



CODE OF ETHICS & BUSINESS CONDUCTS

Prepared & Compiled by:

COO DEPARTMENT

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	COO	GCEO

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TABLE OF CONTENTS

Contents	Page
Message from the GCEO	i
Our Charter	ii
Preface	iii - iv
TDM Berhad Business Code of Conduct:	
1. Our responsibility for compliance	
1	
2. Reporting Non-Compliance	2 –
3	
3. Corporate Citizens and Seal Employee Competency	
4	
4. Conflict of Interest	5 –
6	
4.1 Outside TDM Berhad Board Memberships	
4.2 Assets and Financial Interest	
4.3 Outside Company or Business	
4.4 Interest/Activities outside Group	
4.5 Co-Worker Internal Affair/Relationship	
5. Illegal Gratification And Business Courtesies	7 –
12	
5.1 Soliciting, Bribery/Corrupt Payments	
5.2 Nominal Value	
5.3 Business Culture/Courtesies	
5.4 Confidential/Privacy Information	
5.5 Documents and Company Records	
5.6 Insider Trading	
5.7 Non-Solicitation of Clients, Customers and Principals	
5.8 Non-Solicitation Employees	
5.9 Company Properties	

6. Cyber Security	13 – 21
6.1 Intellectual Property	
6.2 Gadgets/Electronics Property	
6.3 Attire/Dress Code	
6.4 Office Equipment, Facilities and Discipline	
6.5 Financial Accounting Integrity	
6.6 Public Disclosure and Media Statement	
6.7 Occupational Safety, Health and Security	
6.8 Environment	
6.9 Misbehavior and Misconduct	
6.9.1 Abuse and/or Inappropriate Use of Company Computer/Media/Information	
6.9.2 Fraud and Dishonesty	
6.9.3 Drug, Alcohol and Gambling	
6.9.4 Acts of Violence, Inappropriate Behaviors and Criminal Offences	
6.9.5 Others	
7. Workplace Bullying	22
8. Sexual/Gender/Race/Religion Related Offences and Harassment	22
9. Anti-Corruption and Bribery	22 – 23
10. Political Contribution and Activities	24
11. Community Relationships	25
Appendix i	26
Appendix ii	27 – 30

MESSAGE FROM TDM BERHAD GCEO



The Code of Business Ethics (CoBE) is our guiding framework and tool to keep our perception as a trusted partner, to conduct business responsibly and to remind us that every action counts. These instructions are the foundation for how we operate, and they help guide us in maintaining trust and credibility with our customers, partners, employees, shareholders and other stakeholders. Be sure you read the Code of Business Ethics carefully.

The CoBE will not only promote legal and procedural compliance, but it will also provide a moral compass to ensure that our individual behaviour is in line with the TDM Berhad Shared Values.

The CoBE contains detailed policy statements on the standards of behaviour and ethical conduct expected of everyone to whom the CoBE applies.

The CoBE expressly prohibits improper solicitation, bribery and other corrupt activity not only by employees and directors but also by third parties performing work or services for or on behalf of companies in the TDM Berhad Group.

I expect each one of us to work in line with the principles written in this Code. We are each responsible for meeting these standards.

I am committed to TDM Berhad corporate responsibility issues and to conducting business responsibly.

As an employee of the Group, it is incumbent upon each one of us to internalize and abide by this CoBE. It is the responsibility of each LINE MANAGER to ensure that our employees uphold the CoBE. The TDM Berhad Board of Directors and Management attach great importance to the CoBE and urge that everyone in the Group make it a personal commitment to follow the CoBE. With this, I hereby launch the new CoBE and the CoBE Guide for the Group.

Best Regards,

Dato' Haji Mohamat bin Muda
Group Chief Executive Officer

OUR CHARTER

TDM Berhad, subsidiary of Terengganu Incorporated

OUR VISION

We shall excel in our commercial and social roles for the benefit of people, planet and profit.

OUR MISSION

TDM wants to be a model corporate citizen, enhancing the wealth of shareholders and improving the well-being of all stakeholders.

OUR VALUES

- Integrity
- Professionalism
- Transparency
- Passion
- Diligence
- Care

PREFACE

i. Employees

All Employees are required to understand the Code and comply as the matter of course. The Company shall ensure that every employee of the Group has access to the Code and its subsequent updates.

Therefore, ignorance of the existence of this Code or of any part of its provision or any amendment or variation to it is not and will not be accepted as an excuse for its breach.

ii. Management

The Management has the added responsibility of leading according to these practices, in both words and actions. It must be emphasised that the information obtained from the Code must not be divulged nor photocopied nor given to any other person. A breach of this rule will result in disciplinary action.

The Code must be available for inspection by the visiting teams from Internal Auditors, External Auditors, and other relevant inspectors.

iii. External Parties

All External Parties are required to conform to the principles documented in the Code in their dealings with the Group.

iv. Scope

The Code supersedes all previous Code of Conduct and Ethics handbook, List of Employment Misconduct and any other relevant or applicable documents. While every effort is made to keep the contents of the Code current, the Group reserves the right to modify, suspend, or terminate any of the policies, procedures, and/or guidelines.

The Code shall apply to all Employees and wherever applicable, External Parties.

v. Code of Business Ethics

Integrity, transparency and responsibility characterize the way we conduct business. Operating with a strong sense of integrity is critical to maintaining trust and credibility with our customers, partners, employees, shareholders and other stakeholders. Such trust and credibility require transparency in how we conduct business and confidentiality when we conduct business to protect business assets and the privacy of individuals.

The TDM Board has established this code of business conduct to be strictly complied with by the directors and members of the management, and yet for avoidance of doubt, the provision made is in addition to any other obligations imposed on the directors and members of management towards any applicable laws, rules and regulations. The board reviews the Code of Conduct periodically.

