

# Teras Sari Resources Sdn Bhd


Code of Conduct and Ethics

Rev: 0

## Teras Sari Resources Sdn Bhd

# CODE OF CONDUCT AND ETHICS

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## CODE OF CONDUCT AND ETHICS

### 1. Purpose

- 1.1. This document sets out the Code of Conduct and Ethics ("Code") that Teras Sari Resources Sdn Bhd including its subsidiaries, affiliates and/ or related companies (hereinafter "the Company" or "we" or "us" or "our") has put in place.
- 1.2. This Code of Conduct and Ethics clarifies the standards of behaviour that The Company expects of all Employees, and it affirms The Company's belief in responsible social and ethical behaviour from all Employees.

### 2. Scope

- 2.1. This Code of Conduct and Ethics applies to all individuals working at all levels and grades, including senior management managers, officer, directors, Employees (whether permanent, fixed term or temporary), consultant, trainee, seconded staff, homeworkers, casual Employee and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "Employee(s)" in this Policy).
- 2.2. This Code of Conduct and Ethics is applicable to all Employees and its connected person(s).
- 2.3. This Code of Conduct and Ethics also provides the framework of principles for us in conducting business, dealing with other Employees, Clients and suppliers. The Code of Conduct does not replace legislation and if any part of it is in conflict, then legislation takes precedence.

### 3. Definitions

- 3.1. In this document, "Code" refers to this Code of Conduct and Ethics.
- 3.2. In this Code, "Connected Person(s)" refers to:
  - 3.2.1. A spouse, parent, siblings, children or step-children.

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- 3.2.2. A corporate body with which an Employee is associated;
- 3.2.3. A person acting as the Trustee of any Trust, the beneficiaries of which includes the Employee or corporate body;
- 3.2.4. A person acting as a partner or any person who by virtue is connected with an Employee.

## **4. Responsibility**

- 4.1. All Employees regardless of grade, rank, or department must read understand and comply with this Policy.
- 4.2. The Company expects co-operation from all employees in conducting themselves in a professional, ethical and socially acceptable manner of the highest standards.

## **5. Principles of the Code of Conduct and Ethics**

- 5.1. Our Employees contribute to the success of our organisation and that of our Clients.
- 5.2. Every employee shall use due care in the performance of their duties, be loyal to the Company and act in good faith and in a manner which they reasonably believe to be in and / or not opposed to the best interests of the Company.
- 5.3. Our employees have an obligation to the Business, our Clients and themselves to observe high standards of integrity and fair dealing. Unlawful and unethical business practices undermine employee and Client trust.
- 5.4. The principles which underpin our Code of Conduct and Ethics:
  - 5.4.1. Conducting self and business with integrity and ethically;
  - 5.4.2. Compliance with law, regulations and policies;
  - 5.4.3. Respecting each other and the environment;

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5.5. The Company Code is based on the following:

**5.5.1. Conducting self and business with integrity and ethically:**

- (a) Act with and maintain a high standard of integrity and professionalism;
- (b) Avoid the perception that any business transaction may be influenced by offering or accepting gifts;
- (c) Under no circumstances offer or accept money;
- (d) Avoid any apparent conflict of interests and promptly declaring so if found to be in tenable positions;
- (e) Perform duties with skill, honesty, care and diligence;

**5.5.2. Compliance with law, regulations and policies:**

- (a) Obey all laws and regulations;
- (b) Be responsible and scrupulous in the proper use of Company information, funds, equipment and facilities;
- (c) Abide by policies, procedures and lawful directions that relate to your employment with the company and/ or our Clients;

**5.5.3. Respecting each other and the environment:**

- (d) Communicate with our colleagues, peers, clients, vendors and people in general with respect and transparency;
- (e) Exercise fairness, equality, courtesy, consideration and sensitivity in dealing with other employees, clients and suppliers;
- (f) Be considerate and respectful of the environment and minimise our impact to it by adopting green practices;

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## 6. Guidelines for Conduct

6.1. The Company's Code of Conduct and Ethics covers the following topics. Employees are encouraged to thoroughly read and understand the expected behaviours with respect with the following:

- (g) Conflict of Interest
- (h) Gifts and Entertainment
- (i) Company Property
- (j) Confidential Information
- (k) Fair Dealing
- (l) Compliance with Laws and Regulations
- (m) Discrimination and Workplace Harassment
- (n) Safety
- (o) Alcohol, Drugs and Other Substances

## 6.2. CONFLICT OF INTEREST

6.2.1. Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the Company.

6.2.2. Employees must avoid any conflict of interest between their private interests (whether personal, business or financial) and their duty to the Company.

6.2.3. Employees must not use their position, official working hours, Company resources and assets for personal gain or to the Company's disadvantage.

6.2.4. All business decisions should be made in the best interests of the Company.

6.2.5. An employee who has an actual or potential conflict of interest must disclose to Human Resources the existence and nature of the actual or potential conflict of interests and all facts known to themselves regarding the transaction that may be material to judgment whether to proceed with the transaction or not.

