



TANAH MAKMUR BERHAD GROUP (841938–U)

NO-GIFT POLICY

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NO-GIFT POLICY (TANAH MAKMUR BERHAD & GROUP)

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1.0 INTRODUCTION

- 1.1 Tanah Makmur Berhad & Group, pride ourselves on the relationships we face with our customers, vendors and suppliers we do business with, and the difference we make together in creating better experiences for the general public. One of our core values is 'Integrity' and this important core value applies to every aspect of our business.
- 1.2 We are committed to being honest, ethical and conduct ourselves with the highest degree of integrity at the workplace. In going about our business, we will avoid the perception of impropriety and our No-Gift Policy is not to seek advantage by giving or accepting any improper gifts, entertainment or payments from any customer, supplier, potential supplier or any person we believe may be seeking to influence our business decisions or transactions, and nor must we do so as individuals. We do not accept any level of corruption
- 1.3 For the purposes of this Policy, all levels of employees of Tanah Makmur Berhad & Group, including Board of Directors, those on contract, secondment, internship, attachment or any persons by whatever description under the supervision of Tanah Makmur Berhad & Group whether remunerated or otherwise are expected to observe this Policy.

2.0 GENERAL STATEMENT ON NO-GIFT STATEMENT

- 2.1 Tanah Makmur Berhad & Group is committed to acting impartially, objectively and free from any influence. The organization acknowledges that a potential or perceived conflict of interest may arise between the commercial interest of Tanah Makmur Berhad & Group and public interest, in particular investor protection. However, if and when such a situation arises, public interest shall prevail.
- 2.2 There are certain circumstances where employees are strictly prohibited from directly or indirectly soliciting, offering or accepting any gift, entertainment or hospitality, to avoid the perception or appearance of potential conflicts of interest. Examples include (not limited to):
 - a. Procurement process (e.g. tender or competitive bidding).

- b. Negotiations in relation to any contract including the exercise of any right or entitlement, any variation, termination or extension of the same as well as the formalisation of the relevant documentation.
 - c. Process to determine any criteria for the recognition of achievements by regulated persons.
 - d. Recruitment process.
- 2.3 Employees are advised to adopt a more prudent approach when it comes to the above circumstances to avoid potential conflicts of interest.
- 2.4 Where a conflict or potential conflict of interest arises, the employee shall disclose this to the relevant internal parties and recuse himself/herself from any related proceedings.
- 2.5 Tanah Makmur Berhad & Group prohibits the corrupt use of gifts, entertainment or travel, directly or indirectly, to unduly influence business or regulatory decisions, gain an unfair advantage or to retain or win business. Employees are strictly prohibited from soliciting gifts, entertainment or travel from any third party. They are particularly disallowed from giving or accepting gifts, entertainment or travel from parties engaged in a tender or competitive bidding exercise (e.g. vendors or consultants) or parties who are the subject matter of the circumstances mentioned in sub-paragraphs (a) to (d) of paragraph 3.2 above

3.0 GIFTS, CORPORATE HOSPITALITY, ENTERTAINMENT AND TRAVEL

3.1 Gifts

Tanah Makmur Berhad & Group adopts a “No Gift” policy, subject to certain limited exceptions. At the corporate level, Tanah Makmur Berhad & Group allows the giving or receiving of gifts as follows:

a. Official Functions, Events or Engagements

Providing corporate gifts to a third party as tokens of appreciation in relation to the organisation's official functions, events, engagements or celebrations of any kind (e.g. commemorative gifts or door gifts offered to all guests attending the event).

b. Company Visits or Courtesy Calls

Providing or receiving tokens of appreciation at company-to-company level such as gifts exchanged as part of an official company visit or courtesy call, where the gifts received are treated as company property.

c. Charity or Corporate Social Responsibility

Providing or soliciting gifts or donations to or from third parties (e.g. monetary gifts or gifts in-kind) for charity or CSR related purposes

3.1.2 In line with the "No Gift" policy employees are generally prohibited from accepting or offering gifts to any third party. Employees may only accept or offer gifts to any third party in the limited exceptions where there is no conflict of interest in accepting or offering the gift and the gift is:

- a. a corporate gift (bearing the corporate logo) of a nominal value (i.e. something small or is a small gesture), worth not more than RM250 and is equally offered to all persons from the same category (e.g. employee receiving the same gift offered to other speakers where the employee was also a speaker).
- b. a perishable item (e.g. fruits, festive cookies or delicacies offered during festive seasons).

3.1.3 Employees must declare and report the receipt or giving of a gift which is a perishable item to the supervisor who is at the level of Head of Department and above. In respect of the receipt of such gift, the approving supervisor must determine whether to:

- a. donate the gift to charity.
- b. allow the employee to retain the gift, subject to the condition that the employee donates an amount equivalent to the worth of the gift, to charity.
- c. allow the gift to be fairly distributed or shared among Tanah Makmur Berhad & Group's employees.

3.1.4 Under no circumstances may an employee accept gifts in the form of cash, fees, rewards, sponsored travel and holidays, benefits-in-kind, tips, commissions, vouchers, complimentary tickets for concerts, sports events, movies, theatres or sporting equipment or accessories.

