

CODE OF CONDUCT AND ETHICS FOR DIRECTORS

INTRODUCTION

Damansara Realty Berhad (“DBHD” or “the Company”) and its Group of Companies value honesty, integrity and adherence to the highest ethical standards. As part of its commitment to act with integrity in all its activities, DBHD Group had adopted this Code of Conduct and Ethics (“the Code”) to reaffirm its dedication to the highest ethical standards.

PRINCIPLE

The principles on which the DBHD’s Board of Directors’ Code of Ethics (“the Code”) rely are those that concern transparency, integrity, accountability and corporate social responsibility.

OBJECTIVES

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

- I. Establish a standard of ethical behaviour and conduct required for Directors 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 administrating 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.

CODE OF ETHICS

The Board of Directors of DBHD (“the Board”) are committed to observe and promote the highest standards of ethical conduct in the performance of their responsibilities.

In the performance of his/her duties, a Director **SHOULD** at all times observe the following:

A. Corporate Governance

- 1) Have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- 2) Devote sufficient time and effort to attend all Board/ Committee meetings and to know what is required by the board and each of its directors, and to discharge those functions. Directors must be present for at least 50% of the total meetings held during the financial year.
- 3) Ensure at all times that the Company is properly managed and effectively controlled;
- 4) 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) Insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- 6) Limit his/her directorship of companies to a number in which he/she can best devote his/her time and effectiveness; each director is his/her own judge of his/her abilities and how best to manage his time effectively in the company in which he/she holds directorship;
- 7) 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) At all times exercise his/her powers for the purposes they were conferred, for the best interest of the Company and not based upon their personal interest;
- 9) Disclose immediately all contractual interests whether directly or indirectly with the Company;
- 10) Neither divert to his/her own advantage any business opportunity that the Company is pursuing, nor may he/she use confidential information obtained by reason of his/her office for his/her own advantage or that of others;
- 11) 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/her powers in discharging his/her duties; and
- 12) Be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake

B. Relationship with Shareholders, Employees, Creditors and Customers:

- 1) Be conscious of the interest of shareholders, employees, creditors and customers of the Company;
- 2) At all times promote professionalism and improve the competency of management and employees; and
- 3) Ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

C. Social Responsibilities and the Environment:

- 1) 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;
- 2) Adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- 3) Ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- 4) Be more proactive to the needs of the community and to assist in society-related programmes; and
- 5) 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.

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