

**TABLE OF CONTENTS**

<b>DEFINITIONS AND ABBREVIATION.....</b>	<b>2</b>
<b>1.0 INTRODUCTION.....</b>	<b>3</b>
<b>2.0 RESPONSIBILITIES.....</b>	
2.1 Employees' Responsibilities.....	4 - 5
2.2 Management Responsibilities.....	5
<b>3.0 CODE OF ETHICS.....</b>	
3.1 Introduction.....	6
3.1.1 Tardiness.....	6
3.1.2 Safe, Health and Secure Workplace.....	6
3.1.3 Conflict of Interest.....	6 - 8
a. Outside Financial Interest	
b. Other Business Interest	
c. Other Employment	
d. Gifts and Entertainment	
e. Corporate Directorship	
3.1.4 Recording, Reporting and Retaining Information.....	8
3.1.5 Employee Privacy.....	8
3.1.6 Dealing with Suppliers/Service Providers.....	9
3.1.7 BHB's Financial Statement.....	9
3.1.8 Accurate Business Records.....	9
3.1.9 Bribery and Corruption.....	9
a. Business Amenities	
3.1.10 Misrepresentation.....	10
3.1.11 Acquiring and Using Information about Others.....	10
3.1.12 Receiving Information That May be Confidential.....	10
3.1.13 BHB Assets.....	10 - 11
a. Physical Assets	
b. Information Technology System	
3.1.14 Intellectual Property.....	11
3.1.15 Political Activities.....	11
3.1.16 Trading in Securities.....	12
3.1.17 Communicating with the Public.....	12
3.1.18 Communication with Regulators and other Government Officials.....	12

## DEFINITIONS AND ABBREVIATION

<b>BHB or the Company</b>	BIMB Holdings Berhad.
<b>Code</b>	Code of Ethics
<b>Confidential Information</b>	<p>means, all information (whether in writing, oral, electronic or by any other means) of any kind or nature relating to the business and undertaking of the Company and/or BHB Group which is not published or announced to the general public, including all of the assets and liabilities of the Company and/or BHB Group and the information in relation to the Company and/or BHB Group (including but not limited to any information in any form, including, without limitation, information relating to inventions, disclosures, processes, systems, methods, formulae, devices, patents, patent applications, trademarks, intellectual properties, instruments, materials, products, patterns, compilations, programs, techniques, sequences, designs, business plans and or strategies, research or development activities and plans, specifications, computer programs, costs of production, prices or other financial data, volume of sales, promotional methods, marketing plans, lists of names or classes of customers or personnel, lists of suppliers, business plans, business opportunities, or financial statements, including but not limited to information(s): (a) is labelled "confidential" at the time of disclosure; or (b) if disclosed orally, is summarised in writing where such summary is marked "confidential".</p> <p>Confidential information shall also not be limited to the Confidentiality Agreement signed between the Employee and the Company.</p>
<b>GMD/CEO</b>	Group Managing Director/Chief Executive Officer.
<b>HOD</b>	Head of Department
<b>Management</b>	The Management Committee of BHB.

## **1.0 INTRODUCTION**

This Code of Ethics provides guidelines for all BHB employees to make decisions that meet the required standards of integrity, professionalism and ethical behavior. For a Shariah compliance business, as for any person, reputation is a priceless asset. At BHB our reputation as a responsible financial holding company and a good corporate citizen has been earned over many years and must be maintained and safeguarded for our organisation to grow and prosper when conducting business. The Code demonstrates how BHB employees should act with all of BHB stakeholders being namely; customers, service providers, communities, media (electronic or print), investors, regulators and each other's.

This Code provides a basis for all employees to adhere to a working environment that is productive, positive, enjoyable, safe and free from harassment and discrimination.

The Financial industry continues to undergo significant changes in which the Company does business. Due to the above, there is a continuing need to reassess and clarify the Company practices, the contents of this Code which will be updated as and when required. Each section of this Code covers an area in which employees have responsibilities to BHB as follows:-

- i. Personal conduct and protection of BHB's assets;
- ii. Obligations in conducting BHB's business with other people and organisations; and
- iii. Conflicts of interest and other considerations affecting BHB.

However, no code of ethics can anticipate every appropriate behavior. BHB therefore, expects each employee to make competent judgment in a particular situation.

All employees are required to sign a Declaration Form, declaring their observance to the said Guidelines. The breach of any of the provisions under the above mentioned Code of Ethics by an employee renders him/her liable to disciplinary action.

