

## 1.0 INTRODUCTION

The Board of Directors (Board or Directors) of IGB Corporation Berhad (IGB or Company) recognises that well-defined corporate governance processes are essential in enhancing the corporate accountability and long-term business sustainability, and remains committed to ensuring good governance practices in its overall management of IGB and its subsidiaries (Group) to preserve and maximise shareholders' value.

The Board is the focal point of the corporate governance system. The Board is accountable and responsible for the performance and affairs of IGB. All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

## 2.0 OBJECTIVES

The objectives of this Charter are to ensure that Directors acting on behalf of IGB are aware of their roles and responsibilities as Board members and the various legislations and regulations affecting their conduct, and that the principles and practices of good governance are applied in their dealings in respect, and on behalf of IGB. This Charter sets out the authority, role, responsibilities, structure and processes of the Board and its Committees, adopting principles of good governance and practice, in accordance with applicable laws in Malaysia.

The Board shall review and assess the adequacy of this Charter from time to time to reflect changes to the Board policies, procedures and processes as well as any development in statutes and regulations that may have an impact on the discharge of the Board's duties and responsibilities. Any subsequent amendment to this Charter can only be approved by the Board.

The principles set out in this Charter shall be summarised in IGB's annual report as part of a narrative statement of corporate governance by the Directors.

## 3.0 THE BOARD

### 3.1 Authority

The Board derives its authority from the constitution of IGB and the laws and regulations applicable in Malaysia. The Board accordingly has the power to make any decision in respect of IGB which has not been specifically reserved for decision-making by shareholders. The Board will exercise its powers responsibly in the best interest of IGB with due regard to the interest of shareholders, and in compliance with all applicable laws and regulations, principles of sound corporate governance and Board policies and procedures.

### 3.2 Role

The Board's role is to:

- (a) represent and serve the interests of shareholders by overseeing and evaluating the overall strategies, business, organisation and significant policies of the Group;
- (b) oversee and monitor the Group's performance and build sustainable value for shareholders in accordance with duties and obligations imposed on the Board by law and the constitution, and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- (c) set and review the Group's core values and standards of conduct; and
- (d) ensure shareholders are kept informed of the Group's performance and major developments affecting its state of affairs.

### 3.3 Duties and Responsibilities

The Board assumes, among others, the following duties and responsibilities:

- (a) Set the strategic direction of the Group, including promoting sustainability within an environmental, economic and social framework (EES).
- (b) Formulate policies and oversee investment and business of the Group.
- (c) Approve annual budgets (including major capital commitments) and financial results (including significant changes to accounting policies) of the Group, monitor compliance with accounting standards, and the integrity and adequacy of financial information disclosure.
- (d) Approve significant decisions not delegated to the management involving new ventures, material acquisitions and disposals of undertakings and properties, corporate transactions and funding proposals.
- (e) Approve changes to the management and control structure within the Group, including key EES and other policies and delegated authority limits.
- (f) Oversee the Group's risk management processes, internal compliance controls and integrity of management information systems. These responsibilities are discharged to Risk Management Committee (RMC), Audit Committee (AC) and Group Internal Audit (GIA).

- (g) Determine dividend policy and the amount, nature and timing of dividends to be paid and/or any other distribution.
- (h) Approve new appointments to the Board having regard to the current competency requirements of IGB and the desirable skills, qualifications and experience of potential new appointees. This duty is discharged to Nomination Committee (NC).
- (i) Approve the establishment of Board Committees and determine their mandates and amendments to such terms.
- (j) Approve the appointment of Group Managing Director (GMD) and Executive Directors (collectively, Executive Board) and their terms of employment and on all elements of the remuneration of Executive Board.
- (k) Undertake assessment and review of the performance of the Board, its Committees and individual Directors annually. This duty is discharged to NC.
- (l) Develop criteria to measure and assess independence of Independent Non-Executive Directors (INEDs).
- (m) Approve the annual fees and meeting allowances of Non-Executive Directors (NEDs), subject to NEDs' fee pool approved by shareholders.
- (n) Oversee AC's evaluation of external auditors (EA) performance and ongoing independence.
- (o) Develop and implement an investor relations programme or shareholder communication policy to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market, in accordance with applicable legislations and regulations.
- (p) Oversee the development and implementation of the Group stakeholder communication policy to enable effective communication with its stakeholders, including shareholders and employees. This policy should include how feedback received from its stakeholders is considered by the Group when making business and other decisions.
- (q) Review policies and processes to ensure compliance with relevant laws, legislative and regulatory requirements (including continuous disclosure) and the maintenance of high ethical standards.
- (r) Perform such other functions as are prescribed by law or are assigned to the Board.

