

CODE OF CONDUCT

1. INTRODUCTION

In line with good corporate governance practices, the Board, the Management and employees of Advance Information Marketing Berhad (the “Company”) and its subsidiaries (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 Conduct (“Code”) sets out the principles and standards of business conduct of the Group.

2. OBJECTIVE

The objective of the Code is to assist the Directors and Employees (as defined under Clause 3 of the Code) in defining ethical standards and conduct at work. The Code is not intended to be exhaustive. There are areas in which the Group has developed or will develop specific detailed policies. This Code is to be read and applied in conjunction with such policies.

For all intents and purposes, all Directors and Employees 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. APPLICABILITY

The Code is applicable to the Directors and all employees (including full time, probationary, contract and temporary staff) (“Employees” or individually referred as “Employee”) of the Group.

The provisions set out in this Code extend beyond normal working hours, and apply to Directors and Employees fulfilling their roles while on the business of the Group, including after hours functions, conferences and social activities.

Each Director and Employee has a duty to read and understand the Code and ensure compliance with this Code and all applicable laws, regulations and other policies of the Group. Violation of any of the Code’s provisions may result in counseling, disciplinary action or, in extreme circumstances, dismissal or termination of employment/appointment. If a Director requires further clarification on the Code, the Director may refer or highlight any concerns to the Chairman of the Board, whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior or Head of Department.

4. CORE AREAS OF CONDUCT

4.1 Compliance with Laws and Regulations

The Group is committed to comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which it operates. Directors and Employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work. These laws relate to health, safety and environment, financial, corporate, continuous disclosure, fair trading and other legal and statutory requirements.

The Group aims to provide a safe working environment for its Employees and for its customers and other business partners. Employees must work safely and adhere to appropriate industry practices and laws to protect the health, safety and wellbeing of employees, customers and other business partners.

4.2 Conflicts of Interest

The Directors and Employees are to act in the best interest of the Group and must not engage in activities that directly or indirectly involve, or could appear to involve, a conflict between their personal interests and the interests of the Group.

In addition, a Director or an Employee shall avoid any situation in which the Director or Employee has an interest in any entity or matter that may influence the Director or Employee's judgment in the discharge of responsibilities.

Any actual or potential conflicts of interest are to be fully disclosed to appropriate Management and/or Board of Directors and where such circumstances are permitted by Management and/or the Board of Directors to continue, shall not be deemed a breach of this Code.

4.3 Confidential Information

Except as authorised or required by his/her duties, employees shall not disclose confidential information of the Group. Proprietary or confidential information of the Group should be safeguarded and must not be used by any Personnel for personal gain or for any other reason that is not deemed to be in the best interests of the Group.

All Personnel have the responsibility to safeguard all confidential information which comes to his/her knowledge or possession during his/her employment or services. Confidential information in this context includes, but is not limited to, the following:-

- (i) information concerning the Group's business strategies, planning, and confidential operational information;
- (ii) terms and conditions of contracts negotiated or entered into by the Group;
- (iii) any information, the disclosure of which may be detrimental to the Group, for example, information that:-
 - (a) causes adverse public perception or response; and
 - (b) could be of use by competitor(s) to place the Group at a competitive disadvantage;
- (iv) The intentional distortion of information to cause ill-will amongst employees or to discredit the Management of the Group, for example:-
 - (a) misinformation or organization activities which are unfounded or based on half-truths; and
 - (b) rumor-mongering.

The restriction in Clause 4.3(iii) (b) above shall apply during and after the termination of a Personnel's employment or services without any time limit but shall cease to apply to information or knowledge which has in its entirety become public knowledge otherwise than through any unauthorized disclosure or other breach on his/her part.

In the event that any Personnel knows of material information affecting the Group which has not yet been publicly released, the material information must be held in the strictest confidence by the Personnel in question until it is publicly released.

Misappropriation of confidential information of the Group by any Personnel shall not be tolerated. Any such misappropriation should be immediately reported and thoroughly investigated. Appropriate disciplinary and or legal action will be taken where warranted.

4.4 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 when it becomes publicly known ("Inside Information"), for personal benefit. The Directors and Employees are prohibited to trade in securities or to provide information to others to trade in securities of the Company until the Inside Information is publicly released.

The 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.

4.5 Protection of Property and Assets

The Group's property and assets include cash, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential and proprietary information, office equipment and office supplies.

The Directors and Employees have the responsibilities to protect the Group's property and assets that are under their control and to safeguard them from loss, theft and unauthorized use. When they leave the Group, they must return all the property and/or assets including confidential information such as business plans and customer lists.

4.6 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.

4.7 Personal Gifts, Gratuities, Benefits and Contributions

No Personnel shall accept gifts or gratuities from firms, organisations or their employees, agents or other individuals who conduct or may conduct business with the Group including those taking the form of the furnishing of materials, goods and services.

The following policies apply to the receipt of gifts or benefits by any Personnel or any member of his/her family from persons or organizations which have or might reasonably be expected to have any business dealings of any kind with the Group:-

- (i) The receipt of modest token gifts such as diaries, calendars or other such "give-away" items is permitted. Receipt of modest gifts is allowed during festive seasons where refusal could cause offence.
- (ii) The receipt of cash by any Personnel or by any of his/her family members is strictly forbidden.
- (iii) The receipt of gifts or favors by an individual or any member of his/her family is forbidden if they are either beyond what could reasonably be regarded as 'modest' or if they could be interpreted as reflecting adversely either on the integrity of the Group or the recipient or both.

- (iv) The onus is therefore placed on each individual employee, where any possible doubt could arise as to the propriety of accepting any such gift or favor, to notify the most senior Management personnel available and to act on the advice or instruction given.
- (v) In order to protect individuals and the Group against any accusations of malpractice in connection with their employment, it is specifically forbidden for All Personnel or their families to receive any gift or favor of any kind whatsoever (modest or not) from any person who is seeking employment with the Group or from any relative of such person. Furthermore, any person seeking employment with the Group who offers any such 'inducement', 'gift' or 'favor' will be immediately disqualified from the selection process.

4.8 Occupational Health and Safety

The Group will use its best endeavors 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 and Employees understand and abide by the Group's policies and procedures.

The Group is committed to provide effective support and training for the employees of the Group to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impacts of their activities.

4.9 Sexual Harassment

Sexual harassment by any Director or Employee 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 Employee's superior or the Human Resource Department. All such reports and/or complaints shall be treated with strictest confidence.

4.10 Outside Interest

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

4.11 Fair and Courteous Behavior

All Employees are to treat their fellow Employees 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.

4.12 Misconduct

No Director or Employee 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).

5 CONTRAVENTION OF THE CODE

Any personnel who knows of a suspected breach or violation of the Code, is encouraged to whistle-blow or report the guilty party or parties to his/her immediate superior or Head of Department or the Executive Directors or the Board of Directors. The Human Resource Department shall conduct an investigation on the issue(s) and/or concerns raised by the employee(s). No individual will be discriminated against or suffer any act of reprisal for reporting in good faith on violations or suspected violations of the Code.

6. COMMUNICATION AND COMPLIANCE

The Group should ensure this Code is being communicated to all levels of Employees through staff handbook, internet, or corporate website. The Group should include the briefing of this Code to new employee in the induction programme.

The Directors should ensure this Code permeates throughout the Group and is complied by all levels of Employees.

7. REVIEW OF THE CODE

The Code was adopted by the Board on 22 April 2013.

The Board shall monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate. Any subsequent amendment to the Code shall only be approved by the Board.

8. 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.