



Policies & Procedures

Code of Conduct



UEM Group Berhad (UEM Group)'s Policy and Procedures outlines the rules of conduct and responsibility of UEM Group personnel and governs the Company's direction, activities and matters which may directly impact businesses, board members, employees, member of the public and the Company's programmes and services.



Code of Conduct



EXPRESSWAYS



TOWNSHIP & PROPERTY DEVELOPMENT



ENGINEERING & CONSTRUCTION



ASSET & FACILITY MANAGEMENT



Enterprising **Teamwork** INTEGRITY
PASSION Success **Ethical** Honest
Respect ENTERPRISING Teamwork
Integrity **Passion** Success **Ethical**
Honest Respect **Enterprising**
Teamwork **INTEGRITY** Passion
Success Ethical **Honest** RESPECT
Enterprising Teamwork **Integrity**
Passion **Success** Ethical **Honest**
Respect Enterprising **Teamwork**
Integrity **Passion** Success **Ethical**
Honest RESPECT **Enterprising**
Teamwork **I n t e g r i t y** Passion
Success Ethical **Honest** Respect
Enterprising Teamwork **I n t e g r i t y**

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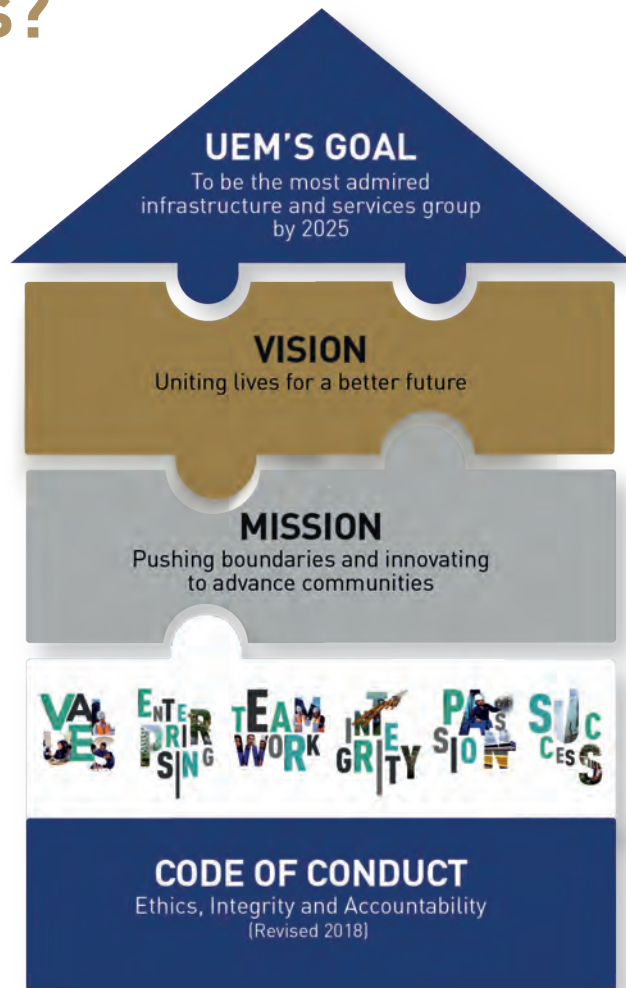
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**OUR VISION,
MISSION
AND VALUES**

Why Vision, Mission and Values?