### 3.4 Conduct of Affairs

To discharge its responsibilities and to facilitate its ongoing oversight of the Group, the Board may delegate any of its power to a Committee, a Director, employee or other person subject to ultimate responsibility of the Directors under the Companies Act 2016 (CA 2016).

The Group has in place a set of internal guidelines that sets out authority limits for, among others, funding and capital expenditure, new ventures, investments and divestments, and operation of bank accounts. The Board shall approve transactions exceeding certain limits, while delegating authority for transactions below those limits to Executive Committee (ExCo), GMD and senior management to facilitate operational efficiency, in accordance with applicable authority limits.

### 3.5 Membership and Term

#### (a) Board Composition and Diversity

The Board shall determine its size and composition, subject to limits imposed by IGB's constitution. The constitution provides for a minimum of 3 Directors and a maximum of 15 Directors. At any one time, at least 2 or one-third, whichever is higher, of the Board members are INEDs.

The Board should consist of qualified individuals with diverse set of skills, expertise, experience and knowledge necessary to govern and guide the business of the Group. The Board should be of a size and composition that is conducive to making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interest of IGB.

NC shall oversee and report annually to the Board its assessment on the structure, size and composition of the Board having regard to the optimum number and skill mix of Directors to ensure its appropriateness.

#### (b) Performance Assessment

The Board with the guidance of NC shall review and evaluate its own performance and the performance of its Committees as well as the contribution of each Director on an annual basis against both measurable and qualitative indicators, thus ensuring IGB is under the oversight and guidance of an accountable and competent Board. NC will consider the balance of diversity requirements and representation on the Board, including gender and other factors relevant to its effectiveness. The assessment shall be discussed with the full Board each year. The assessment shall focus on the Board's contribution to IGB and specifically focus on areas which the Board believes that it could improve.

#### (c) Appointment and Re-election

IGB shall comply with the regulations and the laws governing the appointment and re-election of Directors in addition to the provisions of its constitution.

The appointment of a new Director is a matter for consideration and decision by the full Board on the recommendation of NC. There are formal, considered and transparent procedures for appointment of new Directors which is made on merit against objective criteria and with due regard for the benefits of diversity on the Board.

Executive Board will be engaged through a letter of appointment or a service agreement.

The constitution provides that all Directors to submit themselves for re-election at least once every 3 years (3-year term), and one-third of the Board shall retire and stand for re-election at every Annual General Meeting (AGM) (1/3-rotation rule). Board's support for a Director's re-election is not automatic and is subject to the satisfactory assessment of performance by NC. NC, in making a recommendation to the Board, shall have regard to the need for the Director continued invaluable contribution to the Board and IGB when deciding whether the Director concerned should be proposed for re-election.

The directorships held by any Board member in listed issuers at any one time shall not exceed the limit prescribed by the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities).

(d) Independence of INED

A Director is independent if such director is free from any interest and any business dealing or other relationship that could, or could reasonably be perceived to materially interfere with the Director's ability to act in the best interest of IGB. Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence, and should be disclosed by Directors to the Board.

INEDs are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each INED is expected to disclose to the Board immediately if he/she believes they may no longer be independent.

