



CODE OF CONDUCT

TABLE OF CONTENTS

SUBJECT	PAGE
INTRODUCTION	4
DEFINITIONS	5
1. PROFESSIONAL CONDUCT	6
2. APPEARANCE	6
3. HEALTH, SAFETY AND ENVIRONMENT	6
4. COMMITMENT	6
5. CONFIDENTIALITY	6
6. ENTERTAINMENT AND GIFTS	7
7. DISCRIMINATION AND HARASSMENT	8
8. CORPORATE OPPORTUNITIES	8
9. INSIDER TRADING AND INFORMATION	8
10. COMPETITION AND FAIR DEALING	8
11. CONFLICT OF INTERESTS	9
12. PROTECTION AND USE OF COMPANY ASSETS AND INFORMATION	9
13. POLITICAL ACTIVITIES AND CONTRIBUTIONS	10
14. COMPLIANCE WITH LAWS, RULES AND REGULATIONS	10
15. ACCURACY OF COMPANY RECORDS	10
16. CORPORATE REPORTING AND PUBLIC DISCLOSURES OF CORPORATE INFORMATION	10

SUBJECT	PAGE
17. REPORTING AN ILLEGAL OR UNETHICAL BEHAVIOR	11
18. DISCIPLINARY ACTION	11
19. REVIEW OF THE CODE AND AMENDMENT	11

INTRODUCTION

Greenyfield Berhad and its Group of subsidiaries ("Company") are committed to upholding the highest standards of the Code of Conduct ("Code") in its relationship with its customers, employees, shareholders, the business community, and all regulatory agencies. The Company requires each of its directors and employees to review on the Code and to adhere to all laws and regulations which apply to its business and operations. The policies outlined in the Code are designed to ensure that the Company's directors and employees participate in and foster a culture of transparency, integrity and honesty in the Company.

This Code provides guidance on a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of the Company. It also sets out the circumstances in which such employees would be deemed to have breached the Code and the disciplinary actions that can be taken against them if they do so.

The Company also reserves the right to amend, delete or augment any provision in this code as and when deemed necessary.

DEFINITIONS

In this Code, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:-

- Company** : Greenyield Group of Companies
- Confidential Information** : Any information pertaining to the Company, its business or any other matter which:-
- a) The Company reasonably believes that release of the information will be injurious to the Company or advantageous to its trade rivals; or
 - b) The Company reasonably believes that the information is not made to the public.
- Confidential Material Information** : Any information about the Company, the Company's business, affairs or prospects that has not reached the general public and which investors would likely consider to be important in making a decision whether to buy, sell or hold the Company's stock or other securities.
- Employee** : A person under the employment of the Company including permanent, contract and temporary employment of the Company including directors. If an employee is employed under a contract, the terms and conditions of the contract shall apply and shall be governed by this Code.
- Family** : In relation to the employee who falls within any one of the following categories:-
- a) Spouse;
 - b) Parent;
 - c) Child including an adopted child and step-child;
 - d) Brother or sister; and
 - e) Spouse of the person referred to in subparagraph (c) and (d) above.
- Human Resource Department** : Human Resource Department of the Company in which the relevant employees are employed.

All references of the masculine gender shall include the feminine gender unless otherwise expressly stated. All words importing the singular number shall include the plural number and vice versa.

1. PROFESSIONAL CONDUCT

All employees shall observe and adhere to the highest standard of professional conduct. They should, in all aspects and at all times, conduct themselves with integrity, propriety and decorum and must not under any circumstances, commit any act or omission that would bring damage to the Company, its property, reputation or general interests.

2. APPEARANCE

All employees must be suitably attired and groomed at all times at the work place. They are expected to maintain a dignified appearance and be neat, presentable, clean and tidy.

3. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to providing a safe, healthy, alcohol free and drug free workplace. The Company and every employee have a shared responsibility in the promotion of health and safety in the workplace. All employees should follow all safety laws and regulations, as well as the Company's safety policies and procedures. All employees are responsible for reporting unsafe work conditions, accident, injury, threats and unusual action or situation that have the potential for workplace violence. All forms of unlawful conduct, including threatening or intimidating behavior, assaults or violence of any kind, are prohibited.

