



# CODE OF ETHICS AND CONDUCT

## OBJECTIVES & APPLICATION OF THIS CODE OF ETHICS & CONDUCT

1. The purpose of this Code of Ethics and Conduct of TA (TA Code) is to create a working environment which is credible and responsible. TA Code sets the minimum standard of professionalism required of the employees, or directors of TA and promotes a self-compliance culture.
2. For clarity and reference, please refer to the following definitions when reading TA Code:

No.	Abbreviation	Definition
a)	TAE	TA Enterprise Berhad
b)	TAG	TA Global Berhad
c)	TA	The subsidiary and associate companies of TAE and TAG.
d)	The Company	The Company within TA which the employee represents and/or is employed by.
e)	EC	Executive Chairman of TA Global Berhad.
f)	MD & CEO	The Managing Director and Chief Executive Officer of TAE.
g)	CEO	The Chief Executive Officer of TAG.
h)	BOD	The Board of Directors of TAE and/or TAG, whichever is relevant to the employee.
i)	Audit Committee	The Audit Committee of TAE and/or TAG, whichever is relevant to the employee.
j)	Management Committee	The respective Management Committee within the TA which the employee represents and/or is employed by.

3. TA Code will set forth the principles to be followed by all employees of the TA in carrying out their duties and it also sets out the broad corporate policies relating to functional organization to provide guidelines to employees in managing the day-to-day affairs of the Company.
4. All employees and Directors of TA are expected to be conversant with TA Code and should anyone have difficulties in understanding any part of TA Code, you are to discuss it with your immediate Supervisors or with any member of the BOD from the Company.

5. All employees or Directors of TA must:
  - a. Comply with the rules, policies and guidelines and any circular or code of conduct issued by TAE and/or TAG;
  - b. Co-operate with the BOD, Management, Management Committee and any of its Committees within TA in carrying out their duties;
6. Disciplinary action will be taken against employees who contravene TA's Code. TA's Code is to be read in conjunction with the policies, procedures and guidelines which may be issued from time to time by TAE and/or TAG.
7. The underlying principles which form the spirit of TA's Code are as follows and these principles will guide the conduct of the employees or Directors of TA in their dealings with the Company's customers, suppliers, competitors, associates and employees:
  - a) Honesty;
  - b) Fairness;
  - c) No conflict of business;
  - d) Compliance negligence;
  - e) Competence; and
  - f) Due care.

## CODE OF ETHICS AND CONDUCT

As an employee or Director of TA, you are expected to know and abide by the following rules of ethical conduct.

### **1.0 Honesty & Integrity**

- 1.1 Honesty and integrity is the main basic criteria for entry of employment and annual performance evaluation. All employees or Directors are expected to be honest and transparent in carrying out their responsibilities and duties.
- 1.2 Do not tell lies or half truth and always be transparent and honest in all your reporting and dealing with the Company, its BOD, Management, employees and /or persons or organizations doing business with TA.

### **2.0 Conflicts of Interest**

- 2.1 As an employee or Director, you shall at all times and all occasion give your undivided loyalty and devotion to the Company and shall not subordinate your duties to the Company in favor of your private and personal matters. You have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with the Company.
- 2.2 You must not place yourself in a situation where you have or appear to have direct or indirect interest in connection with or benefit from outside commercial activities which are in any way related to the activities of the Company.
- 2.3 A conflict of interest occurs when:
  - a. Your private interest interferes or would appear to others to interfere, with the interest of the Company.
  - b. You take an action or have an interest that may make it difficult to perform your work objectively and effectively.
  - c. You or members of your family receive improper personal benefits as a result of your position in the Company. If a conflict of interest situation arises, employees should immediately report the circumstances to their immediate Superior. Executive Officers and Directors, who shall then report such circumstances to the MD & CEO of TAE and/or Chairman/CEO of TAG. If such matter involves the Company's financial reporting or internal controls, then it should be reported to the Audit and Risk Committee.
  - d. You have ownership, directly or indirectly of a material interest in any competitors, suppliers, contractors, sub-contractors, customers or other persons or organizations doing business with the Company.