The Code of Business Ethics reflects our company's commitment to conducting business responsibly including:

- Being responsible corporate citizens and seal employee competency
- Respecting human rights throughout our business operations
- Ensuring health and safety
- Encouraging sustainable development such as RSPO and MSPO compliance
- Supporting the stakeholders within the organization and community at large

The Code also contains rules for all individuals performing work for TDM Berhad, under the staff management or in premises, whether as an employee of TDM Berhad or a subcontractor, or as a private contractor, including:

- Ensuring compliance always with applicable laws, rules and regulations
- Promoting full, fair, accurate, timely and understandable disclosure in financial reports and other public communications
- Appropriately dealing with conflicts of interest
- Protecting and properly using company assets
- Protecting non-public information and Company confidentiality
- Whistle-Blowing

TDM BERHAD BUSINESS CODE OF BUSINESS CONDUCT

All Employees shall conform strictly to the Laws and Regulations of Malaysia, as well as to accepted standard of business ethics. Employees shall also abide by the Code of Conduct as set out below:

1. Our responsibility for compliance

Everyone working for TDM Berhad is required to review the Code, to support and work in line with the company's commitments stated herein, and to follow the rules in the Code addressed to us as well as all applicable laws. All non-compliance behaviour must refer to the appropriate law enforcement authorities i.e. Royal Malaysia Police (RMP) and the Malaysia Anti-Corruption Commission (MACC).

In addition, we must follow the Group policies, directives and instructions as well as local directives and instructions; failure to do so may result in disciplinary action including termination of employment and/or civil and criminal liability.

We place additional responsibilities on our leaders. Through their actions, they shall demonstrate the importance of compliance. Leading by example is critical, as is being available for those who have questions or wish to report possible violations of this Code.

Leaders must ensure that this Code is respected and is enforced in their organizations. Leaders may not turn a blind eye toward unethical conduct.

2. Reporting Non-Compliance

All employees shall be accountable for:

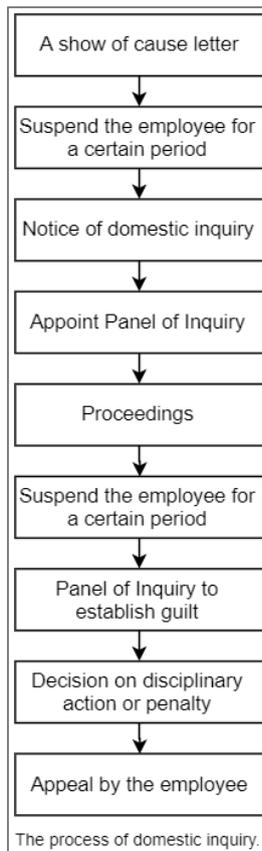
- Fully understanding the Code and knowing how to access it, as well as to apply it.
- Following the letter and spirit of all laws and regulations and all policies, guidelines, and procedures of the Group.
- Raising all questions immediately if we are ever in doubt or unsure.
- Speaking up if we think there is a violation of the Code, or an activity or behaviour that potentially could violate the Code.
- Cooperating with investigators and regulators.

These are all important responsibilities, and all employees must take them seriously. As mentioned above, the Code cannot cover every scenario we might find ourselves in, and we must use our good judgement whenever we are unsure of what to do.

As management and Board members, we are held highly accountable for ethical behaviour. The Group expects us to always model ourselves based on appropriate conduct. We shall uphold the spirit and intent of the Code, demonstrate the core values always and lead with integrity. This means we should:

- Understand the Code and can deliver its key messages and contents.
- Help employees understand the Code as well as other policies.
- Consistently demonstrate exemplary behaviour.
- Be open-minded and make opportunities for employees to discuss the Code and ethical problems.
- Encourage employees to speak up against any ethical misconduct without the fear of retaliation.
- Recognise employees' ethical behaviour.
- Never dismiss or ignore a concern raised.
- Act responsibly if employees tell us about any violations of the Code.

In the end, it matters not whether we are a part of the management or not. In this matter, we shall support each other in upholding a high standard of business conduct that all of us can be proud of.



Everyone in the Group is held accountable for their own behaviour. Any action that violates the Code must be viewed as a serious matter that must be addressed. Relevant authorities e.g. Human Resources/Capital, Legal etc. shall, in accordance to the respective policies and standard operating procedures, determine the appropriate disciplinary and corrective action to be imposed. Examples are:

- Discussion with superiors and managers for giving out advice on expected ethical behaviour
- Counselling session
- A verbal or written warning
- Suspension
- Internal Investigation
- Domestic Inquiry
- Termination
- Dismissal

Anyone in the Group that is found guilty or has violated the Code shall be subject to disciplinary action. This may include repayment of financial loss and termination of employment as decided by the relevant authority within the Group.

All of us have the obligation to uphold the standards of the Code. If we are aware of or suspect any behaviour that concerns us, or that may represent misconduct, raise the issue promptly. We must consider speaking first to a superior whom we feel comfortable with or any representative of Human Resources.

3. Corporate Citizens and Seal Employee Competency

We believe that communication is a basic human need that contributes to economic prosperity and social equity and provides solutions to many sustainable development challenges. We strive to ensure that our current approach is a force for good in the scope of business and minimize any negative impacts. We firmly believe that information and communication technology (ICT) promotes greater transparency and enhances many fundamental human rights, such as the right to health, education, freedom of assembly, and freedom of expression.

It is important to behave in a socially and ethically responsible way, and we strive to be responsible citizens in the communities where we conduct business. We care about the people who take part in the production and support of our products and services, and users of ICT more broadly. TDM Berhad is committed to upholding the RSPO and MSPO principles and criteria, which cover human rights, labor standards, environmental management, and anti-corruption. These principles form the basis of our approach to conducting business responsibly.

We strive to ensure that we are not complicit in any human rights abuses. We shall, in all contexts, seek ways to honour the principles of planet, profit and people substantially, even when faced with conflicting requirements.

By working for the Group, we are responsible to treat each other as fairly and with respect. This means we must never discriminate against others based on age, gender, disability, race, colour, religion, citizenship, marital status, veteran status, ethnic origin or political belief, or any other basis protected by law.

The Group believes that diversity and inclusion in the workforce are critical to drive the business successfully. The Group strives to be an organisation where the best people want to work, where people are hired and advanced based on their skills, qualities, and capabilities.

The Group also looks forward to becoming a place where responsible investment and business are practiced, where employees treat each other with mutual respect and dignity, and where a healthy work/life balance is encouraged.

Highly competent Employees job performance which equates to quality product and services. We provide four elements in our employees needs to perform well:

- a. Knowledge of job duties, recruitment and expectation
- b. Information about the organization, customers, products, services and industry.
- c. Required skills to perform.
- d. Management support is essentials to get job well done.

4. Conflict of Interest

Employees shall avoid situations in which personal interest could conflict, or appear to conflict, with the Group's business. During the tenure of service with the Group, Employees shall devote the whole of their time, attention and skills to the duties of their office to the best of their abilities and shall obey the reasonable and lawful directives of their superiors.