The Company is also committed to avoiding, where possible, adverse impact to the environment and communities where the Company does their business. The Company also insist the others who work with the Company, to adhere to and follow applicable laws and regulations.

4. COMMITMENT

All employees shall, in the course of their employment with the Company and in carrying out their duties and responsibilities in respect thereof, diligently and to the best of their ability, perform such responsibilities from time to time as assigned or designated to them.

All employees shall abide, comply with and observe rules, regulations, procedures, practices, orders, directives and policies of the Company, whether expressed or implied in law or by customs and practices.

5. CONFIDENTIALITY

No employee is permitted whether during or after termination of their employment with the Company, to discuss or divulge confidential information relating or pertaining to the Company, directly or indirectly to any person or Company unless:-

- a) Such information has previously been made public knowledge; or
- b) Upon express direction or with express approval of the Company; or
- c) Required, compelled or obliged to do so by law.

Employees should not discuss whether among themselves or with others, within the workplace or outside the Company's premises, confidential information regarding the Company, its business partner, its customers or clients, its employees or any other confidential information except in the course of carrying out the Company's business.

It is the Company's policy that any information pertaining to the Company in any way whatsoever and which is not generally available to the public shall be treated with the utmost confidence. Such information must not be shared or used by any employee whether directly or indirectly to influence an investment decision in connection with the purchase or sale of securities.

The first obligation of any employees who receives a subpoena or other request seeking the disclosure of confidential information pertaining to the Company is to contact the Human Resource Department who shall then inform the respective immediate superior.

6. ENTERTAINMENT AND GIFTS

The Company is dedicated to treating fairly and impartially all persons and firms with whom the Company is doing the business. Therefore, the employee or any family member of the employee should not accept gifts, payments, services, loans (of any amount) or other favors from the Company's customers, suppliers, competitors or any person with whom the Company does, or may do, business. Receiving such items or favors may compromise – or appear to compromise – the ability to make objective, impartial and fair business decisions. Offering or receiving any gift, gratuity or entertainment that might be perceived as unfairness to influence a business relationship must be avoided. Gifts of cash or cash equivalents (such as gift cards or gift certificates) must never be offered or received. In addition, the employee must never solicit a gift or entertainment. Business entertainment should be moderately scaled and intended only to facilitate business goals. Gifts that are repetitive (no matter how small) may be perceived to be an attempt to create an obligation to the giver and are therefore inappropriate.

The employee should refer to the Human Resource Department if in doubt as to the nature or purpose of the gift or favors before accepting any gift or entertainment from the customers, suppliers, competitors or any person with whom the Company does, or may do, business.

Any employee found to have received gifts or favors in contravention of the above provision shall be subject to disciplinary action.

7. DISCRIMINATION AND HARASSMENT

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing an environment free from discrimination and harassment. The employees are expected to treat all the Company's employees, suppliers and customers with dignity and respect. The Company's goal is to maintain a professional work environment that is free from threats and acts of violence, bullying, abusive or intimidating conduct or other similar behavior. The Company prohibits discrimination and harassments in any form, whether physical, verbal or non-verbal.

The employee should report instances of discrimination or harassment to the Human Resource Department. The report will be kept confidential to the greatest extent possible, and no complainant nor witness will suffer retaliation because of a report made in good faith.

8. CORPORATE OPPORTUNITIES

The employees are prohibited from taking for themselves, opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly and indirectly. All employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Any employee whom found to breach this provision will be subject to a disciplinary action.

9. INSIDER TRADING AND INFORMATION

Using confidential material information for trading securities, or tipping others to trade, is both unethical and illegal. The employees who have access to confidential material information are not permitted to disclose that information to anyone inside or outside the Company (e.g. a relative, colleague or friend) who might profit from it. The employees are not allowed to use the confidential material information for stock trading purposes or for any other purpose except for the conduct of the Company's business. The improper use of confidential material information is known as insider trading. Insider trading is a criminal offense and is strictly prohibited.