IGB measures the independence of its INEDs based on the criteria prescribed under MMLR in which an INED should be independent of management and free from any business or relationship that could interfere with the exercise of independent judgement or the ability to act in the best interest of IGB. Each INED shall provide an annual confirmation of his or her independence to the Board.

The Board with the guidance of NC shall, on an annual basis, assess the performance of each INED. If a Director ceases to satisfy the criteria for independence as specified in MMLR, this will be disclosed to Bursa Securities.

(e) Term Limits

The Board does not believe it should establish term limits. Term limits carries the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the business and affairs of the Group and therefore, provide an increasing contribution to the Board as a whole.

### 3.6 Board Chairman/GMD Relationship

The Board is empowered by the constitution to appoint a Chairman and to determine the period for which he or she holds office. Board Chairman should be a NED. GMD is the chief executive of IGB and reports directly to the Board.

The roles of Board Chairman and GMD shall be distinct and separate to ensure there is a balance of power and authority to facilitate effective oversight and clear segregation of duties. Board Chairman represents the Board to its shareholders and shall be responsible for the leadership, effectiveness, conduct and governance of the Board. GMD, together with Executive Board, shall be responsible to oversee the business operations and business development of the Group, and to ensure that the strategies, policies and matters approved by the Board and/or ExCo are effectively implemented.

## 4.0 BOARD COMMITTEES

The Board may from time to time establish standing and ad hoc Committees as it considers necessary or appropriate to assist in the execution of its responsibilities. Committee members shall be appointed by the Board upon recommendation of NC with consideration of the needs of IGB, relevant legislative and other requirements and the skills and experience of the individual Director. It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each Committee operates under delegated authority from the Board. The role, function, performance and membership of each Committee shall be reviewed on an annual basis as part of the Board's performance-assessment process.

Committees meet as circumstances dictate. Meetings may be held by telephonic attendance, conference via audio-visual channels or by circular resolution. Committees may request members of Executive Board or any officer or employee of the Group or external legal counsel or consultant to attend a meeting of Committee or to make presentations. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes, the chairman shall have a second or casting vote. Minutes shall be kept of the proceedings and the resolutions of Committees. Minutes shall be signed by the respective chairmen of Committees and such minutes shall be included as part of Directors' materials for meeting.

There shall be established the following Committees of the Board, each having mandates that incorporate all applicable regulatory requirements and with such recommendations of the Malaysian Code on Corporate Governance 2012 as the Board may consider appropriate:

**(a) ExCo**

ExCo members shall consist of Executive Board. It may include NEDs. ExCo shall meet at least every quarter. Additional meetings may be called at any time if ExCo deems it necessary. Quorum for ExCo shall be 3 members.

ExCo shall be responsible, within the framework and limits of authority set out by the Board, for overseeing the conduct of the Group's businesses and existing investments; reviewing and/or implementing strategic plan; and evaluating and/or approving business opportunities, strategic investments, divestments, and major capital and operating expenses.

**(b) AC**

AC shall consist of not less than 3 members, all of whom must be NEDs, with a majority of them, including the chairman, must be independent. No alternate Director shall be appointed to AC. AC members should be financially literate, and at least one of whom shall be a member of the Malaysian Institute of Accountants or fulfils such other requirements as prescribed or approved by Bursa Securities.

AC shall meet at least 4 times a year and its quorum must at all times comprised of at least 2 INEDs. At least twice a year, AC shall meet with external auditors without the presence of Executive Board and senior management. Additional meetings may be held upon request by any AC member, internal or external auditors.

AC shall be responsible for reviewing financial reporting process, management of risk and system of internal controls, governance processes, audit process, and the Group's process for monitoring compliance with laws and regulatory requirements.

**(c) NC**

NC shall have at least 3 members and be composed entirely of NEDs, a majority of whom, including the chairman, must be independent. At least 2 members of NC need to be present to have a quorum.

