Contents

1. INTRODUCTION 1
2. TERMS AND DEFINITIONS 1
3. OBJECTIVE 1
4. SCOPE 2
5. CONFLICT OF INTEREST 2
6. GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION 2
   - 6.1. Kickbacks 2
   - 6.2. Gifts 2
   - 6.3. Hospitality (meals and entertainment) and Travel 3
   - 6.4. Charitable Contributions and Non-Commercial Sponsorships 3
   - 6.5. Political Contributions 4
   - 6.6. Facilitation Payments 4
7. RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL 4
8. COMPLIANCE 4
9. TRAINING & COMMUNICATIONS 5
10. RECORD KEEPING 5
11. WHISTLEBLOWING 5
12. AUDIT AND COMPLIANCE 6
13. REVIEW OF THE POLICY 6
14. FURTHER CLARIFICATIONS 6

APPENDICES

- Appendix I - Sample of Staff Declaration Form 7
- Appendix II - Third Party Declaration Form 8
- Appendix III - List of Subsidiaries 9

1. INTRODUCTION

TSM Global Berhad ("TSM") and its subsidiaries (collectively referred to as "TSM Group") conduct its business in a legal and ethical manner. TSM Group requires all employees and Directors of every TSM group of companies to be committed to acting professionally and with integrity in their business dealings.

The Group will take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit. This Anti-Bribery and Corruption Policy ("Policy") sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the business of the Group. This Policy is supplemental to, and shall be read in conjunction with the Code of Conduct for Employees of TSM Group.

2. TERMS AND DEFINITIONS

For the purpose of this Policy, the term used in this document have the same meaning and interpretation as used under the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act"). The definition of additional terms not found in the MACC Act is set out below:

Bribery	:	Means direct or indirect giving, promising, offering, receiving, agreeing to receive, requesting or accepting of any advantage or thing of value to or from any person in order to influence them (whether corruptly or improperly or otherwise), or another person in the exercise of their duty (or any other activity closely associated with exercise of their duty), or to be so influenced, or to retain, secure or reward an improper benefit.
Employee	:	Means any person in the employment of KYM including but not limited to executives, non-executives, secretaries, secondees and individuals on direct hire.
Family	:	Includes spouse(s), children (including step-children and adopted children), parents, step-parents, brothers, sisters, brother(s) or sister(s) of the spouse(s), grandparents, grandchildren, uncles, aunts, nieces, nephews, cousins, son-in-laws and daughter-in-law;
Public Official	:	Means an officer to a public body as defined in in Section 3 of the Malaysian Anti-Corruption Commission Act 2009;
Third Parties	:	Anyone who at any time perform (or who is intended to perform) services for or on behalf of TSM Group, including anyone who is engaged (by contract or otherwise) or paid to represent any entity in TSM Group such as suppliers, distributors, business contacts agents, representatives, intermediaries, middlemen, introducers, sponsors, consultants, contractors, advisers, and potentially Public Officials;
TSM Group or Group	:	TSM Global Berhad and its subsidiaries and controlled companies.

3. OBJECTIVE

The objective of this Policy is to provide information and guidance to the Directors and Employees of TSM on standards of behaviour which is line with the applicable laws and regulations in Malaysia. The Policy intends to fulfil the requirements set forth in The Guidelines on Adequate

Procedures issued on 10 December 2018 by the Prime Minister's Office pursuant to Section 17A (5) of the MACC Act.

4. SCOPE

This Policy applies to employees, Directors of TSM Group and third parties whom TSM Group has or plan to establish some form of business relationship. All TSM Group's Employees, Directors and Third Parties must read, understand, comply, and declare their acceptance and compliance with this Policy. We also expect all parties that are engaging with TSM Group to read, understand and comply with this Policy.

5. CONFLICT OF INTEREST

The Directors and Employees of TSM Group must not engage in any activities which have the ability to influence the outcome for personal gain from any third parties which have any dealings with TSM or where the employees may receive a personal advantage from such third party.

