



SGinvestors

Jardine Cycle & Carriage

GIFT AND
HOSPITALITY
POLICY

Effective Date: August 2020

PURPOSE

To establish guidelines on the giving or receiving of gifts and hospitality to and from Government Officials, customers, business partners, and/or other third parties.

SCOPE

This policy applies to all employees of the following companies, being persons under a contract of employment with any of such companies (collectively referred to after this as “**Employees**” or individually as “**Employee**”):

- (i) Jardine Cycle and Carriage Limited (hereafter “**JC&C**” or “**Company**”);
- (ii) subsidiaries of JC&C which are incorporated in Singapore (referred to after this as “**Cycle & Carriage Singapore**” or “**CCS**”), Malaysia (referred to after this as “**Cycle & Carriage Bintang**” of “**CCB**”) and Myanmar (referred to after this as “**Cycle & Carriage Myanmar**” or “**CCM**”), now and in the future.

These include but are not limited to the following:

CCS	CCB	CCM
<ul style="list-style-type: none"> • Cycle & Carriage Industries Pte. Limited • Cycle & Carriage Automotive Pte Limited • Cycle & Carriage Kia Pte Ltd • Cycle & Carriage France Pte. Limited • Cycle & Carriage Leasing Pte Ltd • Diplomat Parts Pte Limited • Republic Auto Pte Ltd 	<ul style="list-style-type: none"> • Cycle & Carriage Bintang Berhad • Cycle & Carriage Bintang (Northern) Sdn. Bhd. • Cycle & Carriage Bintang (Perak) Sdn. Bhd. • Lowe Properties Sdn. Bhd. 	<ul style="list-style-type: none"> • Cycle & Carriage Automobile Myanmar Company Limited • Cycle & Carriage Automobile Alliance Company Limited

- (iii) PT Tunas Ridean Tbk (“**Tunas**”)

JC&C together with CCS, CCB, CCM and Tunas shall collectively be referred to as the “**JC&C Group**”, and each “**a member of the JC&C Group**” or “**JC&C Group Company**”.

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1.0 DEFINITIONS

- 1.1. **Gift** – means any money, fees, rewards, commissions, loans, valuable property or service of any value that is given or received voluntarily and without compensation (or at an obvious undervalue). It includes Promotional Items as well as discharge or release of any loans, liabilities or otherwise.

- 1.2. **Government** – (a) any agency, branch, department, or other government entity of any national, regional or local public authority, (b) any international public organization (e.g. the International Monetary Fund, the United Nations, the World Trade Organisation), or (c) any entity that has power to act relating to public health, utility, or to administer monies raised or levied by tax or charges pursuant to written law.
- Government Official** - Any officer, employee, agent, or person acting for or on behalf of any Government entity.
- 1.3. **Hospitality** – means any form of accommodation, drink, meal, entertainment, cultural or sporting event, theatre event, recreation and travel or transportation.
- 1.4. **JC&C Group Products** - Goods produced by or for any member of the JC&C Group in the ordinary course of business, which is sold by such member or which such member may sell. Promotional Items are not considered to be JC&C Group products.
- 1.5. **Promotional Item** - is a commemorative, marketing or promotional object of nominal value, marked with the name, logo, or other registered or licensed mark of any JC&C Group Company or Third Party of a JC&C Group Company, as the case may be. Examples of Promotional Items include but are not limited to bags, caps, coffee mugs, pens, thumb drives, and shirts.
- 1.6. **Third Party** – means a customer (non-Government purchaser, lessor, or end user of JC&C Group Products and/or services), prospective customer, supplier, prospective supplier, distributor or dealer, prospective distributor or dealer, or any person with whom any JC&C Group company may do business with, but shall not include a Government Official.

