

## 1. PRINCIPLE

The principle of this code is based on principles in relation to good faith, integrity, responsibility and corporate social responsibility.

## 2. PURPOSE

This Code of Conduct of Board is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following objectives:

- (a) To establish a standard of ethical behavioural for Directors based on trustworthiness and values that can be accepted.
- (b) To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating the Company.

## 3. CODE OF CONDUCT OF BOARD

In the performance of his/her duties, a Director should at all times observe the following:-

- (a) Directors must avoid conflict of interest with respect to their fiduciary responsibility;
- (b) Directors should have a clear understanding of the objectives and purpose, capabilities and capacity of the Company;
- (c) Directors should devote time and effort to attend meetings and to know what is required of the board and each of its Directors, and to discharge those functions;
- (d) Directors should ensure at all times that the Company is properly managed and effectively controlled;
- (e) Directors should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislations;
- (f) Directors should insist on being informed on all matters of importance to the Company in order to be effective in corporate management;
- (g) Directors should notify the Board Chairman before accepting new directorship and indication of time to be spent on the new appointment;
- (h) Directors should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- (i) Directors should have access to consultancy of independent adviser and to seek independent professional advice at the expense of the Company;
- (j) Directors should at all times exercise his powers for the purposes they were conferred, for the benefit of the Company;

- (k) Directors should disclose immediately all contractual interests whether directly or indirectly with the Company;
- (l) Directors should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he uses confidential information obtained by reason of his office for his own advantage or that of others;
- (m) Directors should at all-time act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties;
- (n) Directors should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake;
- (o) Directors should be conscious of the interest of the shareholders, employees, creditors and customers of the Company;
- (p) Directors should at all times promote professionalism and improve the competency of Management and employees; and
- (q) Directors should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibility.
- (r) Directors should understand and commit to comply to the Anti-Bribery and Anti-Corruption (“ABC”) policy of Opcom Group. The Directors should undertake to inform the Integrity Committee (IC) of any breach/infringement of the ABC policy.