Employees and Directors are required to make their declarations on an annual basis or as and when they are taking up a new position in TSM. Employees and Directors must also make a declaration if they become aware of a conflict at any other time (an 'ad hoc' declaration). This will be made to their Head of Department or HR Department or to the Company Secretary (in the case of Directors), who will record the declaration and determine the next course of action. Business associates of TSM are required to declare prior to onboarding or when there is a change of circumstances.

6. GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION

All employees of the TSM Group must not offer, give, receive or in any way participate in any form of gratification, bribe, corruption or inducement to act improperly, whether directly or indirectly, or any other unlawful advantage from or to any Third Parties which have any dealings with TSM Group, and irrespective of whether the employee is based in Malaysia or elsewhere.

6.1. Kickbacks

TSM strictly prohibits all Employees and Directors from engaging in kickbacks. A kickback is any payment, not reflected on the face of a business contract that is required to be made to a government agency, a government official, or a private individual in order to conclude the business agreement at issue. Where the kickback is being extorted and/or any employee of TSM Group is being coerced to pay and their safety or liberty is under serious threat and they have no alternative but to make the kickback in order to protect their life, limb or liberty, the affected employee must immediately report the matter to the Head of Department or Head of Operating Units. In the case of Directors, please report to the Company Secretary as soon as possible.

6.2. Gifts

As a general principle, the Directors and Employees should not accept or give a gift to a third party if it is made with the intention of influencing the third party to obtain or retain business, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts or hospitality should not be accepted as such gifts or hospitality may be perceived or interpreted as attempts by the Directors or Employees to obtain or receive favourable business treatment for personal benefits.

Any gift must be unsolicited and not affect, or be perceived as affecting, business judgment. Gifts should only be offered to and received in connection with a customary business or cultural occasion. Cash, cash equivalents, loans, kickbacks or the equivalent advantages are absolutely prohibited.

Limited exceptions for giving and receiving gifts and/or benefits are as follows:

(a) token gifts features company's logo or brand offered in business situations or to all participants and attendees of business events and is part of a marketing or promotional campaign;
(b) gifts exchange at a company-to-company level (e.g. for official events or launches);
(c) gifts given as token of appreciation or in recognition of employees'/directors' services at an internally or externally recognized company's function or celebration or event (e.g. door gifts at conferences, open house); and
(d) gifts given as part of TSM's Corporate Social Responsibility ("CSR") programme.

In the event the employee is unable to decline/return a gift which do not fall within the limited exceptions with an approximate/actual value of RM200 and more, the employee must declare and surrender such gift to Accounts Department. The Accounts Department will in turn seek the Head of Department or Head of Operating Unit's direction on what is the best way to dispose the gift. The Head of Department or Head of Operating Unit, in consultation with the Financial Controller and/or HR Manager, will determine what is to be done with such gift based on the following:

(a) donate the gift to charity; or
(b) register it as a company property to be used publicly by all employees; or
(c) designate it as a display item; or
(d) share it with other employees; or
(e) retain all the gifts and consume later as lucky draw items during company's event etc.; or
(f) permit it to be retained by the employee.

6.3. Hospitality (meals and entertainment) and Travel

Generally, hospitality includes (but not limited to) meals, travel or transportation, accommodation, entertainment and recreation (leisure activities).

The Directors and Employees should not accept or give hospitality to Third Parties if it is made with the intention of influencing the third party to obtain or retain business, or in exchange for favours or benefits.

This Policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest and bona fide corporate hospitality. Corporate events include but not limited to sporting events, gala dinners, concert or activities based eg golf tournaments. Directors and Employees of TSM Group may offer or accept reasonable and appropriate meals and entertainment to, or from, third party only for legitimate business purposes, and that complies with the following guidelines:

- Is infrequent
- Is not solicited
- Is not given (or appear to be given) as a bribe, pay off or kickback
- Does not create the appearance (or an implied obligation) that the provider is entitled to preferential treatment
- Is in good taste and occurs at a business-appropriate venue
- Is moderate and appropriate in the context of the business occasion and your position at TSM.

