

VESTLAND BERHAD**CODE OF BUSINESS CONDUCT AND ETHICS****MESSAGE FROM THE MANAGING DIRECTOR**

Our commitment to ethical behaviour and the solid ethical foundations are one of the most essential components of Vestland Group's operation. We are committed to doing business the right way, based on a culture of ethics and compliance.

In the long term, we can successfully face the challenges of competitive market environment by accepting the imperatives of moral responsibility, both as individuals and as a company. In performing the job duties, the employees should always act lawfully, ethically and in the best interests of the Vestland Group.

We encourage every employee to read and understand our Code of Business Conduct and Ethics. Our Code not only sets clear ethical standard in critical areas, it also explains how we should conduct ourselves when acting on behalf of the Company.

Our reputation for honesty and reliable business conduct is tested and proven in each business transaction we make. All of us who represent Vestland in any position or capacity must be personally committed to follow the spirit of our Code of Business Conduct and Ethics. All Vestland leaders, including myself, have the additional responsibility of nurturing a culture in which compliance with this Code is constant and unwavering. It is, and must be, the way we work.

Thank you for your efforts to understand and uphold the high standard that make Vestland a special place to work. Together, we can ensure that ethics and integrity are never compromised at our company.

Yours sincerely,



Datuk Liew Foo Heen
Group Managing Director

OUR VISION

To be regional top contractor.

OUR MISSION

To build and deliver high quality construction projects on schedule for our clients while providing sustainable value to all stakeholders.

OUR CORE VALUES

Integrity

Our business and personal relationship building based on the foundation of strong moral principles, honesty, openness and transparency.

Commitment

Hard work is the key of Vestland's success and it continues to drive our growth. We are always delivering on our promises to our customers and stakeholders.

Innovation

We are enthusiastic to work on continuous improvement through new ideas and creativity.

Vitality

Our dynamic team culture reflected in our passion in keep learning and evolving together.

INTRODUCTION

This Code of Business Conduct And Ethics (“Code”) created by Vestland Group is to ensure that our Employees’ business decisions follow our commitment to the highest ethical standards and laws.

The Code provides guidance on the standards of behaviour expected of all Directors and Employees of Vestland Group, where applicable, Counterparties and Business Partners. The standards of behaviour are derived from Vestland’s Vision, Mission and Core Value.

Adherence to this Code and other official policies is essential to maintain and further our reputation for fair and ethical practices among our customers, shareholders, employees, communities and other stakeholders.

As an employee of Vestland Group, you should read and understand the Code and policies and apply into your daily work life. If in doubt, please refer to this Code as to how you can obtain information, express concerns or report any suspected violations of the Code. As a Company, we must maintain our honesty and integrity. Complying with and upholding these commitments is essential to our continuous success.

Employees who do not comply with the Code may be liable to disciplinary action including the termination of employment and/or referral to the appropriate authorities for criminal prosecution, and legal action in some cases. It is your responsibility as an employee of Vestland Group to safeguard the integrity by behaving ethically and to report any violations of the Code that you are aware of. If you have any questions or are unsure of what to do in a situation, you should seek guidance from your superior or manager. Alternatively, you may choose to call the Human Resource Department.

FAIRNESS

Each employee should endeavour to deal fairly with the Company’s customers, suppliers, contractors, competitors and other employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Our reputation for honesty is itself our valuable asset. The Company shall protect the interest of an employee who reports actual or suspected violations of the Code at any time. If you feel that you are being victimised because you adhered to the Code, please contact the Human Resource Department.

WORK ENVIRONMENT AND EMPLOYMENT

Diversity and Respect in Workplace

Vestland Group is committed to cultivate a work environment where openness, trust and respect are integral parts of our Company’s culture. Employees are expected to treat each other with respect and to value each other’s differences (i.e., gender, race, disability, nationality, religion, age or sexual orientation unless specific laws or regulations expressly provide for selection according to specific criteria) and the diverse perspectives those differences bring.

The Company considers harassment and discrimination to be unjust and damaging to our work environment. Employees are expected to obey all existing laws, policies, standards and procedures related to work environment, and to respect fellow colleagues at the workplace. The Company will not tolerate any act or threat of violence in the workplace. Employees are prohibited from the use or transfer of illegal drugs or other illegal substances in the workplace.