When the Employees' personal, social, financial or political activities interfere or have the potential of interfering with their loyalty and objectivity towards the Group, a conflict of interest may exist. It is the responsibility of the Employees to avoid such conflict.

4.1 Outside TDM Berhad Board Memberships

- a. Employees shall declare any existing board membership in any capacity in any company outside the Group.
- b. Employees who have been invited to serve on the board membership in any capacity in any company outside the Group may only accept such appointment after obtaining a written consent from the Chairman/Group CEO.
- c. In seeking consent to sit on the board of such company, the Employees shall satisfy the Chairman/Group CEO that such appointment is not detrimental to their responsibilities to the Group.
- d. Approval, if any, may be granted on the understanding that should, in the opinion of Chairman/Group CEO, there arise at any time a conflict of interest or it is detrimental to the Employees' responsibilities to the Group, then the Employees must make a final choice either to remain in the Group or the said Board.

4.2 Assets and Financial Interest

- a. Employees and their families shall not directly or indirectly, buy, sell or lease property, equipment or materials from or to the Group (other than purchases for personal consumption).
- b. Employees and their families who have any financial/assets interest in any External Parties which have business relationships with the Group and who are involved in any way in the decision making, dealing or transactions with such entities during employment with the Group, must inform the Chairman/Group CEO in writing of such interest in clearance prior to entering into such decision, dealing or transaction.

4.3 Outside Company or Business

- a. Employees shall not either directly or indirectly engage themselves in any employment or business which conflicts with his work with the Group and/ or business and operations of the Group.

4.4 Interest/Activities outside Group

- a. Employees shall not be a member of any political party, councils, committees of trade or other non-trade associations or societies without prior written consent from the Chairman/Group CEO.
- b. Permission will not normally be granted unless all or some of the following three (3) criteria are met:
 - I. Membership must in no way conflict with the interest of the Group.
 - II. The Group will gain some advantages because of such membership.
 - III. The time spent in membership activities must not significantly interfere with the Employees' duties with the Group.
- c. The Employees' involvement in such associations or societies, upon approval from the Chairman/Group CEO, shall be on the Employees' own time and expenses.

4.5 Co-Worker Internal Affair/Relationship

- a. The Group trusts and expects its Employees to have good judgment in pursuing romantic relationships with their co-workers. Nevertheless, Employees should recognize that such relationship can create an actual or apparent conflict of interest, depending on the Employees' work roles and respective positions.
- b. Therefore, it is unacceptable for an Employee to begin or maintain a romantic relationship with his direct or indirect reporting. Even if the superior is acting impartially, the relationship will be likely perceived to influence his judgment in terms of performance review, compensation and promotion, amongst others.
- c. Any romantic relationship with co-workers is also unacceptable if it interferes or creates a conflict. If such romantic relationship occurs, the Employee must notify Human Resource on the relationship. Changes to work arrangements of either or both Employees involved may be made, at the Company's discretion.

5. ILLEGAL GRATIFICATION AND BUSINESS COURTESIES

Employees must not personally get involved in an obligated or compromised position in any business dealing. The foremost guiding principle is conscience on the part of the Employees when faced with the situation. It is the responsibility of all Employees to act and perform their duties with transparency and impartiality.

5.1 Soliciting, Bribery/Corrupt Payments

The exchange of gifts can build goodwill in business relationships, but some gifts can create improper or the appearance of improper influence. Some be bribes, corruptions or kickbacks. These gifts mean anything of value and may come in various kinds of benefits, personal or otherwise.

They include but are not limited to cash, any kind of gifts or prizes, transportation, use of properties and vacation facilities, holidays, stocks or other securities, participation in stock offerings, favorable terms on any products or services, home improvements, tickets, gift certificates, commissions and entertainment.

Employees and their families shall not, directly or indirectly, solicit, accept, promise, offer, make, give, or provide corrupt payments on their behalf from or to the Group's External Parties (including Governments, Statutory Bodies and Agencies) that may influence, or even perceived to be able to influence decision making in relation to obtaining business or awarding contracts.

5.2 Nominal Value

Employees may accept meals or entertainment of nominal value about performing company business. 'Nominal' will depend on the circumstances. In general, nominal means something small, a gesture, or business courtesies.

The Group prohibits giving gifts of more than nominal value in dealing with any business. Employees shall not accept any business entertainment or gift that is too lavish or too frequent.

5.3 Business Culture/Courtesies

Gift-giving and receiving practices may vary among cultures. In some rare situations, it would be impractical to refuse or return a gift. In such cases, Employees are to practice good business sense and conscience. In limited situations, Employees may accept the following gifts:

- a. Occasional business meals.
- b. Company souvenirs of nominal value (e.g. calendars, pens, notepads, diaries).
- c. Promotional business items.
- d. Reasonable entertainment such as accompanying a business associate to a local cultural or sporting event.
- e. Non-cash gifts presented to Employees attending social functions such as signing ceremonies and corporate visits.
- f. Gifts presented to Employees during weddings, Hari Raya, Chinese New Year, Deepavali, Christmas or other festive occasions.
- g. Customary gifts as non-acceptance may cause offense to the organization or country involved.

5.4 Confidential/Privacy Information

Confidential information in this context is defined to include all trade secrets, confidential, private or secret information of the Group including, without limitation to the following:

- a. Business and financial information of the Group.
- b. Business methods and practices of the Group.
- c. Pricing and marketing strategies of the Group.
- d. Intellectual properties.
- e. Information on Employees, clients, customers and principals.
- f. Other corporate databases.
- g. Information as the Group may from time to time designate as being confidential.

Confidential information however, will not include information that is in the public domain or information that falls into the public domain (unless such information falls into the public domain by unauthorized disclosure or other acts on the part of the Employee). The improper use of such confidential information is totally prohibited.

5.5 Documents and Company Records

A documents or records is defined as a sub-set of information created or received as evidence of a business activity. The Group requires that documents or records must be managed securely throughout their life cycle. This includes such data as regulatory filings, quality, safety, financial and employee records.

a. Management Reports and Records

Employees are expected to co-operate with reasonable request for information from government agencies and regulators, and to consult with the relevant departments before responding to any non-routine requests.