Our Vision, Mission and Values are important as they shape our **behaviour** at work to achieve Company's **goals**







Vision

Uniting lives
for a better future

To continuously provide infrastructure and related services that connect communities and improve their lives. We realize this by being a trusted provider of world-class products and services

Mission

Pushing boundaries
and innovating to advance
communities

UEM Group connects and improves the lives of communities by relentlessly enhancing and engineering the way we progress - we empower our workforce, simplify solutions and implement world-class innovations



Values

We are an ENTERPRISING
entity that embraces
TEAMWORK, INTEGRITY
and PASSION with a focus
on SUCCESS



Enterprising

We are creative, resourceful and take calculated risk on all initiatives
We take full ownership and accountability

Teamwork

We trust, respect, complement and support each other
We demand from each other to be better

Integrity

We ensure high safety standards and practices
We practice the highest ethical standards in everything we do

Passion

We love what we do and we put our heart & soul into it
We go beyond call of duty to deliver our best

Success

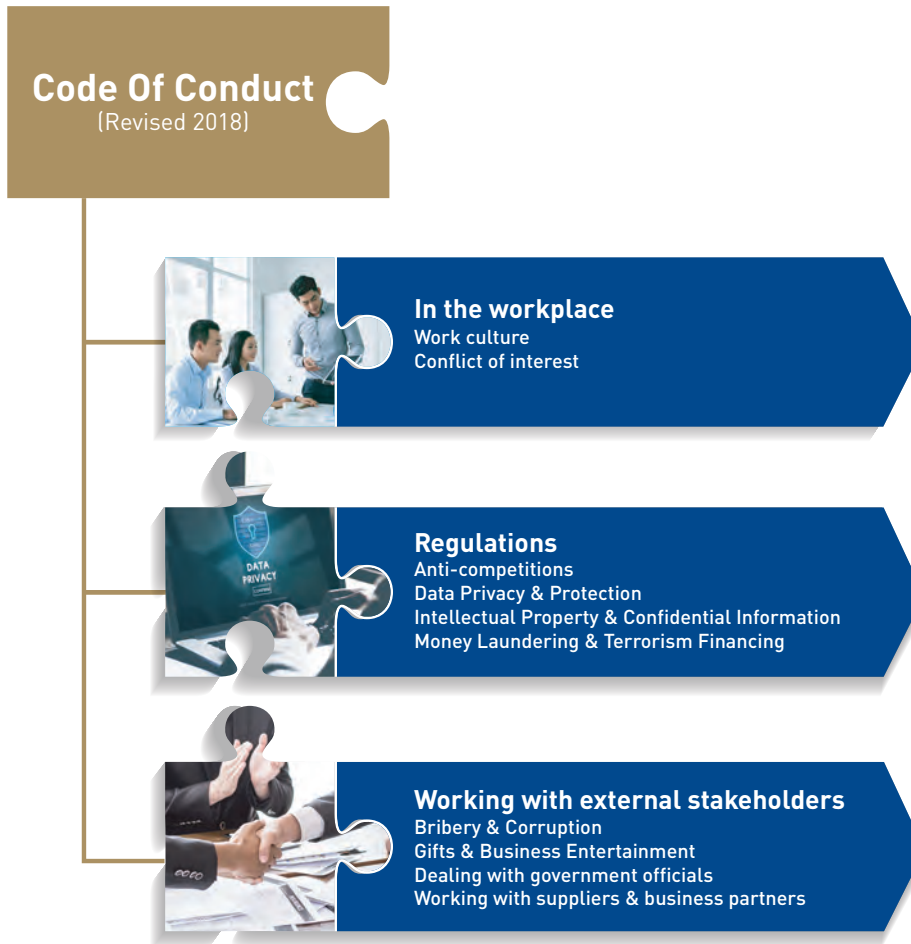
We continuously learn and celebrate our achievements
We win, together