- e. Acting in any capacity including director, officer, partner, consultant, employee, distributor, agent or the like for a competitor, supplier, contractor, sub-contractor, customer or other persons of organizations doing business with the Company.
- f. Accepting directly or indirectly payment, services or loans from competitors, suppliers, contractors, sub-contractors, customers of the Company
- g. Acting in any capacity including director, officer, partner, consultant, employee, distributor, agent or the like for a competitor, supplier, contractor, sub-contractor, customer or other persons of organization doing business or expecting to do business with any company within TA. Gifts, travel, entertainment or other forms of gratitude of more than nominal value is deemed to constitute payments. This paragraph shall exclude loans from insurance companies, commercial and savings banks which are conducted in the ordinary course of business.
- h. You have ownership, directly or indirectly, of any property, including real estate, shares or stocks, etc. which if not disclosed to shareholders, customers, suppliers or others would appear to be in conflict with the interest of TA.
- i. Such business interest, with a potential/ possible personal gain at the expense of the Company which inhibits an impartial business judgment or create a questionable public image, should be declared forthwith and terminated at once unless expressed permission in writing is obtained from the BOD and/or MD & CEO / EC.

### **3.0 Related Party Transaction**

- 3.1 All employees are required to declare any interest they may have in the Company or any relationships they may have with existing employees of TA, any competitors, suppliers, contractors, sub-contractors, customers or other persons or organizations doing business with the Company and/or any of its subsidiaries.
- 3.2 For related party transactions, all employees must make a written declaration to the MD & CEO or EC of such transaction.
- 3.3 All related party transactions except for transactions which are in the ordinary course of business and which are on terms not more favorable to the related party than those generally available to others are strictly prohibited.
- 3.4 Related party transaction means a transaction entered into by TA which involves the interest, direct or indirect, of a related party of the employees; i.e. his spouse, father, mother, children, spouse of his children, brother, sisters, spouse of his brother and sister, brother-in-law, sister-in-law, and children of his brother-in-law and sister-in-law and their spouses, and relatives.

#### **4.0 Usurpation of Company's Opportunities**

- 4.1 As an employee or director you may not:
- a. Take for yourself an opportunity which belongs to the Company;
  - b. Take for yourself personally, opportunities that are discovered through the use of Company's property, information or position;
  - c. Use Company's property, information or position for personal gain; or
  - d. Compete with the Company in any business opportunities.
- 4.2 Whenever the Company seeks a particular business opportunity or the opportunity has been offered to it or the Company's fund has been involved in financing the opportunity, or its facilities or personnel have been used in developing the opportunity, the opportunity rightfully belongs to the Company and not to the employee who may be in the position to divert the opportunity to himself.
- 4.3 Examples of taking over Company's opportunities include:
- a. Selling of information to which any employee has access by reason of his position in the Company (e.g. know-how developed through the company's research activities); and
  - b. Acquires a property interest where the company is known to be interested in or any opportunity to purchase or lease the property in question.
- 4.4 Employees and Directors owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

#### **5.0 Competing with the Company**

- 5.1 An employee or director must not place himself in a position where he is in competition with the Company. The following are some of the activities which are considered to be under this category:
- a. Using one's position to prevent or hinder the Company from lawfully competing with others;
  - b. Using Company's personnel facilities or funds for the pursuit of unauthorized Non-company's interest;
  - c. Diverting Company's business or personnel from the Company;
  - d. Receiving commission on Company's transactions; and
  - e. Otherwise improperly profiting, directly or indirectly, at the Company's expense.

#### **6.0 Committing the Company**

- 6.1 You will have no authority whatsoever to commit any company in TA verbally or in writing, to anything including but not limited to contracts or agreements for the provision of goods and services from or to the company unless you have been conferred authorized limits in writing to approve or commit specific transactions or payments on a regular basis OR you have received specific written authority on a case-by-case basis to do so from the management of TA. You must refrain from giving false impression to any party

that you have the authority to commit the company or mislead any party that the Company has agreed to accede to their requests.

- 6.2 The following commitments or business conduct of the Company must be approved by the MD & CEO and/or EC. Any violation will be subject to disciplinary action.
- a. All terms and conditions of agreements and commitments.
  - b. All selection and appointment of Consultants, Architects, Engineers, Landscape Architects, Suppliers, Contractors, Surveyors and professional service providers.
  - c. Variation in development plans, drawings, concepts and financial matters relating to the development projects.
  - d. Purchase of land.
  - e. Any other transaction that commits the company.
- 6.3 All businesses and financial decisions approved, adopted and/or recommended by the MD & CEO and/or EC must not be violated and should be appropriately adhered to and/or implemented. Appropriate action and investigation will be conducted to establish the truth of the matter whenever there is a breach, especially in the terms and conditions of any approved business contract.

