

PROTASCO BERHAD

Directors Code of Conduct

1. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
2. Directors should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
3. Directors should devote time and effort to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
4. Directors should ensure at all times that the Company is properly managed and effectively controlled;
5. Directors should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislations;
6. Directors should insist on being informed on all matters of importance to the Company in order to be effective in corporate management;
7. Directors should limit his directorship of companies to a number in which he can best devote his time. Directors should notify the Board Chairman before accepting new directorship and indication of time to be spent on the new appointment;
8. Directors should have access to the advice and services of the Secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
9. Directors should have access to consultancy of independent adviser and to seek independent professional advice at the expense of the Company.
10. Directors should at all times exercise his powers for the purposes they were conferred, for the benefit of the Company;
11. Directors should disclose immediately all contractual interests whether directly or indirectly with the Company;
12. Directors should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
13. Directors should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties;
14. Directors should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake
15. Directors should be conscious of the interest of the shareholders, employees, creditors and customers of the company;
16. Directors should at all times promote professionalism and improve the competency of management and employees; and
17. Directors should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;