

CODE OF CONDUCT / ETHICS



SEALINK INTERNATIONAL BERHAD
COMPANY NO. 800981-X

CODE OF CONDUCT/ ETHICS

**Sealink International Berhad
and its subsidiaries
(the “Sealink Group”)**

ACKNOWLEDGEMENT FORM

CODE OF CONDUCT/ETHICS

I hereby acknowledge that I have read, considered and fully understand the Code of Conduct/Ethics as set out in the ensuing pages of this document.

I hereby declare that I have complied, and agree to continue to comply, with the Code of Conduct/Ethics.

I understand that if I fail to comply with any part of the Code of Conduct/Ethics, I will be subjected to appropriate disciplinary action under the circumstances up to, and including, termination of my employment with any company in the Sealink Group.

Name: _____

Signature: _____

NRIC No. _____

Date _____

Note: If you have not, or are unable to, fulfil any section of the Code of Conduct/Ethics as set out in the ensuing pages; please contact your Manager or respective Head of Department immediately.

1. Background of the Code of Ethics

Sealink International Berhad (“Sealink” or the “Company”) and its subsidiaries (the “Sealink Group” or the “Group”) are dedicated to maintaining the highest standards of ethics and integrity. In the course of carrying out our roles and responsibilities and in our business relationship with employees, customers, business associates and society at large, we agree to remain committed to acting in accordance with the highest standards of integrity in every business activity.

This Code of Conduct/Ethics (the “Code”) is formulated to enhance the standards of corporate governance and corporate behaviour with the intention of achieving the following aims:

- to establish a standard of ethical behaviour for Directors, Senior Management and employees of the Sealink Group, grounded on trustworthiness and values that reflect integrity and honesty;
- to uphold the spirit of responsibility and social responsibility in line with regulatory requirements or prevailing guidelines for administering an organization; and
- to formalise and inculcate ethical values through the Code, including implementation and compliance thereof.

The term “We”, “Our” and/ or “Us” refers to Sealink’s Covered Persons and is used interchangeably throughout this Code. For the purposes of this Code, the term ‘employee’ includes any person who is employed by any company in the Sealink Group.

2. Scope of, and compliance with, the Code

This Code is based on the principle that Directors and employees of companies in the Sealink Group (also known as “Covered Persons”) owe a duty to the Group to conduct the Group’s business in an ethical manner that promotes the achievement of Sealink Group’s objectives.

All Covered Persons are expected to adhere to this general principle as well as comply with all the specific provisions of this Code that are applicable to them and other policies adopted by Sealink.

Sealink expects Covered Persons to act in accordance with the highest standard of personal and professional integrity in all aspects of their activities and to comply with all applicable laws, regulations and the Group’s policies. In accepting a position with the Group, each Covered Person becomes accountable for compliance with prevailing laws, this Code and all other policies of the Group.

This Code should be read in conjunction with other policies of the Group. It is each individual’s responsibility to be familiar with this Code and the prevailing policies of the Group. The Board of Directors of Sealink International Berhad expects strict compliance with this Code by Covered Persons.

Failure to observe this Code and prevailing policies of the Group may result in disciplinary action up to, and including, termination of employment. Furthermore, violation of this Code and or prevailing policies of the Group may also constitute violations of the relevant laws and may result in civil or criminal penalties.

3. Work environment

Each of us has a responsibility to help provide a work environment free of harassing, abusive, disrespectful, disorderly, disruptive or other non-professional conduct. Our Directors, Senior Management and employees seek to foster a work environment that is free from the fear of retribution or reprisal. We provide equal employment opportunities by recruiting, hiring, training and promoting applicants and employees without any discrimination on race, religion, nationality, gender, age, or physical ability.

4. Safety, health and environment matters

We are committed to providing a drug-free, safe and healthy work environment. Using, or being under the influence, of alcohol or illegal drugs, while working, is strictly prohibited. Smoking, whilst permitted, is restricted to designated areas. Each of us is responsible for compliance with applicable laws and regulations pertaining to health, safety and environment.

