

TA ANN HOLDINGS BERHAD

CODE OF ETHICS

1. APPLICATION

This Code of Ethics (Code) is intended to apply to all employees of Ta Ann. Although this Code is mainly prepared for Ta Ann employees, the application is also extended to directors and external stakeholders, such as contractors, sub-contractors, consultants, agents, and corporate representatives, where applicable.

This Code emphasizes the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness, which are critical for the Company's continued success and enhancement.

2. CORE VALUES

- (a) ***Integrity***
To conscientiously maintain highest degree of integrity, credibility and goodwill.
- (b) ***Commitment and Discipline***
To display a high sense of commitment and discipline.
- (c) ***Loyalty***
To give undivided loyalty to Ta Ann at all times and display group cohesiveness through shared vision and mission.
- (d) ***Excellence and Professionalism***
To strive towards high standard of excellent and professionalism in executing duties.
- (e) ***Improvement and Innovative***
To adopt continuous improvement and innovation approaches in the course of carrying out duties.
- (f) ***Cost Efficiency***
To stay competitive through cost efficiency management.
- (g) ***Clean***
To avoid conflicts of interest, and to refrain from taking advantage of the position to pursue personal interest at the expense of Ta Ann in pursuit towards achieving clean and corrupt-free working environment.

3. INTEGRITY AND ETHICAL PRACTICES

3.1 Duties and Instructions

- (a) Employees shall at all times honestly, faithfully and diligently perform such duties, accept such responsibilities as may from time to time be assigned to them by the Company to the best of abilities and comply with reasonable

instructions of the management, supervisor or any other employees duly authorized to give instructions.

- (b) Employees shall obey and comply with all orders and directions given to him by the Company and faithfully to observe all the rules, regulations, procedures, practices and arrangements of the Company for the time being in force for the management of the Company's business and properties or for the control and good conduct of the Company's employees.
- (c) Employees shall at all times endeavour to the utmost of their ability to promote and advance the interest of the Company.

3.2 Conflict of Interest

- (a) Employees shall be expected to devote the whole of their time and attention to the service of the Company and shall not employ themselves or be engaged concerned or interested either directly or indirectly in any business or occupation or any kind whatsoever either alone or jointly with any other person, firm or company without the prior written consent of the Company.
- (b) Employees are not allowed to participate in or influence the purchase of goods and services from any company or person in which or through which that employees have or will obtain a direct or indirect interest or benefit.

3.3 Fighting Corruption and Unethical Practices

(a) Gift or Favours

No employee shall accept any form of gifts or favours from contractors, suppliers, buyers, or any other party having business dealings with the Company.

(b) Graft and Invitation to Graft

No employees shall in any manner or form offer on behalf of the Company or receive an offer or graft or a bribe for his own benefit, or the benefit of his relatives or spouse.

(c) Anti-Bribery and Anti-Corruption Compliance

Employees shall instil and propagate integrity and good business ethics in the course of day-to-day business operations in tandem with the Company's zero tolerance towards bribery and corruption. Employees shall be subject to disciplinary action for non-compliance.

3.4 Company's Property and Reputation

- (a) Employees shall be responsible for loss and damage to uniforms, working equipment and all properties of the Company entrusted to them. Any misuse of Company's properties or failure to report misuse by others could result in severe disciplinary action being taken against him.

- (b) Employees must at all times conduct themselves with propriety and decorum and not cause or calculated to cause damage to the Company's reputation.

3.5 Information Confidentiality and Disclosure

- (a) Employees are not permitted during or after the termination of their employment to disclose any information relating to data, reports, specification, designs, drawing, accounts or any other documents concerning the business of the Company. On termination of employment, all such documents or computer programme must be surrendered to the Company.
- (b) No employee without the written authority of the Management or unless required by law to do so, shall divulge or communicate to any individual any documents or papers or contents thereof, or any other information which he may be in possession of or has access to in the course of his employment.

3.6 Publications and Press Interview

It is an express condition of employment that employees should not publish articles which are based on official information or make statements to media on the policies or decisions concerning the Company or any subsidiaries or associated companies and their place within the industry without first having had the consent of the Management. Any approach from any representative of the media should be directed to the Management.

4. WORK ENVIRONMENT AND EMPLOYMENT

4.1 Workplace Environment and Culture

The Company commits to ensuring a productive, safe and healthy working environment for all employees, contractors, and visitors. Employees are therefore expected to treat each other with respect and to value each other's differences and the diverse perspectives or culture those differences bring.

4.2 Equal Opportunity Employment

The Company supports all principles of providing equal employment opportunities to all employees, who shall be recognised for their skills, knowledge, experience and performance. Employees shall play their roles in upgrading or upskilling themselves through various development and training programmes to strengthen the workforce.

