



JAYCORP BERHAD
(Company No. 459789-X)

CODE OF ETHICS

1. Introduction

Commitment to ethical professional conduct is expected of every director of Jaycorp Berhad (“Jaycorp” or “the Company”) and its subsidiaries (hereinafter referred to as the Group). This Code of Ethics, consisting of commitments formulated as statements of personal responsibilities, identifies the elements of such a commitment.

2. Commitment

- 2.1. The commitment to excellence is fundamental to the philosophy of the Company. This commitment to excellence means that every director of the Group shares a common set of objectives and benefits from the achievement of those objectives.
- 2.2. Each director is committed to the Company’s core values of Commitment, Honesty, Respect, Teamwork, Creativity, and Responsibility which together provide a guide for achieving our business goals in an open, honest, ethical and principled manner.

3. Principle

This Code is based on the principles of sincerity, integrity, responsibility and corporate social responsibility.

4. Code of Ethics

In the performance of his or her duties, each Director must comply with the letter and spirit of the following codes:

Corporate Governance

- 4.1. To have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- 4.2. To 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;
- 4.3. To ensure at all times that the Company is properly managed and effectively controlled;



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- 4.4. To stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- 4.5. To insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- 4.6. To 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;
- 4.7. To 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;
- 4.8. To at all times exercise his powers for the purposes they were conferred, for the benefit and best interest of the Company;
- 4.9. To disclose immediately all contractual interests whether directly or indirectly with the Company;
- 4.10. To 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;
- 4.11. To 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
- 4.12. To be willing to exercise independent judgement and, if necessary, openly oppose if the vital interest of the Company is at stake.
- 4.13. Relationship with Shareholders, Employees, Creditors and Customers and other Stakeholders
 - a) Should be conscious of the interest of shareholders, employees, creditors and customers of the Company;
 - b) Should at all times promote professionalism and improve the competency of management and employees; and
 - c) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.



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5. Compliance Standards

- 5.1. To communicate any suspected violations of this Code promptly to the Senior Independent Director and complying with the Whistle Blower Policy; and
- 5.2. Violations will be investigated by the Board or by persons designated by the Board and appropriate action will be taken in the event of any violations of this Code.

6. Periodic Review

This Code shall be reviewed annually by the Board.

This Code is dated 13 November 2013.