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## 6.3. GIFTS, HOSPITALITY, DONATIONS AND SPONSORSHIPS (GHDS)

- 6.3.1. When acting on behalf of the Company, employees should never request GHDS or any other business courtesies from people doing business with the Company (including suppliers, customers, competitors, contractors and consultants).
- 6.3.2. Unsolicited gifts are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that the employee is in any way obligated by acceptance of the gift.
- 6.3.3. All GHDS given or received under permissible conditions must be declared to the Company, and only to be given / accepted under the Company, and never under an individual's name. GHDS must never influence business decisions or cause others to perceive an influence.
- 6.3.4. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) of any amount are prohibited.
- 6.3.5. Refer to the Anti-Bribery Policy for thorough guidance on potential red flags and risks.

## 6.4. COMPANY PROPERTY

- 6.4.1. All Employees have the responsibility to safeguard and properly use the Company's assets, resources and facilities, as well as assets of other organisations that have been entrusted to the Company.
- 6.4.2. Company assets include intellectual property which covers any work that has been developed due to the course of business and employment at the Company.
- 6.4.3. Except as specifically authorised, Company assets, including Company equipment, materials, resources and proprietary information, must be used for Company business purposes only.
- 6.4.4. Fraud, theft, abuse or misuse of the Company's assets is unacceptable.

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## 6.5. NON-DISCLOSURE OF CONFIDENTIAL INFORMATION

- 6.5.1. Employees shall maintain confidentiality of information entrusted to them by the Company, which by extension applies to all Client information obtained through working relationships via the Company.
- 6.5.2. The Company's – including any Client's – confidential and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage of the employee or anyone other than the Company.

## 6.6. FAIR DEALING

- 6.6.1. Employees shall endeavour to deal fairly with the Company's Customers, Suppliers, Competitors, Contractors, Consultants and Service Provider and shall never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## 6.7. COMPLIANCE WITH LAWS AND REGULATIONS

- 6.7.1. The Company is committed to comply with all laws, rules and regulations that govern the conduct of our business. All employees must ensure compliance with all laws, rules and regulations governing the business of the Company.

## 6.8. DISCRIMINATION AND WORKPLACE HARASSMENT

- 6.8.1. The Company is committed to equity and equality in all its employment practices and policies. It seeks to recruit, develop, reward and retain its employees on the basis of merit, ability and performance. Discriminating against any employee or person with whom the Company conducts business is strictly prohibited.
- 6.8.2. The Company is committed in maintaining an atmosphere free of any form of harassment or violence in the workplace.
- 6.8.3. Harassment, including sexual and psychological harassment, is prohibited. Harassment includes any conduct, intimidation, comment, gesture or contact that is likely to cause offence or humiliation that deprives a person of the dignity and respect to which they are entitled.



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6.8.4. In addition, harassment can also take the form of any behaviour or action which interferes with an individual's ability to perform assignments or which creates a hostile or intimidating work environment. The Company will not tolerate any form of harassment.

## 6.9. SAFETY

6.9.1. The Company is committed to providing a safe and secure work environment and to reducing the risks of illness and injuries. To that effect, the Company has put in place policies with respect to health conditions and security including working procedures in carrying out tasks. The Company expects every employee to assume personal responsibility for their health and safety, and that of his colleagues. All work is to be done by following instructions and working procedures in place.

## 6.10. ALCOHOL, DRUGS AND OTHER SUBSTANCES

6.10.1. The Company will not tolerate any unlawful use, possession, dispensation, distribution or manufacture of a controlled substance or alcohol in the workplace. Arriving at the workplace or any supplier site under the unlawful influence of any controlled substance or alcohol is also prohibited.

## 7. **Policies related to this Code**

7.1. This Code touches upon other policies which it itself shall require further elaboration and description. Employees are encouraged to refer to the following for further understanding:

7.1.1. Anti-Bribery Policy

7.1.2. Whistle Blower Policy

7.1.3. Gifts & Hospitality Policy

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## 8. Protection and reporting

- 8.1. Any employee, who in good faith, raises a complaint or discloses an alleged breach of the Code, whilst following correct reporting procedures, will not be disadvantaged or prejudiced. All reports will be dealt with in a timely and confidential manner.
- 8.2. If you have reason to suspect anyone who has not upheld our Company Code, please write in to [ereport@terassari.com.my](mailto:ereport@terassari.com.my). This will trigger a series of protocols and you may be required to provide a written official statement to support your case.

## 9. Violations

- 9.1. Any Employee found to be in violation of the Code, engaged in prohibited conduct or ignored suspicious activity may face discipline, including termination of employment or contract and/or referral to appropriate law enforcement authorities.
- 9.2. Further legal action may also be taken against the Employee in the event that the company's interests have been harmed as a result of non-compliance.
- 9.3. Where relevant regulatory authorities have been notified, the company shall provide full co-operation to said authorities, including further action that such authority may decide to take against convicted Employees.

## 10. Queries

- 10.1. If you have any queries or complaints in relation to this Policy or Anti-Bribery and Anti-Corruption generally, you should contact The Company's Compliance Office at [ereport@terassari.com.my](mailto:ereport@terassari.com.my). The Compliance Officer or a person to whom he or she has delegated certain responsibilities, will respond to your query or complaint, investigate the complaint or request from you, additional information in order to do so.

## 11. Approvals and amendment

- 11.1. This Policy has been approved by The Company's Board of Directors. The Company's Board of Directors is the sponsor for this Policy and must approve any changes to it.
- 11.2. This Policy is reviewed yearly and may be updated from time to time. Please ensure that you refer to the latest version of the Policy made available to all Employees.