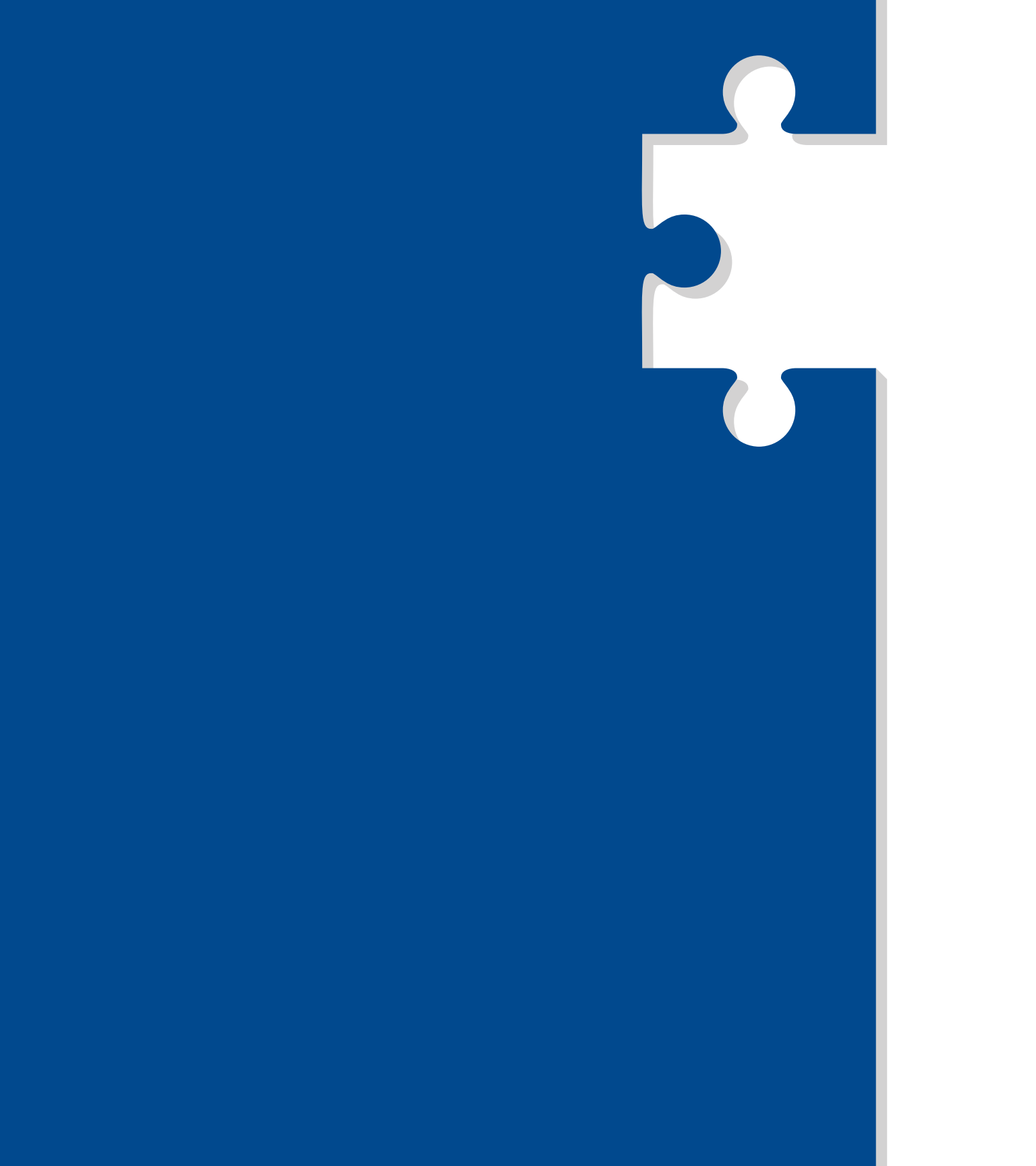


OVERVIEW

Overview

Structure and Key Components





OUR CODE OF CONDUCT

Purpose

Our customers, business partners, communities, regulators and stakeholders expect us to be a reliable partner. Similarly, our entire business ecosystem is built on trust.

UEM Group Code of Conduct (“The Code”) expresses our personal commitment to build this trust everyday in our business ecosystem and it outlines ethical behaviour standards in our business activities.

Scope

The Code outlines ethical behaviour standards, accompanied by important policy statements.