## **2.0 RESPONSIBILITIES**

### **2.1 Employees' Responsibilities**

Every employee is responsible to display good attitude and behaviour which is appropriate to his /her position as an employee of an organisation which upholds Islamic principles. BHB expects all employees to comply with the followings at ALL times:-

- i. Loyal to his/her religion, race and country at all times;
- ii. Understand and act according to the Code and BHB's policies and guidelines, applicable laws and regulations;
- iii. Consult or seek guidance from Management, compliance personnel when they are uncertain or have queries;
- iv. Discharge their responsibilities assigned by the Company or its related companies and act in the best interests of the Company;
- v. While attached to the Company not to engage directly or indirectly in other forms of employment, even on a part-time basis;
- vi. Not to hold any directorships in other companies outside the BHB without permission from GMD/CEO;
- vii. Not to disseminate or disclose any Company's information deemed confidential to unauthorised outside parties without obtaining prior written approval from GMD/CEO;
- viii. Conduct themselves ethically at all times to reflect the good standing of the Company;
- ix. Keep confidentiality information that they have obtained during their employment; and
- x. Promptly report any potential concerns regarding violations of this Code or applicable laws and regulations to management.

The prohibited ethics are as follows:-

- i. Allow his/her personal interest to be in conflict with his/her duties towards the Company;
- ii. Use his/her position In the Company for his/her personal interest;

- iii. Jeopardize the Company's reputation or cause the Company to lose trust in him/her as an employee of BHB;
- iv. Act in any way which could reasonable be construed as irresponsible or being difficult;
- v. Fail to obey or act in any manner which could be construed as wilful insubordination;
- vi. Absent without prior leave or approval for more than two (2) consecutive working days without any reasonable excuse;
- vii. Frequently late to work or leave the workplace during office hours without permission;
- viii. Cheat, steal or commit fraud in matters relating to the Company;
- ix. Hold a post in any political parties which could jeopardize his or her position as an employee of the Company;
- x. Cause him or her to be exposed to any criminal proceedings; and
- xi. Cause wilful destruction to BHB's properties.

## **2.2 Management Responsibilities**

Each manager is expected to fulfil the following additional responsibilities:

- i. To act as a role model with the highest ethical standards;
- ii. Be a point of reference to their respective subordinates. Ensure that they are aware of, understand and know how to apply this Code and BHB's guidelines policies, applicable laws and regulations in their daily assigned tasks;
- iii. Undertake their duties and behave in a manner that is consistent with the provisions of the Code;
- iv. Consult or seek assistance from other manager, compliance personnel or human resource when uncertain to a given situation; and
- v. Be proactive. Take reasonable steps to prevent a potential misconduct. Report situations that might impact the ability of employees to act ethically on behalf of BHB.

### **3.0 CODE OF ETHICS**

#### **3.1 Introduction**

##### **3.1.1 Tardiness**

- i. Employees are expected to be adhere to office hours.
- ii. In the event that an employee absent from work due to sickness or any other reason, the employee should inform their immediate line manager promptly and indicate their likely date return to work.
- iii. Alternately line managers may exercise their responsibility to contact employees who have not informed them directly within a reasonable timeframe to ascertain the reasons for that individual's absence.
- iv. Employees who wished to extend their leave are required to make prior notification prior to the expiry of the original leave date. If the employee is on leave they must inform their line manager at least two (2) working days before their leave ends.

##### **3.1.2 Safe, Healthy and Secure Workplace**

BHB is committed to conducting business in a manner that protects the health, safety and security of BHB employees and stakeholders while they are on BHB premises. In the event, that may pose a health, safety, security or environmental hazard, employees must report to management or human resources immediately after the event.

To avoid security breaches, threats, losses or theft requires, all employees shall remain vigilant in the workplace. In the event, that may pose a health, safety, security or environmental hazard, employees must report to management or human resources immediately after the event.

##### **3.1.3 Conflict of Interest**

Employees must not engage directly or indirectly in any business activity that competes or conflicts with the financial institution's interests. These activities include, but not limited to, the followings:-

- a. Outside Financial Interest

Where an employee has a financial interest in a customer, whether as a sole proprietor, partner, shareholder, creditor or debtor, such an interest must be disclosed immediately to the employee's immediate superior. Thereafter, that

employee should not be directly involved in the financial institution's dealings with the customer so long as the interest continues to exist.

