



GAGASAN NADI CERGAS
BERHAD (1238966-U)

CODE OF ETHICS AND CONDUCT POLICY

Document Title: GROUP POLICY – CODE OF ETHICS AND CONDUCT POLICY	Company	Gagasan Nadi Cergas Berhad
	Department	QA/QC & Compliance
	Issue No.	1
	Revision No.	0
	Reference No.	GNCB/QAC/POL/CEC02/1.0
	Effective Date	1 June 2020

1.0 INTRODUCTION

In line with good corporate governance practices, the Board, the Management and employees of Gagasan Nadi Cergas Berhad (“Nadi” 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.

2.0 OBJECTIVE

The objective of this policy is to assist the Directors, Employees, Business Associates and External Providers in defining ethical standards and conduct at work. The Code is not intended to be exhaustive, and there may be additional obligations to each individual are expected to behave or conduct when performing their duties.

For all intents and purposes, all Directors, Employees, Business Associates and External Providers 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.

3.0 SCOPE, TERM AND DEFINITIONS

3.1 SCOPE

The Code is applicable to all Directors, Employees (including full time, probationary, contract and temporary staff) , Business Associates and External Providers involved on the following group business activities; Provision of Property Development, Constructions of Civil Engineering in Building Works, Infrastructures and Services, Concession and Facilities Management, Power, Energy and Utilities.

Each individual has a duty to read and understand the Code. Violation of any of the Code’s provisions can result in disciplinary action, including termination of employment.

3.2 TERM AND DEFINITIONS

“Employees” refers to all personnel who directly and indirectly contracted to the company and its subsidiaries.

“Business Associates” refers an external party with whom the organisation has or plan to establish some form of business relationship.

“Director” refers to person or group of people who directs and controls an organisation at the highest level or also known as top management.

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“External Providers” refers to provider that is not part of the organization. Example: Subcontractor, Consultant, Client Producer, distributor, retailer or vendor of a product or a service.

4.0 CORE AREAS OF ETHICS AND CONDUCT

4.1 Conflicts of Interest

The Directors, Employees, Business Associates and External Providers shall avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Group. Directors, Employees, Business Associates and External Providers must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).

4.2 Confidential Information

In addition, a Director, Employee, Business Associate and External Provider shall avoid any situation in which they have an interest in any entity or matter that may influence their judgment in the discharge of responsibilities.

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 are prohibited to trade in securities or to provide information to others to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released. Directors or Employees shall also not trade in securities in any other companies where they have Inside Information which they obtain in the performance of their duties.

4.4 Protection of Assets and Funds

Directors and Employees must protect the assets and funds of the Group to ensure availability for legitimate business purposes and that no property, information or position belonging to the Group or opportunity arising from these 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 to manage 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 Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Group, under any circumstances.

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4.6 Compliance to 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, Employees, Business Associates and External Providers are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work, not limited to:

- a) Anti-Money Laundering and Anti-Terrorism Financing Act 2001
- b) Malaysia Anti-Corruption Commission Act 2009, Act A1567 (Amendment 2018)
- c) Personal Data Protection Act 2010
- d) Competition Act 2010
- e) Whistleblower Protection Act 2010
- f) Company Act 1965, 19773, 2016

The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

4.7 Personal Gifting

No personal gifts, favours, entertainment or services, in cash or kind, that will or will appear to influence objective and fair business decisions, will be accepted or provided.

4.8 DONATIONS AND SPONSORSHIP

Any donation and sponsorship to/from any company with regards any amount shall be directed to Group Managing Director's Office for review and approval.

4.9 Health and Safety

The Group will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Group's businesses and activities. Such a commitment in return requires that all Directors, Employees, Business Associates and External Providers understand and abide by the Group's policies and procedures.

4.10 Sexual Harassment

Sexual harassment by any Directors, Employees, Business Associates and External Providers is unacceptable. It is the Group's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the Employees' superior or the Human Resource Department. All such reports and/or complaints shall be treated with strictest confidence.

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4.11 Outside Interest

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

4.12 Fair and Courteous Behaviour

Each individual is to treat their fellow colleagues 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.

4.13 Misconduct

Directors, Employees, Business Associates and External Providers is to be involved in or abet any activity that is deemed by the Group to be an act of misconduct (includes use and abuse of drugs).

4.14 Review of the Code

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

4.15 Waiver of the Code

Waiver of the Code may be made by the Board or the appropriate Committee of the Board. Waiver of the Code may be granted on a case-by-case basis and only in extraordinary circumstances.