Employees are required to comply with the policies and procedures of HR Department and maintain expenses within the limit of their entitlement when carrying out entertainment activities. All expenses for hospitality to a third party exceeding the prescribed limit shall require prior approval of the Head of Department or Head of Operating Unit.

6.4. Charitable Contributions and Non-Commercial Sponsorships

Charitable contributions, whether of in kind services, knowledge, time or direct financial contributions, may be given only to legitimate charities for proper charitable purposes or in line with TSM's policy and guidelines or pursuant to TSM's CSR initiatives. Any charitable contribution

made or social investment must not violate the applicable laws or any other guideline set out in this Policy.

(a) Prior to making any charitable contributions, the background and reputation of the intended recipient must be reviewed in advance by the Head of Division;
(b) Where any charitable contribution is to be made, it must be supported by an official request made in writing by the intended recipient;
(c) No charitable contributions can be offered or made without the prior approval of the Head of the Operating Unit or CEO.
(d) All charitable contributions or social investment must be fully documented in the company's books.

6.5. Political Contributions

TSM does not make political contribution to political parties or candidates (i.e. donations to politicians and political campaigns) and we do not allow TSM Group's resources to be used for this purpose.

6.6. Facilitation Payments

Facilitation payments are unofficial payments or other advantages made to secure or expedite the performance of a routine action by an officer of Public Body (as defined in Section 3 of MACC Act). Directors or Employees shall not promise or offer, or agree to give of offer make an unofficial payment in order to secure or expedite routine administrative actions, such as customs clearances, visas, permits or licenses.

Directors and Employees shall decline to make the payment and report to Head of Department or Head of Operating Unit immediately when they encounter any requests for a facilitation payment.

7. RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

While there is no absolute prohibition on hiring persons recommended by others, hiring decisions ought not be based on TSM Group's business transactions. Offers of employment should not be given in exchange for any benefit to be received by TSM, and Employees or Directors should not offer employment in order to seek any advantage in any business activity.

In accordance with that procedure, all new staff recruits must be subject to the prescribed pre-employment screening procedures.

The HR Department who is responsible for recruitment must ensure that all pre-employment screening procedures have been concluded satisfactorily before any offer of employment is made. The Group shall not offer employment to prospective personnel in return for their having improperly favoured the Group in a previous role.

8. COMPLIANCE

It is a personal responsibility of every Employee and Director to understand this Policy and the relevant standard operating procedures. Every Employee and Director of TSM Group has an independent obligation to ensure that any and all interaction with TSM's business associates and Public Official complies with all relevant laws and regulations, including this Policy.

All Employees of TSM Group are expected to –

- behave honestly and trustworthy;
- make sure that their behaviour comply with this Policy;
- not engage in any acts of corruption;
- not pay or accept bribes;

- make a clear distinction between the interest of company and private interests; and
- avoid possible conflict (including accepting gifts, invitations or other advantages conflicting with this principle).

We have a zero-tolerance approach to corruption and bribery. Any violation of this Policy will be regarded as serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.

9. TRAINING & COMMUNICATIONS

TSM shall conduct regular and relevant training for all Employees and Directors on the Group's position and practices regarding anti-bribery and corruption, integrity and ethics. The HR Department is responsible for designing, scheduling and implementing the TSM Group's anti-bribery and corruption training program.

Completion of anti-bribery and corruption training is compulsory for all Employees.

Training on this Policy forms part of the induction process for all new Employees.

All Third Parties, including vendors, suppliers, customers, contractors, sub-contractors, consultants, agents, representatives and joint venture parties etc should be made aware of this Policy and the dealings with them shall be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures relating to bribery and corruption.

To help ensure that TSM Group only does business with Third Parties that share TSM standards of integrity, TSM shall conduct due diligence to assess the integrity of TSM Group's prospective business counter parties. TSM shall not enter into a business dealings with any third party reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated and resolved.

10. RECORD KEEPING

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.

We must ensure all expenses claims relating to gifts or entertainment made to third parties are submitted in accordance with the Company's reimbursement procedures and/or applicable policy and specifically record the reason for such expenditure. All the parties shall further ensure that all expense claims shall comply with the terms and conditions of this Policy.

