

Tricor Malaysia

Anti-Corruption & Bribery Policy

Nov 2020

Information Sheet

Applicability	Tricor Services (Malaysia) Sdn Bhd (“Tricor Malaysia”) and all its subsidiaries
Scope	This Anti-Corruption & Bribery Policy is applicable to Tricor and across all subsidiaries of Tricor Malaysia, all levels and all business/support units in Tricor Malaysia
Issued by	Legal and Compliance, Tricor Malaysia
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Anti- Corruption and Bribery Policy

1. Policy statement

- a. It is the policy of Tricor Services (Malaysia) Sdn Bhd and all its subsidiaries (hereafter collectively referred to as “Tricor”) to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- b. Tricor is committed to:
 - i. upholding all laws relevant to countering bribery and corruption (ABC Laws) which govern our business and operations in Malaysia;
 - ii. not offering bribes or condoning the offering of bribes on Tricor’s behalf;
 - iii. not accepting bribes, or agreeing to them being accepted on Tricor’s behalf;
 - iv. maintaining accurate books and records;
 - v. making sure that Tricor’s employees are aware of and abide by Tricor’s values and policies;
 - vi. avoiding doing business with or affiliating Tricor with others who do not accept Tricor’s values and policies and who may harm Tricor’s reputation; and
 - vii. ongoing monitoring of and auditing compliance with these principles.

2. About this policy

- a. The purpose of this policy is to:
 - i. set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption;
 - ii. ensure that Tricor has adequate procedures in place to prevent and detect bribery and corruption; and
 - iii. provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.
- b. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by imprisonment and/or a fine. As an employer if we fail to prevent bribery, we can face a fine, exclusion from tendering for public contracts, and damage to our reputation & our directors and officers would be exposed to fine or imprisonment. We therefore take our legal responsibilities very seriously.
- c. In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

- d. This policy does not form part of any employee's contract of employment and we may amend it at any time.

3. Who must comply with this policy?

This policy applies to all persons working for Tricor or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4. Who is responsible for the policy?

- a. Management is ultimately responsible for this policy and the Board of Directors is responsible for ensuring this policy complies with our legal and ethical obligations.
- b. The Group Compliance Officer¹ has responsibility for monitoring the use and effectiveness of this policy and dealing with any queries on its interpretation.
- c. Management team at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.
- d. Local compliance officer² has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, and dealing with any queries about it at the local level.

5. What are bribery and corruption?

- a. **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- b. An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- c. A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- d. **Corruption** is the abuse of entrusted power or position for private gain.

6. What you must not do

- a. It is not acceptable for you (or someone on your behalf) to:
 - i. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

¹ "Group Compliance Officer" means the Group Compliance Officer of Tricor Malaysia

² "Local compliance officer" means the Compliance Officer of each office/branch of Tricor Malaysia

- ii. give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- iii. accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- iv. accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- v. offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your supervising manager;
- vi. threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- vii. engage in any other activity that might lead to a breach of this policy.

7. Facilitation payments and kickbacks

- a. We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- b. **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).
- c. **Kickbacks** are typically payments made in return for a business favour or advantage.
- d. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the local compliance team.

8. Gifts, hospitality and expenses

- a. A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).
- b. This policy allows reasonable and appropriate hospitality or entertainment given to third parties for the purposes of:
 - i. establishing or maintaining good business relationships;
 - ii. improving or maintaining our image or reputation; or
 - iii. marketing or presenting our products and/or services effectively.
- c. The giving of gifts is allowed if the following requirements are met:

- i. it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - ii. it is given in our name, not in your name;
 - iii. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - iv. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Malaysia it is customary for hampers to be given at Mid-Autumn Festival and Christmas;
 - v. it is given openly, not secretly; and
 - vi. it complies with any applicable law.
- d. Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- e. Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- f. You must declare and keep a written record of all hospitality or gifts given. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the Company's expenses policy and record the reason for expenditure.
- g. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.
- h. We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.
- i. No gift may be accepted by any employee from any client, supplier, business counterpart or other third party given in the course of employment or by reason of the employee's employment by Tricor, save and except the procedure stipulated in Paragraph K is complied.
- j. An employee shall report the receipt of a gift within 5 working days. The employee will be advised whether the gift may be accepted or is required to be disposed of in another manner. Sharing of gifts among all service team members is highly encouraged and recommended.
- k. Tricor has implemented the following procedures to ensure compliance with the policy.

- **Definition of Benefits**

This procedure covers the offering, giving, requesting or receiving by Tricor's employees of any of the following benefits in connection with Tricor's business ("Benefits"):

Types of Benefit	Description	Examples
Gift	Goods (non-monetary form) given voluntarily, without expectation of anything in return	Corporate gift such as pens, woven bag, diaries and corporate folder.
Entertainment	Provision of an event which can pleausurably occupy a person	Food and beverage.

