



TalentCorp
GROUP OF COMPANIES

CODE OF CONDUCT AND ETHICS FOR DIRECTORS



CODE OF CONDUCT AND ETHICS FOR DIRECTORS			
Owner	Group Corporate Secretarial		
Document Ref #	TC/GCS/SOP/004		
Implementation Date	9 September 2021	Version No	0

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1.0 TERMINOLOGY, ABBREVIATIONS & DEFINITIONS

1.1. The following terminology (or “terms”) and abbreviations used throughout this document are defined in the table below:

Board	:	The Board of Directors of Talent Corporation Malaysia Berhad and/or subsidiaries, whichever is applicable
Code	:	Code of Conduct and Business Ethics for Directors
Director	:	Member of the Board of Directors of TalentCorp or the respective subsidiaries of TalentCorp
Supervising Minister	:	The Minister responsible for TalentCorp
Supervising Ministry	:	The Ministry responsible for TalentCorp
TalentCorp	:	Talent Corporation Malaysia Berhad
TalentCorp Group	:	Talent Corporation Malaysia Berhad and its subsidiaries

2.0 PURPOSE

2.1. The Code and its contents set out fundamental guiding principles and standards for directors to carry out their duties.

2.2. TalentCorp takes a zero-tolerance approach towards fraud, bribery and corruption and any form of dishonesty in its business dealings.

2.3. The Board is entrusted with the fiduciary responsibility of oversight of the affairs of TalentCorp Group for which the Board is committed to ensuring that TalentCorp Group conducts its business dealings in the manner stated above.



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2.4. The Directors acknowledge that they must exercise judgement in applying the principles embodied in the Code to any particular situation.

2.5. The Code should be read with the existing framework of all relevant laws and regulations as well as directives and policies of the TalentCorp Group including any relevant best practices/standards in corporate governance and provisions of the constitutions of the companies within the TalentCorp Group.

3.0 SCOPE

3.1. This Code applies to all the Directors of TalentCorp Group.

4.0 PRINCIPLES

4.1. The principles of this Code are drawn and derived from good governance practices.

4.2. Duty to act in the best interest of TalentCorp Group.

- i. Directors have a duty to act in good faith having regards to the best interest of the TalentCorp Group and in accordance with the mandate of the TalentCorp Group.

4.3. Integrity

- i. Directors discharge and perform their duties to TalentCorp Group and its stakeholders by honestly observing high standards of ethical behaviour and abiding by all laws, rules and regulations.
- ii. Directors will not place themselves under any financial or other obligations to any person or entity that might reasonably be thought to influence them in the performance of their duties.



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- iii. Where Non-Executive Directors are appointed, they are to maintain their non-executive role in the management of TalentCorp Group by providing advice and guidance to the Management via the Board.

4.4. Selflessness

- i. Directors will make decisions with the interest of the TalentCorp Group in mind, and will not act to gain financial or material benefits for themselves, their family or friends.

4.5. Accountability

- i. Directors shall exercise independent oversight and make decisions solely on merits.
- ii. Directors will accept responsibility for their actions/decisions, take account of views of others and ensure that TalentCorp Group uses its resources prudently and in accordance with the law.

4.6. Honesty

- i. Directors have a duty to act honestly and declare any private interests relating to public duties and take steps to resolve any conflicts arising in a way that protects the interest of the TalentCorp Group.
- ii. Directors shall declare any conflict of interest or the perception of such conflict and take the necessary action to avoid or to resolve the conflict.

4.7. Sustainability

- i. Directors take into account sustainability considerations in setting the strategy direction of TalentCorp Group.



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5.0 STANDARDS OF CONDUCT AND ETHICS

5.1. Compliance With the Laws, Rules and Regulations

- i. Directors shall comply with all applicable laws, rules and regulations including constitution of the TalentCorp Group and guidance and directives issued by the authorities.
- ii. Directors have a responsibility to be sufficiently familiar with any legislation or regulations that apply to their directorship and to recognize potential liabilities, seeking legal advice where appropriate in accordance with the policy on external advice.
- iii. Directors must not engage in or give the appearance of being engaged in any illegal or improper conduct that is in violation of this Code or that indicates a casual attitude towards compliance with laws, regulations or this Code.

