



JAYA TIASA HOLDINGS BERHAD
(Company No. 3751-V)

CODE OF CONDUCT AND ETHICS

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OUR CORE VALUES

- Integrity** – We uphold professionalism, accountability, transparency and honesty always.
- Diligence** – We seek better way of doing everything, embrace change in adapting our business model to the market or environment and walk extra miles to get the desired results.
- Team Spirit** – We motivate achievement of Company’s goals through recognition of every contribution towards the Company’s success.
- Building Relationship** – We cultivate and maintain mutually beneficial relationship with our stakeholders.

1. OVERVIEW

The Board establishes this Code of Conduct and Ethics (“Code”) to promote good business conduct and maintain a healthy corporate culture that engenders integrity, transparency and fairness.

2. OBJECTIVE

The objective of the Code is to set out core areas of ethical conduct expected of all Directors and Employees based on acceptable values the Company upholds. The Code is not intended to be exhaustive, and there may be additional obligations that Directors and Employees are expected to behave or conduct when performing their duties.

For all intents and purposes, all Directors and Employees shall always uphold the spirit of accountability and social responsibility in line with all applicable laws, rules and regulations governing the Company.

Where there is conflict between a provision of this Code and any regulatory and legislative provisions, the stricter provision shall apply.

3. APPLICABILITY

The Code is applicable to all employees (including full time and probationary staff) (“Employees”) and Directors of the Company.

Every Employee has the duty to read and understand the Code. Violation of any of the Code’s provisions can result in disciplinary action, including termination of employment.

If a Director requires further clarification on the Code, the Director may refer or highlight any concerns to the CEO of the Company. For Employee, he/she may refer or highlight any concerns to the immediate superior, Head of Department or the HR & Admin Department.

4. CORE AREAS OF CONDUCT

4.1 Conflict of Interest

The Directors and Employees are expected to make business decisions in the best interest of the Company and should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Company. Directors and Employees must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage.

In addition, a Director or an Employee shall avoid any situation in which the Director or Employee has an interest in any entity or matter that may influence the Director or Employee's judgment in the discharge of responsibilities.

4.2 Guarding against Bribery and Corruption

The Company takes a zero-tolerance approach towards bribery and corruption, and is committed to behaving professionally, fairly and with integrity in all the business dealings and relationships wherever the Company operates, and implementing and enforcing effective systems to counter bribery and corruption.

Directors and Employees must comply with all applicable anti-corruption laws and regulations and treaties in the countries in which the Company operates.

Directors and Employees must not directly or indirectly promise, offer, grant or authorise the giving of money or anything else of value, to government officials, officers of private enterprises and their connected persons to obtain or retain a business or an advantage in the conduct of business.

These include:

- a) Commissions that Directors and Employees have reason to suspect will be perceived as bribes or have reason to suspect will be used by the recipient to pay bribes or for other corrupt purposes; and
- b) Facilitation payments ('grease payments') which are regarded as payments to government officials to gain access, secure or expedite the performance of a routine function they are in any event obligated to perform.
- c) Directors and Employees must also refrain from any activity or behaviour that could give rise to the perception or suspicion of any corrupt conduct or the attempt thereof. Promising, offering, giving or receiving any improper advantage in order to influence the decision of the recipient or to be so influenced may not only result in disciplinary action but also criminal charges.

- d) All Counterparts (when representing the Company) are under a duty not to promise, offer or give any improper advantage on behalf of the Company. Directors and Employees must endeavour to ensure that these Counterparts do not promise, offer or give any such improper advantage on behalf of the Company.

4.3 **Gifts**

- a) Directors and Employees or their family members must not solicit any gifts from Counterparts or Business Partners directly or indirectly. They are also discouraged from accepting gifts from these parties. Occasional acceptance of gifts is allowed to promote good business relationships.
- b) Similarly, Directors and Employees may offer gifts to promote good business relationships. However, they must be sensitive to the recipient organisation's gifts receiving policy.
- c) Directors and Employees or their family members must never accept or offer, with or without approval, gifts in the form of cash or cash equivalents, personal services or those otherwise that may put themselves in a position of conflict, influence the business decision or was otherwise intended or given with the expectation of gaining any advantage, or which may adversely affect the Company's reputation.