3.1.5 Employees are prohibited from indirectly soliciting, giving or receiving gifts including, through their family members, namely their spouse, parent, child, including adopted child and stepchild, brother, sister and the spouse of the child, brother or sister.

3.1.6 For the avoidance of doubt, this "No Gift" policy does not apply to the acceptance or offering of gifts by employees from or to their relatives, friends or acquaintances who have no current nor prospective business dealings with Tanah Makmur Berhad & Group and where it will not give rise to any potential or perceived conflicts of interest.

3.2 Corporate Hospitality

Corporate hospitality refers to the considerate care of guests by an organisation, which may include meals, transportation or entertainment, usually with the host present. The limited exceptions in which Tanah Makmur Berhad & Group may provide corporate hospitality (such as festive season open houses) or accept corporate hospitality from its business associates or stakeholders at the corporate level, are where all the following principles are adhered to:

- a. Valid Purpose
The corporate hospitality is provided as an act of appreciation to its stakeholders in general, to facilitate networking to strengthen business relationships or to promote mutual understanding for future partnerships or collaborations. The corporate hospitality would not create any undue influence on the outcome of a business or regulatory decision.
- b. Transparent
The corporate hospitality is provided openly and the host is also present or participating in the event.
- c. Proportionate
The value of the corporate hospitality is modest and proportionate to the occasion.

3.3 Entertainment

Tanah Makmur Berhad & Group employees are not allowed to accept entertainment from third parties except in the form of meals or corporate hospitality that is accepted at the corporate level, as stated above. Employees may offer or accept meals from business associates or stakeholders where all the following conditions are met:

- a. Valid Purpose
It is for a legitimate business purpose or to build goodwill to strengthen business relationships and is not solicited or given as a bribe, payoff or kickback. It would not unduly influence the outcome of any business or regulatory decision, influence or appear to influence the performance of the employees' duties in any aspect or create any conflict of interest.
- b. Proportionate
The value of the meal is reasonable and appropriate in the context of the business occasion. In this respect, the value of not more than RM250 per person will be considered reasonable in a local setting while the value of not more than RM1,000 per person will be considered reasonable for an overseas setting.

- c. Frequency
The offer or acceptance of meals with the same party, shall not be more than 4 times a year.
- d. Approval for Offering Entertainment
Only certain Tanah Makmur Berhad & Group employees are eligible to entertain and in doing so, they must comply with the Entertainment Policy as per stated in Employee Circular

3.4 Travel

Tanah Makmur Berhad & Group does not allow third parties to sponsor the travel expenses of any employee, or Tanah Makmur Berhad & Group itself to sponsor the travel expenses of any third party, except in limited circumstances where all the following criteria are met:

- a. Valid Purpose

It is for a legitimate business purpose (e.g. the person sponsored is a speaker of an event organised by the sponsoring organisation) and not to unduly influence the outcome of any business or regulatory decision or create any conflict of interest.

- b. Proportionate

The class of travel and accommodation are reasonable and appropriate. In the case of the employee, the class of travel and accommodation shall be consistent with what the employee is entitled to under the Employee Handbook. In the case of a third party, the class of travel and accommodation shall be at least on par with what the third party is entitled to under his or her employee entitlements.

c. Relevance

Where the sponsorship is for an employee, the selection of the employee shall be based on relevance to the employee's job function or expertise.

d. Approval

Approval by the Group CEO needs to be obtained.

4.0 GIFT POLICY EXCEPTION

4.1 The following gifts shall be exempted from the prohibition under this Policy:

- a. Exchange of gifts at the company-to company level (e.g. gifts exchanged between companies as part of an official company visit/courtesy call and thereafter the said gift is treated as company property).
- b. Gifts from company to external institutions or individuals in relation to the company's official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event).
- c. Gifts from Company to employees in relation to an internal or externally recognized Company function, event and celebration (e.g. in recognition of an employee's service to the Company).
- d. Token gifts of nominal value bearing Company's logo (such as pens, notepads, planners, calendars and other small promotional items) that are given out to employees, customers, delegates, students and members of the public, attending events such as conferences, exhibitions, trainings, career fairs, etc, and deemed as part of the Company's brand building or promotional activities.
- e. Gifts to external parties who have no business dealings with Tanah Makmur Berhad & Group (e.g. monetary gifts or gifts in-kind to charitable organisations)

- 4.2 Employees are required to professionally inform vendors, potential vendors and others of this no-gift policy, and the reasons the company has adopted the policy. Employees should request that vendors respect our company policy and not purchase and deliver any gift for our employees, department or Company, at any time, for whatsoever reason.
- 4.3 In the event an employee or department receives a gift:
- a. Where possible, the gift is returned to the vendor.
 - b. Where it is not possible to return the gift, to be shared among employees upon recommendation and approval by the Company
 - c. Where it is not possible to return the gift, to immediately declare the gift and the gift is to be donated to charity identified by the Company
- 4.4 If any employee has questions about and / or needs clarification of any aspect of this policy, the employee should check with the Internal Audit or Human Resource and Administration Unit. Any exceptions to the gift policy may be made only with the permission of the company's Group Chief Executive Officer.

Sincerely,

TANAH MAKMUR BERHAD

YH DATO' SHAHRUL NIZAM BIN ABDUL AZIZ

Group Chief Executive Officer