Equal Opportunity Employment

Employees are our most valuable assets. The Company's success depends on attracting and keeping a diverse workforce of talented employees. Every employee will be recognised for their skills, knowledge, experience and performance, which are vital to the growth of the Company. The Company fully supports all principles of providing equal opportunity in employment.

Environment, Safety, Health and Security

The health of the workers and the safety of the workplace shall always be a priority concern. The Company takes a strong commitment to continually improve on the standards set and expects constant safety vigilance by every employee.

Employees are to use all devices provided for their protections; ensuring that protective devices are in good working conditions and reporting immediately for unsafe equipment and tools, hazardous conditions and accidents to the Management; and complying with the Occupational Safety and Health laws and regulations of any country and the Group's environmental, safety and health rules and regulations.

You are obliged to responsible for the safety of fellow employees and the general public and are encouraged to promptly report any breaches of environmental, safety and health laws at the workplace. In case of doubt, please seek clarifications from your superior or Head of Department.

COMPANY ASSETS AND INFORMATION

All employees are responsible to protect the Company's assets. Employees should not only follow policy of use but also help to safeguard the Company's assets and immediately report any suspected theft, damage, misuse, fraud, embezzlement or improper usage.

Managing Documents

Company's record are important corporate assets. Prompt, accurate recordkeeping and filing helps the integration of work processes. All employees are responsible for creating, using, storing, preserving, and where appropriate, disposing of records according to Company's policies and practices, as well as current laws and regulations. You should consult your superior or Head of Department for any guidance if you are uncertain on how you should manage the Company's documents.

Intellectual Property and Information

Intellectual assets including knowledge, information and technical ability that a Company and its employees possess. Written plans, product design, current and future projects, patents, trademarks, technical knowledge, work processes, and more are all intellectual assets owned by the Company. Employees are obliged to protect the confidential or proprietary information includes all information that is not generally known to the public and is valuable to the Company, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limit to those who have a need to know in order to do their jobs. Should you have any doubt on this matter, please consult your Head of Department for further guidance and clarifications.

Management and Security in Our Computing Environment

Sensitive Company's information is stored by employees in their work computers and within the Company's system. Employees are required to adhere to our computing system environment responsibly and to follow its policies and procedures related to its security. They are designed to protect our information and to safeguard our computing system from viruses. Computing assets are intended to be used mainly for business purposes. It is the employee's responsibility to be familiarised with the policies to avoid violation of use. Employees should not allow any party to use their access rights to the Company's systems. Unauthorised download or installation of non-standard software or systems is not allowed, including games, music videos, etc.

Data Privacy

Vestland strives to protect such confidential information and privacy of personal data. Personal data includes information of employees, such as employment, medical, financial, education and training records. It is the responsibility of the Company and individual employees to protect these information.

This policy includes its Employees, Directors, Counterparts, Business Partners and Customers' data. If you have the access to such data, you are required to comply with the applicable laws, such as Personal Data Protection Act, and also the Company's policies. Appropriate measures must be taken when dealing with personal data in terms of collection, processing, disclosure, security, storage, retention and disposal.

Employee Privacy in The Communication and Computing Environment

Communication and computing systems within the Company, are the Company's property. Unacceptable usage of these systems includes sending illegal defamatory, offensive, harassing messages or files, violating copy right laws, disclosing confidential information, solicitations for funds, etc. As all the hardware and software used by employees are Company's property, individual privacy is not guaranteed when using any system, including emails. Employees should not consider their emails private or personally confidential. The Company reserves the right to monitor or audit employee's use of its IT and communications systems mand access, review and disclose data stored on the Company's system, to ensure appropriate use and compliance with its IT policy that is in place. If in doubt, kindly contact the IT support team or your superior for further enquiries.

AVOIDING CONFLICTS OF INTEREST

Employees should avoid any situation that involves, or appears to involve, a conflict between their personal interests and the interests of the Company.

Employees should avoid circumstances that might affect their judgement or impartiality when performing their jobs. List of non-exhaustive examples where a conflict of interest may arise: -

- a. If an employee or immediate family is a direct or indirect owner or part-owner of a company of Vestland's customer, supplier or partner.
- b. If an employee receives personal gain directly or indirectly from arranging a relationship between Vestland and Vestland's customer, supplier or partner.
- c. If an employee is receiving personal benefits, such as loans or guarantees of obligations, directly or indirectly from Vestland's customer, supplier or partner.
- d. If an employee discovers an opportunity for personal gain through own position and/or through the use of Company's equipment or systems.

