

USAHA TEGAS SDN BHD

GIFTS, HOSPITALITY AND TRAVEL POLICY

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1. INTRODUCTION

Usaha Tegas Sdn Bhd (“**UT**”) and each of the group companies of and affiliated to UT (each a “**Company**”) strictly prohibits bribery and corruption in all its businesses. The Company adopts a **ZERO TOLERANCE APPROACH** against all forms and acts of bribery and corruption, and upholds all applicable laws in relation to anti-bribery and corruption.

2. APPLICATION

This Gifts, Hospitality and Travel Policy (“**Policy**”) applies to:

- (i) all directors (executive and non-executive) and employees (permanent or contract) of the Company;
- (ii) suppliers, contractors, sub-contractors, consultants, agents, representatives and other parties performing work or services for or on behalf of the Company; and
- (iii) all parties or entities having a business relationship with the Company.

This Policy shall be effective on 1 June 2020.

3. GIFTS

As a general rule, the Company practices a “**No Gift Policy**”. In this respect, directors and employees are prohibited from directly or indirectly, giving or receiving gifts that may influence good judgement and decision making, subject to certain **limited exceptions**.

Further, prior to offering or accepting any gifts, the director or employee shall ensure that the criteria in **Appendix A** are adhere to.

3.1 Receiving Gifts

Subject to the exceptions set out below, directors and employees shall not, and shall ensure that their Relative¹ shall not solicit or accept gifts, whether onsite or offsite, from any Third Parties² engaging with the Company under any circumstances.

For the avoidance of doubt, the above prohibition does not apply to gifts received by the Relative arising from the Relative’s independent relationship with the Third Parties. To the extent the director or employee is aware of any independent relationship between his/her Relative with such a Third Party, such relationship shall be declared to the Company in accordance with Paragraph 5.7.5 (Conflict of Interest) of the Company’s Anti-Bribery and Corruption Policy.

In the event a director or employee is unable to politely refuse or return a gift given by a Third Party, such director or employee should assign a value to such gift based on market value and notify:

- the Executive Committee (“**ExCo**”) (in the case of a director); or
- the Chief Operating Officer (“**COO**”) (in the case of an employee),

and immediately submit a copy of the completed “**Gifts and Hospitality (“G&H”) Disclosure Form**” appended as **Appendix B**:

¹ “**Relative**” includes, without limitation, spouse, siblings, parents, grandparents, children, grandchildren, spouse’s parents, grandparents, siblings, their spouse and children, uncles, aunts, cousins, daughters-in-law and sons-in-law.

² “**Third Parties**” includes, without limitation, agents, consultants, contractors, supplier, joint venture partners, consortium partners and proposed merger and acquisition targets.

- if the value of the gift exceeds the nominal value of RM500 (“**Nominal Value**”); or
- upon the cumulative value of a series of gifts received in a calendar year exceeds the Nominal Value.

The COO or ExCo, as the case may be, will determine if the gift is considered appropriate and the required next course of action with respect thereto. In the event the COO or ExCo, as the case may be, approves the acceptance of the gift, he/she must also determine the treatment of the gift, whether to:

- donate the gift to charity;
- hold it for departmental display;
- share with other employees in the department;
- permit it to be retained by the employee.

For the avoidance of doubt, in the event a gift is given by a Third Party to the Company (instead of directed specifically to an individual person), the person who receives the gift on behalf of the Company shall be responsible for making the notification and submitting the G&H Disclosure Form in relation to such gift, where applicable, in the same manner as if he/she is the actual recipient of the gift.

Exceptions to receiving gifts:

A director or employee may accept gifts in the following exceptional circumstances without disclosure, i.e. without submitting the G&H Disclosure Form:

- (i) gifts or hampers that are customarily distributed or given during festive seasons PROVIDED that the value of the gifts from any one party in aggregate does not exceed the Nominal Value;
- (ii) promotional gifts bearing the company logo, i.e. pens, mugs, calendars and umbrellas PROVIDED that the value of the gifts in aggregate does not exceed the Nominal Value at any one time; or
- (iii) gifts sponsored by any Third Parties for events organised by the Company PROVIDED that there are proper document trails of such request, receipt and distribution of gifts.

3.2 Providing Gifts

Pursuant to the Company’s Limits of Authority, as may be amended from time to time (“**LOA**”), the authority in relation to the provision of gifts resides only with the Chairman, ExCo, COO, and Chief Financial Officer (“**CFO**”) subject to the respective value thresholds set out therein.

Subject to the LOA, it is the Company’s policy that no director or employee shall offer any gifts, under any circumstances, to any Third Parties without the prior written approval of:

- the ExCo (in the case of a director); or
- the COO (in the case of an employee).

