



CODE OF CONDUCT FOR BUSINESS PARTNERS ("CODE")

RCE Capital Berhad and its subsidiaries ("RCE Group") upholds the value of good corporate governance. Our goal is to develop relationships with Business Partners (including but not limited to strategic partners, business associates/partners, marketing representatives, service providers, suppliers, employees, family members and parties related to them) that share similar value as us.

The purpose of this Code is to provide fundamental guiding principles to Business Partners on its conduct of business with RCE Group. These principles are the minimum standards that RCE Group expect all its Business Partners to comply with.

1. Compliance with all Applicable Laws and Regulations

Comply with all applicable laws, rules and regulations, guidance and directives issued by regulatory bodies.

2. Anti-Bribery and Corruption Policy

Business Partners should uphold the highest standards of business ethics, respect local laws and not engage in any form of corruption, bribery, fraud or facilitation payments. RCE's policy for its employees is not to give or receive gifts. RCE employees will not seek to influence others or to be influenced by others by giving or receiving gifts and/or hospitality.

In addition, Business Partners are required to adhere to RCE Group's Anti-Bribery and Corruption Policy as per Appendix A.

3. Conflict of Interest

Our Business Partners play an important role in supporting our business or commercial transactions and are therefore expected to apply good governance. Real or perceived conflict of interest should be avoided in all dealings with RCE Group.

Where a real or perceived conflict of interest arises, the Business Partner shall immediately disclose such conflict to RCE Group.

4. Anti-Trust and Fair Competition

Anti-trust and fair competition laws are designed to promote healthy competition and protect customers from unfair and unlawful business practices. In support of fair competition, Business Partners are prohibited from engaging in anti-competitive behaviour.

5. Confidential Information

Business Partners may come into possession of confidential, sensitive and non-public information ("Insider Information") in the course of their business relationships with RCE Group. Such Insider Information must be treated as confidential unless disclosure has been approved and authorised by RCE Group.

The obligation to preserve Insider Information is on-going even after the Business Partner ceases to have dealings with RCE Group.

member of



CODE OF CONDUCT FOR BUSINESS PARTNERS

6. Insider Trading

Business Partners who possess Insider Information shall not deal in securities, or communicate such information to any unauthorised person, for the benefit of themselves or any other persons.

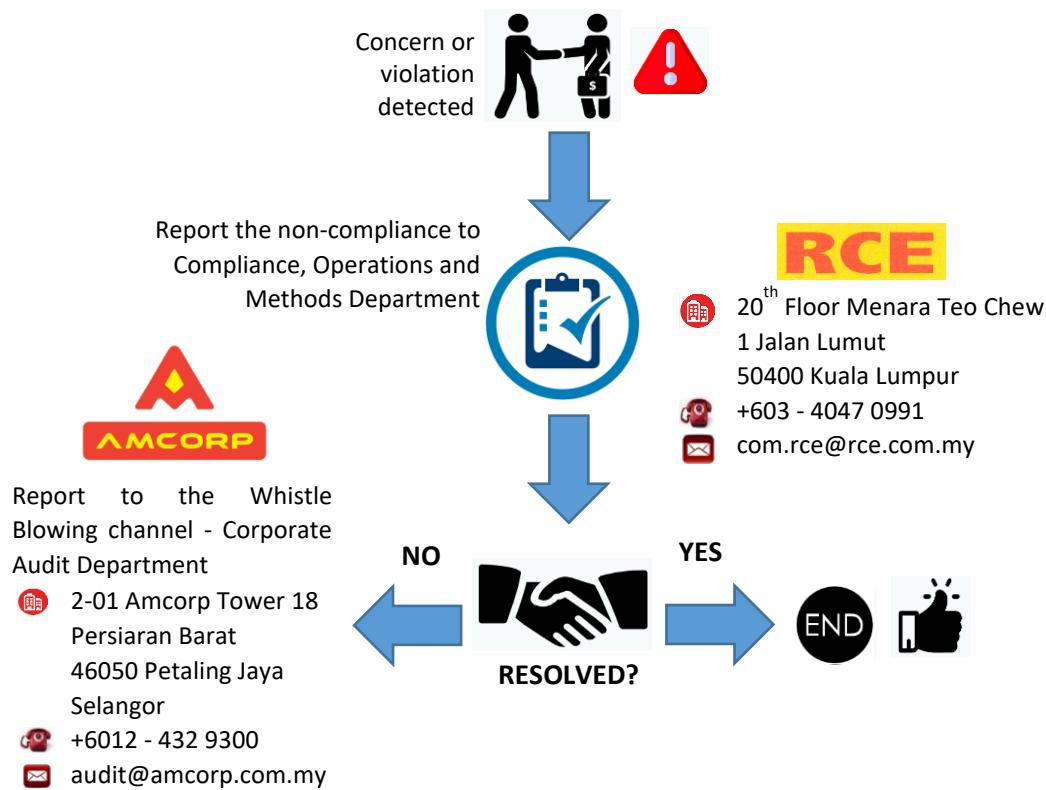
7. Anti-Money Laundering and Counter Financing of Terrorism

