



*Professional and Integrity*

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

**30<sup>th</sup> September, 2021**

## 1. Tele Dynamics Global Com Sdn. Bhd's Commitment

Tele Dynamics Global Com Sdn. Bhd (“hereinafter referred to as “TDGC”) are committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the company’s daily operations. TDGC has adopted a zero tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in the Company losing its business or not meeting the targets.

TDGC’s Anti-Bribery and Anti-Corruption Policy (“this Policy”) leverages the core principles set out in TDGC’s Code of Conduct (“COC”). The scenarios provided within this Policy do not limit the boundaries of the Policy which may be extended to cover all circumstances relating to bribery. Compliance to the Policy is mandatory and will be monitored with a principle-based approach.

## 2. Background

TDGC highlighted Integrity as the first core values in the COC. Each Employee shall uphold high levels of personal and professional values in all business interactions and decisions.

The nature of TDGC’s business requires its employees to engage in business with a wide range of parties, both internal as well as external. This Policy establishes the boundaries on interactions with all parties.

## 3. Objective

This Policy sets out TDGC’s position on bribery in all its forms and matters of corruption that might confront TDGC’s in its day to day operations.

This Policy also provides guidance on how to act when subjected to potential acts of bribery and matters of corruption.

## 4. Scope

This policy applies to all Directors and Employees of the Group and also to other business associates.

## 5. Definitions

The following definitions are included in this policy.

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| Bribery | Bribery is defined as any action which would be considered as an offence of giving or receiving ‘gratification’ under Malaysia Anti-Corruption Act 2009 (“MACC Act 2009”).<br>In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person a position of trust to show favour or disfavour in accordance with the will of the offeror.<br>‘Gratification’ is defined in the MACC Act 2009 to mean the following:<br><ol style="list-style-type: none"><li><i>money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether Page 4 of 13 movable or immovable, financial benefit, or any other similar advantage;</i></li></ol> |
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|                           | <ol style="list-style-type: none"> <li>2. <i>any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</i></li> <li>3. <i>any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</i></li> <li>4. <i>any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</i></li> <li>5. <i>any forbearance to demand any money or money's worth or valuable thing;</i></li> <li>6. <i>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</i></li> <li>7. <i>any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (1) to (6).</i></li> </ol> <p>Bribery may be 'outbound', where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or client decision-maker.</p> <p>It may also be 'inbound', where an external party is attempting to influence someone within the Group such as a decision-maker or someone with access to confidential information.</p> <p>Essentially, bribery is a form of corruption.</p> |
| Business Associate        | An external party with whom the organisation has, or plans to establish, some form of business relationship. This primarily include Counterparties and Business Partners (as defined in the COC), i.e. clients, customers, outsourcing service providers, contractors, consultants, suppliers, vendors, business partners, advisers, agents and representatives.   |
| Corruption                | For the purpose of this policy, corruption, is defined primarily as any action which would be considered as an offence of giving or receiving 'gratification' under the MACC Act 2009.   |
| Conflict of interest      | When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making of the Group.   |
| Donations and Sponsorship | Charitable contributions and sponsorship payment made to support the community.  |
| Directors                 | Directors include all independent and non-independent directors, executive and non-executive directors of TDGC and shall also include alternate or substitute directors.   |
| Exposed Position          | A staff position identified as vulnerable to bribery through a risk assessment. Such positions may include but is not limited to any role involving procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the company has identified as vulnerable to bribery.   |
| Facilitation payment      | A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.   |
| Corporate Gift            | Something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift.   |
| Novelty Item              | Novelty items may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the company's   |

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|               | brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Novelty items normally bear the company name and logo and are of nominal value. Examples of novelty items include items such as diaries, T-shirt, pens, notepads and plaques.  |
| Festive Gift  | Any form of festive gift is not allowed.  |
| Personal Gift | Something given from one individual to another, with the intention of creating or enhancing a personal relationship. The gifts are given in a private setting, without the knowledge or approval of the company management of one or both parties. Personal gifts may include cash, cash equivalents such as credit cards, bitcoin or savings accounts, electronic items, watches, luxury pens, property, vehicles, free fares, interest free loans, lottery tickets, travel facilities, entertainment, services, club memberships, any forms of discount or commission, jewelleries, decorations, souvenirs, vouchers or any other valuable items. |
| Employees     | All individuals directly contracted to the Group on an employment basis, including permanent and temporary employees and Directors.   |

## 6. Anti-bribery and anti-corruption commitment

- a) All forms of bribery and corruption are prohibited. TDGC upholds a zero tolerance approach. In addition to bribery, Employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.
- b) Bribery may take the form exchange of money, goods, services, property, privilege, employment position or preferential treatment. Employees shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit the Group or the persons involved in the transaction.
- c) This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, Employees, agents and other appointed representatives at all levels. Even the perception of bribery is to be avoided.
- d) This Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- e) No Employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the company losing business or experiencing a delay in business operations.
- f) TDGC recognises the value of integrity in its Employees and Directors. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Employees, shall be designed to recognise integrity. TDGC conducts due diligence on employees who holds or may be holding, Exposed Positions.
- g) TDGC does not offer employment to prospective Employees in return for previous favour/in exchange of improper favour.

