



COMPANY POLICY

CONFLICT OF INTEREST

All employees must avoid and/or declare any situations or relationships which might conflict with the legitimate business interests of the Company. Such a conflict will exist where an employee compromises his or her ability to act with total objectivity with regard to the Company's business interests. Conflicts of interest occur when your personal interests or activities (a) influence, or appear to influence, your judgment when acting on behalf of the Company; (b) result in your competing, or appearing to compete, with the Company or your diverting, or appearing to divert, business from the Company; (c) diminish, or appear to diminish, the efficiency, effectiveness or objectivity with which you perform your duties; (d) result in your receiving improper personal benefits due to your position within the Company; or (e) actually or appears to harm or impair the Company's reputation, including the goodwill arising from the Berjaya name. Moreover, prohibited conflicts can occur because of the interests or activities of close family members and/or other individuals who live in your household.

While it is not feasible to describe all of the situations in which conflicts of interest may arise, the following guidelines apply:

Corporate Opportunities

Company employees are prohibited from using opportunities discovered in the course of their employment for their own personal gain or benefit. For example, if, in his or her capacity as a Company employee or representative, an employee, officer or a Director of the Company is approached about or otherwise becomes aware of a potential investment that may be appropriate for the Company, such individual should not take that opportunity for himself or herself, but should bring it to the attention of his or her manager or other appropriate Company personnel.

Conflicts Arising from Ownership or Investments

No employee or family member of an employee may, without disclosure to, and the written consent of, the Head of Operating Company/Supervising Director, have either a direct or an indirect ownership or other interest in any supplier of goods or services to the Company, any customer of the Company, or any competitor of



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the Company. All such relationships are subject to the disclosure and consent process on a case by case basis.

Community, Charitable and Other Outside Activities

The Company generally encourages employees to participate in community, charitable and other outside activities. However, you are expected to avoid any outside personal interest or activity (whether or not for profit) that will interfere with your duties to the Company. As a guideline, your activities should not encroach on time or attention that you should be devoting to Company business; adversely affect the quality of your work; compete with the Company's business or imply Company sponsorship or support (for example, through the use of Company stationery) without express Company approval; and/or adversely affect the reputation of the Company, including the Berjaya name, which is a valuable asset of the Company.

Work or Employment outside the Company

The employee shall not, without the prior expressed written consent of the Company which consent shall not be unreasonably withheld, either directly or indirectly during the continuance of his or her employment with the Company, be engaged in any capacity in any trade, business or occupation whatsoever other than being in the employ of the Company. In this Clause, the expression "occupation" shall include membership of parliament or state assemblies or any other public or private work which in the opinion of the Company may hinder or otherwise interfere with the performance by the employee of his or her duties whilst in the employment of the Company.