Authorized Employees must provide accurate information to speak on behalf of the Group with auditors, government representatives and other parties. At all times, Employees must uphold the integrity of information and not misrepresent or falsify any information and records in the Group.

b. Employee Confidentiality and Data Privacy

The Group is committed to respecting the confidentiality of our Employees' personal information. It is our policy to acquire and retain only personal data that is required for the effective operation of the Group, or that is required by law. The Group shall ensure that:

- I. Access to personal data is strictly limited to Employees who have appropriate authorization and a clear business need for such information.
- II. Authorized Employees only use the personal data for the purpose for which it was collected and adhere to the highest standards of confidentiality in using it.
- III. Authorized Employees do not provide the personal data to anyone inside or outside the Group without proper authorization.

5.6 Insider Trading

Insider trading is defined broadly to cover situations where Employees buy or sell securities (quoted shares) while they are in possession of confidential information which is not generally available to the public and affects or may affect the value to be placed on these securities. The Employees may have such information by their position in the Group or because someone in such position may have provided them, directly or indirectly, with the information.

a. Definition

Insider trading includes trading in the following categories

- i. Employees' own company.
- ii. Principal, subsidiary and associated companies.
- iii. Customer or supplier companies.
- iv. Companies in which the above categories are connected e.g. companies for which an offer or takeover is contemplated.

b. Insider

An insider includes:

- i. All directors, whether executive or non-executive.
- ii. All Employees.
- iii. Family of directors and Employees.
- iv. Beneficial trusts of all the above mentioned.
- v. Other persons acting on behalf of or in conjunction with the above mentioned.

c. Dealings

No insider shall buy, sell or otherwise deal, directly or indirectly, in the shares of any company within the TDM Group in the following periods:

- i. During the period commencing from the time information is obtained up to one (1) full trading day after the announcement of a matter that involves unpublished price-sensitive material information in relation to the securities of the Group or, where relevant, any other listed public company.
- ii. During the period from the commencement of negotiation for a corporate proposal involving a transaction having a value exceeding 25% of the net assets of the listed public company up to one (1) full trading day after the announcement or one (1) day after the abortion of negotiation.
- iii. During the period commencing from the expiry of the financial year, half year or quarter up to one (1) full trading day after the announcement of the Group's results for the financial year, half-year or quarter and/or of any dividends and distributions to be paid or passed.
- iv. If there is a compelling reason to dispose of the shares which an insider wishes to sell within the periods defined above, prior written approval must be obtained from the Chairman or Group CEO. This applies similarly to the shares of all other companies as listed in the definition above.

If there is a compelling reason to dispose of the shares which an insider wishes to sell within the periods defined above, prior written approval must be obtained from the Chairman or Deputy Chairman/Group MD. This applies similarly to the shares of all other companies as listed in the definition above.

5.7 Non-Solicitation of Clients, Customers and Principals

All Employees, at any time during their employment and/or within the period of three (3) years from the cessation of their employment however caused, either individually or through any company under their control or on their behalf or on behalf of any person competing or endeavoring to compete with the Group, shall not without the prior written consent of the Chairman/Group CEO:

- i. Directly or indirectly solicit, endeavor to solicit or gain custom of, canvass or interfere with any person who is a client, customer or principal of the Group as at the date of the cessation of their employment or;
- ii. Use their personal knowledge of or influence such client, customer or principal of the Group to or for their own benefit or that of any other person competing with the Group.

5.8 Non-Solicitation Employees

All Employees, at any time during their employment and/or within the period of three (3) years from the cessation of their employment however caused either individually or through any company under their control on their behalf or on behalf of any person competing or endeavoring to compete with the Group, shall not without the prior written consent of the Chairman/Group CEO directly or indirectly solicit for employment or endeavor to employ or retain as an independent contractor or agent, any person who is an employee of the Group as of the date of cessation of their employment or was an employee of the Group at any time during the two (2) years prior to the cessation of their employment.

5.9 Company Properties

All Employees have the responsibility to protect company properties, both intellectual and physical, from loss, damage, misuse, theft or any form of vandalism. Properties of the TDM Berhad assigned to Employees are strictly to be utilized for work related purposes only. Abuse of the assigned properties is a serious violation. The following criterion of behavior to follows:

a. The Do's

- i. Comply with the Group policies and procedures, and applicable laws and regulations on usage of the assets.
- ii. Use the Group assets only for their intended purpose.
- iii. Protect the assets from any form of loss or damage.
- iv. Ensure third parties comply with policies and procedures while using the Group assets.
- v. Prevent unauthorized usage.
- vi. Report all 'loss event' incidents

b. The Don't

- i. Use the Group assets for personal purposes or interest.
- ii. Use the Group assets for any unethical or illegal activities.
- iii. Allow any unauthorized usage or access to the Group assets.
- iv. Ignore security complaints on Group assets.
- v. Breach specific laws and regulations while using the Group assets.

6. Cyber Security

As an Employee, we are granted access to multiple technology systems e.g. internet, data, and IT equipment e.g. laptops, computers, printers etc., which are ultimately the assets of the Group. They have been continuously aiding our daily operations. However, they are prone to security breaches.

We are responsible for safeguarding the information technology and data from any loss, damage, theft, misappropriation, or unauthorised access using necessary precautions. This means we must use them appropriately always, in accordance to applicable policies and procedures, and laws and regulations.

We must not use the facilities for personal use without proper authorisation. The Group will not tolerate in the event its services, equipment, or systems are used in a manner that could bring embarrassment or harm to the Group, or impair its reputation or interests.

The Group has the right to impose any kind of safety measures on the equipment and systems, subject to laws and regulations. By this, we must not disable or circumvent any IT measures of the Group, as well as not assume the assurance of our privacy if we are using the assets belonging to the Group.

Inappropriate use of information technology or data, or storing or accessing inappropriate information using the systems is prohibited. Any person found guilty will be subject to disciplinary action including termination or dismissal, and may be subject to legal action as well.

a. The Do's

- i. Use the technology systems appropriately always.
- ii. Safeguard hardware, software and data that fall under your responsibility, and report to IT if stolen or lost or damaged.
- iii. Prevent unauthorized access to confidential data.
- iv. Be careful when opening emails from unknown senders or addresses that probably could be spam or contain viruses.
- v. Set up complex passwords that cannot be easily guessed.
- vi. Contact IT to troubleshoot technological problems.

b. The Don't

- i. Use the technology systems for any kind of personal purpose.
- ii. Alter built-in software or install third party software without license or authorization.
- iii. Use the Group equipment and systems for outside businesses, or for illegal or unethical activities e.g. gambling.
- iv. Engage in fraud or any kind of cybercrime.
- v. Upload, download, send, access, or publish inappropriate materials.

