JAYA TIASA HOLDINGS BERHAD
[Registration No. 196001000095 (3751-V)]

ANTI-BRIBERY AND CORRUPTION POLICY
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Anti-Bribery and Corruption Policy

1. Introduction

Jaya Tiasa Holdings Berhad and its subsidiaries “the Group” is committed to conducting business with integrity, honesty and transparency, and has adopted a zero-tolerance approach on bribery and corruption.

This Anti-Bribery and Corruption Policy (“Policy”) sets out the Group’s overall position on bribery and corruption and provides information and guidance to ensure that employees understand their responsibilities in compliance with the Group’s zero-tolerance on bribery and corruption.

The Policy should be read in conjunction with the Group’s Code of Conduct and Ethics, and various policies and guidelines. If multiples documents speak on the same subject, then the more stringent provision shall apply.

2. Scope and Implications

This Policy is applicable to all Directors, officers, managers and employees (including full time, probationary, contract and temporary staff) of the Group in dealing with external parties in the commercial context.

Every employee has a duty to read and understand the Policy.

All employees of the Group must refrain from any act of bribery and any other improper gratification whether it is for their own personal benefit or for the benefit of the Group. Any employee who violates any of the provisions in the Policy may fall within the scope of serious misconduct and be subject to disciplinary actions, including dismissal, depending on the facts and circumstances of each case. This is aside from severe penalty if convicted under the Malaysian Anti Corruption Commission Act (MACC Act) and/or any other relevant statutes.

Employees who are found to have assisted or facilitated the violation of the Policy, whether actively or by way of negligence or omission, will also be deemed to have violated the Policy and committed a misconduct. Such employee could be summarily dismissed and will not be allowed to be employed in any company within the Group.

Managers and supervisors at all levels have additional responsibilities under the Policy and are held to a higher level of compliance. They are required to create and maintain an open environment that is conducive for employees to ask questions, raise concerns and report misconducts.

3. Definitions

3.1 “Bribery” is defined as the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action, which is illegal, unethical, or a breach of trust or to refrain from action.

“Corruption” is broadly defined as the abuse of entrusted power for private gain.

For the purposes of this Policy, the term “bribery and corruption” is used to cover any
action which would be considered as an offence under the applicable anti-bribery and corruption laws and regulations in which the Group operates, which includes but not limited to the Malaysian Anti-Corruption Commission Act 2009.

3.2 "Gratification" shall have the meaning defined in the Malaysian Anti-Corruption Commission Act 2009 which includes but is not limited to anything of monetary and non-monetary value or benefit to a person. Gratification does not have to be directly given or received by an employee, but it can also be given or received by anyone related to the employee that is beneficial, of value or advantageous to the employee.

3.3 Gratification includes but not limited to the following:

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<tr>
<th>MONETARY OF MONETARY VALUE</th>
<th>EMPLOYMENT</th>
<th>NON-MONETARY VALUE</th>
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<tbody>
<tr>
<td>• Money</td>
<td>• Property – can be movable or immovable Examples:</td>
<td>• Office or position in an organisation that is lucrative</td>
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<tr>
<td>• Donation</td>
<td>• Immovable property: house, land</td>
<td>• Dignity or title</td>
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<tr>
<td>• Gift</td>
<td>• Movable property: car, shares in a company</td>
<td>• Employment</td>
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<tr>
<td>• Loan</td>
<td></td>
<td>• Contract for services</td>
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<tr>
<td>• Fee</td>
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<td>• Agreement to give employment or render services</td>
</tr>
<tr>
<td>• Reward</td>
<td></td>
<td>• Undertaking or promise to do or not to do something (whether orally or in writing, with conditions or without)</td>
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<tr>
<td>• Financial benefit</td>
<td></td>
<td>• Favours</td>
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<td>• Valuable security</td>
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3.4 "Gifts" can be in the form of goods or services, including anything that can be of value to the person receiving it. Examples of these can be free travel trips, tickets for any cultural, entertainment or sporting events, and payment of loan, school fees or medical expenses.

3.5 "Hospitality" includes providing meals, refreshment, travel, transportation, lodging, as well as entertainment in the context of conventional, cultural and sporting events.

3.6 "Public Officials" are defined as any person who works for and on behalf of a government, a government controlled entity, a government related entity, a public body or a public international organization.


4.1 Public Officials and Government Dealings

4.1.1 Most countries in the world have made it an offence to bribe their own government officials, and many have also made it an offence to bribe a foreign government official. As such, all Directors and Employees must exercise extra caution and be more vigilant when dealing with Public Officials.
4.1.2 It is against this Policy to bribe any Public Officials anywhere in the world, whether or not such activities are considered illegal under the legislation in any country in which business is transacted.

4.1.3 You must obtain written approval from one of the executive directors before offering any gift, entertainment or corporate hospitality to Public Officials or their family members. The gift, entertainment or corporate hospitality must not be frequent, absurd, excessive, and lavish, subject always to compliance with the local legislations and rules.

4.1.4 All Directors and Employees must act professionally and ethically and ensure that any offering of gift, entertainment or corporate hospitality to public officials or their family members is properly recorded and such dealings are fully transparent, properly documented, and accounted for.