4.4 **Entertainment**

- a) Employees or their family members must not solicit any form of entertainment from Counterparts or Business Partners directly or indirectly. They may accept invitations to social events or entertainment within reason according to the scope of their work provided these events or entertainment are not lavish or become a regular feature that may influence business decision making process.
- b) Employees may also offer modest entertainment that is legal and reasonable within the scope of their work. When offering entertainment, they must be sensitive to the recipient organisation's entertainment receiving policy. Employees must consult and obtain prior approval from the Head of Department.
- c) Employees must not accept, engage or offer any entertainment that is indecent, sexually oriented or that otherwise might put themselves in a position of conflict or adversely affect the Company's reputation.

4.5 **Donation**

- a) Donations are part of the Company's commitment to society and a way of contributing to worthy causes. Unfortunately, even legitimate donations sometimes have the risk of creating the appearance of bribery and corruption.
- b) Employees must obtain prior approval from the CEO of JTHB before making donations on behalf of the Company. All requests for donations received by the Directors must be referred to the Company Secretary.

4.6 **Political Contribution**

- a) Employees must not use their position with the Company to try to influence any other person (whether or not employed by the Company) to make political contributions or to support politicians or their parties.
- b) Employees may not make any contribution or incur any expenditure using the Company's resources to benefit any political campaign, party or politician.
- c) The Company's facilities, equipment and resources may not be used for any political campaigns or party functions.
- d) Charitable donations may not be used as a substitute for prohibited political payments.

4.7 **Money Laundering**

Money laundering is the process of concealing the true nature or source of unlawfully obtained funds and passing it through legitimate business channels by means of bank deposits, investments, or transfers from one place (or person) to another.

All Employees are prohibited from involvement in money laundering activities, either directly or indirectly.

Employees are expected to be mindful of the risk of the Company's business being used for money laundering activities and to raise any suspicious transactions to their immediate superior.

4.8 **Confidential Information**

It is pertinent that all Directors and Employees exercise caution and due care to safeguard any information of confidential and sensitive nature relating to the Company which is acquired in the course of their employment, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorized or legally mandated.

4.9 **Insider Information and Securities Trading**

Neither Director nor Employee shall use price sensitive non-public information which can affect the price of the securities of the Company when it becomes publicly known, for personal benefit. Directors and Employees are not allowed to trade in securities or to provide insider information of the Company to anyone, including family members and friends until Insider Information is publicly released.

4.10 **Protection of Assets**

Directors and Employees must protect the assets of the Company to ensure availability for legitimate business purposes and that no property, information or position belonging to the Company or opportunity arising from these be used for personal gain.

4.11 Business Records and Control

Accurate, timely and reliable records are necessary to meet the Company's legal and financial obligations and to manage the affairs of the Company. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations. The preparation and maintenance of accurate and adequate business records are the responsibility of each concerned Employee. No unauthorized, false, improper or misleading records or entries shall be made in the books and records of the Company, under any circumstances.

4.12 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, Competition Act 2010, etc. The Company reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

4.13 Health, Safety and Environment

The Company will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices to commensurate with the nature of the Company's businesses and activities. Such a commitment in return requires that all Directors and Employees understand and abide by the Company's policies and procedures.

The Company further ensures the business operations are sustainable, by proactively addressing environmental challenges and respecting fundamental human rights, without sacrificing long-term economic value creation.

4.14 Working with Local Communities

The Company engages with and contributes to local communities in a socially responsible manner wherever we operate, without compromising the benefits of any particular stakeholder.

4.15 Sexual Harassment

Sexual harassment by any Director or Employee is unacceptable. It is the Company's policy to provide all Employees with a working environment free from any form of sexual harassment. Any questions concerning issues of such should be directed either to the Head of Department or the HR & Admin Department. All such reports and/or complaints shall be treated with strictest confidence.

4.16 **Outside Interest**

Directors and Employees shall not engage in an outside interest that will undermine the performance of the Directors and Employees or bring disrepute to the Company.

4.17 **Fair and Courteous Behavior**

All Employees are to treat their fellow Employees fairly and courteously without regard to race, creed, religion, gender, nationality, age or disability, and shall not create any form of discrimination or prejudice in the workplace.

4.18 **Misconduct**

Neither Director nor Employee is to be involved in or abet any activity that is deemed by the Company to be an act of misconduct (includes use and abuse of drugs).

5. **REPORTING OF VIOLATIONS OF THE CODE**

Any Employee who knows of, or suspects, a violation of the Code, is encouraged to whistle blow or report the concerns through the Whistle Blowing Policy. No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Code.

6. **REVIEW OF THE CODE**

The Board will review the Code from time to time to ensure that it continues to remain relevant and appropriate.

No.	Jaya Tiasa Holdings Berhad Code of Conduct and Ethics	Date
i.	Adopted	27 August 2013
ii	First Revision	17 October 2017