- vi. Distribute materials that promote racism, are offense, lead to anxiety or annoyance, or related.
- vii. Use the Group domain, headers, or footers to send/receive personal emails.
- viii. Use personal email accounts to send/receive the Group confidential information without authorization.
- ix. Automate the forwarding of email to personal email accounts.
- x. Use others' email accounts without permission.
- xi. Discuss confidential matters through unsecured online channels.
- xii. Disable or circumvent any IT measures of the Group.
- xiii. Store information with unapproved cloud services.
- xiv. Allow or ignore others doing any of the above.

6.1 Intellectual Property

Intellectual property can be copyrights, patents, trademarks, inventions and designs, brands, logos, R&D or related that has commercial value. They are all irreplaceable assets, and we may produce, develop, and have access to them. The Group expects us to safeguard them from misappropriation or any illegal conducts, either internal or external.

We must not misappropriate or disclose any intellectual property to anyone without proper authorisation, even after our employment ends. The Group respects others' confidentiality where we must not disclose their intellectual property without permission, even if they are our former employer.

a. The Do's

- i. Comply with policies and procedures, as well as laws and regulations regarding intellectual property, throughout and after your employment.
- ii. Inform the Group on any misconduct involving intellectual property.
- iii. Protect the intellectual property that falls under your responsibility.
- iv. Return all information after your employment or engagement with the Group ends.
- v. Check for others' intellectual property rights to prevent duplication.

b. The Don't

- i. Disclose any intellectual property or confidential information of the Group to anyone without permission.
- ii. Accept, retain, or use others' intellectual property without approval.
- iii. Divulge confidential information of the Group.
- iv. Use the Group intellectual property for personal use or benefit.
- v. Talk or share these things in public places or unsecured online channels e.g. blogs.
- vi. Forge, plagiarize, modify, or alter them in any way without approval.

6.2 Gadgets/Electronics Property

Electronic facilities include but are not limited to computers, mobile phones, fax machines and photocopiers. Portable equipment that is issued to Employees remains the property of the Group.

6.3 Attire/Dress Code

Identity or access card, uniform or any other attire bearing the Group's name and/ or logo (if applicable) reflect the Group's image. Employees must use and wear them accordingly and responsibly. Employees shall not tamper with or deface their ID/access card or make unauthorized alterations to the uniform.

6.4 Office Equipment, Facilities and Discipline

Office furniture and fittings, work areas, restrooms, pantries and praying areas are to be used by Employees with proper care and maintenance. Lights and electrical appliances should be switched off after use and at the end of the day. Others are as follows:

i. Company Vehicles

Company vehicles are provided only for the use of authorized Employees and for official work purposes only. Any private use is only a privilege and not an absolute right. Unauthorized carrying of other passengers in these vehicles is strictly prohibited.

ii. Company Funds

Employees responsible must comply with all instructions on how to handle cash, credit cards and other funds. Employees shall not abuse their positions to use, divert or conduct any transaction with those funds except strictly for authorized purposes. All transactions must be reflected in the financial records.

iii. Company Time

Whilst at the workplace, Employees are expected to be fully engaged in their work, devote the necessary time to fulfill job responsibilities and not undertake personal activities. Employees who are required to report their hours worked must do so truthfully and accurately.

6.5 Financial Accounting Integrity

Financial and accounting integrity represents part of corporate professionalism. Accurate and honest recording and reporting of financial information are essential to the Company's credibility and reputation. The Group establishes and maintains internal procedures and controls to ensure the integrity of the Group's financial reporting and legal compliance. Employees are to refer to the Group Finance Department of TDM Berhad and/or the relevant Finance Department for detailed policies and procedures to meet regulatory obligations. The criterion of such integrity are as follows:

a. Correct Disbursement of Assets and Funds

Funds and other assets of the Group must be used for proper and legal business purposes only. All financial transactions and disbursement must be authorized and recorded. At all times when a payment is disbursed or received, it can only be used for the purpose spelt out in the supporting documents.

To avoid incurring unauthorized commitment or transaction, authorization to act on the Group's behalf shall be in accordance with the Delegated of Authority Level (DAL) approved by Board of Directors, where applicable. All expenses must be approved as per the DAL and comply with the Group's finance/accounting policies.

b. Recording and Documentation

The Group's books and records shall only contain true, complete, proper and accurate information. It is the Employees' obligations to reflect accurately in the records, financial books and accounts the transaction and events taking place with conformity to all required accounting principles, standards and internal control. To ensure proper recording and documentation, Employees shall:

- i. Not make or permit entries to be made to any account, record or document with the intention to falsify, mislead or obscure the true nature of the transaction or authorization limits.
- ii. Not show lack of concern for any inaccurate, false or misleading data and must bring to the attention to the Group the presence of such information.
- iii. Not amend, alter or deface documents submitted by business associates or customers.
- iv. Not be involved in any arrangement to forgeries in any form.

c. Retention

Records and documents retention (and destruction) must follow all legal requirements and finance/accounting policies. For tax and auditing purposes, it is important to keep records as per statutory requirements.

d. Procurement

Procurement of products and services shall be carried out according to the procurement policies and procedures. The awards of contracts to vendors shall be carried out in objective manner after thorough evaluation of their proposals, financial status, profile and performance as well as other criteria that will assist the procurement team in making an objective decision.

Procurement agreements should be appropriately documented to clearly identify the products and services to be provided, the basis of earning payment and the applicable rate or fee. The amount of payment must commensurate with the services or products provided. Employees involved in procurement of one form to another must comply with the features of sound procurement practices as follows:

- a. All vendors are treated equally and all are afforded the same information at the same time.
- b. Ensure that no information leaks during the procurement process.
- c. Ensure no favoritism amongst vendors.
- d. Anyone in procurement team must not be the signatory for any cheque/payment to be prepared for the vendors.
- e. Must have more than one bidder, as competition between the two or more vendors may result in lower prices.
- f. Ensure procurement process is auditable, justifiable and stands up to scrutiny.
- g. Rely upon good performance track records of vendors.
- h. Procurement team and the end user must carry out negotiations with the vendor to ensure requirements are met.

Any conflict of interest (or potential thereof) through relationships or friendships with people in other companies participating to tender for any project must be declared in writing to the Chairman/Group CEO. This covers Employees who have relatives or friends working for the vendors.

e. Money Laundering

All Employees must act diligently to prevent from involvement in money laundering activities. Money laundering is the process of transforming the proceeds of illegitimate activities into seemingly legitimate money or other assets, either directly or indirectly.

f. Overpayment Transaction

It is the responsibility of the Employees to notify and refund the Group any overpayments of salary, allowances, expenses, reimbursements, compensation and/or benefits, amongst others, more than or not within their entitlements.

