



# JAYCORP BERHAD

## Anti-Bribery & Anti-Corruption ("ABAC")

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## MANUAL

### POLICY AND PROCEDURE

|                        |  |                        |                                     |
|------------------------|--|------------------------|-------------------------------------|
| <b>Document Title:</b> | Anti-Bribery & Anti-Corruption ("ABAC") Manual |                        |                                     |
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| <b>Originator:</b>     | Jaycorp Berhad                                 | <b>Applicable To:</b>  | Jaycorp Berhad and its subsidiaries |
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## Abbreviations

In this manual, the following abbreviations shall have the following meaning unless otherwise stated:

|      |                                      |  |      |                                      |
|------|--------------------------------------|--|------|--------------------------------------|
| ABAC | Anti-Bribery and Anti-Corruption     |  | HOS  | Heads of Subsidiary                  |
| BRMC | Board Risk Management Committee      |  | LOA  | Limit of Authority                   |
| CTOS | Credit Tip-Off Service               |  | MACC | Malaysian Anti-Corruption Commission |
| ERMC | Enterprise Risk Management Committee |  | SSM  | Suruhanjaya Syarikat Malaysia        |
| GED  | Group Executive Director             |  |      |                                      |

## 1.0 Objectives

### 1.1. General Information

The Anti-Bribery & Anti-Corruption (“ABAC”) Manual (hereinafter referred to as “ABAC Manual” or “the Manual”) defines the policies and procedures for Jaycorp Berhad (“Jaycorp” or “the Company”) and its subsidiaries (collectively known as “Jaycorp Group” or “the Group”), providing guidance to employees concerning how to deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business. Rules (including Circulars and Letters) from the regulators will automatically supersede the existing operating policies and procedures herein stated.

The Manual is applicable to the following stakeholders:

- a. Directors of Jaycorp, both executive and non-executive, unless otherwise stated in this manual;
- b. Every employee within the Jaycorp Group; and
- c. Suppliers, contractors, sub-contractors, consultants, agents, customers/ clients, company representatives and others performing work or services for or on behalf of the Jaycorp Group.

Jaycorp has zero tolerance against any acts of bribery and corruption whether passive or active, and any breach to the ABAC Policy. Jaycorp is committed to comply with, all applicable laws and regulations and will not engage or condone in any corrupt business practices.

It is the intention of the Board of Director (“the Board”) of Jaycorp to ensure that these procedures serve as our commitment to prohibit bribery and corruption in the business conduct within the Group.

All employees of Jaycorp subject to the requirement of the Manual, **shall not**:

- a. Give or accept any financial or non-financial advantage, which would influence business decision or secure unfair advantage;
- b. Make facilitation payment to expedite processes or secure approval;
- c. Offer or solicit to pay bribes or kickbacks; and
- d. Engage in any dealing involving a conflict of interest situation.

Business partner of Jaycorp is recommended to adopt similar ABAC Policy.

### 1.2. Manual Objectives

The main objectives of this Manual are as follows:

- To ensure the policies and procedures / practices are oriented towards embedding ABAC stance organisation wide, with guidance from Guideline on Adequate Procedures and requirements of the Malaysian Anti-Corruption Commission (“MACC”) Amendments Act 2018;
- To ensure adequate and standardised ABAC policies and procedures are consistently applied throughout the Jaycorp Group by all relevant staff; and
- To ensure that business operations within the Jaycorp Group are strictly adhering to the ABAC Manual.

## **2.0 Key Definition**

### **2.1. Anti-Bribery and Anti-Corruption (“ABAC”) Manual**

This refers to the ABAC Manual established by Jaycorp.

### **2.2. Bribery**

As defined under the ISO 37001:2016, this refers to the offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person’s duties.

### **2.3. Board of Directors (“the Board”)**

This refers to as the Board of Directors of Jaycorp.

### **2.4. Business Partners**

Business partners is defined as joint ventures partners or associates.

### **2.5. Board Risk Management Committee (“BRMC”)**

This refers to the BRMC of Jaycorp, providing oversight of ERM and corruption risk management of the Group.

### **2.6. Code of Ethics and Conduct**

This refers to as the formalised work and business ethics enforced within the Group.

### **2.7. Corruption**

As defined by MACC, this refers to the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description.

### **2.8. Corporate Hospitality**

This refers to any considerate care of guests offered in any manner that constitute the complete or partial expenses that are borne by the Company. This include the provision of transportation, refreshments, meals, accommodations and entertainment at a restaurant, hotel, club, resort and or at any other venue.

## **2.9. Donation**

This refers to the money given out by the Group/Company for either charity, humanitarian aid or to support local community welfare, whether in-kind or by way of any financial contribution.

## **2.10. Employee**

This refers to any person who is in the employment of the Group, but not limited to executives and non-executives, contract employees.

## **2.11. Enterprise Risk Management Committee (“ERMC”)**

This refers to the ERMC of Jaycorp, providing oversight of ERM and corruption risk management of the Jaycorp Group.

## **2.12. Extortion Payment**

This refers to money that is forcibly extracted from the Jaycorp Group or its employee by real or perceived threat to health, safety and liberty and is outside the scope of ABAC.

## **2.13. Facilitation Payment**

This refers to any illegal or unofficial payment made in return for services that the Jaycorp Group is legally entitled to receive without making such a payment. For example, a payment made to government official or a person with certifying/ approval function to expedite the necessary action in the capacity of aforementioned person.

## **2.14. Gifts**

This refers to items given by the Jaycorp Group to a third party without the expectation of payment or benefit in return. For example, voucher, gift cards, hamper, red packet for ceremony, condolence money, festive gifts (i.e. mooncake, fruits etc) and the Company's products or samples.

## **2.15. Guidelines on Adequate Procedures**

This refers to the document issued by the Prime Minister's Department in December 2018. These Guidelines are issued pursuant to subsection (5) of section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Act 694), as stipulated in the Malaysian Anti-Corruption Commission (Amendment) Act 2018.

## **2.16. ISO 37001:2016**

ISO 37001:2016 specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management



system. The system can be stand-alone or can be integrated into an overall management system.

#### **2.17. Malaysian Anti-Corruption Commission (Amendment) Act 2018**

This refers to the amended legislation on corporate liability issued by the MACC, which was published in the gazette on 4 May 2018.

#### **2.18. Management**

This refers to the management team of the Jaycorp Group, including Heads of Subsidiary (“HOS”), Managing Director, Executive Director and the Board Chairman.

#### **2.19. Sponsorship**

This refers to any support, either financially or by way of product and/or services for an event or activities organised by a profit and/or non-profit organisation, local communities, government departments or agencies, primarily aimed at raising awareness about the profile of the Jaycorp Group.

#### **2.20. Whistleblower**

This refers to a person (internal or external) raising or reporting concerns of wrongful activities or any wrongdoings as defined in the Whistleblowing Policies and Guidelines Document of Jaycorp.

#### **2.21. Whistleblowing Policies and Guidelines**

This refers to the Whistleblowing Policies and Guidelines of Jaycorp, applicable to the Jaycorp Group.