4.2. Gifts, Hospitality and Entertainment

4.2.1 In respect of any gifts, hospitality and entertainment in the commercial context

(a) The intention behind giving or receiving any gifts, hospitality or entertainment must always be considered first. It should never be for an improper motive to obtain or retain a business or to obtain some form of benefit or advantage whether it is for the business or for the individual employee;

(b) If an employee is unsure of how to consider the intention behind any gifts, hospitality or entertainment offered, the employee must always disclose and refer the matter to the immediate supervisor or head of department to obtain advice and also approval before proceeding;

(c) All employees of the Group are not allowed to give or receive any gratification, gifts, hospitality or entertainment where it is for an improper purpose and can be deemed as a gratification regardless of whether it is for the benefit of the employee individually or for the benefit of the business of any company in the Group;

(d) An employee must obtain prior clearance and approval from the immediate supervisor and/or head of department before giving or receiving any gifts, hospitality or entertainment to or from any person which is not of any improper motive;

(e) Where any gifts, hospitality or entertainment is not improper and received before prior approval can be obtained, an employee must always disclose such gifts to the immediate supervisor and/or head of department regardless of its value;

(f) Where it is difficult or inappropriate to decline the offer of a gift, hospitality or entertainment (i.e. when meeting with an individual of a certain religion/culture who may take offence), it may be accepted but it must be declared and/or surrendered to the employee's immediate supervisor and/or head of department, who will assess the relevant
circumstances and take the necessary steps, including returning the gift on the employee's behalf, where appropriate or required to do so.

4.2.2 Any gifts, hospitality or entertainment provided by the Group must always be of moderate and reasonable value and should never be given:-

(a) With an intention to exert improper influence or create a perception of expectation for certain outcomes beneficial to the business of the Group; or

(b) Where it causes a conflict of interest.

4.2.3 All employees of the Group should not give any gratification, gifts, hospitality or entertainment to persons for improper purposes related with the Group’s business in their personal capacity.

4.3 Facilitation Payments

Facilitation payments (also known as grease payments) are payments made to secure or expedite the performance by a person performing a routine or administrative duty or function.

The Group disallows all its employees from accepting or giving facilitation payments of any nature.

Employees should notify their immediate superior when encountered with any request for a facilitation payment.

4.4 Donations, Sponsorship, Political and Charitable Contributions

4.4.1 Any donations, sponsorships, political and charitable contributions by the Group must be done with the approval of one of the executive directors and it must be done in a transparent manner for social and moral responsibility.

4.4.2 It should never be paid in exchange for any business implications to the Group, whether it is to obtain a business or to obtain some form of advantage for the business of the Group.

4.4.3 Employees are encouraged to make donations and charitable contributions in their personal capacity, but it should never be in exchange for any improper purposes that affects the business of the Group.

5. Tender Process

Any tender processes participated by any company within the Group should be done in a transparent manner in the bidding process.

6. Third Parties and Agencies

The Group expects all third parties that the Group contracts with or hires to carry out any works on behalf of the Group to have anti-bribery and corruption policies in place within their
organisations or part of their work ethos which are consistent with this Policy.

Third parties include agents, consultants, contractors, subcontractors, resellers, custom brokers, business contracts, professional advisors, joint venture partners and any other parties supplying goods and services to the Group (collectively referred to as “Third Party”)

The Group has zero tolerance of Third Party who do not conduct themselves in accordance to the principles of the Policy where it brings disrepute or legal implications to the Group. Any non-compliance with the principles of the Policy by Third Party may lead to the review and/or termination of any agreement with such parties.

The Group requires all employees to conduct the requisite due diligence on Third Party.

Where reimbursements are paid to Third Party, employees of the Group are to ensure that such payments made are for proper reimbursements and not for reimbursements that can be tied to giving any form of gratification for improper purposes.

7. Record Keeping

The Group shall keep sufficient details and accurate written records of the amount and reason for gifts, entertainment, hospitality and travel accepted and given and shall have appropriate internal control system to support all payments made.

8. Compliance with the Law

The Company will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Company operates.

Directors and employees are expected to understand and comply with the laws, rules and regulations that are applicable to their positions and/or work including the Anti-Money Laundering and Anti-Terrorism Financing Act 2001, Malaysian Anti-Corruption Commission Act 2009, Personal Data Protection Act 2010 and Competition Act 2010.

9. Reporting of Violation of Policy

Any employee or Third Party who knows of, or suspects, a violation of the Policy, is encouraged to whistle blow or report the concerns through the channels set out under the Group’s Whistle Blowing Policy. The Whistle Blowing Policy containing procedures for reporting misconducts are available on the Company website at www.jayatiasa.net. No individual will be discriminated against or suffer any act of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy.

All reports will be treated confidentially.

10. Training and Communication

All directors and employees must familiarize themselves with this Policy.

The Group will provide training on this Policy as part of the induction process for all new employees. As for directors and employees, training will be provided from time to time in accordance with the level of bribery and corruption risk related to the position.
The Group expects Third Party acting on its behalf to undergo appropriate training, if such party is identified as posing a more than minor bribery and corruption risk to the Group.

11. **Compliance and Review of the Policy**

The Board of Directors of the Group will monitor compliance with the Policy.

The Board of the Directors of the Company will review the Policy from time to time to ensure that it continues to remain relevant and effective in the enforcement of the principles herein contained.

Approved by : Board of Directors

Date : 31 May 2020