6.6 Public Disclosure and Media Statement

Employees shall not issue any statement, written or verbal to the media and/or public (including all forms of electronic media) on matters in relation to the Employee's duties or the Group's activities and performance, unless prior permission has been obtained from the relevant authorized parties.

Any dealing with the media shall be handled by or referred to the relevant authorized parties to ensure accurate, consistent, professional communication response and to avoid misinterpretations.

6.7 Occupational Safety, Health and Security

The Group is committed to providing a safe, secure, and conducive workplace culture and environment, where the values of respect, trust and confidence are held high. Therefore, everyone shall be responsible for conducting their duties in a safe and environmental friendly manner.

We can only be considered successful when everyone can go home safe and well every day, and live a life free from any occupational illnesses and injuries.

The Group does not tolerate behaviours that can cause any form of harm by employees, directors, contractors, vendors, suppliers, partners, clients, or anyone else. No one shall have any type of weapon on the Group property, at work-related functions or while performing company business, except perhaps for designated security personnel.

a. The Do's

- i. Comply with all policies and procedures on health and safety matters, and encourage others to do the same.
- ii. Identify and take proper precautions to maintain safety in doing work at the workplace.
- iii. Stop doing any work or duties that appears dangerous, and look for assistance if needed.
- iv. Use protective equipment if you are required to do special yet risky tasks, and encourage others to do the same.
- v. Know how to act in the event of an emergency e.g. fire.
- vi. Report to the immediate superior or management any injury, accident, illness, unsafe or unhealthy condition.
- vii. Consider all complaints or warnings.

b. The Don't

- i. Attempt to do work without proper training, or when you are still incompetent, medically unfit, or insufficiently rested.
- ii. Work under the influence of alcohol or drugs or other illegal substances.
- iii. Use or allow or tolerate any threatening, intimidation, harassment, bullying or violence at work.
- iv. Bring any type of weapon to the workplace, unless with specific lawful authorisation to do so.
- v. Keep a concern or health and safety issue to yourself by assuming someone else will report it instead.

6.8 Environment

The Group is committed to complying with environmental laws and regulations, and to minimize any damage to the environment arising from its activities. Relevant Employees must maintain all required environmental documentation accurately and completely.

To fully comply with all legal requirements, Employees must constantly make sure that everything they do is safe and does not cause damage to the environment. All Employees must do their part to ensure that the Group meets this commitment.

6.9 Misbehavior and Misconduct

All Employees shall conduct themselves responsibly, ethically, honestly and with integrity and respect for one another. The Group does not condone any act of misconduct that is deemed to be detrimental to the interest of the Group.

The following examples of acts of misconduct and misbehavior are not exhaustive and may be revised from time to time:

6.9.1 Abuse and/or Inappropriate Use of Company Computer/Media/Information

- a. Keeping or viewing of inappropriate materials including materials which are obscene, indecent or offensive in nature, in company-owned or company-provided computer and laptops.
- b. Installation, connection and/or usage of software and hardware without license and authorization.
- c. Usage of unauthorized computer access (password) and disclosing and/or divulging passwords to unauthorized parties.
- d. Unauthorized access to data or programmed, unauthorized modification of the contents of any data or programmed and disclosing and/or divulging such data or programmed to unauthorized parties.
- e. Fraudulent use of network and network facilities.

6.9.2 Fraud and Dishonesty

- a. Provision of false or misleading information or withholding of information from the Group when applying for employment and/or to secure employment with the Group.
- b. Provision of false or misleading information or withholding of information from the Group for own personal gain/benefit and/or to the detriment of the Group.
- c. Falsification of information, documents and/or records.
- d. Forging or falsification of medical certificates.
- e. Purchasing of medical certificates.
- f. Visiting a medical practitioner under false pretext for getting medical leave.
- g. Feigning illness.
- h. Theft, pilferage, fraud or dishonesty including any attempts of such involving the Group's business, funds and/or properties.
- i. Misappropriation and unauthorized use of the Group's funds and properties.
- j. Stealing of other Employees' belongings and/or properties within the Group's premises.

6.9.3 Drug, Alcohol and Gambling

- a. Possession or abuse of illicit and/or unauthorized drugs or narcotics.
- b. Drinking of alcoholic beverages within the Group's premises and/or during working hours.
- c. Being intoxicated or under the influence of alcohol and/or drugs during working hours, within the Group's premises and/or while on the Group's business.
- d. Drug addiction and pushing.
- e. Gambling of any form, including making or taking bets, card playing, whether for money or otherwise, within the Group's premises at any time.
- f. Online gambling using the Group's computer and/or on the Group's premises at any time.

6.9.4 Acts of Violence, Inappropriate Behaviors and Criminal Offences

- a. Rioting or participating in disorderly behavior within the Group's premises
- b. or within its vicinity at any time.
- c. Fighting within the Group's premises or within its vicinity at any time.
- d. Harassing another Employee, including stalking another Employee.
- e. Serious pecuniary indebtedness such as incurring excessive debt with the Group, other Employees and/or outsiders.
- f. Using insulting, demeaning and/or vulgar words or gestures against another Employee or outsiders, within the Group's premises or its vicinity at any time.
- g. Defaming, degrading, discrediting or dishonoring the Group and/or any of its Employees.
- h. Spreading of malicious rumors about the Group and/or any of its Employees.
- i. Any form of violence, abuse, assault (including threatening to assault or injure) against another Employee and/or outsiders.
- j. Possession of unauthorized firearms or other dangerous weapons within the Group's premises.
- k. Committing any indecent and/or immoral act on the Group's premises.

- l. Criminal conduct or the Employee's failure to report to the Group his criminal conduct, that would adversely affect the Employee's work performance or cause major discredit or embarrassment to the Group.
- m. Conviction and imprisonment for any criminal offence.
- n. Involved in or aid any activity where the relevant authorities require the Employee to be placed under any legal order of restricted residence or banishment.
- o. Any other acts that could cause fear, stress and distress to other Employees.
- p. Any other acts that could bring disrepute or embarrassment to the Group

6.9.5 Others

- a. Sleeping on duty.
- b. Unnecessary wastage of the Group's materials and resources.
- c. Allowing unauthorized persons to enter prohibited/restricted area without obtaining prior approval from the Group.
- d. Engaging in unproductive and/or non-business activities during office hours.
- e. Making or receiving excessive personal telephone calls using the Group's telephone and/own mobile phones on the Group's time.
- f. Abusing another Employee's key and/or ID/pass card or permitting others to use his key and ID/pass card to enter the Group premises.
- g. Stopping work before the end of official working hours.
- h. Inciting or aiding another Employee to commit any acts of misconduct including those as listed herewith.
- i. Failure to immediately declare to Human Resource of bankruptcy or insolvency status at any time during the Employee's employment.