## **7.0 Activities outside the Company**

- 7.1 Except with the written permission of the BOD and MD & CEO, no employee shall:
- a. Take part directly or indirectly in the management of business activities of any companies, firms, corporation or any other activities whatsoever whether for gain or otherwise.
  - b. Have any interest either directly or indirectly or through nominees or trustees in any company, firm or business,
- 7.2 In considering whether or not permission should be granted, the MD & CEO shall take into account the following factors:
- a. The outside employment shall not take place during office hours and during such time when the employee is required to perform his official duties.
  - b. The activities do not in any way impair his usefulness as an employee of the Company; and
  - c. The occupation or undertaking does not in any manner conflict with the interest of the Company or be inconsistent with an employee's position as a servant of the Company.

## **8.0 Use of Inside Information**

- 8.1 It is the Company's goal and policy to protect shareholder's value through strict enforcement of the prohibition against insider trading set forth in the Company's Act, Securities Commission Act, laws and regulations of the country.
- 8.2 No director or employee may buy or sell, or tip others to buy or sell information, documents, and business practices.

## **9.0 Fair Dealing**

- 9.1 As an employee or director of the Company, you must endeavor to deal fairly and in good faith with Company customers, suppliers, competitors and employees.
- 9.2 You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged confidential information, misrepresentation of material facts or any other unfair dealing practices.

## **10.0 Confidentiality & Office Secrecy**

- 10.1 As an employee or director, you should maintain the confidentiality of information entrusted to you by the Company, its business partners, suppliers, customers or others related to the Company's business. Such information must not be disclosed to others, except when the disclosure is authorized by the Company or legally mandated.
- 10.2 Strict office secrecy on confidential matters should be observed. There should be no disclosure of such confidential matters to people outside the Company.
- 10.3 All Secretaries, Executives, Officers, Managers and Directors are to ensure that confidentiality of matters handled by them is protected.
- 10.4 Confidential information includes all non-public information that might be of use to competitors or harmful to the Company, or its business partners, suppliers or customers, if disclosed.

## **11.0 Whistleblowers**

- 11.1 Whistleblowing is encouraged. A whistleblower is a loyal staff as he/she knows that any inefficacy or leakage will not only affect him/her, but also the rest of the employees whose future is with TA.
- 11.2 All information given by whistleblower will be evaluated and acted upon accordingly.
- 11.3 Do not be afraid to whistleblow on your immediate superiors if you find them working against the interest of the Company. Your superiors are like all employees who are

subjected to the same rules and regulations of the Company and they can be removed anytime if they are found to be working against the interest of the company.

- 11.4 Do not swim along with the tide or help to conceal any wrongdoings or malpractices of your superiors and / or any fellow colleagues as such acts are detrimental to the interest of the Company. Unless such inefficiencies and wrongdoings are addressed, the Company will suffer and you will also be affected.

## **12.0 Corruption**

- 12.1 Businesses are always open to bribery and corruption. The Management of TA promotes a culture of integrity and stresses the importance of a zero-tolerance approach to bribery and corruption in our actions and decisions.
- 12.2 The Company treats corruption very seriously and will take all steps to stem such practices. TA's Anti-Corruption Policy is to combat corrupt practices and any employees found to be corrupted will be disciplined.

## **13.0 Know Your Work & Product**

- 13.1 There is no necessity to play politics and undermine each other or to monopolize all information and functions of the Company. Everyone will be evaluated based on their work and productivity so that the company can implement a culture of cooperation to improve the Company's efficiency.
- 13.2 Everyone will be evaluated based on their knowledge, contributions and commitment. All employees will be evaluated by the objectives laid out in the Key Performance Index.
- 13.3 Employees are to work without fear or favour and always have the Company's interest at heart. You will then be evaluated based on your performance and attitude towards works.