- h) TDGC awards contracts and employee positions purely based on merits. Support letters in all forms shall not be recognised as part of the business decision making process.

## **7. Recognition of local and international legislation**

- a) TDGC is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to the MACC Act 2009, Malaysian Penal Code (revised 1977) (and its amendments), the Companies Act 2016 (Malaysia), the US Foreign Corrupt Practices Act 1977 (amended 1998), and the UK Bribery Act 2010. These laws prohibit bribery and corruption. Organisations are mandated to establish and maintain accurate books and records as well as adequate measures to prevent corrupt practices.
- b) In cases of conflict between mandatory law and the principles contained in this Policy the law shall prevail.

## **8. Gifts, Hospitality and Expenses**

Reasonable gift and entertainment offered openly in the normal course of business and not during sensitive time such as tenders deadlines and award period to promote good are not bribes. In general, all employees and business associates shall decline or prohibit from offering lavish gifts during sensitive period to avoid the impression of offering or receiving bribes.

- a) A gift or a present is the transfer of something without the expectation of receiving something in return. Although gift-giving might involve an expectation of reciprocity, a gift is meant to be free.
  - i. Giving or accepting non-monetary personal gifts is not allowed without pre-approval if it is of nominal value and complies with TDGC obligatory guidance. The Company shall keep records of all such gifts.
  - ii. TDGC does not accept gifts which are given regularly and often.
  - iii. All gifts received must be reported to the Company and to be dealt with by the Management appropriately in accordance with SOP.
- b) Hospitality is the act or practice of being hospitable to Business Associates.
  - i. Entertainment and meals must serve a legitimate business purpose and should not include spouses or other guests of the invitee.
  - ii. Company obligatory guidance must be satisfied.
  - iii. Do not give or accept lavish or frequent entertainment which is not hosted.
- c) Business travel is the practice of people travelling for purposes related to their work and travel. Subsistence expenses describe the cost of spending on business travel, meals, hotels, sundry items etc. There may be occasions when TDGC wants to invite customers to a particular business event. Equally, TDGC may be invited to an event by a customer. Therefore, an obligatory guidance must be in place to prevent the risk of bribery.
  - i. Company obligatory guidance is satisfied
  - ii. The business travel expenses serves a legitimate business purpose

Such activities are classified as permitted hospitality, however subject to Company's approval.

## **9. Charitable Contributions / Donations**

Taking part in charity activities and company donations are part of TDGC commitment to society and a way to carry out corporate social responsibility. Donations include anything of value donated that can be in cash or in kind, such as goods and services subject to Company's approval.

- a) Donations must be transparent.
- b) Donations to private accounts or in cash are not permitted.
- c) Donations should always be given to a charitable organization and not to an individual.
- d) Donations made must be subject to Company's approval and must be recorded.

## **10. Political Contributions**

All form of political contributions are prohibited.

## **11. Sponsorship**

Sponsorship unlike charitable contributions is made for business objectives and usually for brand and reputation management purposes. Sponsorship can be made in cash or in kind but the sponsorship should bring real, measurable benefits to the business. Sponsorship activities can take place in the areas of sports, education and culture.

Sponsorship can be subjects to kickbacks; funds can be steered for corrupt purpose to "front" charitable purposes, sporting or philanthropic organizations or used to create undue influence such as sponsoring a favoured cause of a decision maker or customers. Therefore, every request is to be thoroughly scrutinised. All sponsoring activities must be approved by the Board of Directors. The amount should not be more than RM200.00.

## **12. Facilitation Payments**

- a) The Group adopts a strict stance that disallows facilitation payments.
- b) Employees are expected to notify their immediate superior when encountered with any requests for a facilitation payment. In addition, if a payment has been made and Employees are unsure of the nature, their immediate superior must be immediately notified and consulted. They must also ensure that the payment has been recorded transparently.
- c) The Group equally uphold the safety of all Employees as priority. In the event that an Employee's safety is at stake, a facilitation payment to protect the Employee is permitted if:-
  - i. that is the immediate available recourse to protect the safety of the Employee;
  - ii. the Divisional Managing Director/Group Chief Executive Officer's approval has been obtained; or, payment under the state of emergency had been undertaken, after

which the Divisional Managing Director / Group Chief Executive Officer's approval must be retrospectively obtained as soon as possible.

