

**FOCUS POINT HOLDINGS BERHAD
(884238-U)**

**CODE OF CONDUCT AND ETHICS FOR
DIRECTORS AND SENIOR
MANAGEMENT**

CONTENTS:

CODE OF CONDUCT AND ETHICS (“CCE”) FOR DIRECTORS AND SENIOR MANAGEMENT		Page
1.0	OBJECTIVE	2
2.0	DEFINITIONS	2
3.0	CCE	2
3.1	Directors	3
3.2	Senior Management	5
4.0	COMPLIANCE OF THE CCE	8
5.0	REVIEW OF THE CCE	8
6.0	CHRONOLOGY OF CHANGES TO THE CCE	8

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CODE OF CONDUCT AND ETHICS (“CCE”) FOR DIRECTORS AND SENIOR MANAGEMENT

1.0 OBJECTIVE

The CCE for Directors and Senior Management is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:

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

2.0 DEFINITIONS

- i. In the context of this CCE, a Company Director means any person who holds the position of director in the Company irrespective of any designation used, including anyone who follows the directives and advice of the Company’s 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 Independent and Non-Executive Chairman and President/Chief Executive Officer (“CEO”).
- ii. Senior Management means any person who holds principal executive officer of the Company for the time being by whatever name called and whether or not he is a Director. It also includes a group of high level executives that actively participate in the daily supervision, planning and administrative processes required by a business of the Company to help meet the Company’s objectives. The Senior Management in the Company shall include President/CEO and Chief Financial Officer.

3. CCE

In the performance of the duties of the Directors and Senior Management, they should at all times observe the following CCE:

3.1 **DIRECTORS**

3.1.1 **Corporate Governance**

- i. Should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- ii. Should devote time and effort to attend meetings and to know what is required of the Board of Directors ("Board") and each of its Directors, and to discharge those functions;
- iii. Should ensure at all times that the Company is properly managed and effectively controlled;
- iv. 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;
- v. Should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- vi. Should limit his directorship of companies to a number in which he can best devote his time and effectiveness and in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; 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;
- vii. 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;
- viii. Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
- ix. Should disclose immediately all contractual interests whether directly or indirectly with the Company and refrain from deliberation and voting on those transaction which they are interested;

- x. 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;
- xi. 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
- xii. Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at risk.

3.1.2 **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.

3.1.3 **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 any one of the related corporations 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 be more proactive to the needs of the community and to assist in society-related programmes; and
- v. 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.

3.1.4 **Insider Trading**

Should observe all applicable laws and regulations applicable to them with respect to the purchase and sale of the Company's securities.

3.1.5 **Maintaining Confidentiality**

Should take all reasonable measures to protect the confidentiality of non-public information about the Company or its subsidiaries and their customers obtained or created in connection with their activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

3.2 **SENIOR MANAGEMENT**

3.2.1 **Corporate Governance**

- i. Should conduct the operations with honesty, integrity and openness with respect for the human rights and interests of the employees.
- ii. Should similarly respect the legitimate interests of those with whom they have relationships both internal and external to the Company.
- iii. Should avoid the followings in carrying out their duties and responsibilities:

- a. appropriating corporate business opportunities for themselves that are discovered through the use of Company's property or information or their position as Senior Management;
 - b. using Company's property or information for personal gain; and
 - c. competing with the Company.
- iv. Should avoid personal activities and financial interests, which could conflict with their responsibilities to the Company.

3.2.2 **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.

3.2.3 **Social Responsibilities and the Environment**

- i. Should advise the Board to undertake necessary steps in accordance with the law to properly wind-up or strike off the company register if any one of the related corporations 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 be more proactive to the needs of the community and to assist in society-related programmes; and
- v. 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.

3.2.4 **Disclosures and Reporting**

- i. Should seek to promote fair, accurate, timely and understandable disclosure in the reports and documents filed or submitted to regulatory bodies and circulated to shareholders.
- ii. Should assist the Company in providing disclosure to the investing community that is not only in conformity with applicable rules of the regulatory bodies, but also fairly presents to the investors and the public the financial condition and results of operations of the Company.

3.2.5 **Compliance with Laws, Rules and Regulations**

- i. Should acquire appropriate knowledge of the relevant requirements relating to their duties sufficient to enable them to recognize potential dangers; and
- ii. Should comply with all applicable and identified laws, rules and regulations.

3.2.6 **Insider Trading**

Should observe all applicable laws and regulations applicable to them with respect to the purchase and sale of the Company's securities.

3.2.7 **Maintaining Confidentiality**

Should take all reasonable measures to protect the confidentiality of non-public information about the Company or its subsidiaries and their customers obtained or created in connection with their activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

4.0 **COMPLIANCE OF THE CCE**

- 4.1 The Directors and Senior Management are expected to read and understand the CCE, act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by the CCE of the Company and other policies and procedures adopted by the Company that govern the conduct of its Directors and Senior Management.
- 4.2 The Directors and Senior Management should promptly communicate any breaches of the CCE, including violations of laws, rules, regulations or the Company's policies, to the Board.
- 4.3 The Company will take appropriate action against any Officer whose actions are found to violate the CCE or any other policy of the Company, after giving him a reasonable opportunity of being heard.

5.0 **REVIEW OF THE CCE**

The CCE shall be reviewed by the Board annually and may be amended as the Board may deem appropriate.

6.0 **CHRONOLOGY OF CHANGES TO THE CCE**

<u>No.</u>	<u>Historical Records</u>	<u>Date</u>
i.	CCE was adopted by the Board of Directors at its 2/2013 Board of Directors' Meeting. <i>(Prepared by Tricor Corporate Services Sdn. Bhd.)</i>	16 April 2013