2.0 STATEMENT OF POLICY

- 2.1 JC&C Group recognises and accepts that the occasional offer / acceptance of an appropriate Gift or Hospitality can make a valuable contribution to the development and maintenance of good business relationships.
- 2.2 Subject to clause 2.8.5 which shall govern Gifts or Hospitality to be given to or accepted from a Government Official, Employees may, exercising sound judgment, offer, provide, or accept Gifts or Hospitality to or from Third Parties in accordance with this policy and allowed by applicable laws. Employees must ensure that such Gifts and/or Hospitality must not be too frequent or lavish, or done with deliberate intention to gain an unfair business advantage.
- 2.3 The receiving, offering, or providing of Gifts or Hospitality should be for relationship building purposes only. Gifts or Hospitality that appear to or is intended to (a) establish an obligation on the recipient or expectation by the giver, (b) influence the impartiality of the recipient or result in preferential treatment by the recipient, or (c) be for a particular purpose, matter or transaction, whether actual, proposed or likely to take place, are prohibited.
- 2.4 Employees must be prudent and evaluate what, if anything, is expected in return when a Gift or Hospitality is offered to or received from a Third Party or Government Official. A Gift or Hospitality that is used for the purpose of influencing a business decision towards the benefit of a JC&C Group company would be considered a bribe and is prohibited.

- 2.5 Gifts or Hospitality should never be in the form of cash or a cash equivalent (Gift cards, certificates, vouchers or “red packets”).
- 2.6 Employees shall not use their personal funds to purchase Gifts or Hospitality, save where the amount for such Gifts or Hospitality is reimbursable by the JC&C Group to such Employee. In addition, Employees are prohibited from loaning their personal funds in any form, whether cash, cash equivalent, or any items of value, to Third Parties or Government Officials, except as permitted herein and by applicable law.
- 2.7 **Accepting Gifts or Hospitality (from Third Parties)**

2.7.1 Gifts and Hospitality of Nominal Value

2.7.1.1 In respect of each of JC&C, CCS, CCB or CCM, Gifts or Hospitality of nominal value (of less than USD35 or its equivalent in local currency) or Promotional Items that are for business use may be accepted by an Employee without approval.

2.7.1.2 In respect of Tunas, Gifts or Hospitality of nominal value (of less than IDR 250,000) or Promotional Items that are for business use may be accepted by an Employee without approval.

2.7.2 Gifts and Hospitality Above a Nominal Value

2.7.2.1 Gifts or Hospitality with a perceived value of above USD35 (or its equivalent in local currency) or IDR 250,000 (as the case may be) may be accepted by an Employee, but only upon fulfilment of all of the following conditions:

2.7.2.1.1 Within one (1) week from the date the Gift or Hospitality was received or from the date on which the Employee learned that a Gift or Hospitality would be provided, whichever date was earliest, the Employee must declare such Gift or Hospitality through (a) submission of a completed Receipt of Gift and Hospitality Declaration Form (**see Appendix A**) or (b) via the Workday platform (as the case may be) to:

CCB	Head of HR
CCM	Head of HR
CCS	Divisional Manager - HR
Tunas	Head of HR
JC&C	Regional Director, HR

[All employees who are on Workday should make their declaration through the Workday platform.]

2.7.2.1.2 Written approval must be obtained from the relevant aforementioned HR leader.

2.7.2.1.2.1 The relevant HR leader will, after discussions with senior management, advise the Employee whether the Gift or Hospitality may be accepted, and what, if any, requirements must be followed for

the Gift or Hospitality to be retained, or if the Gift or Hospitality is prohibited and must be refused. The Employee is required to comply with the directive issued.

2.8 Giving Gifts and Hospitality (to Third Parties)

2.8.1 Subject to the terms of this Policy (in particular, Clauses 2.2, 2.3, 2.4, 2.5, 2.6, 2.8.4 and 2.8.5), Employees may give Gifts or Hospitality to Third Parties but only for the legitimate purpose of promoting good business relations. Such Gifts or Hospitality shall:

- a) meet the requirements of the Jardine Code of Conduct and applicable JC&C policies;
- b) not be lavish and frequent;
- c) Not be illegal;
- d) not consist of any illegal or immoral items, activities or experiences which may harm the reputation of the JC&C Group or any JC&C Group Company (e.g. gifting of weapons, or activities involving hostesses, drugs, masseurs, etc);
- e) be allowed under the internal policies of the Third Parties;
- f) be paid with funds of the relevant JC&C Group Company and be accurately reflected in books and records of that JC&C Group Company; and,
- g) be expensed and approved in accordance with the relevant Limits of Authority applicable to that JC&C Group Company.

2.8.2 It is the responsibility of the Employee making and/or sponsoring the Gift or Hospitality to make reasonable efforts to inquire into the recipient Third Party's policies on Gifts and Hospitality and to ensure that the proposed Gift or Hospitality complies with those policies.