10. COMPETITION AND FAIR DEALING

All employees shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the Board of Directors' consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's competitors, suppliers,

customers and employees. No employee should take unfair advantage of others through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud or other unfair business practice.

11. CONFLICT OF INTERESTS

A "Conflict of Interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee takes action or has interests that may make it difficult to perform his or her Company's work objectively and effectively. Conflict of interest may arise when an employee or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to or guarantees of obligations of employees and their family members may create conflicts of interest. The Company expects that employees will not accept money or gifts and favors from suppliers.

It is a conflict of interest for a Company's employee to work simultaneously for a competitor, customer or supplier. Employees should avoid doing the Company business with outside companies owned or managed by themselves or relatives or where you or a relative has an interest in, or receives a benefit from, the business. Employees are also not allowed to work for a competitor, customer or supplier as a consultant or board member. The best policy is for employees to avoid any direct or indirect business connection with the customers, suppliers or competitors, except on the Company's behalf. Conflicts of interest may not always be clear-cut, so if any employee has any question, he or she should consult with higher levels of management or the Human Resource Department.

12. PROTECTION AND USE OF COMPANY ASSETS AND INFORMATION

All employees should endeavor to protect the Company's assets and to ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Company's assets may be used only for legitimate business purposes and may never be used for illegal purposes. Incidental personal use of telephones, fax machines, copy machines, personal computers, e-mails and other similar equipment is generally allowed if it is occasional, (1) there is no significant added cost to the Company, (2) it does not interfere with the employee's work and responsibilities and (3) is not related to an illegal activity or outside business. Any suspected incident of fraud, theft, waste or misuse of the Company's assets should be immediately reported to the Human Resource Department for investigation.

The employees also have the responsibility to protect the confidentiality of the Company proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Proprietary information should be marked accordingly, kept secure and access limited to those who have a legitimate, business-related need to know the information. Where possible, disposal of confidential documents should be accomplished by

shredding. The employee must never use the Company's proprietary information for personal gain or for the benefit of persons outside the Company.

13. POLITICAL ACTIVITIES AND CONTRIBUTIONS

The Company will fully comply with all relevant laws and regulations. The Company's funds may not be used for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) on behalf of the Company, unless such contribution is permitted by law and complies with the Company policy. All contributions must be approved in advance by the Executive Committees (EXCO) of the Company.

It is against for the employee to lobby the other employees of the Company on behalf of a political candidate during the work day. It is also against the Company policy to reimburse an employee for any political contributions or expenditures. The employee may support the political process through personal contributions or by volunteering their personal time to the candidates or organizations of their choice. These activities, however, must not be conducted on working day or involve the use of any Company resources such as telephones, computers and other equipments which belong to the Company.

14. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which the Company operates. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers and the Human Resource Department.

15. ACCURACY OF COMPANY RECORDS

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All the Company's records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely basis, and must appropriately reflect the Company's transactions and conform both to applicable legal requirements and to the Company's system of Internal Control.

16. CORPORATE REPORTING AND PUBLIC DISCLOSURES OF CORPORATE INFORMATION

Reports and documents filed with or submitted to the Securities and Exchange Commission and other regulators by the Company, including other public communications made by the Company, the employees, officers and directors of the Company whom involved in the preparation of such reports and documents shall make the full disclosure, fair, accurate, timely and understandable.

Only certain employees are authorized to release the information about the Company as part of their regular duties. Otherwise, the employee should never release any information concerning the Company or its business activities without prior, written approval from the Group Managing Director. Where applicable, the authorized employees shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. The authorized employees shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

17. REPORTING AN ILLEGAL OR UNETHICAL BEHAVIOR

Employees are encouraged to talk to their supervisors, managers or to the Human Resource Department about observed illegal or unethical behavior and whenever an employee is in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

18. DISCIPLINARY ACTION

Any employee who commits misconduct or a breach of rules established by the Company, shall be subject to disciplinary action.

19. REVIEW OF THE CODE AND AMENDMENT

The Company will review this Code annually and reserves the right to amend, delete or augment any provision in this Policy as and when deemed necessary.

The Code of Conduct should be made public in the Company's website.