



# **JCY INTERNATIONAL BERHAD**

200501031285 (713422-X)  
(Incorporated in Malaysia)

## **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

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## 1. INTRODUCTION

The Board of Directors (the “**Board**”) of JCY International Berhad (the “**Company**”) has established this Anti-Bribery and Anti-Corruption Policy (this “**Policy**”) with the objectives to manage the potential risks of and to prevent the Bribery and Corruption in JCY International Berhad and its subsidiaries (collectively known as the “**Group**”).

## 2. SCOPE

- 2.1 This Policy shall apply to and be adopted by all subsidiaries of the Company.
- 2.2 The Principles set forth in this Policy shall be observed by:
  - 2.2.1 the Company and each subsidiary of the Group;
  - 2.2.2 all directors and employees of the Group; and
  - 2.2.3 all Agents of the Group, and their directors and employees.

## 3. DEFINITIONS

“**Agents**” means any external parties who act on behalf of the Group or act in accordance with directions from any directors or employees of the Group.

“**Bribery and Corruption**” means offering, promising, giving, accepting or soliciting of Gratification, 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.

“**Gratification**” means:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money’s worth or valuable thing;
- (f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f);

“**JCY Personnel**” mean directors, employees and Agents, including directors, partners, owners and employees of the Agents, of the Company and every subsidiary of the Company.

“**Principles**” mean the principles as outlined in paragraph 6 of this Policy.

#### **4. COMMITMENTS**

The Board commits that:

- 4.1 The Group shall conduct its businesses with high standard of conscience and integrity, and in accordance to applicable laws on anti-corruption.
- 4.2 The Group shall offer zero-tolerance and reject all forms of Bribery and Corruption.
- 4.3 The Principles of this Policy are paramount and no person shall receive penalty or punishment for any act from the sole reason of upholding the Principles of this Policy, even if the act resulted in financial losses or damages to the Group.
- 4.4 Whistleblowers shall be protected with highest security possible.

#### **5. ANTI-BRIBERY AND ANTI-CORRUPTION TASK FORCE**

5.1 An Anti-Bribery and Anti-Corruption Task Force (the “**AATF**”) shall be established under the administration of the Enterprise Risk Management Committee (the “**ERMC**”) of the Board.

5.2 Authority of the AATF

- 5.2.1 To establish and to enforce additional procedures and rules for further enhancing the control of Bribery and Corruption within the Group in accordance with this Policy;
- 5.2.2 To investigate, or to establish interim teams to investigate, on reports of any violation of this Policy, including conducting domestic due inquiries;
- 5.2.3 To make recommendations to the relevant human resource department, and/or the Nomination Committee of the Board, as the case may be, of any disciplinary actions on subjects relating to this Policy;
- 5.2.4 To make recommendations to the ERMC and/or the Board for any further civil legal actions on subjects relating to this Policy; and
- 5.2.5 To lodge reports to appropriate public authority on subjects relating to this Policy, where necessary, based on facts and best belief of the AATF, or if it is warranted by any law.

5.3 Responsibilities of the AATF

- 5.3.1 To administer this Policy;

- 5.3.2 To act diligently as regulated and obligated by this Policy;
- 5.3.3 To report to the ERMC and, if necessary, the Board on any matters, including risk assessments, relating to Bribery and Corruption within the Group and any matters relating to this Policy;
- 5.3.4 At least twice in a financial year, or at request of the Board or anytime if circumstances require an urgent report, to submit to the Board a Bribery and Corruption Report, a report of which contains at least the AATF's discussion on the appropriateness of the Bribery and Corruption control measures and the risks of the Bribery and Corruption of the Group.

## **6. PRINCIPLES**

### **6.1 Conscience and Integrity**

JCY Personnel shall discharge their duties and responsibilities with high standard of conscience and integrity.

### **6.2 Bribery and Corruption**

All forms of Bribery and Corruption are prohibited in all aspects of the Group.

### **6.3 Gifts, Donations, Sponsorships and Entertainment**

6.3.1 The Group discourages all forms of soliciting, receiving, offering, and providing of gifts, donations, sponsorships and entertainment (except for charity).

6.3.2 Having regards to the customary practices of the business environment, the AATF may exercise its judgement to establish further procedures or rules for the provisions and acceptances of gifts, donations, sponsorships and entertainment with reference to at least all of the following qualitative considerations:

- (a) It is reasonable and proportionate in size, customary and lawful in the general practices of the circumstance;
- (b) It does not bring, and is not perceived to bring, any effect on actions, inactions or decisions of the parties involved; and
- (c) It is done in an open and transparent manner.