The Code explains employee responsibilities and the obligation to report any potential violations and cooperate in any investigation that may follow.

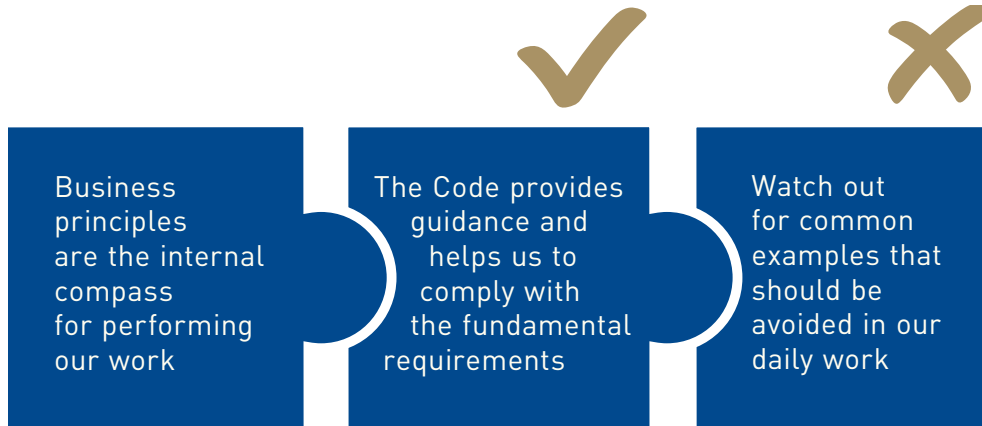
This document should be read in conjunction with the Employee Handbook.

Applicability

The Code applies to directors, officers and employees of the UEM Group of Companies (“The Company”), inclusive of Subsidiaries, Operating Companies and affiliate companies.

The Company will use its best efforts to ensure third parties and key stakeholders such as contractors, consultants, agents, suppliers, business partners and non-profit organisations to adhere to the Code.

Start reading the code in this manner







IN THE WORKPLACE



WORK CULTURE

We live up
to our values
and high standards
of behaviour to build
trust in the workplace.
We aim to win
together

What we need to know & do

Enterprising

- We understand and evaluate business/compliance risk and opportunity to ensure business sustainability

Teamwork

- We respect each other and work as a team

Integrity

- We choose to make ethical decisions and act with integrity
- We are responsible for ensuring healthy and safe working conditions for all

Passion

- We are passionate about doing the right thing, even when it is hard

Success

- We respect diversity and we aim to celebrate our achievement together

What we need to watch out for or avoid

- Ignore business/compliance risk without taking appropriate measures to manage the risks
- Discrimination based on gender, race, disability, nationality, religion and age
- Unwelcome verbal, visual, psychological, physical or other conduct that are intimidating, offensive, abusive or hostile
- Non-compliance with all safety laws, work rules and procedures, safety-related signs and safety equipment requirements
- Immoral behaviour and criminal activities such as gambling, indecency, obscenity, vulgarity, pornography, threats and violence as well as possession of illegal items
- Harmful or hazardous use of psychoactive substances including alcohol and illicit drugs that affects our health and productivity at work
- Make unethical decisions that disrupt operations and put the Company at risk



CONFLICT OF INTEREST

We act in the best interest of the company, and we avoid any activities that might damage the reputation of the company. We declare promptly any interests that might be perceived as affecting our decision-making process

What we need to know & do

- We operate and make business decisions in the best interest of the Company and we must avoid situations where there may be real, potential or perceived conflict of interest
- A conflict of interest arises when the Company's interests and our personal interests collide
- All Board members and employees must declare all such interests upon joining the Company, on an annual basis and as when a potential conflict may arise
- If we find ourselves in a situation of conflict before the annual declaration exercise, we must declare it in writing within 5 business days
- We must abstain from participating in the Company's decision making or involve in activities that are hindering us from acting in the best interest of the Company