7. Workplace Bullying

The Group views cases of bullying at the workplace seriously and any valid and proven cases will be subject to the appropriate disciplinary action. All parties are responsible for ensuring that any form of workplace bullying is prevented by:

- a. Ensuring that they are aware of and familiar with the policy, actions and behaviors that constitute bullying and ensuring that they adhere to the policy always.
- b. Ensuring that Employees under their supervision, where applicable, are similarly familiar with this policy of actions and behaviors that constitute bullying.
- c. Leading by example and ensuring that bullying does not occur at the workplace.

8. Sexual/Gender/Race/Religion Related Offences and Harassment

The Employees is prohibited and shall not conduct or perform any of offences and harassment as follows:

- a. Showing insensitivity, intolerance and disrespect towards others, including the opposite gender, other races and/or the religious requirements of others.
- b. Sexual assault against another Employee and/or outsiders.
- c. All forms of sexual harassment (verbal, non-verbal, visual, psychological and physical) against another Employee and/or outsiders.
- d. Sending or distributing sexual-related materials (such as pornographic materials, lewd messages etc.).
- e. Keeping or viewing pornographic materials on the Group's premises (such as pictures, videos, website etc.).
- f. Making derogatory comments based on gender, racial or religious characteristics.
- g. Making offensive or inappropriate name calling, slurs or jokes.

9. Anti-Corruption and Bribery

The Group applies a "Zero Tolerance" policy against corruption, bribery, embezzlement, and abuse of power. In line with this, the Group has formulated the Anti-Corruption (AC) Hand Book. It functions to detail the guidelines for enforcing this Code of Business Conduct, as well as for combating such conduct.

Corruption has many negative effects e.g. misallocation of resources, poverty, waste of opportunities, weakening of integrity etc. Any violation of anti-corruption laws is a serious offence, and the violator may be subject to legal actions e.g. imprisonment, fines etc. In some cases, the company itself may be punished as well.

To raise a concern of wrongdoing, we must act in accordance with the Whistleblowing Policy stated in the Anti-Corruption Hand Book, where we may inform any of the Designated Risk Officers (DRO) or Designated Risk & Integrity Coordinators (DRIC) or any personnel responsible for the function through any available channel*.

We should provide our personal and contact details in case further information or investigation is required, as well as for the Group to give protection to us as the whistle-blower. Worry not, we support the Whistle-blower Protection Act 2010 where whistle-blowers are legally protected in terms of confidentiality and against retaliation.

The Group does not tolerate retaliation against anyone that reports any ethical misconduct or violation of the Code. Retaliation is illegal where the person involved could be fined with an amount not more than RM100,000 or be imprisoned for not more than 15 years, or both, as stated in the Whistle-blower Protection Act 2010.

If we happen to be the subject of retaliation, we should report it immediately. Anyone found to be engaged in such retaliatory behaviour will face disciplinary action, up to and including termination or dismissal, not mentioning legal actions by the law enforcement authorities.

It is vitally essential for us all to comply with applicable laws and regulations regarding corruption to protect the Group's reputation and to preserve our social licence to operate to that end, the Group expects us to fully understand and comply with the Anti-Corruption Handbook, as well as other laws and regulations.

a. The Do's

- i. Understand and comply with the Anti-Corruption (AC) Handbook.
- ii. Obtain approval from relevant authorities prior to offering, promising, or giving anything of value, including sponsorships, donations.
- iii. Sign the integrity pact for entering a contract with third parties.
- iv. Deal with third parties using written agreements and documentations.
- v. Ensure all transaction details are recorded accurately in the respective books or records.
- vi. Whistle-blow any corruption concerns.

b. The Don't

- i. Violate or go against the Anti-Corruption Handbook or the Code in any way.
- ii. Give, offer, or receive anything of value to influence the decision of someone involved in a business contract with the Group.
- iii. Give, offer, or receive anything of value to induce someone to work disloyally or to do a form of misconduct.
- iv. Pay personally for anything of value to avoid complying with the Group policies and procedures.
- v. Keep any concern on misconduct or corruption activities or related to yourself.
- vi. Intentionally falsify or modify any transactions.

10. Political Contribution and Activities

It is strictly prohibited for the Group to grant donations or contribute funds/assets to any political party or politician. However, good faith donations to government entities, agencies, clubs, associations, and/or events beneficial to *Rakyat* community centres are allowed, subject to approval by the relevant approving authorities and compliance with applicable laws and regulations.

The Group recognises our right to participate as individuals in the political process, subject to approval by the Head of Company. We may also be involved in any event or activity held by any political party or politician or related, subject to laws and regulations, with the approval of the Head of Company.

And if we do participate in political activities, we must conduct everything entirely on our own account including time and money, and if we should carry political related duties, we must apply for leave in the way we normally would do and we must obtain prior approval from the Head of Company.

a. The Do's

- i. Conduct any business dealings or contracts or relationships on behalf of the Group with any political affiliated party in accordance with the Code, other policies and applicable laws and regulations.
- ii. Seek approval from the Head of Company prior to participating in political activities.
- iii. Be mindful of the Group reputation and public perception.
- iv. Discuss with your superior or management if in doubt regarding this matter.

b. The Don't

- i. Grant donations or contribute funds/assets to any political party or politician.
- ii. Participate in political activities without prior approval from the Head of Company.

11. Community Relationships

At the Group, we aim to increase value and profit from all business, commercial and investment activities to fund social programmes and give benefit to the *Rakyat*. As well, we work to ensure Terengganu's sustainable long-term growth.

In short, we can say that the Group is working for both the state and the *Rakyat*. We often engage with the community through a variety of Corporate Social Responsibility (CSR) programmes. Building and strengthening the relationship with them is also one of the Group's core values.

If we happen to oversee CSR programmes, make sure we comply with the Group's policies and procedures, and applicable laws and regulations. This is to ensure the Group is reputable, aligned with the Code and following a proper governance process.