4.3 Marriage and Transfer

- (a) In the event of a marriage between employees of the Company within the same department, one partner to the marriage shall be relocated to another department or subsidiary company.

- (b) Employees are subject to transfer at any time to any office or station at any location of the Company or subsidiaries or associate companies where appropriate.

4.4 Outside Employment or Business Activities

Employees shall devote time and attention to the fulfilment of employment with the Company and may not take up other employment or gainful activity, or be involved in any outside business activities, in whatever capacity without the express permission and approval from the Management. If the employee had been engaged in such activities prior to employment with the Company, the employee has the obligation to disclose the information to the Company upon employment.

4.4 Corporate Social Responsibility

Employees shall share interest and support the Company's mission to integrate corporate social responsibility (CSR) into business practices and culture in partnership with other stakeholders to promote the growth of the community in tandem with the sustainable growth of the Company, which focus on community care, workforce, safety and healthy, and environment management.

5. SAFETY, HEALTH AND ENVIRONMENT

5.1 Dress Code

All employees shall dress neatly and appropriately with the sets of uniform provided or decently attired for those without uniform, at all time during office working hours.

5.2 Sustainable Development and Environment

All employees shall continuously apply the best practices as part of Company's absolute commitment towards sustainable development and environmental safeguarding.

5.3 Harassment and Discrimination

The Company is responsible to promote a safe and healthy working environment which is free from all forms of unlawful harassment and discrimination. Employees are strictly prohibited from engaging in any form of harassment, humiliation, intimidation and discrimination based on an employee's race, colour, religion, gender, age, marital status, national origin, national ancestry, sexual orientation, disability, or any other proscribed factors or personal attributes.

Prohibited unlawful harassment includes, but is not limited to, the following behaviours:

- (a) Verbal conduct such as epithets, derogatory jokes or comments, slurs, or unwanted sexual advances, invitations or comments;

- (b) Visual conduct such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings or gestures;
- (c) Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with work because of gender, race or any other protected basis;
- (d) Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss, and offers of employment benefits in return for sexual favours; and
- (e) Retaliation for having reported or threatened to report harassment.

6. DISCIPLINARY PROCESS

6.1 Good Conduct and Discipline

All employees shall maintain discipline, good conduct and decorum at all time to ensure smooth running of day-to-day business operation and for the common good of the Company and employees.

6.2 Misconduct

Any action or conduct which is inconsistent with the due performance of obligations to the Company, including breach of discipline and violation of this Code, terms and conditions in employment letter, and established rules, regulations, policies and procedures set out by the Management, shall be taken or construed as misconduct and subject to disciplinary action.

Following is the list (not to be taken as exhaustive) of misconduct liable to disciplinary action:

- (a) absenteeism, unpunctuality, tardiness, and insubordination;
- (b) negligence, neglect or dereliction of duty, including sleeping while on duty;
- (c) participation in an illegal strike or abetting, indicating, instigating or acting in furtherance thereof;
- (d) theft, fraud, dishonesty and misappropriation in connection with the business or property of the company or of another employee within the premises of the Company;
- (e) infringement of safety and health regulations;
- (f) deliberate and wilful damage to, removal without authorisation and misuse of the Company's property or resources;
- (g) taking or giving bribes or receiving any illegal gratification whether in monetary terms or otherwise;
- (h) falsifying or destroying company records;

- (i) drug or alcohol abuse and gambling on the job or that affects work performance;
- (j) violence, abusing, assaulting or threatening to assault or to injure or harm other employees, contractors, agents, buyers, suppliers or visitors of the Company.
- (k) possession of any lethal weapon in the company premises;
- (l) disclosure of Company's information and affairs of a confidential nature to unauthorised person without prior permission of the Company;
- (m) employment with any other organization or employer without the prior written consent of the Company;
- (n) engage in money laundering activities or involve in insider dealing;
- (o) conviction of criminal court; and
- (p) breach or abetment of breach of any law, rules, regulations or orders applicable to the Company's business and operations.

6.2 Disciplinary Process

Employees are responsible to ensure full compliance with all the provisions in this Code of Ethics and to seek guidance or advice where necessary from their Head of Department or the Human Resource Department.

The Company retains the right to take disciplinary action, including the possibility of dismissal, legal proceedings or criminal sanctions, against any employee employed by the Company for failure to comply with this Code and in the event of any misconduct on the part of employee.

7. FINANCIAL ACCOUNTING AND REPORTING ACCURACY

7.1 Report Accuracy

All employees play a role in true, honest and accurate reporting, including those relating to payments, claims, bills, invoices, financial statement, etc.

As a public listed company, all disclosure of financial reporting with Bursa Malaysia and other public statements and communications must be accurate, full and fair.