Money laundering is any act to conceal the identity of illegally obtained proceeds so that they appear to have originated from legitimate sources. Meanwhile, financing of terrorism refers to funding transactions intended to support terrorism.

RCE Group does not tolerate any form of money laundering and financing of terrorism nor deal with any person involved in such acts. Business Partners are to notify RCE Group immediately if suspicious transactions are detected or identified.

8. Communication Channel

8.1 Any concern or violation related to the Code can be communicated via the following channel:



8.2 RCE Group shall notify the relevant regulatory authority, if any bribery or corruption incidents are proven beyond reasonable doubt, including providing full cooperation to facilitate in the investigation.

8.3 Reports made in good faith will be addressed timely with utmost confidentiality. No retaliation will be taken against anyone acting in good faith.

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ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

All forms of bribery and corruption are prohibited. Bribery and corruption may take the form of anything of value, extends beyond cash to include improper gifts, entertainment, charitable and political contributions, services, property, privilege, employment position, exchange for business favours, information or favourable treatment.

2. Scope

This Policy applies to all RCE Group's Business Partners, directors and employees.

3. Policy

- 3.1 RCE Group expects that all of its Business Partners, directors and employees to act at all times in compliance with applicable anti-bribery and corruption law i.e. Malaysia Anti-Corruption Commission Act 2009. Failure to comply would result in disciplinary action including but not limited to dismissal.
- 3.2 RCE Group's policy for its directors and employees is not to give or receive gifts that will compromise or seen to compromise their ethics, integrity and objectivity in carrying out their duties.
- 3.3 No employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribe or other illicit behaviour, even if such refusal may result in RCE Group losing business or experiencing a delay in routine function.

4. Gifts and Hospitality

- 4.1 While RCE Group recognises that it is customary and legitimate to exchange business courtesies, such as modest gifts or hospitality (including meals, invitations to attend work related conferences, functions or events) particularly during festive period to create goodwill or strengthen business relationships, it is imperative that such courtesies remain:
 - transparent i.e. with approval from Immediate Superior obtained;
 - not lavish;
 - within the accepted business practices;
 - not of a regular pattern of activity;
 - not intended to improperly influence the decisions; and/or
 - not creating reciprocal obligations of the person involved.



ANTI-BRIBERY AND CORRUPTION POLICY

4. Gifts and Hospitality (Cont'd)

4.2 No gift or hospitality should be accepted or given:

- in the form of cash, red packets and/or cash equivalents e.g. vouchers or gift certificates;
- which are illegal, unsavoury or offensive or that brings in an agreement of reciprocal obligation;
- for exchange of business favours;
- on a recurring basis;
- during the process of securing or renewal of business arrangement/contracts; or
- in an event of dispute.

4.3 Receipt of gifts or hospitality below is permissible and declaration is voluntary, provided:

No.	Grade	Type of gifts or hospitality	RM
1.	TM1 and above	Any gifts or hospitality	≤ 500.00
2.	Others	Corporate souvenirs or gifts bearing corporate logos	≤ 100.00

4.4 Employees must complete Gift/Hospitality Record Form – Appendix B and declare to Compliance, Operations and Methods Department (“COM”) within five (5) working days following the receipt of gifts or hospitality as follow:

No.	Grade	RM
1.	TM1 and above	> 500.00
2.	Others	> 100.00

Please refer to page 6 for the decision flowchart on gift or hospitality received.