6.3.3 Political donations or contributions, unless approved by the Board, are prohibited.

### **6.4 Facilitation Payments and Kickbacks**

6.4.1 The Group prohibits all forms of fraudulent facilitation payments and kickbacks, and similar payments in other names.

6.4.2 Fraudulent payments and receipts such as facilitation payments and kickbacks, or in any other names, include payments or receipts for the purposes of inducing, or expediting the process of inducing, action(s) or inaction(s) of another party that fraudulently or unlawfully benefit a party or parties and likely at the expense of other(s).

## **6.5 Misusage and Misappropriation**

6.5.1 No JCY Personnel shall misuse or misappropriate the properties, including cash and equivalent, of the Group for personal gain.

6.5.2 No JCY Personnel shall misuse his/her office position, or the power convened therein, for personal gain.

## **6.6 Conflict of Interests**

6.6.1 JCY Personnel shall avoid situations in which personal interest could conflict with their official positions, powers, professional obligations or duties in the Group, if the situations would result in personal gain, or not.

6.6.2 In situations where a conflict of interests cannot be avoided, the JCY Personnel is required to declare the matter, including the details of the conflict and steps taken to avoid the conflict, to the AATF.

## **7. RISKS, CONTROLS, EDUCATIONS AND MANAGEMENT SYSTEM**

7.1 The AATF shall conduct appropriate risk assessments to identify, analyse, assess and prioritise the internal and external risks relating to potential bribery and corruption of the Group.

7.2 The AATF shall establish, monitor, and review in regular and systematic manner, procedures and control measures relating to Anti-Bribery and Anti-Corruption.

7.3 The AATF shall provide appropriate awareness and/or educations relating to prevention of bribery and corruption to JCY Personnel.

## **8. REPORTINGS OF VIOLATION AND WHISTLE BLOWINGS**

- 8.1 JCY Personnel is encouraged to report to the AATF immediately on discovery, or suspicion, of any violation, or potential violation, of this Policy.
- 8.2 In situations where, in the judgement of the whistleblower, it is not appropriate to report the violation or potential violation of this Policy to the AATF, whistleblowers may report the violation or potential violation of this Policy through other appropriate channel as provided in the Whistle Blowing Policy of the Group.
- 8.3 Whistleblower, who has made a report of violation of this Policy in good faith, shall be given the highest level of protection on his/her identity and personal security. Retaliation, discrimination or punishment against the whistleblower are prohibited.

## **9. CONFLICT OF INTEREST WITH EXECUTIVES**

On arising conflict of interests at AATF's operations, or in relation to cases or reports involving or implicating any member of the AATF, member of the ERM, and/or member of the Executive Committee of the Group (the "Exco"), or any persons related to them, the Audit Committee of the Board may, by an order from the Board, momentarily take over the functions and authorities of the AATF and the Audit Committee of the Board may make any decision or action, including those overriding the AATF's previous decisions or actions, in accordance with the provisions of this Policy.

## **10. AUDITS**

Audit Committee of the Board may regulate the manner and regularity of audits to be conducted on the administration and compliance of this Policy as it deems fit.

## **11. NON-COMPLIANCES**

- 11.1 The Group regards non-compliances to this Policy as serious matters and offers no tolerance on serious offences.
- 11.2 Strict actions shall be taken against any serious non-compliances to this Policy including reporting to appropriate public authority for criminal investigation, and/or civil legal actions for recovering losses and damages, and/or internal due inquiries and appropriate disciplinary actions, including immediate termination of employment or agency contract, as the case may be.

Approved by the Board of Directors of JCY International Berhad

**APPENDIX**  
**Anti-Bribery and Anti-Corruption Task Force (“AATF”)**

**Members of the AATF**

Chairman : Dato’ Wong King Kheng (Group)  
Members : Mr. Goh Chye Kang (Group)  
: Dato’ Tan Shih Leng (Group)  
: Mr. Yong Yong Chai (Group)  
: Mr. Lim Su Kiat (Group)  
: Mr. Tan Ta Chen (Johor)  
: Ms. Choong Ai Ling (Penang)  
: Ms. Angkhana (Thailand)  
: Ms. Micheal (China)

**Contact Persons**

<b>Name</b>	<b>Locality</b>	<b>Email Address</b>
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Ms. Choong Ai Ling	Penang	alchoong@jcyinternational.com
Ms. Angkhana	Thailand	angkhana@jcythailand.com
Ms. Michelle	China	michelle@yktech.cn

Approved by the Enterprise Management Committee of JCY International Berhad