



RGB International Bhd. (603831-K)
(Incorporated in Malaysia)

CODE OF ETHICS AND CONDUCT

(Last Review Date: 17 April 2018)

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This Code of Ethics and Conduct (“the Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all the directors and employees of RGB International Bhd. (“the Company”) and its subsidiaries (“the Group”) [“the Affected Personnel”].

The standards set out in the Code extend beyond normal working hours and apply to the Affected Personnel fulfilling their roles while on the business of the Group including after home functions, conferences and social activities.

The Affected Personnel are required to display the highest levels of professionalism in all aspects of their work and comply with the Code and all applicable laws, regulations and other policies of the Group. Failure to comply may result in the commencement of disciplinary proceedings that may lead to termination of employment.

The basic principles discussed in the Code are subject to any other policies of the Group covering the same issues such as Anti-bribery and Corruption Policy and Employee Handbook.

1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law is the foundation on which the Group’s ethical standards are built. The Affected Personnel must respect and obey the laws, rules and regulations of the countries in which the Group operates. Although the Affected Personnel are not expected to know the details of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from superiors or other appropriate personnel.

2. COMPETITION AND FAIR DEALING

The Group seeks to outperform its competition fairly and honestly. The Affected Personnel should endeavour to respect the rights of and deal fairly with the Group’s customers, suppliers, competitors and other business partners. The Affected Personnel should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other illegal trade practice.

Corrupt practices, whether directly or through intermediaries, are unacceptable. No bribes or improper payments, gifts or inducements will be made to or accepted from any party irrespective of local business custom and practices. However, in recognition of the reality of commercial and business practices, the Group acknowledges that modest gifts and reasonable entertainment are acceptable as part of the normal course of business provided that such gifts or entertainment are not supplied or received in circumstances indicating an inducement or reward has been given or received.

3. CONFLICTS OF INTEREST

The Affected Personnel are to act in the best interests of the Group and must not engage in activities that directly or indirectly involve, or could appear to involve, a conflict between their private interests and the Group’s interests.

Areas where conflicts might arise include:

- substantial share ownership in competing organisations.
- direct or indirect personal interest in contracts.
- receiving improper personal benefits as a result of his or her position in the Group.
- loans to or guarantees of obligations to the Affected Personnel and/or their family members by the Group.
- work for a competitor, customer or supplier.

The Affected Personnel shall fully disclose any actual or potential conflicts of interest to the Board of Directors (“the Board”) and/or the Management and where such circumstances are permitted by the Board and/or the Management to continue, shall not be deemed a breach of the Code.

4. INSIDER TRADING

All non-public information about the Group should be considered confidential information. The Affected Personnel who have access to confidential information about the Group or any other entity are not permitted to use or share that information for trading purposes in the Company, the other entity’s securities, or for any other purpose except for the conduct of the Group’s business.

5. SAFE AND HEALTHY ENVIRONMENT

The Group strives to provide a safe and healthy working environment for the Affected Personnel, customers, suppliers and contractors. The Group endeavours to ensure that the Group will reduce the environmental impacts of its business activities and will seek to do this through continual improvement of environmental performance, protection and safety.

The Affected Personnel are responsible to maintain a safe and healthy workplace by following safety rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions.

The Affected Personnel are expected to perform the Group related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of illegal drugs in the workplace will not be tolerated.

6. CONFIDENTIALITY AND PROTECTION OF COMPANY ASSETS

The Affected Personnel should protect the Group’s assets and ensure their efficient use. All of the Group’s assets are to be used for the Group’s purposes only. Any suspected incident of fraud or theft should be immediately reported for investigation.

Affected Personnel must keep confidential all information that would reasonably be considered to be confidential including but not limited to the terms and conditions of contracts entered into by the Group, the Affected Personnel and customer details, performance and financial details, and policies and procedures of the Group. The Group will maintain the privacy of confidential information relating to the Affected Personnel and customer.

The Affected Personnel must maintain the confidentiality of the Group's proprietary information (includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports) entrusted to them by the Group or its customers or suppliers except when disclosure is required by laws or regulations. Unauthorised use or distribution of this information will not be tolerated. Appropriate disciplinary and/or legal action will be taken.

7. PROMPT COMMUNICATIONS

In all matters relevant to customers, suppliers, government authorities, public and others in the Group, the Affected Personnel must make every effort to achieve complete, accurate, and timely communications by responding promptly and courteously to all proper requests for information and to all complaints.

8. PROPER RECORDS AND COMMUNICATIONS

Accurate and reliable records are necessary to meet the Group's legal and financial obligations and to manage the affairs of the Group. The Group's books and records must reflect in an accurate and timely manner for all business transactions.

The Affected Personnel must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- false expense, attendance, production, financial or similar reports and statements.
- false advertising, deceptive marketing practices or other misleading representations.

9. REPORTING NON-COMPLIANCE

The Affected Personnel are encouraged to report to superiors or other appropriate personnel about observed behaviour that they believe may be non-compliance with the Code.

Whenever possible, the Group will keep confidential the identity of the Affected Personnel reporting a possible non-compliance with the Code. Reprisal against the Affected Personnel who has, in good faith, reported non-compliance or suspected non-compliance is strictly prohibited.

10. ADMINISTRATION

The Code will be available at all venues and places of employment in the Group.

The Code may be updated from time to time subject to the approval by the Board. The Affected Personnel are required to comply with the Code as updated.

Questions about the Code and its application by the Affected Personnel should be directed to their superiors or Human Resources Department.