## **14.0 Provision of accurate information**

- 14.1 As an employee or director of the Company, one must ensure that all information given in their course of work is accurate. All employees must provide complete information so as not to mislead the BOD and the Management.
- 14.2 All employees are expected to check their facts thoroughly before making any recommendation to the Management and/or the BOD.
- 14.3 The employee who prepares the reports has a duty of care and responsibility to provide correct and accurate information. Do not be coerced to put in any figures, information or data if you know such information is incorrect, inaccurate or questionable. Any falsification or deliberate submission of inaccurate information to mislead the management must be reported to the BOD and/or the MD & CEO.



- 14.4 Do not tell half truth or give skewed information to push for approval. All information provided in reports seeking for approval or decision making from the Management must be complete and unbiased. Such reports must highlight both the positive and the negative aspects to support a fair and justifiable recommendation.

## **15.0 Abuse of Information**

- 15.1 As an employee or director of the Company, you shall keep secret of all transactions, accounts, information, dealings, employee's affairs, business affairs affecting the Company and its customers or any persons that the Company may have dealing with, throughout his employment and thereafter and shall be liable for any act or acts in breach of this provision.
- 15.2 Do not divulge Company's affairs. You should observe confidentiality regarding all matters concerning the affairs, interest or transactions of the Company and should not divulge any matters to any person unless properly authorized to do so by the Management Committee and / or the MD & CEO.
- 15.3 Do not leak or disclose sensitive business information to the Company's competitors, business partners and / or business associates, especially to Contractors who are bidding for jobs from the Company. Selling Company's information and secret is a crime and appropriate disciplinary action will be taken.

## **16.0 Making of Public statement**

- 16.1 Do not make public statement regarding the affairs of the Company unless properly authorized by the BOD, MD & CEO, EC and/or the Management Committee.
- 16.2 As an employee or director of the Company, you shall not either orally or in writing or in any other form make public statement on the policy decisions, measures or works undertaken by the Company or any issue, nor shall you circulate such statement made by you or made by anyone else unless with proper authorization from the BOD, MD & CEO or EC.
- 16.3 Public statement includes the making of any statement or comments to the press or the public or in the course of any lecture or speech or broadcasting thereof by sound or vision.

## **17.0 Fraud**

- 17.1 As an employee or director, you should not engage in fraudulent conduct.
- 17.2 Fraud is defined as deliberately practicing deception, whether by words, conduct, false or misleading allegations or by concealment to secure unfair or unlawful gain.
- 17.3 Fraud covers both express and implied representations of fact and may be written or oral.

## **18.0 Prohibition Conduct**

18.1 The prohibited conduct and practices are as follows. Disciplinary action will be taken against employees who engage in these prohibited conduct and practices or attempt to do so.

a. Abuse of Position & Authority

Do not abuse your position and authority by asking your clients, suppliers, contractors, sub-contractors, customers or other persons of other organizations doing business with the Company and/or any of its subsidiaries to do any of the following for you:

- i) To pay, underwrite or absorb your own personal bills,
- ii) To supply or provide any services, equipment, facilities and materials on a complimentary basis to you for your personal benefit.

b. Benefits-in-kinds from External Parties

All festival hampers and gifts of any form given by your clients, suppliers, contractors, sub-contractors, customers or other persons of organizations doing business with the Company and or any of its subsidiaries must be declared to the MD & CEO. The festival hampers should be distributed amongst the employees and the gifts to be dealt with as deem fit by the MD & CEO.

c. Socializing with Company Vendors

- i) All businesses should preferably be conducted in the office during office hours.
- ii) Employees should refrain from socializing with **Company Vendors** such as suppliers, contractors and sub-contractors who provide services to TA Group of Companies either directly or indirectly. Acts of socializing include having drinks, lunch or dinners, attending any form of entertainment such as shows, karaoke and nightclubs.

## **19.0 Good Work Practices**

19.1 Always work in twosome. Whenever there are discussions or meetings, it is important to have a witness that can substantiate the discussion and provide relevant support and check and balance control.

## **20.0 Liability**

20.1 As an employee or director of the Company, you shall be liable to the full extent of any loss incurred by the Company arising out of or connected with any action taken by you without the approval of the Company and you shall be held responsible for such loss or

any bad or doubtful debts consequent thereupon. The Company shall be at liberty to take action against you at any time in order to recover such loss.

