

Introduction

Malaysia is increasingly dependent on the private sector for sustainable growth in commercial and business activities as well as for overall economic growth, especially with the positive economic developments and the privatisation of national operations such as the postal service, telecommunications, power generation and sewerage system providing disclosure of company reports and accounts for in-depth review.

The business environment and laws will continue to become more complex and this has imposed a greater demand for reasonable competence amongst company directors. It is important to establish a standard of competence for corporate accountability which includes standards of professionalism and trustworthiness in order to uphold good corporate integrity.

The experience within the country has exposed a critical need for the formulation of corporate accountability standards in order to establish an ethical corporate environment.

Principle

The principle of this Code is based on principles in relation to sincerity, integrity, responsibility and corporate social responsibility.

Purpose

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

1. To establish a standard of ethical behaviour for directors based on trustworthiness and values that can be accepted, are held or upheld by any one person.
2. To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administering a company.

Definition

In the context of this Code, a company director means any person who holds the position of director in a corporation irrespective of any designation used, including anyone who follows the directives and advice of a corporate director and who usually takes action, as well as an in-turn or substitute director. A director also includes both executive and non-executive directors as well as executive and non-executive chairpersons.

In the performance of his duties, a director should at all times observe the following codes:

1. Should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
2. Should devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
3. Should ensure at all times that the Company is properly managed and effectively controlled;
4. Should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
5. Should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
6. Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is his own judge of his abilities and how best to manage his time effectively in the company in which he holds directorship;
7. Should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
8. Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
9. Should disclose immediately all contractual interests whether directly or indirectly with the Company;
10. Should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
11. Should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
12. Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake;
13. Relationship with Shareholders, Employees, Creditors and Customers
 - i. Should be conscious of the interest of shareholders, employees, creditors and customers of the Company;
 - ii. Should at all times promote professionalism and improve the competency of management and employees; and
 - iii. Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.
14. Social Responsibilities and the Environment
 - i. Should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business as the case may be;
 - ii. Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
 - iii. Should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
 - iv. Should ensure that the activities and the operations of the company do not harm the interest and well-being of society at large and assist in the fight against inflation.

Code of Ethics for Employees

The Company expects all employees to:-

1. Support the policies, procedures and practices of the Company.
2. Discharge the responsibilities assigned to them by the Company or its' related Companies with full commitment and dedication and that they will promote and advance the interests of the Company at all times.
3. Give his/her undivided loyalty and devotion to the Company and not engage directly or indirectly in other forms of employment of other businesses even on a part time basis.
4. Seek the Management's prior permission for any shareholdings or directorship in other Companies outside the group.
5. Conduct themselves professionally at all times in order to reflect the good standing and reputation of the Company.
6. Keep in absolute confidence all Company information that they have acquired during their employment.
7. Serve with honesty, integrity, goodwill and courtesy
8. Display a high sense of cooperation and pro-activeness in carrying out his duties.
9. Generate efficient ways or approaches in the course of his/her work.
10. Not subordinate his/her duties to the Company in favour of his/her private interests.
11. Not conduct him/herself in any manner as likely to bring his/her private interests into conflict with his/her duties.
12. Not conduct him/herself in any manner as likely to cause a reasonable suspicion that:-
 - i. He/She has allowed his/her private interests to come into conflict with his/her duties so as to impair his/her usefulness as an employee of the Company.
 - ii. He/she has used his position in the Company to his/her advantage.
13. Not conduct himself/herself in such a manner as likely to bring the Company into disrepute or bring discredit to the Company.
14. Not bring or attempt to bring any form of outside influence or pressure to support or advance a claim relating to the Company whether the claim is his/her individual claim, or that of other employees of the Company.
15. Not conduct himself/herself in such a manner as can be reasonably be constructed as lacking in efficiency.
16. Not conduct himself/herself in an irresponsible manner
17. Not conduct himself/herself in such a manner as may be construed as an act of insubordination.
18. An employee who is in breach of the above codes will render him/herself liable to disciplinary action.

Review of the Directors' Code of Conduct & Ethics

The Directors' Code of Conduct & Ethics shall be reviewed and may be amended by the Committee as and when it deems appropriate and shall be presented to the Board for approval.