



MARINE CREATION SDN BHD (MCSB)

BUSINESS ASSOCIATES CODE OF BUSINESS CONDUCT (BACOBC)

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1. Introduction

- 1.1 The **Business Associates Code of Business Conduct (BACOBC)** establishes a set of obligations on business and ethical practices, and professional conducts expected of all Business Associates engaging or working with **Marine Creation Sdn Bhd (MCSB)**.
- 1.2 The **BACOBC** shall apply to all contractors, consultants or any person(s) including their employees, agents, suppliers and sub-contractors (representatives). **MCSB** expects the Business Associates to comply with the **BACOBC** when engaging with **MCSB** and throughout its conduct of business with **MCSB**.
- 1.3 All Business Associates are required to fill and sign the "**Declaration of Interest**" By Business Associates to **MCSB** (hereinafter referred as "**DOI**") which is the Business Associates' declaration to **MCSB** on any potential or actual conflict of interest at the beginning of the procurement exercise. Appointed Business Associates subsequently are required to sign the "**Business Associates Integrity Pledge**" (hereinafter referred as "**BAIP**") which is the Business Associates' declaration of its compliance to the **BACOBC**, the relevant laws and regulations, and Anti-Corruption Principle.

2. Objectives

2.1 Integrity and Good Ethics

Business Associates must be honest in any representation and be committed to the highest standard of ethical conduct and integrity.

2.2 Accountability

Business Associates must be accountable for services rendered and goods provided and honour their commitment efficiently and timely in accordance with the terms and conditions agreed.

2.3 Protection of Assets and Information

Business Associates must not disclose **MCSB's** assets, confidential information, intellectual properties and/or data to any unauthorised party.



2.4 Workplace Practices and Culture

Business Associates must comply with all applicable laws and regulations relating to workplace practices and culture.

3. Compliance to Business Associates Code of Business Conduct

- 3.1 It is the responsibility of the Business Associates to ensure that its representatives understand and comply with this **BACOBC**. In the event that the Business Associates believes that a breach may have occurred or is likely to occur, the Business Associates **must report** of such situation to **MCSB** in accordance with paragraph 8.
- 3.2 **MCSB** may require the Business Associates to provide further information or attestation in writing of its compliance to **BACOBC** from time to time. In this regard, the Business Associates must provide **MCSB** with such information as requested.
- 3.3 **MCSB** has the right to take any action that **MCSB** deems fit against the Business Associates for breaching the **BACOBC**, such as:
 - (a) Suspension or termination of contract;
 - (b) Deduction of any amount of money paid or promised to be paid;
 - (c) Requiring the Business Associates to substitute any representative who breaches the **BACOBC** or acting inconsistent with the **BACOBC**; and/or
 - (d) Disqualify the Business Associates from participating in any future tender or procurement exercise.
- 3.4 The Business Associates must co-operate with **MCSB** in any investigation that **MCSB** may conduct in relation to any allegation of inappropriate or unethical behaviour involving **MCSB's** employee(s) or the Business Associates' representative(s) pursuant to any business interaction or procurement exercise.



4. Conduct Business with Integrity and Good Ethics

The Business Associates must uphold the highest standard of integrity and ethical conduct in all business interactions and dealings with **MCSB** and these include:

(a) Compliance with laws and internal policies

i) Laws

Business Associates and its representatives must conduct their business activities in full compliance with the applicable laws and regulations while conducting business with **MCSB**.

ii) Approvals

Business Associates and its representatives must obtain all necessary licences and permits to conduct the activities for which they have been contracted by **MCSB**.

iii) Internal Policies

Business Associates and its representatives must comply with the relevant internal policies and procedures established by **MCSB**.

(b) Conflict of interest

- i) Business Associates must avoid any act or omission which may give rise to a conflict of interest in the discharge of the Business Associates' work in relation to the agreement entered into with **MCSB**.
- ii) Business Associates must not gain any improper advantage or preferential treatment in their relationship or dealing with **MCSB's** employee(s).
- iii) Business Associates must declare to **MCSB** by submitting the **DOI** form in **Appendix 1** if it has any family relationship with **MCSB's** employee(s).
- iv) Should there be any situation of an actual or potential conflict of interest and/or improper advantage, Business Associates **must report** of such situation to **MCSB** in accordance with paragraph 8.