We may also have to perform duties or conduct projects where we must meet and deal with people of different communities. In this case, we must be aware and understand their norms, laws, practices, and customs, as well as to choose our actions and use our words properly.

a. The Do's

- i. Respect the communities' culture and customs, given that they comply with the Code or laws.
- ii. Look for opportunities to engage the Group with the *Rakyat* and to create CSR programmes.
- iii. Choose actions and use words properly when dealing with communities.
- iv. Ensure CSR programmes comply with policies, procedures, laws, and regulations.
- v. Discuss and obtain approval prior to execution of CSR programmes

b. The Don't

- i. Disrespect or threaten the community in any way.
- ii. Conduct or participate in any CSR programme to influence anyone who has business importance with the Group.
- iii. Conduct CSR programmes on behalf of any political affiliates.
- iv. Contribute to any religious organisation for religious purposes on behalf of the Group.
- v. Implement CSR programmes that could cause loss or harm to any other party or company.
- vi. Reject or conduct any CSR programme without proper approval.

LETTER OF UNDERTAKING

I hereby declare that I have read the Code of Ethics and Conduct Handbook. It is my sole duty and responsibility to read and understand the Code, which is an integral part of my Terms and Conditions of Service.

I shall conduct myself with complete integrity in the execution of my duties and assignments. I undertake that I will abide by the Code. If for any reason(s) I do not comply with any of the requirements of the Code, I shall not cite ignorance or lack of understanding as my self-defense. I further agree that the Management has the absolute right to act due to any violation of the Code.

I fully understand that the Management has the absolute right to add, amend, review or delete any of the contents of the Code as and when necessary and that I shall also be liable to such additions, amendments, revisions and/or deletions.

Signature

Full Name (please print in capital letters)

Identity Card / Passport No.

Designation

Department and Company

Date

WHISTLEBLOWER PROTECTION ACT 2010

Whistle-blower Protection

7. (1) A whistle-blower shall, upon receipt of the disclosure of improper conduct by any enforcement agency under section 6, be conferred with whistle-blower protection under this Act as follows:

- (a) protection of confidential information;
- (b) immunity from civil and criminal action; and
- (c) protection against detrimental action,

and for paragraph (c), the protection shall be extended to any person related to or associated with the whistle-blower.

(2) A whistle-blower protection conferred under this section is not limited or affected if the disclosure of improper conduct does not lead to any disciplinary action or prosecution of the person against whom the disclosure of improper conduct has been made.

(3) This Act does not limit the protection conferred by any other written law to any person in relation to information given in respect of the commission of an offence.

WHISTLEBLOWER PROTECTION ACT 2010 – SECTION 10

Protection against detrimental action

10. (1) No person shall take detrimental action against a whistle-blower or any person related to or associated with the whistle-blower in reprisal for a disclosure of improper conduct.

(2) A whistle-blower may make a complaint to any enforcement agency of any detrimental action committed by any person against the whistle-blower or any person related to or associated with the whistle-blower.

(3) A person is deemed to take detrimental action against a whistle-blower or any person related to or associated with the whistle-blower if—

(a) the person takes or threatens to take the detrimental action because—

(i) a whistle-blower has made a disclosure of improper conduct; or

(ii) the person believes that a whistle-blower has made or intends to make a disclosure of improper conduct; or

(b) the person incites or permits another person to take or threaten to take the detrimental action for any reason under subparagraph (a)(i) or (ii).

(4) Nothing in this section shall affect the whistle-blower protection to an employee in the private body either at law or under a collective agreement or employment contract.

(5) No person acting or purporting to act on behalf of any public body or private body shall—

(a) terminate a contract;

(b) withhold a payment that is due and payable under a contract; or

(c) refuse to enter into a subsequent contract, solely because a party to the contract or an employee or employer of a party to the contract has made a disclosure of improper conduct to any enforcement agency relating to the public body or private body.

(6) Any person who contravenes subsection (1) commits an offence and shall, on conviction, be liable to a fine not exceeding one hundred thousand ringgits or to imprisonment for a term not exceeding fifteen years or to both.

(7) In any proceedings, it lies on the defendant to prove that the detrimental action shown to be taken against a whistle-blower or any person related to or associated with the whistle-blower is not in reprisal for a disclosure of improper conduct.

Duty to report bribery transactions

25.(1) Any person to whom any gratification is given, promised, or offered, in contravention of any provision of this Act shall report such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Commission or police officer.

(2) Any person who fails to comply with subsection (1) commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand ringgits or to imprisonment for a term not exceeding ten years or to both.

(3) Any person from whom any gratification has been solicited or obtained, or an attempt has been made to obtain such gratification, in contravention of any provision of this Act shall at the earliest opportunity thereafter report such soliciting or obtaining of, or attempt to obtain, the gratification together with the full and true description and if known, the name of the person who solicited, or obtained, or attempted to obtain, the gratification from him to the nearest officer of the Commission or police officer.

(4) Any person who fails, without reasonable excuse, to comply with subsection (3) commits an offence and shall on conviction be liable to a fine not exceeding ten thousand ringgits or to imprisonment for a term not exceeding two years or to both.

Prohibited conduct of person in possession of inside information

188.(1) A person is an “insider” if that person—

(a) possesses information that is not generally available which on becoming generally available a reasonable person would expect it to have a material effect on the price or the value of securities; and

(b) knows or ought reasonably to know that the information is not generally available.

(2) An insider shall not, whether as principal or agent, in respect of any securities to which information in subsection (1) relates—

(a) acquire or dispose of, or enter into an agreement for or with a view to the acquisition or disposal of such securities; or

(b) procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to the acquisition or disposal of such securities.

(3) Where trading in the securities to which the information in subsection (1) relates is permitted on a stock market of a stock exchange, the insider shall not, directly or indirectly, communicate the information referred to in subsection (1), or cause such information to be communicated, to another person, if the insider knows, or ought reasonably to know, that the other person would or would tend to—

(a) acquire, dispose of, or enter into an agreement with a view to the acquisition or disposal of, any securities to which the information in subsection (1) relates; or

(b) procure a third person to acquire, dispose of or enter into an agreement with a view to the acquisition or disposal of, any securities to which the information in subsection (1) relates.

(4) A person who contravenes subsection (2) or (3) commits an offence and shall be punished on conviction to imprisonment for a term not exceeding ten years and to a fine of not less than one million ringgits.

(5) The Minister may make regulations in respect of any class, category or description of persons or any class, category or description of transactions, relating to securities, to whom or which this section does not apply.