What we need to watch out for or avoid

- Make or influence decisions in preference to your personal interests or the interests of your family, associates or friends instead of the interest of the Company
- Set up or work for a company that competes directly with the Company (e.g. offering similar services or serving similar clients) while on a full-time employment with the Company
- Engage directly or indirectly in other forms of employment, even on a part-time basis
- Hire or supervise your relatives or someone we have a close and intimate relationship with
- Use the Company's resources, intellectual property or confidential information for personal benefits or benefits of family
- Being an officer or director of a non-profit organisation that might obtain funding or support from the Company
- Involve in commission or omission of any act that gives undue advantage to external party in its dealings with the Company





REGULATIONS



ANTI- COMPETITION

We aim to compete fairly
in the marketplace
and we are committed
to comply with
competition laws
everywhere
we operate

What we need to know & do

- We must seek competitive advantage through lawful means while driving the success of our business
- Companies that are considered dominant should not abuse their position. We should put in place necessary procedures if our companies are viewed as dominant in a given market
- We have a responsibility to understand and comply with Competition Act 2010 (Competition Act) and other relevant laws and regulations

What we need to watch out for or avoid

- Enter into exclusive arrangements or non-competition agreements to prevent, restrict or distort competition in the market
- Bid-rigging or boycotts
- Directly or indirectly impose unfair purchase or selling price or other unfair trading condition on any supplier or customer
- Refuse to supply to a particular company or group of companies.
- Discourage new market entry or expansion or investment by an existing competitor
- Force an existing competitor from the market or seriously damage it, where the existing competitor is no less efficient than the dominant enterprise



DATA PRIVACY AND PROTECTION

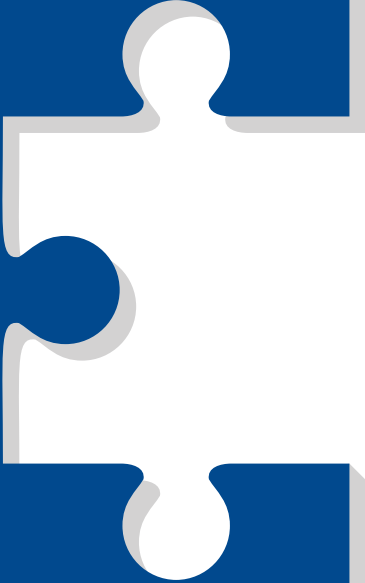
We respect privacy and we take appropriate safeguards to protect personal data against unauthorised use or disclosure

What we need to know & do

- We respect privacy and protect Personal Data obtained with consent in the course of our business as required by the Personal Data Protection Act 2010 (PDPA)
- We must endeavor to keep Personal Data accurate and up to date
- We must ensure that we collect, use and retain Personal Data to only minimum amount necessary for business needs. Disclosure is only on a need-to-know basis
- In the event of transferring Personal Data to third parties, extra care and diligence must be taken to avoid risk of causing harm to individuals. Where consent is required under local laws, we must obtain consent for the purpose
- We must ensure all Personal Data is disposed of when no longer required in accordance with UEM's retention policy

What we need to watch out for or avoid

- Obtain, store, transfer or use Personal Data without a legitimate business purpose
- Non-compliance with the Personal Data laws requirements in transferring personal data to jurisdictions outside of Malaysia
- Unnecessary Personal Data not being shredded and destroyed
- Improper procedures in transmitting, processing or storing personal data in protected environments
- Leave personal, employee, customer and vendor data at a printer, on a shared server or on a publicly accessible site
- Disclose Personal Data to any unauthorised persons or organisations



INTELLECTUAL PROPERTY & CONFIDENTIAL INFORMATION

Our investments in intellectual properties are valuable assets, and we actively protect our intellectual property. We respect the valid intellectual property and confidential information of our stakeholders in the business ecosystem