4.5 The above gift, where relevant, must be returned to sender together with a letter – Appendix C within five (5) working days upon receiving by employees.

4.6 Approval for offering/giving any gifts or hospitality is to be recommended by the employee's Immediate Superior and may only be provided by the next higher level superior i.e. not the same as recommender as follow:

No.	RM	Authorised signatories
1.	>1,000.00	Chairman/Group Managing Director (“MD”)/Group Deputy MD/Chief Executive Officer (“CEO”)/CBO
2.	≤ 1,000.00	SGM/GM/AGM
3.	≤ 500.00	SM



ANTI-BRIBERY AND CORRUPTION POLICY

4. Gifts and Hospitality (Cont'd)

4.7 Employees should discuss, where possible with their CEO/CBO/SGM/GM/AGM/SM/M before accepting and/or giving any gifts or hospitality, whenever in doubt.

5. Facilitation Payments

5.1 RCE Group strictly prohibits facilitation payment or other provision made personally to a person in control of a business decision or process to secure or expedite the performance of a routine function.

5.2 Employees are required to notify COM immediately when they encounter any request for facilitation payment who will then inform the CEO/CBO immediately.

5.3 A facilitation payment is only allowed if:

- it is a payment under the state of emergency; or
- it is an immediate remedy to protect the safety of employee; and
- approval obtained from Chairman/Group MD/Group Deputy MD and CEO.

6. Charitable, Political Contributions and Sponsorships

6.1 As a responsible corporate citizen, RCE Group practices corporate social responsibility to give back to society and improve community welfare. Our charitable contributions and sponsorships include our patronage for education through the provision of study grants as well as other community welfare activities made in accordance with ethical standards and in compliance with applicable laws and regulations.

6.2 Political donation and/or sponsorship is strictly prohibited, unless permitted by laws and approved by RCE's Board of Directors.

6.3 All other contributions and/or sponsorships request submitted using Donation/Sponsorship Request Form – Appendix D must adhere to RCE Group's policies and procedures, subject to review by COM and approval by CEO and CBO.

6.4 Due diligence and screening process must be conducted on recipients of contributions and/or sponsorships.

7. Dealing with Public Officials

7.1 All dealings with public officials must be conducted at arm's length and with the highest standards of professionalism to avoid any perception or attempts to improperly influence the outcome of an official decision.

7.2 Employees are required to exercise due care and diligence at all times in ensuring the dealings with public officials comply with all applicable laws and regulations.

**ANTI-BRIBERY AND CORRUPTION POLICY****8. Managing Conflict of Interest**

- 8.1 Conflict of interest arises when one places his or her personal interest before the interest of RCE Group and where such personal interest unduly influences a person's business judgements, decisions or actions.
- 8.2 Where a real or perceived conflict of interest arises, it must be disclosed immediately to COM by employees.

9. Employment Opportunities

- 9.1 RCE Group does not offer employment opportunities in exchange of business favours or inducement for future business from its existing or prospective Business Partners, unless the hiring decision is not part of any decision relating to RCE Group's business or commercial transactions.

10. Training and Awareness

- 10.1 Employees will be provided with anti-bribery and corruption compliance and awareness training via on-boarding programmes. Thereafter, employees and marketing representative will be receiving regular training once a year or as and when necessary to facilitate the performance of their responsibilities and obligations appropriately, which will cover including but not limited to:
 - policy;
 - reporting channel;
 - consequences of non-compliance; and
 - any other areas deemed necessary.
- 10.2 COM may recommend certain trainings be repeated and/or customised to any employee or operating unit at any time, if deemed necessary based on circumstantial requirements.
- 10.3 COM maintains the records of training and awareness programmes.

