



COMPANY NO.: 199401005913 (291592-U)

CODE OF CONDUCT AND ETHICS

As at 23 February 2021

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REVISION HISTORY LOG

Version No.	Section	Details of Amendments	Date of Approval by the Board
1	All	Documents published	23 February 2021

GLOSSARY

Term	Description
"Code"	Code of Conduct and Ethics
"HR Department"	Refers to Ta Win Group's Human Resource Department
"Ta Win" / "the Company"	Ta Win Holdings Berhad
"Ta Win Group" / "the Group"	Ta Win Holdings Berhad and its subsidiaries, collectively

1. INTRODUCTION

Ta Win Holdings Berhad commits to encourage a safe, supportive and productive work environment. This needs cooperation and agreement from all parties to the organisation's standards of conduct.

This Code applies to all directors and employees of Ta Win Group. It is a set of rules or standards for all who participate in the Group and represent themselves outside the Group.

Ta Win Holding Berhad will conduct its business honestly and ethically wherever its operates. The Group will constantly create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgement. The Group will not compromise any of its principles for short-term advantage. The Group will strive to adhere to high standards of personal integrity at all times.

Given the diverse business, this Code may not address every or all situations that may arise. In addition to adhering to the Code, directors and employees must also abide by other applicable policies and procedures when conducting business on behalf of the Company. If there is any doubt about whether a real, potential or apparent conflict has arisen or have any queries on the Code, no matter how trivial, immediate clarification must be consulted from immediate superior, respective Heads of Department/ HR Department.

For avoidance of doubt, if a prevailing and/ or applicable law conflicts with a rule or policy set out in this Code, the law prevails.

2. POLICIES

(A) BUSINESS ETHICS

In order to maintain a good reputation and business relationship, Ta Win Group focuses on doing activities and business the right way with the guide and refer of this Code. The following sections cover the principles and business practices that guide the business conduct of Ta Win Group and proves the minimum ethical requirements expected from the directors and employees:-

- (i) Misuse of Authority
Misuse of authority refers to an improper use of a position of influence, authority by a director or employee in the course of performing work, which causes personal harm or violates proper workplace behaviour. Misuse of authority is strictly prohibited and failure to comply may result in disciplinary action.
- (ii) Insider Trading
Insider trading is the purchase or sale of the Company's securities effected by, or on behalf of a person with knowledge of relevant but non-public material information regarding the Company that may affect the price of the Company's securities ("price sensitive information") if made public. All price sensitive information about the Company should be considered confidential information. To use price sensitive information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal.

Insider trading is a serious violation which may subject to legal actions. Directors and employees who are in possession of market sensitive information are not allowed to trade in securities of the Company or another listed company if that information has not been made public. Employees are also prohibited from disclosing any non-public price sensitive information to any third party.

(iii) Receiving Gifts

While Ta Win Group inspires sound stakeholder relationship, directors, employees or members of their immediate families should not provide, solicit or accept cash or its equivalent that may place them in conflict of interest, influence business decisions or likely to compromise their personal or professional integrity.

Notwithstanding this, Ta Win Group recognises that the occasional acceptance or offer of any gifts on account of celebrations, customary gift during festive seasons, occasional business meals or gifts at corporate social events, which are not excessive and do not in any way influence the business decisions, are allowed.

(iv) Anti-Money Laundering

To protect the Company's reputation and to avoid criminal liability, it is important that the directors and employees do not become implicated in the criminal activities and expected to be mindful of the risk of money laundering activities within Ta Win Group.

If there is any suspicious transaction of money laundering, bribery or financing of terrorism, the suspicious transaction must be reported immediately to immediate superior, Manager/ Head of Department/ HR Department.

(B) WORKPLACE

The Company encourages all employees to conduct their roles and responsibility with the standard according to the stipulated guidelines and attempt their best effort to maintain Ta Win Group's reputation. The section covers the following areas:-

(i) Misconduct

An action or omission by an employee which is inconsistent with the expressed or implied terms and conditions of employment or which is immoral or illegal in nature. Misconduct is a violation of the general rules which may results in disciplinary action by the Company, including immediate dismissal.

(ii) Diversity and Inclusion

The Company intention is to retain and create a diverse workforce as the Company believe this will lead the employees to outperform the peers of the Company. The Company believes a wide band inclusion helps to foster nation building and create a harmonious and productive environment.

(iii) Anti-Harassment

The Company provide a work place that is free from harassment of any kind of offensive or disrespectful conduct. Harassment in workplace is an unwanted behaviour directed at another employee that could be on-off or pervasive and has the purpose or effect of violating the employee's dignity or creating an intimidating, humiliating, degrading or offensive environment for the employee. Sexual harassment may consist of verbal, visual or physical conduct of a sexual nature that is unwelcome or makes someone feel uncomfortable.

All directors and employees should never act in any form of harassing manner or cause your co-worker to feel uncomfortable in the workplace. The Company does not tolerate any form of harassment and violence that affect the physical, emotional and psychological well-being of employees.