The above restriction does not apply in cases where employees have holdings of publicly quoted securities unless the immediate superior considers the interest to be material, and, the financial interest is considered likely to impair the objectivity of the employees concerned. In any case, holdings of 5 percent or more of the voting shares of a public quoted company would be regarded as material.

b. Other Business Interest

It is considered a conflict of interest if an employee conducts business other than the Company's business during office hours. Where the acquisition of any business interest or participation in any business activity outside the Company and office hours demands excessive time and attention from the employee, thereby depriving the Company of the employees' best efforts on the job, a conflict of interest also arises.

c. Other Employment

Before making any commitment, employees are to discuss possible part-time employment or other business activities outside the Company's working hours with their immediate superior. The written approval of the immediate superior should be obtained before the employee embarks on part-time employment or other business activities. Approval should be granted only where the interests of the financial institution will not be prejudiced.

d. Gifts and Entertainment

Modest gifts and appropriate entertainment can help strengthen business relationship, but these business courtesies, whether given or received by employees, must never improperly influence business decision.

Gifts and business entertainment are a part of commercial process and commonly part of traditional festive occasions. However, problems may arise when the employee begin to compromise or even appear to compromise commercial relationships. Based on the aforesaid, employees are not allowed as a general rule to offer, give or accept gifts. However, there are some exceptions as follows:

- Giving or receiving gifts that are part of a traditional festive customs; and

- Offering and accepting reasonable business entertainment and hospitality within Shariah practices.

Gifts must be declared and recorded within two (2) working days and this will be donated during any Company's events.

e. Corporate Directorship

Employees must not solicit corporate directorships. An employee should not serve as a director of another corporation without the approval of the GMD/CEO.

However, an employee may act as a director of non-profit public service corporations, such as religious, educational, cultural, social, welfare, philanthropic or charitable institutions, subject to policy guideline in each institution. Approval from GMD/CEO is needed before an employee commit any directorship with non-profit public service corporations.

#### 3.1.4 Recording, Reporting and Retaining Information

Each employee must submit all information accurately and honestly.

*Example:* Employees are only entitled for reimbursement on actual reasonable expenses incurred. Employees should not submit falsely claims under any circumstances.

Employees must ensure that they do not make false or misleading statements in relation to financial reports, any documents submitted to or maintained for government agencies. Dishonest reporting may lead to disciplinary action for the employee or a liability to BHB.

#### 3.1.5 Employee Privacy

BHB is permitted to collect, use and disclose personal information in relation to employment administration purpose. This includes medical information, government related information. (Such as national identification and tax detail and background check information) This said information shall not be shared or discussed outside of BHB, except when permitted or required by applicable law or regulations, or pursuant to a subpoena or order by a court of competent jurisdiction, or request by a judicial, regulatory, administrative or legislative body. Access to personal information is only authorised for appropriate personnel with a legitimate reason to access such information taking into consideration of relevant Statutory Act.

### 3.1.6 Dealing with Supplier/Service Providers

The relevant employees must obtain at least three (3) quotations from three (3) different suppliers/ service providers. Employees have to weigh the facts impartially to determine the best supplier/ service provider. An employee must not exert or attempt to exert influence to obtain "special treatment" from a particular supplier. BHB uses a competitive evaluation process to select the best suppliers. In this instance the Centralised Purchasing process must be duly observed. Prices and other information submitted by suppliers for BHB's evaluation are confidential and employees may not use any of this information outside of BHB without written permission from the Management. It is essential that suppliers competing for BHB's business have confidence in the integrity of BHB selection process.

### 3.1.7 BHB's Financial Statements

Shareholders, business partners, regulators and the public rely on BHB's Financial Statements to make decisions. BHB's Financial Statements must be truthful, complete, timely, fair, accurate and understandable. To ensure that the employees consistently meet these standards, only authorised employees may provide BHB's Financial Statements to external parties if not already published.

### 3.1.8 Accurate Business Records

Business records always should be prepared honestly and accurately. Information on business records never should be falsified or altered. The employees must never be dishonest or deceptive in maintaining BHB records or otherwise attempt to mislead BHB's management, auditors, regulators or shareholders. Business records should include information in any medium, including hard copies of electronic records, e-mails, instant messages, and audio recording.

### 3.1.9 Bribery and Corruption

Bribery and corruption damages BHB's business and values. Under no circumstances, may BHB offer, promise or grant anything of value including employment opportunities, to a government official, or to any other person, or members of their family, or to a third party or a charitable organisation suggested by the recipient, for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with BHB. Payment made indirectly through an attorney, consultants, broker, contractor or other third party are also prohibited.

#### a. Business Amenities

An employee may give or accept customary business amenities, such as meals or entertainment, provided the expenses involved are kept at a reasonable level and are not prohibited by the Malaysian Law or known client

business practices. Suppliers usually find it appropriate to provide education and briefings on their products and services and therefore some services in connection with this type of activity is acceptable.