NC shall be responsible for considering and recommending to the Board candidates for directorship in IGB and Directors to fill seats on the Committees; conducting annual review of the structure, size and composition of the Board (including the required mix of skills, experience, diversity and other qualities), the performance of the Board, Committees, each individual Director as well as Directors under the annual re-election provisions; assessing the independence of INEDs and presenting its assessment to the Board for final determination; and overseeing the Board's succession planning.

**(d) Remuneration Committee (RC)**

RC shall have at least 3 members, a majority of whom, including the chairman, must be independent. At least 2 members of RC need to present to have a quorum.

RC shall be responsible for establishing, reviewing, and recommending to the Board the policy framework on terms of employment and on all elements of the remuneration of Executive Board as well as the remuneration framework for NEDs' annual fees and meeting allowances; and reviewing and approving the annual performance bonus and merit increase of Executive Board and senior management.

**(e) RMC**

ExCo as a whole shall serve as RMC. RMC shall be responsible for reviewing and assessing the strategies and policies relating to the management of the Group's risks and ensure that risk policies and procedures of the operating units of the Group are aligned to the business strategies and the risk return directions of the Board.

**(f) Share Committee (SC)**

SC members shall consist of Executive Board. SC shall be responsible for regulating and approving securities transactions and registrations, as well as implementing, allocating and administering share issuance scheme and share buy-back of IGB.

## 5.0 MEETINGS AND MINUTES

The Board shall conduct at least 4 scheduled meetings annually. Additional meetings may be convened as warranted by specific circumstances. Quorum must at all times be comprised of at least 3 Directors. Meetings shall be called with sufficient notice. A meeting may, with the consent of all Directors, be convened with short notice. Participation via teleconference or video conference is permitted. However, personal attendance of the meetings is encouraged. Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable Committee meetings in order to discharge their obligations. As and when necessary, Board meetings may be supplemented by resolutions circulated to the Directors for decision between the scheduled meetings. Decisions taken by written resolution other than at a meeting are valid decisions of the Board if signed by a majority of Directors.

Directors shall be provided with meeting materials ahead of scheduled meetings. The agenda for each meeting and meeting materials including proposals or specific matters shall be distributed in advance to enable the Directors to peruse, obtain additional

information and/or to seek further clarification on the matters to be deliberated. Chief Financial Officer and senior management may be invited to attend Board meetings to present reports on, or seek approvals within, their areas of responsibility. Where necessary or prudent, the services of external consultants and legal advisors may be arranged to provide further information and to respond directly to the Directors' queries.

Company Secretary shall support the effectiveness of the Board by monitoring the Board policy and procedures and coordinating the completion and dispatch of meeting materials. Company Secretary is responsible to the Board, through Board Chairman, on all governance matters and for meeting statutory reporting requirements in accordance with relevant legislation.

Resolutions of the Board require the approval of an absolute majority of the votes cast. In the event of a deadlock, the Chairman shall cast the deciding vote. If, on any matter discussed at a Board meeting or any of its Committees, any Director holds views contrary to those of any of the other Directors, any concern or dissenting views expressed shall accordingly be addressed and duly recorded in the relevant minutes of meetings. Any abstention, due to any reason whatsoever including but not limited to conflicts of interest, must be indicated to the Chairman at the time the matter is being considered and recorded in the minutes.

The proceedings and deliberations of the Board and its Committees are confidential. Each Director will maintain the confidentiality of information received in connection with his/her service as a Director.

Minutes shall be kept of the proceedings and the resolutions of the Board and Committees. Minutes shall be signed by the Chairman at the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts therein stated.

## **6.0 ACCESS TO INFORMATION AND INDEPENDENT PROFESSIONAL ADVICE**

Directors shall have full and unrestricted access to information and records of the Group. Directors may interact directly with, or request further explanation, information or updates on any aspects of the Group's operations from Executive Board and senior management. Directors may also seek external legal or independent professional advice in furtherance of their duties at IGB's expense.

## **7.0 ACCOUNTABILITY AND AUDIT**

Auditing forms an integral part of governance at the Group. Both internal and external auditors have a key role to play by providing an independent assessment of the Group's operations and internal controls.