7.2 Internal Controls and Procedures

In preparation, maintenance, and disposing of Company's records and financial reporting, all employees must comply with the Company policies and procedures, and current laws and regulations to safeguard and support the integrity and accuracy of those records and financial reports.

WHISTLE BLOWING POLICY

1. OBJECTIVES

All employees are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, and in an appropriate way.

This policy not only covers possibly improprieties in matters of financial reporting, but also:

- Fraud;
- Corruption, bribery or blackmail;
- Criminal offences;
- Failure to comply with a legal or regulatory obligation;
- Miscarriage of justice;
- Endangerment of an individual's health and safety; and
- Concealment of any or a combination of the above.

2. Reporting

If any employee believes reasonably and in good faith that malpractice exists in the work place, the employee should report this immediately to the Manager / General Manager / Chief Operating Officer / Chief Executive Officer. However, if for any reason the employee is reluctant to do so, then the employee should report the concerns to either the Group Company Secretary or Human Resource Manager.

If these channels have been followed and employees still have concerns, or if employees feel the matter is so serious that it cannot be discussed with any of the above, they should contact the Senior Independent Non-Executive Director, being the director identified in the company's annual report as one to whom concerns may be conveyed.

Employees who have raise concerns internally will be informed of who is handling the matter, how they can make contact with them and if there is any further assistance required.

This reporting avenue is also extended to contractors, sub-contractors, agents, suppliers, buyers, consultants, and public members.

3. Confidentiality

Employees' identities will not be disclosed without prior consent. Where concerns cannot be resolved without revealing the identity of the employee raising the concern (i.e. if the evidence is required in court), a dialogue will be carried out with the employee concerned as to whether and how the matter can be proceeded.

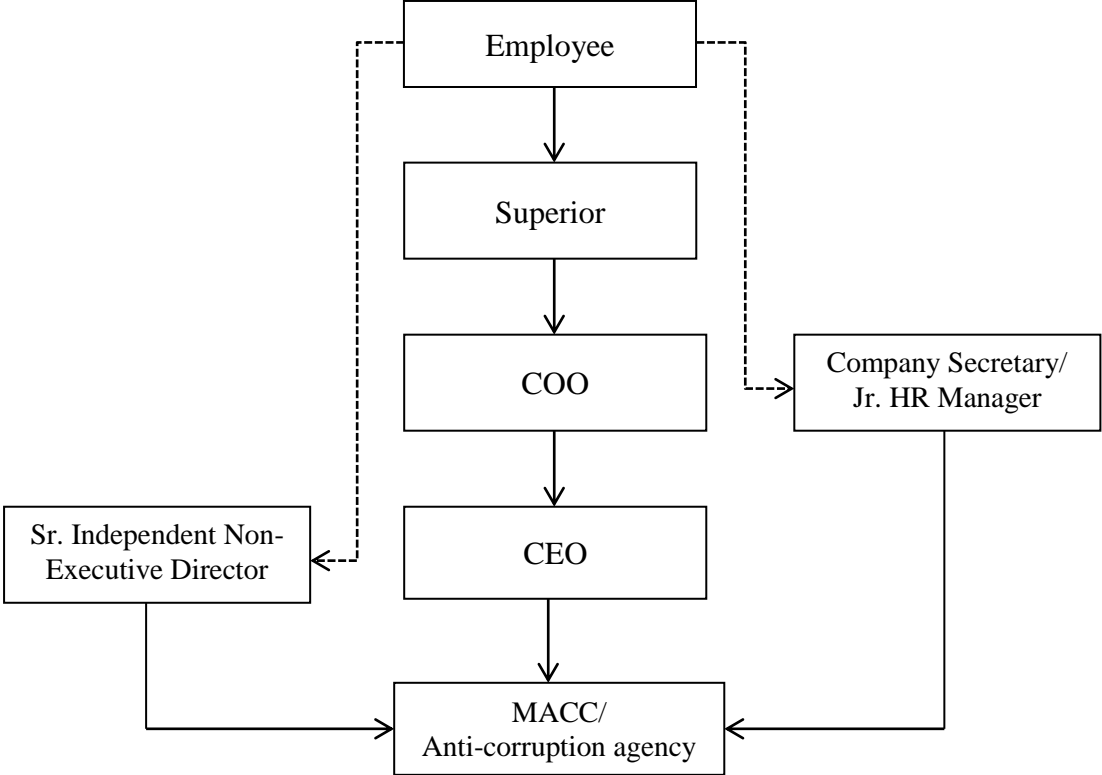
4. Reprisal and Immunity

Employees shall be protected against reprisals or retaliation, and immunity from disciplinary action from their immediate superior or the management if genuine report

is made in good faith with reasonable belief that the information/allegation is substantially true without malicious intent or for personal gain or agenda.

5. Reporting Process Flowchart

(i) For Company Employees



(ii) For Other Stakeholders

