

CODE OF ETHICS AND CONDUCTS FOR DIRECTORS

1. Code of Ethics

The Directors shall at all time act within the authority conferred upon them in the best interests of the Company and shall:

- act in good faith in fulfilling their fiduciary obligations to the Company and its shareholders;
- act honestly, ethically and transparently;
- conduct themselves professionally, courteously and respectfully in all manner;
- use their prudent judgment to prevent situations or decisions which may give rise to conflict of interest or potential conflict with their responsibilities within the Company, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation; and
- always strive to contribute towards the growth and stability of the Company.

2. Conduct of Board Meetings

- The Directors shall devote sufficient quality time to the Company and shall attend all meetings whenever possible;
- The Directors shall respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision making, and will respect the corporate judgement of the Board with regards to its decision; and
- The Directors shall refrain from using Board meetings to advance their personal agenda.

3. Confidential Information

- All information obtained as part of the Company's business, from its customers and suppliers, to which the Directors have privy access or knowledge must be considered privileged and confidential and kept strictly confidential at all times; and
- Unless authorised by the Board or required by law or regulatory body, the Directors must not disclose to a third party any information or make any statement which is price sensitive in nature.

4. Gifts

- The Directors shall not solicit or receive gifts or favours from any person, company or organisation that may compromise or appear to compromise the independent judgements of the Directors; and
- Social amenities customarily associated with legitimate business relationships are permissible. These include the usual forms of entertainment such as lunches or dinners as well as occasional gifts of modest value.

5. Review of the Code

This Code shall be reviewed by the Board from time to time, during which amendments can be made in line with the changes in law, governance code couple with the change in Company's vision, mission and business plans.

A copy of the Code is made available for reference in the Company's website at www.ayer.com.my