2.8.3 Subject to the terms of this Policy, Promotional Items may be given by Employees to Third Parties without management approval, subject to the recipient's internal policies.

2.8.4 **Third Parties – Specific Guidance on Giving Gifts and Hospitality in Commercial Settings**

JC&C, CCS, CCB and CCM

2.8.4.1 In respect of each of JC&C, CCS, CCB and CCM, Gifts and Hospitality may be provided to Third Parties without pre-approval from the employee's Head of Department and/or approving officer under the Workday system, as the case may be (HOD) if they do not exceed USD100 per person per occasion.

2.8.4.2 Gifts and Hospitality to Third Parties which are anticipated to exceed USD100 per person per occasion must, as far as practicable, be pre-approved by the Employee's approving officer through:

- 2.8.4.2.1 Submission of the Pre-Approval / Post-Approval Gift and Hospitality Giving Form (see attached Appendix B) (whether via manual submission of such Form, or via Workday).

2.8.4.2.2 approval is obtained from the employee's approving officer (whether via manual approval of such form, or via Workday).

[As far as possible, employees who are on Workday should make their submission of the Pre-Approval / Post-Approval Gift and Hospitality Giving Form via Workday.]

2.8.4.3 There may be circumstances from time to time when pre-approval cannot be obtained. If pre-approval is not possible, or was not obtained, then post-approval by the employee's approving officer must be requested as soon as practicable and, in any event, not more than 90 days after the giving of such Gift or Hospitality. This only applies to impromptu lunch and dinners. Other forms of gifting such as travel, lavish gifts exceeding the stipulated threshold is strictly prohibited. The employee shall not use his personal funds to fund such Gift or Hospitality to avoid obtaining post-approval under this Clause (as per Clause 2.6 of this Policy).

Tunas

2.8.4.4 In respect of Tunas and notwithstanding any other Clause in this Policy, every Gift and/or Hospitality (regardless of amount) to be provided to third parties shall be approved by at least two (2) directors.

2.8.5 **Government Officials - Specific Rules on Giving Gifts and Hospitality**

Gifts and Hospitality given to Government Officials expose the JC&C Group to higher risks under anti-bribery and corruption laws. As such, separate rules are set out under this Clause for the offering and giving of Gifts and Hospitality to Government Officials.

Singapore, Malaysia and Indonesia

2.8.5.1 Gifts and/or Hospitality to Government Officials are strictly prohibited, and no Employee is permitted to give any Gift or Hospitality to any Government Official in each of Singapore, Malaysia or Indonesia.

Myanmar

2.8.5.2 Gifts and Hospitality to Government Officials shall not exceed (a) MMK25,000 (approximately US17) per person per occasion or (b) MMK 100,000 (approximately US68) per person per calendar year. All Gifts and Hospitality to the same Government Official by all Employees of the JC&C Group are to be aggregated.

2.8.5.2.1.1 It is the responsibility of the respective HODs to ensure that the aforementioned annual limits are not exceeded. Each respective HOD should check with their respective HR managers when in doubt.

2.8.5.2.1.2 Any and all Gifts and Hospitality to Government Officials must be pre-approved by the Employee's approving officer through:

2.8.5.2.1.2.1 Submission of the Pre-Approval / Post Approval Gift and Hospitality Giving Form (see attached **Appendix B**).

2.8.5.2.1.2.2 Written approval is obtained from the Employee's approving officer.

2.8.5.3 Employees are required to obtain pre-approval to offer or provide Gifts or Hospitality to Government Officials. No exceptions will be permitted.

2.8.5.4 Entertainment provided to Government Officials accompanied by their spouses shall not include payment for Hospitality expenses of spouses of the Government Officials.

General (to apply to all jurisdictions)

2.8.5.5 Gifts and Hospitality must not be given to any agent, subcontractor, intermediary, person, company, or other third party with the knowledge or intent that all or part of the Gift or Hospitality may be offered, promised, or given, directly or indirectly in violation of this policy or applicable law.

2.8.5.6 Any exception(s) to the above rules must be specifically approved by JC&C's Legal and Corporate Affairs Department. For the avoidance of doubt, notwithstanding such specific approval from JC&C's Legal and Corporate Affairs Department being obtained, the relevant pre-approval process set out in Section 2.8.4 must still be obtained.