## **21.0 Dress Code**

- 21.1 As an employee or director of the Company, you shall at all times and all occasion during office hours be neatly and properly dressed and groomed.
- 21.2 Every employee is expected to be neat, clean, decently and smartly dressed. This includes a neat hair cut or hair do, properly combed and trimmed.

## **22.0 Professional Standards**

- 22.1 Being an employee of professional standard, you shall not conduct the following practices:
- a. Take or be involved in the trafficking of or be involved directly or indirectly in heroin, marijuana, ganja or such like drugs or be found to be in possession of them.
  - b. Subordinate your duties to the Company in favor of your private and personal matters;
  - c. Conduct yourself in such a manner as likely to bring your private personal matters into conflict with your duties.
  - d. Conduct yourself in such a manner as to bring the Company into disrepute or to bring discredit thereto.
  - e. Conduct yourself in such a manner as to lay you open to suspicion of dishonesty.
  - f. Allowing unauthorized entry to TA Premises by individuals including employees who have left the employment of TA.
  - g. Conduct yourself in such a manner as can reasonably be construed as being negligent, careless or lacking in efficiency.
  - h. Conduct yourself in such a manner as may be construed as an act of insubordination.
  - i. Conduct yourself in such a manner as to result in financial losses to the Company, damage to the Company's image and lowering of employees' morale.
  - j. Be engaged or participate in any other business activities or enter into any contract of employment other than with the Company, which may give rise to a conflict of interest between yourself and the clients of the Company and/or the Company.

- k. Take part directly or indirectly in the management or business activities of any companies, firms or any other activities whatsoever whether for gain or otherwise unless permission is granted by the Management of the Company.

### **23.0 Compliance with Laws, Rules and Regulations**

- 23.1 The Company's employees and directors are subject to numerous laws, rules and regulations, only some of which are specifically addressed in this Code. We encourage and expect you to be reasonably informed and to comply with the laws, rules and regulation applicable to you, whether or not they are addressed in this code.
- 23.2 During the continuance of your employment with the Company, you shall undertake to observe and comply with all proper orders and instructions of the Company and to be bound by all rules and regulations from time to time being in force or applicable to your employment and to follow all procedures laid out.
- 23.3 An employee who contravenes these Rules and Regulations is liable for summary dismissal and the Company reserves the right to initiate legal proceedings.

### **24.0 Government Compliance**

- 24.1 Being factual and truthful are important in all communications with others. If you interact with any government agencies, authorities or auditors, you should deal strictly with factual information.
- 24.2 TA is committed to complying with all federal and state laws prohibiting payment of illegal rebates and referral fees. Deliberate and intentional violations of such laws will not be tolerated.

### **25.0 Protection and Use of Company's Assets.**

- 25.1 Company's assets, such as information, materials, supplies, time intellectual property, software, hardware and facilities and any other properties are valuable resources owned, licensed or otherwise belonging to the Company. Safeguarding Company's assets is the responsibility of all employees and directors.
- 25.2 All company's assets should be used for legitimate business purposes only and the personal use of the Company's assets without permission is prohibited.
- 25.3 Upon termination of employment and /or while servicing your termination notice:
  - a. You shall return all Company properties, including all documents, files, laptop, mobile phone, computer software, storage media and other properties which have come into your possession in the course of your employment.
  - b. You are not allowed to shred any company documents which have come into your possession in the course of your employment.

## **26.0 Discipline**

- 26.1 Discipline will be promptly and consistently applied to serve as warning that there are serious consequences for intentional wrongdoing and to demonstrate that we are committed to integrity as an integral part of our culture.
- 26.2 The Company believes that application of discipline for a violation of our ethics standards should be prompt and appropriate. Therefore, the Company will weigh all mitigating and aggravating circumstances.

The requirement and principles contained in TAØS Code form the cornerstones of our policy of ethical business conduct. The Company has provided TAØS Code as a guide and expects that each employee and director will use its principles of ethical conduct as a foundation for behavior. Reference to TAØS Code will help each of us apply our institutional and personal values of honesty, fairness and integrity in everything we do at the Company.

Any waiver of TAØS Code for executive officers or directors of the Company may be made only by the MD & CEO, EC and/or the BOD. In circumstances where authority has been delegated to any persons authorized by the MD & CEO, EC and/or BOD, such waiver granted must be promptly disclosed to the MD & CEO, EC and/or BOD for record and reference.