### **13. Business Associates**

- a) As part of TDGC's commitment to combat bribery, the Group expects all Business Associates to refrain from bribery.
- b) If suspicion of bribery and corruption arises in the dealings with any Business Associate, TDGC shall seek an alternative provider of the services / goods.
- c) TDGC expects all Business Associates acting on behalf TDGC to contractually agree to refrain from bribery and corruption, and to adhere to the Compliance Agreement.
- d) If TDGC is not satisfied that bribery and corruption prevention has been upheld, due diligence shall be undertaken with regards to any Business Associate intending to act on TDGC's behalf.
- e) The extent of the due diligence should be risk-based and shall include a bribery risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associate over another.
- f) TDGC shall endeavour to include clauses in all contracts enabling the Group to terminate any contract in which bribery or corruption has been observed.
- g) TDGC strives to build and strengthen its relationships with Business Associates. In ensuring that the Business Associate adhere to industry best practice and accepted standards of behaviour, Business Associates may be required to complete the Tele Dynamics Global Com Business Partner Compliance Verification or the Mutual Recognition form, where deemed necessary based on circumstantial requirements. Where the requirements may not be immediately apparent, Group Compliance & Integrity shall be consulted.

### **14. Responsibilities of Employees**

Employees are responsible for understanding and complying with this Policy. In particular, the role of all Employees includes the following:

- a) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
- b) Promptly record all transactions and payments accurately and in reasonable detail;
- c) Always raise suspicious transactions to immediate superiors for guidance on next course of action;
- d) Promptly report violations or suspected violations through appropriate channels;
- e) Promptly complete COC trainings and assessments, as well as attest to comply annually.

## **15. Conflict of interest**

Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of TDGC. Employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Employees must not use their position, official working hours, company resources and assets for personal gain or to TDGC's disadvantage.

## **16. Staff declarations**

- a) All new recruits shall complete trainings on the COC. New recruits are expected to pass the assessment at the end of the training and attest that the COC shall be complied with in the course of his/her employment.
- b) In addition, under circumstances of suspicious behaviour, allegations and/or investigations relating to bribery or corruption, TDGC's Compliance & Integrity and TDGC's Human Resources reserves all rights to request the relevant Employee to declare information regarding assets owned as deemed necessary.

## **17. Awareness and training**

- a) TDGC conducts awareness programmes for all Employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics. This includes the conference meeting COC training, assessment and attestation.
- b) In addition, TDGC provides anti-bribery and anti-corruption training to :-
  - a. New recruits; and
  - b. Employees promoted / transferred to Exposed Positions.
- c. TDGC Compliance & Integrity may at any time recommend that certain trainings be repeated to any Employee in any business unit / department if deemed necessary based on circumstantial requirements.
- d. TDGC Human Resources shall maintain all records of trainings in collaboration with TDGC Compliance & Integrity.

## **18. Reporting of policy violations**

All parties (see Clause 4, Scope) who encounter actual or suspected violations of this Policy are required to report their concerns. Each party has a responsibility to ensure that suspected bribery and corruption incidents are reported promptly. TDGC practices an open door policy and encourages all



parties to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. The COC sets out secured whistleblowing channels below:-

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| a. | Whistleblowing email  | <a href="mailto:hr@tdgc.com.my">hr@tdgc.com.my</a>               |
| b. | General Manager email | <a href="mailto:stevenlim@tdgc.com.my">stevenlim@tdgc.com.my</a> |
| c. | Calls                 | 603-79661888   |

Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

## 19. Non-compliance

- a) TDGC Compliance & Integrity shall conduct regular checks and audits to ensure compliance to this Policy. Such check and audits exercises may be conducted either independently by Group Compliance & Integrity or in collaboration with external consultants.
- b) Non-compliance whether through checks and audits or identified through other risk assessments undertaken shall be reported to the Governance and Audit Committee.

## 20. Continuous improvement

- a) TDGC is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. TDGC Compliance & Integrity unit may therefore endeavour to develop further integrity measures and certify the Group's anti-bribery procedures as adequate where certification is available.

## 21. Sanctions for non-compliance

- a) TDGC regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of noncompliance. If non-compliance by Business Associates, sever business relationship shall proceed.
- b) TDGC shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.
- c) Where notification to the relevant regulatory authorities have been done, TDGC shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.

## 22. Waiver

Any deviation or waiver from this policy must be approved either by the Governance and Audit Committee or Board of Directors.