



TSR CAPITAL BERHAD

Registration No. 200101005393 (541149-W)

(Incorporated in Malaysia)

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

1.0 INTRODUCTION

TSR Capital Berhad and its subsidiaries (“**TSR Group**” or “**the Group**”) are committed to compliance with the Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”), subsequent amendments to the Act and all guidelines issued by relevant authorities pertaining to the same.

TSR Capital Berhad (“**TSR**”) sets out Anti-Bribery and Corruption Policy (“**the Policy**”) statements and other relevant frameworks which approved by the Board of Directors of TSR (“**Board**”) against the practices of bribery and corruption by the directors (“**Directors**”) and employees (“**Employees**”) of TSR Group, as well as persons performing tasks and services for or on behalf of TSR Group (“**the Third Parties**”). This Policy shall be read in conjunction with the Whistleblowing Policy and Code of Ethics and Conduct of the Group.

2.0 SCOPE OF POLICY AND APPLICABILITY

The Policy should be applied by all of the Board, Employees and the Third Parties in order to prohibit them from being involved in any form of bribery or corruption acts, including where that person by himself, or jointly with any other person corruptly receives or agree to receive or corruptly gives or agree to give, promises or offers to any person whether for the benefit of that person or of another person.

3.0 OBJECTIVE

The Policy has been developed with the purpose of fulfilling the said legal and regulatory requirements and sets out the Group’s overall position on bribery and corruption in all forms, such as dealing with the Third Parties, managing conflicts of interest, gifts, hospitality, and whistleblowing.

The objective of the Policy is to provide guidance for Board, Employees and the Third Parties and assist them to identify and deal with bribery and corruption issues, as well as understanding their roles and responsibilities.

4.0 COMMON FORMS OF BRIBERY AND CORRUPTION

4.1 GIFTS, HOSPITALITY AND ENTERTAINMENT

Generally, the Board, Employees and the Third Parties can receive or give reasonable gifts and entertainment which is not prohibited. However, if the action of receiving and giving are with corrupt intention, not reasonable, incommensurate with their positions, too lavish and expensive, such action will be deemed as bribery or corruption.

4.2 TENDER PROCESS

Any tender or bidding process participated by any company under the TSR Group should be done in a transparent manner.

4.3 POLITICAL CONTRIBUTIONS

The Group is prohibited to make or offer monetary or in-kind political contributions to any political party, political party official or candidate running for political office. The Group may only make political contributions which are permitted under applicable laws. The authority is with the Board of TSR to approve such political contributions.

4.4 DONATIONS SUPPORT

The Group allows members of the Company to have donations support (either in cash form or otherwise) that are permitted under applicable laws. The Employees should obtain the approval from the Board of the Company. However, any donations support that will affect the business decisions are strictly prohibited.

4.5 FACILITATION PAYMENTS

Any facilitation payments made to secure or expedite the performance of a routine action by a public body which defined in Section 3 of the MACC Act¹ are strictly prohibited.

5.0 THE THIRD PARTIES

All employees should exercise due care and due diligence at all times when dealing with the Third Parties and ensure their affairs do not involve in any form of corruption practices, perceived or actual.

6.0 RECORD KEEPING

All records should be in proper filing to be maintained with accuracy and completeness for all payments made to the Third Parties in the ordinary course of business to prove as evidence that such payments not linked to corruption or unethical manner.

Employees must disclose all gifts, hospitality or entertainment that receive or given to respective Department for recording purpose which is subject to internal audit review. All expenses claim from Employees incurred to the Third Parties should be approved by each Head of Department and specifically recorded the reason for such expenses.

¹ Refer to the Appendix for the details

7.0 CONSEQUENCE OF VIOLATING THE POLICY

Any Person who knows or suspects a violation of the Policy, is encouraged to whistle blow or report the concerns through the Group's Whistleblowing Policy.

If there is a strong evidence shows that any Employees, Directors and Third Parties committed to bribery and corruption activities, they would be deemed as violating the Policy which may lead to disciplinary action such as termination of employment.

8.0 COMMUNICATION AND TRAINING

The Group shall conduct adequate awareness programs, trainings and courses for all relevant personnel on a regular basis to ensure they continue to have clear understanding and awareness of the compliance risks and will continuously carry out their duties with a high level of integrity and ethical standards.

9.0 POLICY REVIEW

TSR Group and its Board will consistently monitor the compliance of the Policy. The Policy shall be reviewed and may be amended by the Committee as and when it deems appropriate and shall be presented to the Board for approval.

APPENDIX

Section 3 of the MACC Act defines “public body” includes:-

- (a) the Government of Malaysia;
- (b) the Government of a State;
- (c) any local authority and any other statutory authority;
- (d) any department, service or undertaking of the Government of Malaysia, the Government of a State, or a local authority;
- (e) any society registered under subsection 7(1) of the Societies Act 1966 [Act 335];
- (f) any branch of a registered society established under section 12 of the Societies Act 1966;
- (g) any sports body registered under section 17 of the Sports Development Act 1997 [Act 576]; Malaysian Anti-Corruption Commission 11
- (h) any co-operative society registered under section 7 of the Co-operative Societies Act 1993 [Act 502];
- (i) any trade union registered under section 12 of the Trade Unions Act 1959 [Act 262];
- (j) any youth society registered under section 9 of the Youth Societies and Youth Development Act 2007 [Act 668];
- (k) any company or subsidiary company over which or in which any public body as is referred to in paragraph (a), (b), (c), (d), (e), (f), (g), (h), (i) or (j) has controlling power or interest; or
- (l) any society, union, organization or body as the Minister may prescribe from time to time by order published in the Gazette.