5.2. Compliance With the TalentCorp Group Policies

- i. Directors have a responsibility to be knowledgeable regarding the TalentCorp Group's policies, and to comply with these policies.

5.3. Improper Use of Information

- i. Director or a person who has been a Director shall not:
 - a. Make improper use of any information acquired by virtue the position as a Director to gain, directly or indirectly, an advantage for oneself, or for any other person; or
 - b. Do, say or publish anything which may be detrimental to the interests of the TalentCorp Group.



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- ii. Directors further acknowledge their common law duty, as fiduciaries, to subordinate their own personal interests to those of TalentCorp Group.

5.4. Communication

- i. Directors need to take care to ensure one do not make inappropriate comments in any form (i.e., verbal, online, or any platform) that could affect the TalentCorp Group's reputation or the reputation of its supervising minister, its supervising ministry, its employee, jeopardise its relationship with its stakeholders or have an impact on public confidence in the TalentCorp Group.
- ii. Directors must make clear when giving a personal opinion or view on social media or networking sites, that such opinion or view is strictly his or her own.
- iii. Directors should never publicly criticize the Supervising Minister, Supervising Ministry, the TalentCorp Group, the Board or management and must not attempt to undermine the TalentCorp Group's decision.

5.5. Conflict of Interest

- i. Directors should avoid conflicts of interest so far as possible.
- ii. Directors shall, where potential or actual conflict arises, immediately declare all contractual interests, whether directly or indirectly, with any person or entity with which the TalentCorp Group has or proposes to enter into business or contractual relationship, and to recuse themselves from any deliberation and decision relating thereto.
- iii. A Director must act in the interest of TalentCorp Group and not engage directly or indirectly in any business or professional activities that compete or are in conflict with the interest of TalentCorp group.



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- iv. member or invited participant with conflicting interest shall declare their interest and abstain from the said discussion. The said member or invited participant.
- v. Directors shall excuse oneself from any discussion and deliberations of any matter which give rise to an actual or perceived conflict of interest situation for him/her.

5.6. Information Technology (IT) Access and Equipment Usage

- i. Directors may be provided with IT/computing equipment (eg. Tablets, laptop) and access to the TalentCorp Group IT system. Directors shall safeguard such equipment from theft, misuse or damage and unless otherwise specified by TalentCorp Group, return the equipment when the directorship ceases.
- ii. All information and outputs that are stored, processed or created using such equipment remain the property of TalentCorp Group. Directors are responsible for exercising good judgement regarding the reasonableness of personal use of such equipment.
- iii. If a Director is aware of, or suspects any security breach, or has any concerns or queries in relation to the IT access or equipment provided, the Director should inform the Corporate Secretary or the Group Chief Executive Officer.
- iv. Directors shall adhere to all IT policies or guidance from TalentCorp Group to prevent unauthorized access to the IT system.

5.7. Anti-Corruption and Bribery

- i. A Director (whether acting in their own capacity or on the TalentCorp Group's behalf) are committed to refrain themselves from offering, giving



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or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the TalentCorp Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

5.8. Company Assets

- i. Every Director has a duty to safeguard the Company's assets, including its physical premises, equipment and facilities as well as the records and information/ data (both physical and electronic means).
- ii. Company's Assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

5.9. Confidentiality

- i. Directors shall fully respect the confidentiality of the information they obtain in their position as Director of the Board.
- ii. Directors shall not:
 - a. give, divulge, reveal, publish or otherwise disclose, to any person, any record, document or information pertaining to TalentCorp Group; or
 - b. make use such record, document or information pertaining to TalentCorp Group;

unless the disclosure or use, as the case may be, is required under any law or for the performance of duties or lawfully by any court.

- iii. The obligation to preserve TalentCorp Group's information is ongoing even after an individual ceases to be a Director of TalentCorp Group.



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5.10. Enforcement of the Code

- i. Where a Director's conduct constitutes a breach or possible breach of this Code, a report can be made by any person to the Chairman of Integrity Committee.
- ii. The Integrity Committee may recommend to the Board to take appropriate action including recommendation to the Supervising Minister that the Director be removed from office, after considering all relevant information and circumstances.

6.0 REVIEW OF THE CODE

- 6.1. The Code shall be reviewed by the Board periodically and when internal or external events warrant a more frequent review to be undertaken.