

EDUSPEC HOLDINGS BERHAD
CODE OF CONDUCTS FOR DIRECTORS

This Code of Conduct was adopted by the Board of Directors of **EDUSPEC HOLDINGS BERHAD** on 28 January 2016.

Members of the Board shall at all times abide by the following Code of Conduct in their capacity as board members:

- Act in the best interests of, and fulfill their fiduciary obligations to the Company;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- Will deal fairly with all stakeholders;
- Comply with all applicable laws, rules and regulations;
- Not use the Company's property or position for personal or third-party gain;
- Will not solicit or accept from or give to stakeholders gifts or other benefits;
- Not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Company's interests;
- Act in a manner to enhance and maintain the reputation of the Company;
- Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- Not use confidential information acquired in the course of their service as Directors for their personal advantage or for the advantage of any other entity;

- Help create and maintain a culture of high ethical standards and commitment to compliance; and
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Company.