Exceptions to providing gifts:

Directors and employees may offer or provide the following gifts to Third Parties, but subject always to the LOA:

- (i) promotional gifts bearing the Company’s logo e.g. pens, mugs, diaries, lanyards etc.), and is part of an approved marketing or promotional campaign;

- (ii) gifts exchanged at a company-to-company level (e.g. for official events or launches);
- (iii) gift that is a token of appreciation at an official function or public event (e.g. door gifts at conferences, open house etc.);
- (iv) gifts given as part of the Company's Corporate Social Responsibility programme; or
- (v) gifts offered in conjunction with any festive season or occasion provided that the value of such gifts does not exceed the Nominal Value.

Even with the exceptions provided, directors and employees are required to exercise proper care and judgement in the handling of gifts. This is not only to safeguard the Company's reputation but also to protect directors and employees from any allegation of impropriety or undue influence.

DOs

- **DO** communicate on "No Gifts Policy" to Third Parties engaging with the Company, and request their understanding and adherence to this Policy.
- **DO** exercise good judgement when giving or receiving gifts to avoid tarnishing Company's reputation or creating a negative perception of bribery and corruption.
- **DO** politely refuse or return any gift offers (includes festive hampers, gifts delivered off-site, vouchers and discounts offered by Third Parties) unless it falls within the limited exceptions.
- **DO** report by submitting the G&H Disclosure Form on any gifts received from Third Parties except those that fall within the limited exceptions.
- **DO** ensure approval from the ExCo or COO, as the case may be, is obtained prior to giving out any gifts.

DON'Ts

- **DO NOT** offer or accept any gift in the form of cash or cash equivalent, e.g. vouchers, discounts, coupons, shares and commission etc.
- **DO NOT** offer or accept any gift that may create a sense of obligation, or comes with a direct/indirect suggestion, hint or expectation of special treatment or create conflict of interest that would be perceived negatively.
- **DO NOT** offer or accept any gifts from parties engaged in a tender or competitive bidding exercise.
- **DO NOT** accept gifts that are delivered off-site (e.g. home) from Third Parties.
- **DO NOT** offer or accept any gifts that would be illegal or in breach of any applicable laws.
- **DO NOT** offer or accept any gift which is lavish or excessive, e.g. valued above the Nominal Value or may adversely affect the reputation of the Company.

4. HOSPITALITY

Hospitality may come in many forms, such as entertainment, meals, accommodation, recreation (leisure activities), etc.

The Company recognises that the occasional offering or acceptance of a reasonable and modest level of hospitality in the normal course of business is a legitimate way to network and build good business relationships.

The value and nature of the hospitality must be appropriate for the circumstances and be provided in accordance with the law and local customs, and in an open and transparent manner.

Pursuant to the LOA, the authority in relation to the offering of hospitality resides with the Chairman, ExCo, COO, CFO and Heads of Department (“**HODs**”), subject to the respective value thresholds set out therein.

Further, prior to offering or accepting any hospitality, a director or employee shall ensure that the criteria in **Appendix A** are adhered to.

4.1 Providing Hospitality

Directors and employees may offer hospitality provided that it is intended to **facilitate business goals without any intention to improperly cause undue influence on any party in exchange for some future benefit or result.**

Any hospitality offered shall be in accordance with the LOA and subject to the prior written approval of:

- the HOD (in the case of an employee);
- the COO (in the case of a HOD); or
- the ExCo (in the case of a director).

Directors and employees shall submit a copy of the completed G&H Disclosure Form if the value of the hospitality exceeds the Nominal Value.

4.2 Receiving Hospitality

Directors and employees are required to exercise proper care and judgement before accepting hospitality offered or provided by the Third Parties. This is not only to safeguard the Company's reputation, but also to protect directors and employees from allegations of impropriety or undue influence.

Hospitality that is **extravagant** or **frequent** may often appear inappropriate, and cannot be taken as business norm. Therefore, directors and employees should politely and appropriately **decline** any hospitality that is extravagant, lavish or excessive.

In the event a director or employee is unable to decline or it will be perceived as discourteous to decline the hospitality offered, any hospitality received that is above the Nominal Value must be reported to:

- the HOD (in the case of an employee);
- the COO (in the case of a HOD); or
- the ExCo (in the case of a director),

as soon as practicable, but no later than two (2) business days after the event takes place by submitting a copy of the completed G&H Disclosure Form.

5. TRAVEL EXPENSES

Subject to the exception set out below, as a general rule, the Company prohibits directors and employees from giving or receiving travel expenses (travel, transportation, accommodation and

incidental expenses) to or from any Third Parties or public officials, unless otherwise specified or instructed by the Company. Any exception to the general rule above requires the prior approval of:

- the COO (in the case of an employee); or
- the ExCo (in the case of a director).

Exception to travel expenses:

The incurring and charging of travel expenses for business purposes or as provided under contracts for services (e.g. consultants/advisers providing services and charging the Company for travel expenses incurred).