What we need to know & do

- We are committed to protecting our Intellectual Property (“IP”) such as trademarks, copyrights, patents, trade secrets and other proprietary information
- We respect the IP of our customers, business partners, competitors and other external parties
- We must safeguard Confidential Information of the Company and we are only allowed to disclose the information to third parties who have signed the non-disclosure agreements
- We are committed to a clean desk culture and keep our working desks free from sensitive content at all times
- At the end of working day and at known extended periods away from our working desks, we shall keep all Confidential Information in hardcopy or electronic secured
- We abide by all applicable laws on insider trading and on securities market abuse

What we need to watch out for or avoid

- Usage of devices or tools that are alleged to infringe the intellectual property of others
- Give license, rights or access to our IP or other information without authorisation
- Disclose, divulge or discuss Confidential Information of the Company with external parties or in public area, or on social media
- Leave Confidential Information unattended, or unsecured including leaving Company's laptop unsecured or unattended in office or in public areas
- Share passwords with your colleagues or external parties
- Involve in insider trading activity or use any non-public information of the Company obtained in the course of our duty for own benefit or for the benefit of others
- Involve in spreading false information or engage in activities to manipulate the market



MONEY LAUNDERING & TERRORISM FINANCING

Money laundering and terrorism financing are financial crimes with economic effects.

We take appropriate measures for detecting and preventing money laundering and terrorism financing

What we need to know & do

- We are committed to comply with Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 ("AMLATFA")
- We must conduct due diligence to understand the business and background of our business partners
- We do not aid in money laundering and terrorism financing activities

What we need to watch out for or avoid

- Red flags on the third parties' reputation
- Third parties who are reluctant to provide detailed information about their businesses
- Inability to verify documents during the due diligence process
- False documentations provided by the third parties
- Suspicious transactions to/from locations of concern
- Unusual requests to split total payment in several separate transactions
- Transactions that are unusual and non-transparent
- Transactions that are not conducted on a face-to-face basis
- Recipients of funds are unclear and do not involve actual beneficial owners
- Large cash transactions





WORKING WITH EXTERNAL STAKEHOLDERS



BRIBERY & CORRUPTION

It is our policy
to conduct all
of our businesses
in an honest and ethical
manner and we take
a zero-tolerance
approach to bribery
and corruption

What we need to know & do

- We develop business relationships free of corruption and bribery
- We are committed in conducting our business in an open, transparent, honest and ethical manner
- We and our Business Partners must comply with applicable anti-bribery and anti-corruption laws
- We must not offer or accept bribes or kickbacks and must not participate in or facilitate corrupt activity
- We do not allow facilitation payments to gain access, secure or expedite the performance of a routine function
- The requirements of this section apply to all stakeholders
- Report potential or actual bribery and corruption incidences to your line manager, Head of Department or Human Resource Department

What we need to watch out for or avoid

- Make or accept bribes either in the form of cash or non-cash as an inducement to gain any commercial, contractual, regulatory and/ or personal advantages:
 - hospitality
 - entertainment
 - gifts such as branded accessories, jewelry, gadgets
 - holidays and travel packages
 - cruises
 - tickets to sporting events
 - shares/securities
 - debts write-off
 - special “discounts”
 - “massages terms & padding” of contracts
 - medical check-up at prestigious hospital
- Make facilitation payments as an incentive for relevant authorities to complete some action or process expeditiously
- Offer business or employment opportunities for our personal benefits or for the benefit of third party prior to the awarding of contract



GIFTS & BUSINESS ENTERTAINMENT

Our business decisions should never be based on gifts and entertainment provided through our business relationships. We do not solicit or receive gifts and business entertainment from any third party