2.8.6 **Special and Regional Considerations**

2.8.6.1 **Congratulatory & Condolence Gifts:** In certain countries, it may be customary to provide a congratulatory Gift or Hospitality, (e.g., at the opening of a business or as condolences for a funeral of a relative of a Third Party or Government Official). In those instances, it is recommended that cash not be given. Instead, a bouquet of flowers or a fruit basket would be a more suitable offering. If local custom dictates that a small cash amount be provided, the Employee's approving officer must approve such a Gift, subject to this policy.

2.8.6.2 **Personal Relationships with Gift Recipients:** The JC&C Group recognises that Employees may have had past personal relationships with Third Parties or Government Officials prior to their employment with the relevant JC&C Group Company. Employees are permitted to provide Gifts and Hospitality to such individuals provided that such Gifts and Hospitality are at the Employee's own personal expense, are given in the Employee's personal capacity and not given on behalf of the relevant JC&C Group Company, and the recipient is made aware of it.

The approval processes set out under Section 2.8.4 shall similarly apply to the Gifts or Hospitality set out under Section 2.8.6.

3.0 NO EXCEPTIONS

Failure to comply with this policy is a violation of the Jardine Code of Conduct and is the basis for disciplinary action that may include termination of employment. In some cases, individual civil or criminal penalties may also apply.

4.0 APPENDICES

4.1 Form A – Receipt of Gift and Hospitality Declaration Form

4.2 Form B – Pre-Approval Gift and Hospitality Giving Form

5.0 POLICY REVISION HISTORY AND CONTROL

Policy GIFTS AND HOSPITALITY POLICY		Policy Number	Page
			8 of 10
Issue Date August 2020		Revision Number 2	Revision Date N/A
Scope See “Scope” section above	Effective Date Aug 2020	Approved By Group Managing Director	
		Policy Owner(s) Compliance Division	

Appendix A

Receipt of Gift and Hospitality Declaration Form

Receipt of Gifts or Hospitality, whether offered or actually given by the Third Party, must be formally registered using this form, within 7 working days of the offer.

Name of the JC&C Group Company			
Employee Name		Dept and Unit	
Contact details			

I confirm that I have been offered Gift(s) or Hospitality as follows:

Details of the Gift(s) or Hospitality:		
Date Gift or Hospitality was offered:		
Estimated value:		
Name of Organisation / person offering the Gift or Hospitality:		
Relationship of the Organisation or person with the JC&C Group Company		
If you have refused the Gift or Hospitality, please tick box		<input type="checkbox"/>

Employee Signature	Date
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Directive issued:	
(Directive could include: authorise acceptance, authorise sharing with other JC&C employees, authorise item(s) to be raffled, not authorised to accept)	

	Relevant HR Approval	Signature	Date
CCB	Head of HR		
CCM	Head of HR		
CCS	Divisional Manager - HR		
Tunas	Head of HR		
JC&C	Regional Director, HR		

The relevant Human Resources leader shall retain a copy of this form for monitoring and auditing purposes

APPENDIX B Pre-Approval / Post-Approval Gift and Hospitality Giving Form

The offering and providing of Gifts and Hospitality must be formally registered.

Name of the JC&C Group Company			
Employee Name		Dept and Unit	
Contact details			

I intend to offer Gift(s) or Hospitality as follows:

Is the Gift or Hospitality being given to a Third Party or a Government Official? <i>(check the appropriate box)</i>	Third Party <input type="checkbox"/>	Government Official <input type="checkbox"/>
<i>For Gifts and Hospitality to Government Officials, Employees are required to obtain pre-approval and no exceptions will be permitted.</i>		
Can the Third party or Government Official accept the Gift or Hospitality according to their own internal policies?	YES <input type="checkbox"/>	NO <input type="checkbox"/>
Details of the Gift(s) or Hospitality:		
Date Gift or Hospitality will be offered:		
Estimated value:		
Name of Organisation / person to be offered the Gift or Hospitality:		
Relationship of the Organisation or person with the JC&C Group Company		

Employee Signature	Date
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Approving officer Name		
Directive issued by approving officer		
Approving Officer Signature	Date	

Both the Employee who offers or provides the Gift or Hospitality and the Head of Department shall retain a copy of this form for monitoring and auditing purposes.