



**BREM HOLDING BERHAD**

**BUILD . BALANCE . BEYOND**

## **INVESTOR RELATIONS**

# **CODE OF ETHICS AND CONDUCT**

### **1. INTRODUCTION**

In line with good corporate governance practices, the Board, the Management and employees of Brem Holding Berhad (“Brem” or “the Company”) 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 (the “Code”) sets out the principles and standards of business ethics and conduct of the Group.

### **2. OBJECTIVE**

The objective of the Code is to assist the Directors and Employees (as defined under Clause 3 of the Code) in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations for the Directors and Employees to behave or conduct in an ethical manner when performing their duties.

All Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

### **3. APPLICABILITY**

The Code is applicable to all Directors and employees (including full time, probationary, contract and temporary staff) (“Employees”) Group.

Each Employee has a duty to read and understand the Code. Violation of any provision of the Code can result in disciplinary action being taken, including termination of employment.

For further clarification of or any concerns on the Code, a Director may refer or highlight to the Chairman of the Board, whereas an Employee may refer or highlight to the immediate superior, Head of Department or the Executive Director or the Managing Director.



## **4. CORE AREAS OF CONDUCT**

### **4.1 Conflicts of Interest**

The Directors and Employees should avoid involving themselves in situations where there is conflict of interest between them and the Group. Directors and Employees must not make use of their positions or knowledge gained directly or indirectly from their employment or in the course of their duties for personal gain or advantage (directly or indirectly).

In addition, a Director or an Employee shall avoid any situation in which their personal interest in any entity or matter influenced their judgment in the discharge of their responsibilities.

### **4.2 Confidential Information**

All Directors and Employees must exercise caution and due care to safeguard any information of a confidential and sensitive nature relating to the Group which is acquired in the course of their employment, and are strictly prohibited from disclosing the information to any person, unless the disclosure is duly authorised or legally mandated.

A Director or Employee who knows of material information affecting the Group which has not been released to the public must keep such information strictly confidential until it is publicly released.

### **4.3 Inside Information and Securities Trading**

No Director or Employee shall use price sensitive non-public information, which can affect the prices of the securities of the Company and/or related listed companies when it becomes publicly known ("Inside Information"), for personal benefit. Directors and Employees with Inside Information are prohibited from trading or providing information to others to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released..

### **4.4 Protection of Assets and Funds**

Directors and Employees must protect the assets and funds of the Group and ensure they are being used for legitimate business purposes and that property or information of the Group or opportunity arising from these must not be used for personal gain.

### **4.5 Business Records and Control**

Accurate, timely and reliable records are necessary to meet the Group's legal and financial obligations and for managing the affairs of the Group. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each relevant Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group under any circumstances.



#### **4.6 Compliance with the Law**

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work.

#### **4.7 Personal Gifting**

No personal gifts, favours, entertainment or services, in cash or kind, that could influence objective and fair business decisions by the Director or Employee shall be accepted or provided.

The gifts, favours, entertainment or services that are deemed as not given to influence the Directors' or Employees' performance of duties are permissible, and these include normal business courtesies (meals or entertainment), token gifts which are occasional, gifts during festive or special occasions and gifts from social functions attended by the Directors or Employees on behalf of the Group.

#### **4.8 Health and Safety**

The Group will use its best endeavors to ensure a safe workplace and implement proper occupational health and safety practices commensurate with the nature of the Group's businesses and activities. Realisation of the objectives requires all Directors and Employees to understand and abide by the Group's policies and procedures.

#### **4.9 Sexual Harassment**

Sexual harassment at the workplace is unacceptable. It is the Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any issues or matters relating to Sexual Harassment at the workplace should be directed either to the Employees' superior or the Human Resource Department.

#### **4.10 Outside Interest**

Directors and Employees shall not engage in an outside interest that will undermine their performance or bring disrepute to the Group.

#### **4.11 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 physical condition, and shall not create any form of discrimination or prejudice at the workplace.

#### **4.12 Misconduct**

Director or Employee shall not involve in or abet any activity that is deemed by the Group to be an act of misconduct (including the use of prohibited drugs).



## **5. REPORTING OF VIOLATIONS OF THE CODE**

Any Employee who has knowledge of or suspects a violation of the Code is encouraged to whistle blow or report the concerns to the Board or the Management through the Whistle Blowing Channel. The Whistle Blowing Policy with details of its provision, protection and procedure for reporting violations of the Code are available on the Brem website. No individual will be discriminated against or shall suffer any act of retaliation for reporting in good faith any violation or suspected violation of the Code.

## **6. REVIEW OF THE CODE**

The Board will monitor the compliance with the Code and review the Code on regular basis to ensure that it continues to remain relevant and appropriate.

Signed for and on  
Behalf of the Board of Directors,

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Dato' Hj. Abu Sujak bin Hj. Mahmud  
Chairman of the Board  
Date: 24 July 2013