Any environmental risk that arises within our properties or from our operations should be identified and managed in accordance with applicable laws and regulations.

5. Property

Covered Persons are responsible for the proper use of the Group's property, including information resources, records, materials, facilities and equipment. Covered Persons shall not misappropriate the Group's property or the property of others for personal use or for the use of others.

The computer, electronic mail, internet access, voice mail systems and other facilities provided to you are intended for business purposes. Covered Persons may not use these systems in a manner which is harmful or embarrassing to the Group or suppliers, service providers or others. Under no circumstances are any of our systems to be used to solicit, harass or otherwise offend or for any unlawful purpose.

6. Records and information

We promote full, fair, accurate, timely and understandable disclosure in all public communications, including reports and documents that we file with, or submit to, government authorities. We must maintain accurate and complete records, data and other information in sufficient detail so as to reflect our transactions fairly and accurately. Our financial information and statements must be prepared in accordance with approved Malaysian Financial Reporting Standards and applicable statutory accounting practices and procedures for regulatory purposes, to fairly present, in all material respects, our financial position and performance.

Covered Persons are personally responsible for the integrity of the information, reports and records under their care or control and must ensure that all reports are filed in a timely manner and that they fairly present the financial position and performance of companies in the Group. Misrepresentation or falsifying facts/ records will not be tolerated and will result in disciplinary action.

Covered Persons must comply with the Group's policy on retention and planned destruction of records. If any government authority or official requests access to our records, data or other information, Covered Persons must notify their supervisors, managers or Senior Management of this request immediately. Supervisors and managers must ensure that Senior Management is informed of all such requests that are outside the normal course of the Group's business. Covered Persons shall not destroy or alter any records, data or other documents which are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding or lawful request.

7. Proprietary and confidential information

Covered Persons may also receive or create information about the Group which is proprietary and/ or confidential information. In addition, Covered Persons may receive information about the Group, suppliers, competitors or others which is proprietary to the Group or which the Group or they have an obligation to keep confidential. Covered Persons must respect confidential information and comply with any applicable laws governing its disclosure.

Both during and after the association with the Group, Covered Persons shall not disclose such proprietary or confidential information to anyone without proper authorisation from the Group. This applies to disclosure by any medium, including Short Messaging System (“SMS”) and the internet, especially via social media sites (e.g. Facebook, Twitter, YouTube, etc.), internet message boards and/ or blogs. Disclosure of proprietary or confidential information of the Sealink Group or its related parties shall not be made to any individual who is not authorised to receive it and has no need to know the information.

Our proprietary or confidential information includes corporate proposals like acquisitions and/or disposals of assets/investments, financing initiatives, business/ strategic plans, budget, employee records, customer information like name, address, contact numbers, e-mail, addresses, medical and billing records, government issued identification (e.g. Identity Card, Drivers’ Licence, etc.), credit card, banking or other financial information.

8. Compliance with laws

We conduct our business in accordance with all applicable laws and regulations. Compliance with the law is a minimum and essential condition for the performance of our and a Covered Person’s duties.

Some areas of improper activity that Covered Persons shall avoid include the following:

- making false, misleading, artificial or fictitious entries in books and records of any company in the Group;
- paying or offering to pay bribes or kickbacks to government officials, those with whom the Group does business, or others, including substantial gifts or lavish entertainment;
- preparing, filing or authorizing any false or materially incorrect documents, including permit applications or reports, with any government agency or official properly requesting and entitled to such information; and
- selling or acquiring stocks, securities or other investments on the basis of non-public information or the disclosure of material non-public information to others so as to enable them to trade in Sealink’s securities (i.e. insider trading).

9. Fair dealing with others; illegal or questionable gifts or favours

We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practices. We will not make materially false, misleading or unsubstantiated statements about our competitors or ourselves on internet message boards, blogs, social media sites (e.g. Facebook, Twitter, YouTube, etc.) or similar forums or by other means of communication.