(c) Anti-Bribery/Corruption

Business Associates is prohibited from:

- i) directly or indirectly soliciting or accepting any form of bribery;
- ii) being directly or indirectly involved in activities such as extortion or facilitating, requesting for, or receiving kick-backs; and/or
- iii) offering any gratification of any kind whatsoever to **MCSB** employees and/or their family members as an inducement or reward in order to obtain any advantage before, during or after the procurement process. This includes gifts, entertainment, special invitations or functions.

(d) Misrepresentation

Business Associates is prohibited from making any misrepresentation including on its capabilities for the purpose of securing procurement with **MCSB** and with other entities by misrepresenting its capabilities in the services rendered or goods delivered to **MCSB**.

5. Accountability

Business Associates must be accountable and honour its commitment in accordance with the terms and conditions of the contract which has been agreed between the Business Associates and **MCSB**.

6. Protection of Assets including Information and Intellectual Properties

6.1 Confidentiality Obligation

- (a) Business Associates must keep confidential all information made available by **MCSB** for the purposes of the procurement (hereinafter referred as confidential information).
- (b) Business Associates must not disclose or share any of **MCSB's** confidential information to any person without first, obtaining **MCSB's** prior consent in writing.



- (c) Business Associates must not disclose **MCSB's** confidential information for any purpose except to the extent necessary to exercise its rights and perform its obligations for the procurement.
- (d) Business Associates must have appropriate controls, policies and procedures in place to protect **MCSB's** confidential information and prevent any information leakage.
- (e) Business Associates must use reasonable endeavour to ensure that its representatives comply with the obligation of the confidentiality.
- (f) Business Associates' obligation of confidentiality shall survive even after the termination or expiration of the engagement period.

6.2 Data Protection

Business Associates must comply with the relevant laws and **MCSB's** policies in relation to protection of personal privacy, including personal data.

6.3 Protection of Intellectual Property

- (a) Business Associates must respect all intellectual property (IP) rights. Any transfer of technology and know-how must be done in a manner that protects intellectual property rights.
- (b) Business Associates must only use software and technology which have been legitimately acquired and licensed, in accordance with their respective terms of use or licence.
- (c) Business Associates must comply with IP rights of **MCSB** and all other relevant third parties. **MCSB** views infringement of its IP seriously and will take necessary legal action to protect its IP rights.

6.4 Restriction on making public statement and giving of reference

Business Associates is prohibited from making or circulating any public statement on content related to the business or affairs of **MCSB** including making reference of **MCSB's** name for marketing purposes.



7. Workplace practices and culture

Business Associates must comply with all applicable laws, regulations and **MCSB's** policies relating to work practices and culture including but not limited to the following:

(a) Professional workplace environment and employment practices

- i) Business Associates must behave and dress in a professional manner that reflects **MCSB's** professional image at all times when dealing with **MCSB** at **MCSB's** premises.
- ii) **MCSB** does not tolerate harsh, inhumane treatment of any of **MCSB** or the Business Associates' employees, child labour, any form of discrimination and any substance abuse on **MCSB's** premises or during the performance of the Business Associates' contractual obligation.
- iii) Business Associates must use **MCSB's** infrastructures and facilities responsibly at all times.

(b) Security and Access

- i) Business Associates must ensure compliance with **MCSB's** security policies and procedures while operating in **MCSB's** premises.
- ii) Business Associates must provide sufficient information to **MCSB** for the purpose of security vetting of its representatives and comply with all reasonable requests for further documents or information.
- iii) Business Associates must display **MCSB's** security pass at all times while on **MCSB's** premises.
- iv) Business Associates and its representatives are only permitted to access areas for which they have been authorised to access and which are necessary for the performance of their work or services.



(c) Environmental practices

Business Associates should comply with all existing legislation and regulations regarding environmental protection. **MCSB** encourages and supports Business Associates that implements effective and innovative environmental policies such as:

- i) Minimisation of waste;
- ii) Recycling practices both at Business Associates' premises as well as at client's location;
- iii) Proper disposal of hazardous materials;
- iv) Use of non-toxic chemicals;
- v) Responsible use of natural resource; and
- vi) Sustainable practices.

8. Whistleblowing or reporting of potential breach

Any party or Business Associates with knowledge of a potential or questionable breach of this **BACOBC** should raise those concerns in confidence via email to ethics@pansutra.com