11. Monitoring and Review

- 11.1 Policy review will be carried out every 3 years in accordance to Bursa Malaysia Securities Berhad Main Market Listing Requirements unless specified otherwise to ensure existing internal controls and measures remain relevant, covering the followings:
 - identifying and aligning the policy to the latest regulatory requirements;
 - assessing the corruption risk, adequacy and effectiveness of controls via on-going control self-assessment ("CSA") exercise, compliance and internal/external audit reviews; and
 - incorporating the required controls noted arising from the abovementioned reviews.

**ANTI-BRIBERY AND CORRUPTION POLICY****11. Monitoring and Review (Cont'd)**

- 11.2 Assessment on the adequacy and effectiveness of policy will be carried out by COM periodically or as and when necessary. The results of the review shall be submitted to CEO/CBO/SGM/GM/AGM, COM, follow by communicating to Risk Management Committee and review by Audit Committee.
- 11.3 External consultant or a qualified independent party to be appointed at least once every 3 years to obtain assurance that RCE Group is operating in compliance with this policy and procedures.

12. Retention of Records

- 12.1 Related records created, maintained, managed and identified under this policy must be retained for seven (7) years after the completion of transactions or operations to which the entries relate.

13. Communication Channel

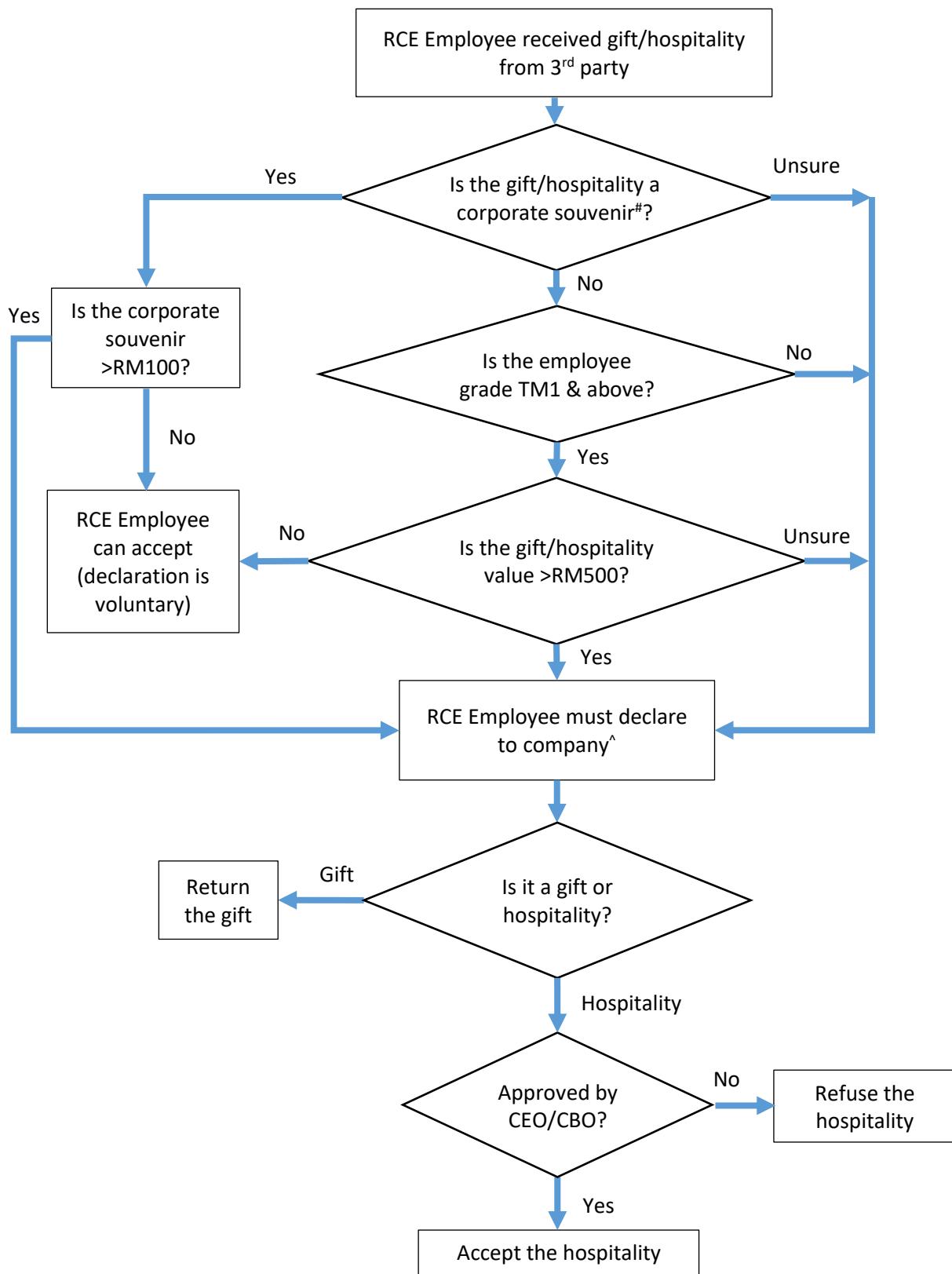
- 13.1 Please refer to section 8 of the Code for details of communication channel for any concern or violation related to bribery and corruption.