### **7.1 Financial Reporting**

The Board shall be responsible for providing a balanced and understandable assessment of IGB's financial position, performance and prospects in all disclosures made to stakeholders and regulatory bodies. The Board shall be assisted by AC to oversee the financial reporting process and the quality of the financial reporting of IGB. AC shall review the integrity of IGB's quarterly and year-end results, focusing on, inter alia, quality, accuracy and adequacy of financial disclosure; changes in or implementation of accounting policies and practices; key audit matters, significant and unusual events, on-going concern assumption, and compliance with applicable accounting policies, standards and regulatory requirements, before recommending to the Board for its approval and public release.

### **7.2 Risk Management and Internal Control**

The Board shall be responsible for the governance of the Group's risk management and internal controls which includes the establishment of an appropriate control environment and framework, and the review of their adequacy, integrity and effectiveness. In carrying out this central responsibility, the Board shall oversee the Group's system of internal control and risk management with the support from RMC, AC, external and internal auditors, as well as the assurance plan by management on the effectiveness of internal controls and adequacy of risk management of the Group.

IGB has a well-resourced GIA department. The role of GIA, which reports to AC, provides the Board with independent and objective assurance on the effectiveness of the system of internal control within the Group. GIA is responsible for carrying out periodic audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries as well as evaluating and enhancing the effectiveness of the Group's risk management, control and governance processes. GIA shall develop its annual audit plan, defining areas of audit concentration and specifying resources requirements for approval by AC.

### **7.3 EA**

The Board shall maintain an active, transparent and professional relationship with EA. AC shall be responsible to assess the performance and quality of EA and their independence, objectivity and professionalism.

EA must attend AGM and be available to answer questions regarding the conduct of the audit, the preparations and contents of the auditor report, the accounting policies adopted by IGB in the preparation of the financial statements and the independence of EA in the conduct of the audit.

## **8.0 DIRECTORS' REMUNERATION**

Directors' remuneration is generally determined at levels which would attract and retain individuals of the calibre required to serve on the Board. Executive Board's remuneration is structured on the basis of linking rewards to corporate and individual performance. Performance shall be measured against specific targets set from the Group's annual budget and plans. Executive Board shall receive a normal remuneration package for their regular duties appropriate to their roles as well as salaries and/or fees for acting as

employee director of the Group. NEDs' remuneration shall reflect the Director's level of responsibilities and participation in the Board and Committees. NEDs' remuneration shall be reviewed annually to ensure that IGB can attract individuals with the requisite experience, capability and commitment, and the review shall take into account the structure and level of fees payable by peer groups of similar scale and complexity. With the exception of Executive Board, each member of the Board shall receive annual fee and meeting allowance for participation in each Board or Committee meeting. The Board as a whole shall resolve on the fees for NEDs with individual Directors abstaining from decisions in respect of their individual remuneration. Annual fees payable to NEDs shall not be increased except pursuant to a resolution passed at AGM where notice of the proposed increase has been given in the notice convening the AGM.

## 9.0 DIRECTORS' TRAINING AND EDUCATION

Directors are expected to undertake necessary continuing education to keep abreast of the latest legislations and regulatory updates as well as wider economic, financial and governance issues in discharging their stewardship responsibilities. Directors are kept informed on developments and changes in the legislative, regulatory and industry framework which may affect the Board and/or the Group but this is not a substitute for the Directors' own efforts. The Board shall assess the training needs of the Directors from time to time.

## 10.0 PROFESSIONALISM

### 10.1 Conflicts of Interest

Directors are under fiduciary duty to act in good faith and in the best interest of IGB, and to avoid, and be seen to avoid, actual or potential conflict between personal interest and duty to shareholders, when they are voting as members of the Board relating to decisions affecting the Group.

Every Director is required to declare any conflict of interest in a transaction or proposed transaction with the Group as soon as practicable after the relevant facts have come to his or her knowledge. Any interested Director shall abstain from deliberation and decision of the Board or Committee on the subject proposal, and where appropriate, excuse himself or herself from being present in the deliberation and consideration of the matter.