Employees with a conflict of interest must disclose any obligation, commitment, relationship or interest that could conflict or may be perceived to conflict with his or her duties by making a declaration using the Conflict of Interest Disclosure Statement which is available at the Human Resource Department.

Gifts, Benefits or Entertainment

Employees shall not be influenced by receiving favours nor shall they try to improperly influence others by providing favours. Employees shall not accept gifts, benefits or entertainment from a third party containing excessive value that would constitute a violation of laws or that could affect, or appear to affect the professional judgement or create the impression of improperly influencing the respective business relationship. It can be viewed damaging to both employee's personal business reputation and that of Vestland.

Bribes or Kickbacks

In a business relationship, no employee should directly or indirectly, accept from any third party any kind of bribes, kickbacks or any other unlawful or unethical benefit that might be seen to be an activity or behaviour that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

Money Laundering

All employees of the Company are prohibited from dealing in any money laundering activities and must comply with the applicable anti-money laundering laws. In the event that any employee has a reasonable suspicion of money laundering activities being conducted as part of the Company's business, the employee is expected to alert his or her immediate Head of Department or Human Resource Department.

Charitable Contributions

Donations or sponsorships (of cash or in kind) may be given only to legitimate charities for proper charitable purposes, or pursuant to the Company's CSR initiatives, for purpose of local community or welfare development. Any charitable contributions made must not violate the applicable laws, or any other guideline set out in this Policy document.

Prior to make any charitable contributions, the background and reputation of the intended recipient must be reviewed in advance by the Head of Department. Where any charitable contribution is to be made, it must be supported by an official request made in writing by the intended recipient.

Prior approval must be obtained in accordance with the established procedures before making donations or sponsorships on behalf of the Company. Approved donations and sponsorships should be made transparently and recorded accurately. All requests for donations and sponsorships received must be referred to the Managing Director or the Executive Director.

Employment of Family Members and Relatives

Whilst the Company permits employment of employee's family members and relatives, declaration of such relationship must be made prior to approval of such employment and subject to conditions as per Company's policies. Employment of family members of employees within the same department or division, depending on the nature of job, where it may cause rise of conflict, whether directly or indirectly will be at the sole discretion of the Company. Declaration should also be made in the event an employee enters into a relationship with another employee during the course of employment or with a family member of that employee. The Company may, at its discretion, take the appropriate course of action. Decision made by the Company shall be final. Failure to adhere to such request would be deemed as a breach of the contract of employment. If in doubt as to whether a situation is a Conflict of Interest, consult your respective Head of Department or Human Resource Department.

CONDUCT IN PUBLIC

It is important that communication with the public is accurate, consistent and does not violate the Company's confidentiality, applicable policies, laws or sensitivities. Published information can have a significant effect on the Company's reputation and have business and legal consequences. Communication with the public includes those with the media, financial analysts and investors, our communities, industry partners, customers, and other members of the public. The easy access of electronic communication in today's world means Company's information is easily available on the Web. We have to ensure that work-related communication complies with the Company's policy prior to publication. If you are approached by the media or wish to publish any information about the Company, contact the Managing Director for advice. Should there be a need to reveal any information or presentations, prior approval should be obtained from your Head of Department.

FINANCIAL ACCOUNTING AND REPORTING ACCURACY

The Company is committed to ensuring the integrating of financial information for the benefit of stakeholders, including but not limited to the Board of Directors, Management, shareholders, creditors and government agencies.

The financial accounting and reporting rules are governed by existing laws and regulations as well as the Company's policy that requires honest and accurate financial reporting. All employees play a role in this, whether it is relating to payments, claims, bills, invoices etc. Accurate reporting helps us to make good decisions for our business and operations, which contributes to the continued business success.

Falsification of financial or any other records or misrepresentation of information may constitute fraud and can result in civil and criminal liabilities for Directors, Employees and the Company. You are obliged to report false entries or omissions and to highlight questionable or improper accounting in the books and records of the Company.

FAILURE TO COMPLY

It is each employee's responsibility to ensure full compliance with all the provisions in this Code and to seek guidance where necessary from their superior or Head of Department or from the Human Resource Department. To ensure the highest standards of integrity shall be each employee's personal responsibility that cannot be delegated. When in doubt, all employees should always be guided by the basic principles stated herein. Failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

APPENDIX 1 – CONFLICT OF INTEREST DISCLOSURE STATEMENT (page 1/3)

**CONFLICT OF INTEREST DISCLOSURE STATEMENT****Section 1: Conflict of Interest**

Employees should avoid any situation that involves, or appears to involve, a conflict between their personal interests and the interests of the Group. That means employees should avoid circumstances that might affect their judgement or impartiality when performing their jobs.