- **Prohibited Benefits**

Employees are not permitted to offer, give or receive any Benefit, (i) which is in breach of any applicable law and (ii) which is offered, given, requested or received with the intention of influencing someone to act improperly, or of rewarding an improper act.

Employees are not permitted to request any Benefit.

Employees are not permitted to offer or give any gifts or entertainment to public officials, or to employees of public sector organisations, or to persons connected with such officials or public sector employees.

- **Permitted Benefits**

Subject to approval by the authorised personnel stipulated under Tricor's Limit of Authority and Petty Cash Policy, employees may **Offer or Give** the following Benefits in connection with Tricor's business (provided that these are not prohibited under Prohibited Benefits as defined above):

Types of Benefit	Permitted Examples	Threshold
Gift	Corporate gift such as pens, woven bag, diaries and corporate folder.	Per occasion – Up to RM250.00 Aggregate per giver per annum – RM1,000.00
Entertainment	Food and beverage.	Per occasion – Up to RM500.00 Aggregate per giver per annum – RM1,000.00

Subject to approval by the authorised personnel stipulated under Tricor's Limit of Authority, employees may **Receive** (but not request) the following Benefits in connection with Tricor's business (provided that these are not prohibited under Prohibited Benefits as defined above):

Types of Benefit	Permitted Examples	Threshold
Gift	Corporate gift such as pens, woven bag, diaries and corporate folder.	Per occasion – Up to RM250.00 Aggregate per giver per annum – RM1,000.00
Entertainment	Food and beverage.	Per occasion – Up to RM500.00 Aggregate per giver per annum – RM1,000.00

- **Benefits requiring Group Compliance Officer's prior consent**

Except as **Permitted Benefits** as stated above, employees may not offer, give or receive any Benefit in connection with Tricor's business except with the prior consent of the Group Compliance Officer. The reasons for the request and the consent must be evidenced in writing.

9. Donations and Sponsorships

- We do not make contributions to political parties.
- We only make charitable donations that are legal and ethical under local laws and practices. Any charitable contributions or sponsorships made or offered on behalf of Tricor must:
 - not be related to, dependent on, or made in order to win, or influence, a business deal or decision;
 - be given directly to the relevant charity or organization and not to an individual; and
 - only be given with the prior consent of the prior approval of the Chief Executive Officer / Managing Director's approval and Group Compliance Officer; and
 - may be given only to legitimate charities for proper charitable purposes, or pursuant to Tricor's Corporate Social Responsibility's initiatives, for purpose of local community or welfare development.
 - All donations and sponsorship requests must be documented onto Donation and Sponsorship Application Form and submitted to Group Compliance Officer for performing due diligence on the organisation to be funded. All the request shall be examined for legitimacy and not be made to improperly influence a business outcome.
 - Before offering or committing any funds, Group Compliance Officer shall:
 - ensure that the organisation to be funded is a legitimate organisation;
 - identify whether a public official is involved;

- if no public official is involved, the due diligence confirming this must be kept as a record; and
 - ensure that any Red Flags raised in due diligence are resolved.
- vii. Tricor will conduct due diligence on the third party to ensure that the recipient of any charitable contribution or sponsorship is a legitimate organization and, in the case of a charity (if required under local laws) registered charity, and that the donations or sponsorship were expensed or accounted for in an appropriate manner. The recipient will be required to provide a receipt for the contribution, and confirmation of what the funds will be used for.

10. Conflict of interest

- a. Conflict of interest exist when an employee is/could be influenced by a personal interest in carrying out his/her duties at Tricor. A conflict of interest can be intentional, perceived or potential. Conflict of interest is an act that leads to partial decision making which constitute the element of a corrupt conduct.
- b. Conflict of interest may arise from directly or indirectly through an intermediary, such as third-party, friends or family. It is potential/existing employee's duty to declare to Group Compliance Officer if his/her spouse, parents, brothers, sisters, legal child or parents-in-law are shareholders, directors or employees of any of the business associates of the company that may possible or actual conflict of interest.
- c. Declaration of interest shall be documented in Declaration of Interest Form and submitted to Group Compliance Officer for assessing whether they have a situation of conflict. Discussion will be conducted to identify appropriate action plan to manage the conflict if necessary.
- d. Although, it is not feasible to describe all the circumstances and conditions that might have the potentiality of being considered as conflicts of interest, Tricor's policy in various areas of possible or actual conflict is set forth below for employees' reference:

- (i) Specific Activities

The following situations are considered to have the potentiality of being in conflict and therefore are to be avoided:

- Engaging in employment by an outside company that permits encroachment on the Company's call for the full services of its employees, even though there may not be any other conflict.
- Engaging in business, or employment by a company that is in any way competitive with, or in conflict with, any service, activity, or objective of the Company.
- Engaging in business, or employment by a company, that is a supplier of goods or services to the Company.