There is never any justification or excuse for falsifying records or misrepresenting facts. Such conduct may constitute fraud and could result in civil or criminal liability.

11. WHISTLEBLOWING

Any Employee who knows of, or suspects, a violation of the Policy, is encouraged to whistle blow or report the concerns through the mechanism set out under TSM Whistleblowing Policy. The provision, protection and procedure of the Whistleblowing Policy for reporting the violations of the Policy are available on the TSM website. All reports and disclosures about any actual or perceived or suspected violation of the Policy made in good faith, belief, without malicious intent,

will be dealt with in a confidential manner. Every effort will be made to treat the whistleblower's identity with appropriate regard for confidentiality.

12. AUDIT AND COMPLIANCE

Regular audits shall be conducted to ensure compliance to this Policy. Such audits may be conducted internally by TSM or by an external party. Audit documentation should include performance improvement action plans.

13. REVIEW OF THE POLICY

The Board will monitor compliance with the Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate. Any changes to the Policy shall be approved by the Board unless the power to approve is delegated to CEO.

14. FURTHER CLARIFICATIONS

Any questions concerning this Policy and related requirements may be addressed to the respective HR Manager or Head of Department or Head of Operating Unit and/or Group Company Secretary by email. Directors may raise any questions concerning this Policy to the Company Secretary.

Appendix I

Sample of Staff Declaration Form

To: The Head of Human Resources Department
TSM GROUP OF COMPANIES

I, _____(NRIC No. _____), hereby declare that I have read and understood TSM's Anti-Bribery and Corruption Policy. I will abide by the requirements and provisions set out in the Policy, as required by my employment contract.

X _____

Name:
Title:

Appendix II

Third Party Declaration Form

1. We are the agents/suppliers/customers/vendors/customers/contractors/consultants/joint venture partners of TSM.

2. We hereby declare that we have read and understood TSM's Anti-Bribery and Corruption Policy and will comply with TSM's Code of Conduct Policy and Anti-Bribery and Corruption Policy.

3. We have not been convicted nor are we subject to any investigation, inquiry or enforcement proceedings by the relevant authorities of any actual or suspected breach and will report any actual or suspected breach as soon as reasonably practicable and to the extent permitted by the law, to TSM.

4. We undertake to promptly inform TSM of any breach and/or alleged/suspected breach of the requirements and cooperate with TSM in any investigation of such breach involving TSM's staff.

5. We acknowledge that the provisions set out in this declaration form shall form part of the terms and conditions of our appointment and/or contract of service.

6. We further acknowledge that TSM has the right to suspend or terminate the contract/agreement/job and disqualify us from tendering for future contracts/jobs if we were found to have breached the requirements or any other terms and conditions implemented by TSM pursuant to the contract/agreement/job.

Signature of Authorised Person : _____

Name of Company's Authorised Person : _____

Company's Name : _____

Company's Stamp : _____

Date : _____

Appendix III

List of Subsidiaries

This Policy applies to the following existing subsidiaries and any subsidiaries and/or associated companies which are incorporated or acquired subsequent to the date of this Policy but exclude subsidiaries and/or associated companies which have been divested after the date hereof:

1. Eureka Fortune Sdn Bhd
2. Ihsan Indah (M) Sdn Bhd
3. J.K. Sumi Wire Harness Sdn Bhd
4. J.K. Wire Harness Sdn Bhd
5. JK PSD Sdn Bhd
6. Juan Kuang (K. Lumpur) Electric Sdn Bhd
7. Juan Kuang (Klang) Electric Sdn Bhd
8. Juan Kuang (Penang) Electric Sdn Bhd
9. Juan Kuang Electrical Accessories Manufacturer Sdn Bhd
10. Juan Kuang Lamps Manufacturer Sdn Bhd
11. Symphony Straits Sdn Bhd
12. Synlux Energy Sdn Bhd
13. Synlux Industries (M) Sdn Bhd
14. TSM Capital Sdn Bhd
15. TSM Towers Sdn Bhd