14. Revision

- 14.1 Any revision to this Policy is subject to Board of Director's approval.

RCE

ANTI-BRIBERY AND CORRUPTION POLICY



Note:

Corporate souvenirs – items bearing corporate logo.

[^] Disciplinary action may be taken against any employees for failing to comply with the said policy in accordance with RCE Employee Handbook.

member of



GIFT/HOSPITALITY RECORD FORM

Name : _____

Designation : _____ Grade : _____ Department : _____ Company : _____

If you or any of your family members have received any gift and/or hospitality from a third party that has dealings with RCE Group, please complete and submit this form to Compliance, Operations and Methods Department ("COM") for declaration within five (5) working days upon receiving the gift(s) and/or hospitality.

A. EMPLOYEE'S DECLARATION¹

No.	Sender			Gift/Hospitality ² Description	Date Received	Estimated Value RM
	Name	Designation	Company Name			
1.						
2.						
3.						
4.						
5.						
Total						

I hereby declare that the information provided in this form is true and accurate.

Note:

1. No.	Grade	Gift/Hospitality		Declaration	
		Types	RM	Voluntary	Mandatory
1.	TM1 and above	Any gift or hospitality	> 500	x	✓
			≤ 500	✓	x
2.	Others	Corporate souvenirs bearing corporate	> 100	x	✓
			≤ 100	✓	x

Initial/Date:

2. When in doubt if declaration is necessary, please proceed to declare.

B. FOR COM USE ONLY

Received and assessed by
AM/SE/Exec/JE/O/ASST

Reviewed by
SGM/GM/AGM/SM/M/AM

Clearance by
CEO/CBO

Remarks

Initial/Date:

Initial/Date:

Initial/Date:

<Date>

<Company>

<Address>

<Contact Name>

Dear <Name>

RETURN OF GIFT(S)

I appreciate your good intention in sending me a gift(s).

As our Employee Handbook and Code of Conduct prohibit us from accepting any type of gift(s), I am required to return this gift(s). This is to avoid impropriety and even the appearance of impropriety. It protects RCE Group and its employees from anyone misunderstanding an innocent gift.

Thank you for your understanding and thanks again for your kind thoughts.

Yours faithfully

For and on behalf of

<Company Name>

<Registration No.>

<SIGNATURE>

<Name>

<Designation>



DONATION/SPONSORSHIP REQUEST FORM
A. REQUESTOR PROFILE

Name : _____
 Organisation Registration No. : _____
 Tax exempt : Yes. Tax exemption reference no. _____
 Address : _____
 Off : _____  H/P : _____
 PIC name : _____

B. DONATION/SPONSORSHIP DETAILS **Donation** **Sponsorship**

Programme name : _____
 Focus area : Community well-being Environment Education Others : _____
 Duration : _____ day(s), from _____ to _____ Targeted no. of beneficiaries : _____
 Beneficiary target : Children Women Youth General Public
 Disabled communities Refugees Others : _____
 Type of request : Cash. (RM _____) In-kind, in the form of _____ enclosed - Appendix _____
 Bank name : _____ Bank account number : _____