Any transactions in which a conflict of interest will arise should be executed on terms which are best available for IGB and which are no less favourable to IGB than arm's length transactions between independent parties and be adequately disclosed in IGB's annual reports.

### 10.2 Insider Trading

Directors and principal officers of the Group are prohibited from trading in securities or any kind of property based on price sensitive information and knowledge which have not been publicly announced. Notices on the closed period for trading in IGB's securities are circulated to Directors and principal officers who are deemed to be privy to any price sensitive information and knowledge, in advance of whenever the closed period is applicable. Company Secretary should be notified of any dealing by a Director or principal officer in the securities of IGB.

## 11.0 CORPORATE DISCLOSURE AND ENGAGEMENT WITH SHAREHOLDERS

The Board shall place great importance in ensuring high standards of transparency and accountability in its communication to shareholders, as well as to potential investors, analysts, media representatives and the public.

The communication channels shall be via annual reports, shareholder circulars, quarterly and annual results, notices of meetings, announcements and press releases through regulatory information service at first instance and then release on the corporate website, as well as regular dialogues, briefings and meetings with fund managers, financial analysts and media to provide updates and new developments relating to the Group based on permissible disclosures. Information that is price-sensitive or that may be regarded as undisclosed material information about the Group shall not be disclosed in these sessions until after the prescribed announcement to Bursa Securities has been made.

IGB regards AGM as the principal forum for dialogue and interaction between the Board and shareholders and aims to ensure that AGM provides an important opportunity for effective communication with, and constructive feedback from shareholders. A press conference is held after each AGM and/or Extraordinary General Meeting to provide the media an opportunity to receive an update from the Board on the proceedings at the meetings and to address any queries or areas of interest of the media.

## 12.0 DIRECTORS CODE OF BUSINESS CONDUCT AND ETHICS (CODE)

Board members are required to observe the Code as set out in [Appendix A](#).

The Board will review the Code periodically to ensure new facts and circumstances and evolving governance issues are addressed and best practices are incorporated.

This Board Charter was last reviewed on 21 February 2017.

## 1.0 INTRODUCTION

IGB Corporation Berhad (IGB) is committed to conducting business in accordance with the highest standards of business integrity and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors (Board or Directors) of IGB (which for the purpose of this Code includes its subsidiaries) promotes ethical behaviour and has adopted this Code of Business Conduct and Ethics (Code).

The principles outlined in the Code are intended to:

- (a) codify a standard of ethical conduct by which all Directors are expected to abide;
- (b) protect the business interests of IGB;
- (c) maintain IGB's reputation for integrity; and
- (d) observe both the form and spirit of applicable laws, rules and regulations

The principles in the Code are the individual and collective responsibility of all Directors. All Directors must therefore conduct themselves according to the language and spirit of the Code.

The Code does not cover every issue that may arise, but it sets out basic principles to guide Directors. The Board has adopted various mandates, policies and procedures applicable to specific topics with which Directors are also obliged to comply.

## 2.0 CORE AREAS OF CONDUCT

### 2.1 General Conduct

#### (a) Upholding the Law

IGB is strongly committed to conducting its business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations in jurisdictions within which IGB operates.

IGB requires strict compliance by all its Directors with applicable laws, rules and regulations. Directors must exercise honesty, objectivity and diligence when conducting business for IGB.

#### (b) Honesty and Integrity

Directors must act with integrity, including being honest and candid, and adhere to a high standard of business ethics.

Engaging in dishonest and unethical activity negatively affects IGB. Involvement or even attempted involvement in dishonest activity is unacceptable and may result in the removal from the Board.

#### (c) Full and Fair Disclosure

IGB is committed to making timely and accurate disclosure of all material information. IGB will promptly disclose all material information in a full, fair, accurate and timely manner in accordance with applicable laws, rules and regulations.