Covered Persons are not permitted to offer, give or solicit or accept any payment, gift, bribe, secret commission, favours or other business courtesies that constitute or could be perceived as constituting, unfair business inducements or that would violate laws or regulations or our other policies. Any questions regarding the appropriateness of offering, giving, soliciting, or accepting a gift or invitation shall be addressed to Sealink Group’s Human Resource Department.

10. Business opportunities

Covered Persons have an obligation to give Sealink Group their complete loyalty and to advance Sealink Group’s legitimate business opportunities. These obligations include the following:

- i) not taking for yourself personally opportunities that are discovered through the use of Sealink Group's property, information or their position;
- ii) not using Sealink Group's property, information or their position for personal gain; and
- iii) not competing with the Sealink Group.

11. Conflicts of interests

Covered Persons must be sensitive to activities, interests or relationships that interfere, or which appear to interfere, with our interests, as a whole. These activities, interests or relationships are considered "conflicts of interest".

Conflicts of interest arise from financial or other business relationships with the Sealink Group, suppliers or competitors that may impair, or appear to impair, the independence of any judgment a Covered Person may need to make on our behalf. Examples include the following:

- speculation or dealing for personal benefit in equipment, supplies, material, services or property purchased by or products sold by companies in the Sealink Group;
- outside interests which materially limit a Covered Person's ability to devote proper time or attention to Sealink Group's businesses;
- direct or indirect ownership of stock or other financial or management interest in a business enterprise which is soliciting business with, competes with or has a common business objective to Sealink Group, unless that interest is limited to the ownership of securities traded on any national securities exchange or through any broker registered with the relevant Stock Exchanges unless prior approval is obtained from the Group. In the case of Senior Management, Covered Persons may seek approval from the Board of Sealink International Berhad for related party transactions and other transactions/relationships which a Covered Person may like to pursue and which may otherwise constitute a conflict of interest or other action falling outside of the permissible activities under this Code; and
- acceptance by a member of a Covered Person's immediate family or by the said Covered Person of any gift, loan, entertainment or favour from anyone associated with a customer, supplier, vendor, contractor, competitor or other outside business entity, that places the Covered Person under actual or implied obligation, that may be construed as a bribe or payoff, that is illegal, in terms of cash of cheque, or the disclosure of which would be embarrassing to the Sealink Group.

Covered Persons are required to disclose all relevant facts and solicit advice from Management where there is any question about the acceptability of a gift, gratuity or favour or its purpose or monetary value. The Group Managing Director or the Chief Executive Officer shall be notified of all receipts of gifts in excess of the threshold value determined by the Group.

The Covered Persons and their immediate family members, including a spouse, children and parents, shall avoid any potential conflict of interest with the Sealink Group. Covered Persons shall inform Management of actual or potential conflicts of interests and are required to exercise care as to not provide non-public information to family, friends and business associates, who may act on that information improperly.

12. Reports of violations

We require that any employee, Senior Management or Director who knows of a violation of laws, rules, regulations or this Code, to report the violation through the Whistle Blowing Policy approved by the Board of Sealink. Covered Persons will not be punished in any way for making a report about the improper conduct of others that they believe to be true at the time that it is made.

The purpose in requiring a report is to permit the Group to undertake all remedial actions that may be necessary to avoid future violations. Reporting also allows doubtful issues on compliance with the law or the Code to be resolved on the basis of legal advice, as needed. Although the Sealink Group cannot guarantee confidentiality, the Group will endeavour to restrict release of the Covered Person's name to those on a reasonable "need-to-know" basis.

13. Accountability for adherence to this Code

The Company's Board of Directors enforces this Code. If an alleged violation of this Code has been reported to it, the Board (or its nominated persons) shall determine whether that violation has occurred and, if so, shall determine the disciplinary measures to be taken.

These disciplinary measures include counselling, oral or written reprimands, warnings, probation, or suspension without pay, demotions, reductions in salary, termination of employment or other relationship with us and restitution.

Any waiver of the applicability of this Code requires the approval of the Board of Directors of Sealink.

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