

MHC PLANTATIONS BHD

CODE OF CONDUCT AND ETHICS

INTRODUCTION

In line with good corporate governance practices, the Board, the Management and employees of MHC Plantations Bhd (“**MHC**”) and its subsidiaries (collectively referred to as the “**Group**”) have made a commitment to create a corporate culture within the Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. This Code of Ethics and Conduct (“**Code**”) sets out the principles and standards of business ethics and conduct of the Group.

This Code applies to all employees including full time, probationary, contract, temporary, trainee and intern staff (“**Employees**”) and directors of MHC.

The Code has been approved by the Board of Directors. Updates or amendments to this Code may be made from time to time to be in line with any changes in applicable laws and regulations, or changes to the Company’s vision and mission or other relevant factors. Employees will be informed of any update or amendment to the Code.

PURPOSE OF THE CODE

This Code is formulated with the intention of achieving the following aims:

- 1) to encourage high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors and Employees;
- 2) to foster standards to protect and promote the interests of shareholders and all stakeholders; and
- 3) to provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company’s integrity.

CODE OF CONDUCT AND ETHICS

1. COMMITMENT

An employee shall commit himself to ethical and lawful conduct, including proper use of authority.

An employee 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.

2. CONFIDENTIALITY

An employee shall respect the confidentiality appropriate to issues of a sensitive nature and he/she shall not use the confidential information obtained by reason of his/her office for his/her own advantage or that of others.

An employee shall not, during his employment or thereafter, except in the proper course of his duties, divulge to any person and shall use his best endeavours to prevent the publication or disclosure of any trade secret, information concerning the business or finance of the Company, or dealings, transactions or affairs which may come to his knowledge during or in the course of his employment.

3. CONFLICT OF INTEREST

An employee must avoid conflict of interest with respect to his fiduciary responsibility.

An employee must present un-conflicted loyalty to the interests of the Company and Group. This accountability supersedes any conflicting loyalty to advocacy or interest groups, membership on other boards or staff. It also supersedes the personal interest of any employee acting as a consumer of the Group's services.

4. MONEY LAUNDERING

Employees should always ensure that they are conducting business with reputable customers, for legitimate business purposes and with legitimate funds. Employees need to be mindful of the risk of the Group's business being used for money laundering activities and if they suspect money laundering activities, they should report it to their Head of Department or the relevant person designated by the Company

5. BRIBERY AND CORRUPTION

The Group is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and in implementing and enforcing effective systems to counter bribery and corruption.

6. INSIDER TRADING

Employees who are in possession of market sensitive information are not allowed to trade in securities of the Company if that information has not been made public. Employees are also prohibited from disclosing any non-public price sensitive information to any third party.

7. WORKPLACE HEALTH AND SAFETY

The Group is committed to providing a safe and healthy work environment to all Employees. Health and safety support and training will be provided to Employees so that they understand their occupational health and safety obligations and diligently comply with all health and safety requirements, policies and procedures set out by the Company. Safety is everyone's responsibility.

8. HARASSMENT, THREAT AND VIOLENCE

The Group seeks to provide a work environment where Employees are treated with respect and free from any form of harassment, threat, intimidation, violence or any other inappropriate behaviour. Employees are responsible to report any harassment, intimidation, offensive or inappropriate behaviour to their immediate superior. All complaints or grievances will be investigated and appropriate action will be taken to stop such conduct and prevent future occurrences.

9. FAIR AND COURTEOUS BEHAVIOR

All Employees are to treat their fellow Employees fairly and courteously without regard to race, creed, religion, gender, nationality, age or disability, and shall not create any form of discrimination or prejudice in the workplace.

10. DRUGS, ALCOHOL AND PROHIBITED SUBSTANCES

The Group prohibits illegal use, sale, purchase, manufacture, possession or consumption of drugs, other than medically prescribed drugs. Employees are strictly prohibited working under the influence of alcohol, illegal drugs or controlled substances.

11. COMPLIANCE WITH LAWS

The Group will comply with all applicable laws and regulatory requirements. All the Directors and employees are expected to understand, act and comply with the laws, rules and regulations that are relevant to their work and duties.