#### 3.1.10 Misrepresentation

Misrepresentation is providing inaccurate or misleading information about the Company which may prevent BHB customers or stakeholders from making an informed decision.

An employee must avoid any misrepresentations or dishonest statements.

#### 3.1.11 Acquiring and Using Information about Others

In a course of business, there will be circumstance that acquires information about other organisations including competitors. However, there are appropriate methods to obtain and be used. In this regards, information about other companies shall be treated with sensitivity and discretion.

#### 3.1.12 Receiving Information that may be Crucial

To avoid the risk of BHB being accused of misappropriating or misusing someone's confidential or restricted information, there are certain steps that the employees must take before receiving such information. The receipt of confidential or restricted information (whether oral, visual or written) must not take place until the terms of its use have been formally agreed to by BHB and the other party in a written notification approved by BHB's GMD/CEO. The employee must not copy, distribute or disclose the information unless it is in accordance with the written notification.

#### 3.1.13 BHB Assets

BHB has varying of assets and are of great value to BHB's competitiveness and success as a business. This includes physical assets and extremely valuable proprietary information, such as BHB's intellectual property and BHB confidential information.

BHB employees are responsible to protect BHB assets entrusted to them. Employees should be aware and understand BHB's security procedures. Employees should be vigilant to any situation or incidents that could lead to the loss, misuse or theft of BHB's assets. Employees are required to report any such situations to Corporate Services or their line manager.

##### a. Physical Assets

BHB's physical assets, such as equipment, systems and facilities must be used only for conducting BHB's business or for the purposes authorised by the Management.

b. Information Technology System

BHB's information technology systems include computers, networking resources, e-mail systems, telephone and other computer-processed information. Each employee has a responsibility to safeguard these systems and the data resident on these systems, from improper access, damage or theft.

Subject to applicable to local law, BHB may have the right to review all electronic mail and other electronic information to ensure compliance with this Code, laws, regulations or BHB policy. All electronic information, including without limitation e-mails, instant messages sent or received from BHB computer or work station may be subject to review.

The electronic mail system is BHB property and is intended for business purposes. Occasional incident, appropriate personal use of the e-mail system may be permitted if the use does not interfere with any employee's work performance have undue impact on the operation of the e-mail system, or violate any other BHB policy guideline or standard.

E-mail messages and any other communications sent or received using BHB's information technology systems are not to be used to create, store or transmit information that is hostile, malicious, unlawful, discriminatory, harassing, profane, abusive or derogatory. These systems also are not to be used to intentionally access Web sites which contain legal, sexually explicit or discriminatory content.

3.1.14 Intellectual Property

All Intellectual Property registered under BHB's is the property of BHB. Copying, selling or distributing information, software and other form of intellectual property in violation at Intellectual Property laws or license is prohibited.

3.1.15 Political Activities

As an individual, BHB employees may have an interest in the government process or in influencing or developing relationships with public official.

It is important that any political activities or interests do not conflict with responsibilities at BHB or imply BHB's support. Examples of conflict of political activities are as follows:

- BHB's name never should be used by employees;
- Holding any position; and

- BHB funds or other BHB assets are never to be used for politic purposes, including politic advocacy (“lobbying”) without first consulting with GMD/CEO.

Since the laws and regulations governing corporate political activities and contributions are a sensitive matter, BHB GMD/CEO must be consulted regarding contributions to ensure such contributions and activities are permitted and consistent with BHB’s business strategy.

#### 3.1.16 Trading in Securities

In conducting its business, employees may often learn non-publicly available information. It is the employees’ duty to safeguard this information improper use and adhere to Bursa Securities Listing Requirements.

In addition to the above, employees may not:

- Engage in speculative trading in securities of BHB or its subsidiaries.
- Engage in hedging transactions using BHB securities.
- “Short sell” BHB securities.
- Trade derivative securities, such as “put” or “call” options, swaps or collars related to BHB securities.
- Employees of certain business areas may be subject to pre-clearance requirements in regard to their personal trading activities.

#### 3.1.17 Communicating with the Public

Only authorised persons are allowed to speak on behalf of BHB and the information they provided must be fair and accurate. All requests from investors, analysts and the media should be referred to BHB GMD/CEO.

Employees are also prohibited to make any negative remarks on behalf of BHB in any personal communication, including user forums, blogs, chat rooms and bulletin boards.

#### 3.1.18 Communicating with Regulators and other Government Officials

All communications with Regulators and/or Government Officials must be referred to BHB GMD/CEO.