All Directors must perform their responsibilities with a view to giving effect to the foregoing commitment of IGB, including by reporting all material information in a timely manner in accordance with IGB's Corporate Disclosure Policy (CDP). Each Director involved in IGB's disclosure process is required to be familiar with and comply with the CDP and internal control over financing reporting. Each Director who is involved in IGB's disclosure process must –

- (i) familiarise himself or herself with the disclosure requirements applicable to IGB as well as the business and financial operations of IGB;
- (ii) not knowingly misrepresent, or cause others to misrepresent, facts about IGB to others, whether within or outside IGB, including to IGB's independent auditors, governmental or regulatory authorities; and
- (iii) review proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

If a Director becomes aware of a materially inaccurate or misleading statement in any reports or documents or any public communications made by IGB, that Director must report it immediately to the chairmen of the Board and Audit Committee (AC).

### 2.2 Conflicts of Interest

Directors are required to act in good faith and in a manner which is responsible and in accordance with high standards of honesty, transparency and accountability.

A conflict of interest occurs when a Director's private or personal interest interferes, or may appear to interfere, with the interests of IGB. A conflict of interest may also arise when a Director acts or has interests that may make it difficult to perform his or her duties and responsibilities objectively and effectively.

Directors should be mindful of, and seek to avoid any activity or situation of actual or apparent conflict of interest with IGB, whether the activity or situation involves the Director directly or a member of his or her immediate family or those of associated person. Directors must not use their positions in IGB or misuse information gained in the course of their duties or employment for personal benefits or for private gain.

Even when a Director believes that his or her actions would not be influenced, the Director must take steps to guard against even the appearance of a conflict. In resolving conflicts, Directors must subordinate their personal interests to those of IGB.

A Director should seek the advice of the Board Chairman or AC Chairman with any questions or concerns and must promptly disclose any material transaction or relationship that reasonably could be expected to give rise to an apparent or actual conflict. Nevertheless, any Director involved in any conflict or potential situations should withdraw from any decision relating thereto.

While the Code does not attempt to describe all possible conflicts of interest that could develop or arise, the following are examples of situations which may constitute a conflict of interest:

(a) Corporate Business Opportunities

Directors owe a duty to IGB to advance its business interests when the opportunity to do so arises.

Directors are prohibited from appropriating (or directing a third party) corporate business opportunities for themselves that are discovered through the use of IGB's resources or information or their position as Directors. More generally, Directors are prohibited from using IGB's resources or information or their position as Director for personal gain and from competing with IGB, directly or indirectly.

A corporate business opportunity is an opportunity –

- (i) which is in IGB's line of business or proposed expansion or diversification;
- (ii) which IGB is financially able to undertake; and
- (iii) which may be of interest to IGB.

A Director who learns of such a corporate business opportunity and who wishes to avail of it should first disclose such opportunity to the Board. If the Board determines that IGB does not have an actual or expected interest in such opportunity, and only then, may the Director avail of it, provided that the Director has not wrongfully utilised IGB's resources in order to acquire such opportunity.

(b) Business Activities Outside of IGB

As a general rule, IGB expects its Directors to avoid any outside activity, employment, position, association or investment that might interfere or appear to interfere with the independent exercise of a Director's judgement regarding the best interests of IGB.

Examples of outside business activities which may involve a conflict of interest are those that:

- (i) affect the objectivity and independence of the performance of a Director's duties and responsibilities for IGB;
- (ii) detract from the Director's ability to devote appropriate time and attention to his or her responsibilities with IGB;
- (iii) involve the use of any information about IGB or its customers, suppliers or joint venture parties;
- (iv) involve accepting an opportunity to engage in a business activity or to make an investment of which a Director becomes aware either in connection with his or her functions at IGB or through the use of corporate information or property, if the opportunity is one that the Director should reasonably believe would be of interest to IGB;
- (v) place the Director in a position that gives the appearance that he or she represents IGB when, in fact, this is not the case; or
- (vi) imply that IGB endorses a particular product, service or company.

