



DELEUM

DELEUM BERHAD

DIRECTORS' CODE OF ETHICS

**Approved by the Board of Directors of Deleum Berhad
on 10 December 2012**

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DIRECTORS' CODE OF ETHICS

Board members are required to observe the Directors' Code of Ethics as follows:

1. Observe high standards of corporate governance at all times.
2. Adhere to the principles of integrity, objectivity, accountability, openness, honesty and leadership.
3. Be conscious of the interests of shareholders and other stakeholders of the Company, including sustainability and the needs of the community.
4. Act in a professional manner and with due regard to fiduciary duties and responsibilities, and proper care and diligence and for proper purpose.
5. Comply with legal, statutory and equitable duties and obligations when discharging their responsibilities.
6. Act in good faith and in the best interests of the Deleum Group.
7. Be willing to exercise independent judgement and if necessary, openly oppose if vital interests of the Company are at stake.
8. Avoid involvement in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Deleum Group or situations where Board members have an interest in any entity or matter that may influence their judgment in the discharge of responsibilities.
9. A Board member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed. He should withdraw from the meeting during the relevant discussion or decision.
10. Not misuse his position or knowledge or information gained directly or indirectly in the course of duties for private or personal gain.
11. Safeguard the confidentiality of any information of a confidential or sensitive nature relating to the Deleum Group which is obtained by reason of service as Director and not disclose or use the same for his own advantage or gain.
12. Uphold accountability at all times. This includes ensuring that the Company's assets and resources are properly safeguarded and used for legitimate business purposes and the Company conducts its operations economically, efficiently and effectively as possible at all time.

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13. Not accept any personal gifts, favours, entertainment or services in cash or kind that will or will appear to influence the performance of their duties or as an inducement or reward for taking or not taking any action in their official capacity as a Board member. Gifts of a token / nominal value which are of a modest scale and not lavish or extravagant are generally acceptable.
14. This Code is not intended to be exhaustive and there may be additional obligations that Directors are expected to comply in the performance of their duties.
15. This Code will be reviewed and updated from time to time.