Any issue related to discrimination or any form of harassment must be reported immediately to your Superior/ Manager/ Head of Department/ HR Department.

(iv) Safety & Health

Ta Win Group is committed to the Health and Safety of all our employees. All directors and employees of the Company are encouraged to participate in developing, implementing, and enforcing Health and Safety policies of the Company. All employees must take all reasonable steps to prevent accidents and never sacrifice safety for expedience.

The Company encourage you to abide by safety requirements and should you encounter any unsafe area or process, please inform HR Department immediately.

(C) CONFLICT OF INTEREST

Directors and employees should endeavour to avoid situation that present a potential or actual conflict between their interest and the interest of the Company. If Employee at any time thinks that he/she may have a potential or actual conflict of interest, he/she is obliged to disclose the conflict promptly to the Board, any situation that may be, or appear to be, a conflict of interest so that a determination can be made as to the existence and seriousness of an actual conflict. If a conflict of interest, potential or otherwise exists, it is required that the Conflicted Officers should be absent from the meeting which the Board discusses the matter unless the Conflicted Officers has been invited to be present in that meeting to clarify or assist in the discussion of the matter and not to vote on matter.

The obligations to act in the best interest of the Ta Win Group, a "conflict of interest" may occur when:-

- (a) a person's private interest interferes in any way, with the interest of the Company;
- (b) a director and employees or his/her family member takes an action or has an interest that may make it difficult for that officer to perform his/her work objectively and effectively; or
- (c) a director and employees or his/her family member receives improper personal gains as a result of the officer's position in the Company.

Directors and employees shall not use information gained in the course of their duties for personal gains, to seek to use the opportunities they acquire in the course of their tenure as officers of the Company and/or its subsidiaries to promote their private interests or those of connected persons, firms, business or other entities.

(D) CONFIDENTIAL INFORMATION

Directors and employees shall not divulge to any person or third-party information of a confidential nature relating to the business of the Company or any associated company or clients of the Company (including the identities of the same), except where it is required by law or is reasonably necessary for the purpose of carrying out the employee's duties whilst in the employment of the Company. Directors and employees are required to protect Ta Win Group's confidential information and guard them against unauthorised disclosure or use.

(E) COMPLIANCE WITH LAWS, RULES AND REGULATION

Ta Win Group is committed in carrying out activities and business the right way, by acting ethically and consistently with this Code, its policies and all applicable laws, rules and regulations. Directors and employees of the Company must abide by and adhere to all laws, rules and regulations governing the way Ta Win Group operates its business, including any standards and directives from statutory or regulatory bodies (where applicable).

Directors and employees must familiarise themselves with the laws, rules, regulations, directives, license/permit conditions, codes, standards and terms and conditions of agreements and contracts applicable to their business function and roles.

3. CONTRARY TO THE CODE OF CONDUCT

Save from the above, the following are acts which the Company considers unacceptable. All directors and employees are discouraged to engage in such acts which may attract disciplinary action which may include reprimand, warning, suspension, dismissal, termination, etc:-

- (a) Using the Company's contacts to advance their private business or personal interests at the expense of the Company, its clients or affiliates;
- (b) Divulge company's confidential or sensitive information to outsiders;
- (c) Disregard the law or regulations of governing bodies;
- (d) Being absent from work without a valid reason;
- (e) Wilfully damaging, destroying or stealing property belonging to fellow employees or the Company;
- (f) Fighting or engaging in a disorderly conduct;
- (g) Refusing to follow or failing to carry out the reasonable instructions of a supervisor;
- (h) Ignoring work duties or wasting time during working hours;
- (i) Coming to work under the influence of alcohol or any drug, bringing alcoholic beverages or drugs to the company property;
- (j) Using threatening or abusive language towards a fellow employee or superior;
- (k) Failing to wear clothing conforming to standards set by the company;
- (l) Being late or taking unexcused absences from work;
- (m) Not taking proper care of, neglecting or abusing company equipment's, tools or property;
- (n) Using company equipment, tools or property in an unauthorised manner;
- (o) Possessing firearms or weapons of any kind on company property;
- (p) Instigating fellow employees to go on a riot; and
- (q) condoning, facilitating or supporting any activity that is even remotely associated with money laundering or financing of terrorism.

4. REPORTING OF NON-COMPLIANCE

Employees are encouraged to report to their immediate superior or other appropriate personnel about observed behaviour that they believe may be non-compliance with the Code.

The Group will keep confidential the identity of the person reporting a possible non-compliance with the Code. Reprisal against the person who has, in good faith, reported non-compliance or suspected non-compliance is strictly prohibited.

5. REVIEW OF THE CODE

The Board will monitor compliance with the Code and review the Code regularly to ensure that it continues to remain relevant and appropriate.

6. WAIVER OF THE CODE

Waiver of the Code may be made by the Board or the appropriate Committee of the Board. Waiver of the Code may be granted on a case-by-case basis and only in extraordinary circumstances.