IGB reserves the right to require a Director to limit or resign his or her outside position or, limit or restrict a Director's investment including, but not limited to, a reduction in or divestiture of his or her interest, at any time when continued participation could give rise to a conflict or the appearance of a conflict of interest or when necessary to resolve any regulatory issues. If a conflict or appearance of a conflict cannot be resolved, the Director may be required to resign from the Board.

(c) Gifts, Benefits, Entertainment and Services

Directors may not offer, give or receive gifts, benefits, entertainment or services, in cash or kind, to or from persons or entities who deal with IGB in those cases where any such gift, benefit, entertainment or service is being made in order to influence Directors' actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

Occasional business gifts of modest value to and entertainment of Directors in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of IGB's business. However, no gift, entertainment or benefit should be offered or extended if it is illegal or result in any violation of law.

### 2.3 Confidentiality

#### (a) Proprietary and Confidential Information

Directors may learn confidential or proprietary information about IGB, its customers, suppliers, or joint venture parties, in the course of the exercise of directorial duties. Directors must maintain the confidentiality of information entrusted to them by IGB and any other confidential information about IGB that comes to them, from whatever source, in their capacity as a Director, except where disclosure is approved by IGB or legally mandated or if such information is already in the public domain.

Proprietary and confidential information includes, but is not limited to, non-public information that might be of use to competitors or harmful to IGB or its customers, suppliers or joint venture parties, if disclosed.

No Director shall use IGB's proprietary and confidential information for his or her own personal benefit or to benefit persons or entities outside IGB nor disclose proprietary and confidential information outside IGB, either during or after his or her service as a Director of IGB, except with the authorisation of the Board or as may be otherwise required by law.

#### (b) Trading on Inside Information

It is the personal responsibility of each Director to adhere to the standards and restrictions imposed by the laws, rules and regulations relating to insider trading. It is against IGB's policy for a Director to profit from undisclosed information relating to IGB or any other company.

Directors are prohibited to trade in securities or to provide information to others to trade in securities of IGB and/or its related listed companies on price sensitive non-public information (Inside Information) until the Inside Information is publicly released. Also, Directors shall not trade in securities of any other company where they have Inside Information which they obtain in the performance of their duties.

Directors should presume that any non-public information they know about IGB is Inside Information when entering into a personal securities transaction. If this information could in any way be material, the Director must not trade.

Any Director who is uncertain about the rules involving a purchase or sale of, or other dealings in securities of IGB and/or its related listed companies, should consult the CDP Working Group before making any personal transaction. Directors are also to comply with the CDP relating to insider trading and closed periods for insider trading.

#### (c) Business Records and Control

Accurate, timely and reliable records are necessary to meet IGB's legal and financial obligations and to manage the affairs of IGB.

Directors must exercise care and diligence in record-keeping policies and procedures relating to the records of IGB, never make or knowingly permit the making of false or misleading entries in IGB's books and records, never destroy, alter or falsify or knowingly permit the destruction, alteration or falsification of, any records relating to IGB, that are potentially relevant to a violation of law or any litigation or pending threatened or foreseeable government or judicial investigation or proceeding.

### 2.4 Protection of Assets

All Directors are expected to exercise their business judgement in a manner that protects IGB's assets and promotes their efficient use. All IGB assets are to be used for legitimate business purposes. Any suspected incident of fraud, mismanagement of IGB's assets or theft should be immediately reported for investigation to the Board Chairman or AC Chairman.

### 3.0 REPORTING VIOLATIONS

Directors should promptly communicate any suspected violations of the Code, including any violations of laws, rules and regulations, to the Board Chairman or AC Chairman. Suspected violations will be investigated by the Board, AC, or persons designated by the Board or AC. Appropriate action will be taken on the merit of each case.

### 4.0 REVISIONS

The Code is reviewed from time to time to ensure new facts and circumstances and evolving corporate governance issues are addressed and best practices are incorporated. Any amendment to the Code must be approved by the Board which will regularly monitor its compliance.