Employees with a conflict of interest must disclose any obligation, commitment, relationship or interest that could conflict or may be perceived to conflict with his or her duties by making a declaration using the Conflict of Interest Disclosure Statement which is available at Human Resource Department for a copy.

Where an employee is found to have any real, apparent or potential conflict of interest but failed to declare it, the employee is in violation of the Code of Business Conduct and Ethics and may be subject to legal claims or proceedings or disciplinary measures including termination of employment.

Section 2: Disclosure Procedure

The existence of any real, apparent or potential conflict of interest shall be disclosed before any contract is entered into or any transaction is carried out. Transactions with parties with whom a conflict of interest may exist shall only be undertaken if all of the following conditions are complied with:

1. The details of the real, apparent or potential conflict of interest shall be fully and promptly disclosed to the person approving the transaction and Head of Department.
2. The person with the conflict of interest shall be excluded from the discussion, negotiation, tender, voting and/or approval of such contract or transaction;
3. A competitive bid or comparable valuation of the contract or transaction has been carried out; and
4. The person approving the transaction – Managing Director or Executive Director has determined that the contract or transaction is in the best interest of Vestland Group.

APPENDIX 1 – CONFLICT OF INTEREST DISCLOSURE STATEMENT (page 2/3)

CONFLICT OF INTEREST DISCLOSURE STATEMENT
Section 3: Conflict of Interest Disclosure Statement

Instructions:

- Please tick boxes if the conflict of interest situations apply to you in the questions below.

The term "affiliated persons" includes:

- Your immediate family members, i.e. spouse, children, parents, siblings or any relatives.
 - Any corporation or organisation or entity of which you are a board member, a committee member, a director, an officer, a partner or an employee; and
 - Any corporation or organisation or entity of which you are a shareholder or the beneficial owner of any class of securities (with the exception of holdings in public-listed companies, unless you have substantial holdings of 5% or more).
- This Conflict of Disclosure Statement shall be submitted by you at any point in time when a real, apparent or potential conflict of interest situation arises.

NAME: _____


POSITION: _____

DEPARTMENT: _____

(Please tick boxes if applicable)

No	Conflict of Interest Situations	
1	Are you or any of your affiliated persons an owner/part-owner/director/shareholder/officer/employee of a Vestland's existing or prospective customer, distributor or supplier?	
2	Do you or any of your affiliated persons have any direct or indirect interest in any business transaction with Vestland?	
3	Are you or any of your affiliated persons involved in any business that is in direct or indirect competition with Vestland?	
4	Do you have any financial or personal gain from the transaction or dealing between Vestland and its customer, distributor, supplier or business partner, or, did you receive any financial or personal benefits, such as gifts, salary, fees, loans or guarantees of obligations, free service or discounts?	
5	Do you have any personal dealings with suppliers and customers?	
6	Do you have outside employment and business activities outside the group?	
7	Do you have an opportunity for personal gain through your position or through the use of Vestland's facilities, equipment, systems or other properties?	
8	Is any of your immediate family members an employee of Vestland? (If applicable, kindly furnish a copy of this Disclosure Statement to your respective Human Resource Department)	

APPENDIX 1 – CONFLICT OF INTEREST DISCLOSURE STATEMENT (page 3/3)



VESTLAND
BUILD YOUR FUTURE

CONFLICT OF INTEREST DISCLOSURE STATEMENT

No	Conflict of Interest Situations	
9	Are you aware of any other events, transactions or situations that have occurred or may occur in the future that you believe should be brought to the knowledge of the Vestland's Board of Directors?	

Please provide further details and descriptions of the activities and/or the relationships for the questions that are applicable. *(You may attach additional comments, documents or materials, if necessary)*

Section 4: Employee's Declaration

I HEREBY DECLARE that all the information provided in this Statement, as well as in the documents and materials submitted are true to the best of my knowledge.

Signature

Date

Section 5: Employer

The actions described in the approach outlined in Section 3 have been put in place to effectively manage any actual, potential or perceived conflict of interest disclosed in Section 2. The approach outlined in Section 3 ensures that the Vestland Group public interests and reputation is adequately protected.

Signature

Date