Questionnaire

1. Do you have any business relationship with RCE? Yes, please provide details. No

2. How long has your organisation been in operation year(s) _____ month(s) _____

3. Who is the major funder for your organisation?
 i. _____ ii. _____ iii. _____

4. Is any of your Board/Management Committees member a Politically Exposed Person ("PEP")? Yes, please provide details. No

Name	Position/Relationship
i. _____	_____
ii. _____	_____
iii. _____	_____

5. Has your organisation received donation/sponsorship from RCE in the past 12 months? Yes, please provide details. No

6. Has your organisation subject to any investigation, indictment, conviction, civil enforcement activity or fined for breach of unlawful activities in the past 5 years?
 i. _____ ii. _____ iii. _____

7. How will this contribution enable your organisation to achieve its Programme objectives? Please explain.

8. Are there plans to communicate¹ about this Programme and its sponsors? Please select how you will do this. Yes No

<input type="checkbox"/> Press release	<input type="checkbox"/> Video production of the Programme	<input type="checkbox"/> Others: _____
<input type="checkbox"/> Media relations service	<input type="checkbox"/> Paid advertisement	<input type="checkbox"/> Not applicable

Note:

1. Written consent is required before the release of any communication in relation to RCE.

9. Compulsory documents to be attached with this request form:

<input type="checkbox"/> Registration Certification (SSM/ROS/ROC) with proof of active status	<input type="checkbox"/> Organisation profile ("OP") including Board/Management committees
<input type="checkbox"/> Approval from relevant statutory bodies to conduct the Programme/ permitting request for funding	<input type="checkbox"/> Details of the Programme/request
<input type="checkbox"/> Bank statement - Payee name must be similar to Registration Certificate	<input type="checkbox"/> Photos of past events
<input type="checkbox"/> Authorisation letter to act on behalf of the organisation	<input type="checkbox"/> Others: _____

Declaration:

1. We hereby declare that the:

- information provided in this form are true and accurate; and
- above donation/sponsorship will not be used for political funding.

2. By signing this form, we have expressly consented to the Company collecting, processing and storing our above data(s).

DONATION/SPONSORSHIP REQUEST FORM

C. PROPOSED BY <DEPARTMENT> IN RCE

1. Documents below are attached and labelled with appendix:

Registration Certification (SSM/ROS/ROC) with proof of active status
 Approval from relevant statutory bodies to conduct the programme/permitting request for funding
 Bank statement - Payee name must be similar to Registration Certificate
 Authorisation letter to act on behalf of the organisation
 Others: _____

OP including Board/Management committees
 Details of the programme/requests
 Photos of past events
 Invoice for goods and services

2. Verification performed on the following and no discrepancy noted:

a. Documents provided are valid with original copy sighted or certified.
b. The organisation is legitimate with registration made with SSM/ROS/ROC.
c. Donation/funding programme is legitimate with approval permit from statutory body.
d. Person representing the organisation is authorised.
e. Beneficial Owner search shown negative result for the following:
i. As PEP in Experian search database.
ii. MACC Corruption Offender Database.
f. The donation/sponsorship is not made to improperly influence a business outcome or perceived to provide an improper advantage to RCE.
g. Others: _____

3. Donation/sponsorship amount: <RM>

Proposed by

Recommended Not recommended
SM/M/AM¹

Remarks

Initial/Date: _____

Initial/Date: _____

Concurred by

CBO/SGM/GM/AGM

Remarks

Initial/Date: _____

Note:

1. To be recommended by most senior in the department.

D. ASSESSMENT BY COM

 To proceed with approval process: complete documents provided and verification performed in compliance with policies and procedures. Do not proceed with approval process due to: inadequate supporting document(s) others: _____

Received and assessed by

SM/M/AM

Recommended by

SGM/GM/AGM/SM

Remarks

Initial/Date: _____

Initial/Date: _____

E. APPROVAL

Donation/sponsorship amount : <RM>

 Approve Reject Approve Reject

Remarks

CEO

CBO

Initial/Date: _____

Initial/Date: _____