DOs

- **DO** ensure that the hospitality offered or received is legitimate, modest, and not lavish or excessive or extraordinary.
- **DO** ensure expenses are within thresholds when carrying out hospitality activities.
- **DO** report by submitting the G&H Disclosure Form on hospitality offered or received except those that fall below the Nominal Value.
- **DO** ensure prior written approval is obtained prior to offering any hospitality above the Nominal Value.

DON'Ts

- **DO NOT** offer hospitality with a view to improperly create undue influence on any party in exchange for some future benefit or result. Any acts of this nature, whether directly or indirectly, may be construed as an act of bribery that is contrary to the general principles of the Policy.
- **DO NOT** accept any hospitality that comes with a direct/indirect suggestion, hint, understanding or implication that in return for the hospitality provided, some expected or desirable outcome is required.
- **DO NOT** accept or offer any hospitality that would be illegal or in breach of local or foreign bribery laws.
- **DO NOT** accept or offer any hospitality that would be perceived as extravagant, lavish or excessive or may adversely affect the reputation of the Company.
- **DO NOT** accept or offer any entertainment activity that is sexually oriented or may otherwise tarnish the reputation of the Company.
- **DO NOT** accept or offer travel expenses to or from any Third Party or public officials unless they fall under the exception.

APPENDIX A - GIFTS AND HOSPITALITY

(Paragraph 3)

The following criteria may be helpful in assessing if a gift or hospitality comply with this Policy:

- (a) **Made for the right reason:** given clearly as an act of appreciation and it must be for a bona fide business purpose;
- (b) **No obligation:** does not place the recipient under any obligation;
- (c) **No expectations:** expectations are not created in the giver or an associate of the giver or do not have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- (d) **Made openly:** if made secretly and undocumented then the purpose will be open to question and scrutiny;
- (e) **Accords with stakeholder perception:** would not be viewed unfavourably by stakeholders if it were to be made known to them;
- (f) **Reasonable value:** the value of the gifts is of Nominal Value and accords with general business practice;
- (g) **Appropriate:** the gifts and hospitality is appropriate to the relationship and accords with general business practice and local customs;
- (h) **Legality:** it is in compliance with laws and this Policy;
- (i) **Conforms to the recipient's rules:** the gifts and hospitality meet the rules or code of conduct of the recipient's organisation;
- (j) **Infrequent:** the gifting and receiving of gifts and hospitality is not overly frequent between the giver and the recipient;
- (k) **Documented:** the gifts and hospitality is fully documented including purpose and approvals given and properly recorded in the books; and
- (l) **Reported:** the gifts and hospitality is recorded and reported to the respective level of management set out in this Policy.

[End of Appendix A]

APPENDIX B - GIFTS AND HOSPITALITY DISCLOSURE FORM

(Paragraph 3.1)

Gifts and Hospitality (“G&H”) Disclosure Form

TYPE OF G&H:	<input type="checkbox"/> EXPENDITURE ON GOV'T OFFICIAL	<input type="checkbox"/> EXPENDITURE ON NON-GOV'T OFFICIAL OR THIRD PARTY	<input type="checkbox"/> RECEIPT OF THING OF VALUE FROM THIRD PARTY
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YOUR INFORMATION

EMPLOYEE NAME	
POSITION	
PHONE NUMBER/E-MAIL	
DEPARTMENT/COMPANY	

EXCHANGE DETAILS*

THING OF VALUE:	<input type="checkbox"/> MEAL(S)	<input type="checkbox"/> ENTERTAINMENT	<input type="checkbox"/> GIFT(S)	<input type="checkbox"/> TRAVEL	<input type="checkbox"/> OTHER
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DESCRIPTION OF G&H (include sufficient details on item, venue, location and dates)			
ANTICIPATED VALUE OR EXPENSE (include value of item, cost per person and/or payment method)			
BUSINESS JUSTIFICATION			
YOUR ROLE IN EXCHANGE (employee sponsor or recipient)			
OTHERS INVOLVED IN EXCHANGE (offerors, recipients, participants, etc.) <i>Note: expenses may only be incurred for persons with legitimate business reason to attend</i>	NAME/TITLE	COMPANY/ ORGANIZATION	Gov'T OFFICIAL?
RELATIONSHIP CONSIDERATIONS (describe any pending business (e.g., agent, customer) or existing contract obligations (e.g., required site visit))			

APPROVAL & CERTIFICATION

CERTIFICATION	TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE INFORMATION PROVIDED IN THIS FORM IS TRUE, ACCURATE AND COMPLETE YES <input type="checkbox"/> No <input type="checkbox"/> SIGNATURE: DATE:			
APPROVAL (WHERE APPLICABLE)	HOD SIGNATURE: DATE:	COO/CFO SIGNATURE: DATE:	ExCo SIGNATURE: DATE:	