What we need to know & do

- We are committed to a “No Gift Policy”. We do not accept or receive or offer or provide gifts
- We and any of our immediate family members must not accept any form of gifts or favours or gratuities or kickbacks from current and potential vendors, contractors, suppliers, clients, or any other party
- We may accept or offer:
 - (i) modest and reasonable business meals or refreshment provided during a business meeting with legitimate business reasons
 - (ii) Inexpensive token of appreciation after a presentation or speaking engagement
- The most senior person from the Company in presence shall pay for the business meals

What we need to watch out for or avoid

- Give or accept cash or any form of gifts
- Accept lavish meals or entertainment or paid holiday from the current and potential vendors, contractors, suppliers, clients or government agencies
- Accept personal services that may put ourselves in a position of conflict or influence our decision
- Ask a representative, such as business partner, agent, or sub-contractor to give gifts, hospitality, or travel on our behalf
- Accept or offer products/services at discounted rates that are not made available to the general public
- Give donation for a charity or organisation to induce decisions in favour of our business



DEALING WITH GOVERNMENT & LOCAL AUTHORITIES

When interacting
with the officers,
we follow high ethical
standards and act
in a transparent manner
while maintaining good
working relationships

What we need to know & do

- We strive to protect the Company's interests through lawful and transparent advocacy with the government and local authorities
- We comply with the applicable laws and regulations in all countries in which we operate
- Employees can participate as individuals in the political process on their own accord, own volition, own time and with own resources. Political opinions are personal opinions and must not represent the Company
- Those who wish to hold a position as an office bearer in any political party must disclose and obtain approval from Human Resource Department

What we need to watch out for or avoid

- Not providing information to the officers when they have a right to such information in line with the local relevant laws and procedures
- Not providing donations to charities or organisations that may be afflicted with the officers
- Not to pay facilitation fees for “fast” clearance of goods and services
- Not allowed to authorise a third party to make payment to expedite a service on our behalf
- Non-compliance with the public procurement or tender process
- Do not offer gifts, hospitality, entertainment or travel to the officers or their families beyond our policies and procedures



WORKING WITH SUPPLIERS & BUSINESS PARTNERS

We want to work with suppliers and business partners who have similar values as us and uphold the same standards as we do

What we need to know & do

- We engage a third party for services only if there is a genuine business need, and only in necessary amount
- We do business only with suppliers and business partners who share our values and our commitment in ethics and integrity and comply with our Policies and all applicable legal requirements
- We conduct due diligence to understand the business and background of our suppliers and business partners before agreeing to appointment
- It is important that we choose to work or engage suppliers and business partners who do not cause reputational damage to the Company
- We are accountable for the works or services delivered by our suppliers or business partners

What we need to watch out for or avoid

- Engage supplier or business partners implicated in bribery acts
- Engage supplier and business partner without proper selection and due diligence process
- Suppliers or business partners that resist our standards and requirements, such as Code of Conduct, Anti-Corruption Guidelines, Health, Safety and Environment policy
- Suppliers and business partners that do not address concerns, take corrective actions proactively or highlight audit findings in a timely manner
- Suppliers and business partners owned or controlled by government officials who claim that it can exert an improper influence over the decision making of the government and/or its officials







RAISING CONCERNS

- You are obligated to raise a concern promptly should you become aware of a potential or suspected violation of the Code or any Policies or applicable laws and regulations
- Violations of our Code of Conduct erodes the trust we have built with our shareholders, customers and other stakeholders
- By raising concerns promptly, you are taking prompt action to tackle the causes of concern and manage reputational risk
- The Company will not tolerate any adverse action against an employee who raises a concern in good faith
- Any form of reprisal or retaliation will itself be regarded as serious misconduct



REPORTING CHANNELS

-  Talk to your line manager/Head of Department; or
-  Email your concern to whistleblower@uemnet.com; or
-  In writing to Chairman of the Board of Directors
or the Chairman of the Whistleblower Committee of UEM Group
using the prescribed Whistleblower Lodgment Form
-  For more information on UEM Group Whistleblower Policy,
visit <https://whistleblower.uemnet.com>