- Making use of the fact of employment or associating the Company or its services with an outside business or employment.
- The ownership or leasing of any property with knowledge that the Company has an active or potential interest therein.
- Lending money to or borrowing money from any clients; employees of the clients; or supplier of goods or services; or amongst employees of the Company.
- The acceptance of any gift of greater than nominal value, or of any entertainment or favours which go beyond common courtesies usually associated with accepted business practice, or of any commission or payment of any sort in connection with work for the Company.
- The use of the Company's name in such a way as to lend weight or prestige to an employee's sponsorship of a political policy or cause, or to their endorsement of the products or services of another company.

(ii) Personal Investments

- Ownership of shares in a supplier of goods or services, client or competitor is not in itself wrong, provided that the interest is solely of an investment nature. An interest of one per cent or less of outstanding shares in a company (other than those listed as prohibited investments by the Company) whose shares are available to the public is considered to fall in the investment category. Indirect interests are of the same significance as direct ownership where the interest is held by members of the immediate family of the employee.

(iii) Educational, Professional, Philanthropic, Social and Recreational Activities

- The Company does not reserve the right to require prior approval of outside educational, professional, political, philanthropic, social or recreational activities in which employees may engage. The Company does, however, expect that no employee will make use of their position with the Company in any company that might be detrimental to its business or reputation.

(iv) Outside Directorships

- An employee who already serves, or who are offered to serve as a director / partner or sole proprietor of another organisation, or other form of association with outside company or business enterprise shall declare to the Group Compliance Officer before accepting such offer.

11. Dealing with agents, distributors, suppliers and joint ventures partners

- a. Tricor could be liable for the acts of people that act on our behalf.
- b. This includes agents, distributors, suppliers and joint venture partners (together referred to as "Suppliers" and "Supplier" shall be construed accordingly). As such we are committed to promoting

compliance with effective anti-bribery and corruption policies by all Suppliers acting on behalf of Tricor. External reference check shall be performed on the Suppliers in relation to bribery and corruption matters.

- c. All Suppliers should be made aware of the terms of the Tricor Supplier Code of Conduct and of their obligations to comply with it.
- d. All arrangements with third parties should be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. Appropriate wording to be included in contracts can be obtained from Tricor's Legal.
- e. You must not engage any third party who you know or reasonably suspect of engaging in bribery.
- f. Appropriate due diligence should be undertaken before any Supplier is engaged. The appropriate level of due diligence will vary depending on the circumstances and you should use your judgement on a case by case basis. Nonetheless, in conducting due diligence process on the Suppliers, you shall be guided by:
 - (a) Tricor Supplier Onboarding Guide (attached);
 - (b) conduct KYC check through Tricor Due Diligence Questionnaire for Vendor (attached); and
 - (c) request the Supplier to complete the Agent / Distributor / Supplier Receipt and Acceptance Form (attached)

12. Public officials

Dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organisations, political parties and political candidates.

The provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited.

13. Your responsibilities

- a. You must ensure that you read, understand and comply with this policy.
- b. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- c. You must notify the compliance manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or

potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in Schedule A.

14. How to raise a concern

- a. You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- b. If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must report it in accordance with our **Whistleblowing Policy** as soon as possible.
- c. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your section head or Local compliance officer.

15. Protection

- a. Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- b. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Tricor's Staff Handbook.

16. Training and communication

- a. Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary. including but not limited to compliance with laws, regulations or internal written procedures relevant for Tricor's line of business and the position they hold in.
- b. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.
- c. Training will be provided to relevant employees to support them in complying with their responsibilities. If you are not selected for training but believe that it is relevant for you please ask Tricor Malaysia Group Human Resource for further information.
- d. In addition to communicating our policies and procedures to employees, we are also committed to providing our employees with regular training. This ensures that they have the requisite knowledge and skills to be able to recognise potential instances of bribery and apply our policies and procedures correctly.

- e. Anti-bribery training will be provided to all employees periodically. Records of completion of the training will be retained in Human Resource files. Further details are outlined in Tricor's Staff Handbook.

17. Breaches of this policy

- a. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- b. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

18. Whistleblowing

- a. Tricor is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help.
- b. If you suspect or observe anything that you think might be in contravention of this policy, you have an obligation to report it.
- c. You should raise your concerns with Local compliance officer in the first instance. Alternatively, you can report your concerns under Tricor's Whistleblowing Policy.
- d. Tricor will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour.
- e. All reports will be treated confidentially.

19. When in doubt

If you are unsure about your obligations under this policy, you should contact the following people for help:

Tricor Malaysia Group Compliance Officer.

Ms. Lai Yi Pui
Associate Director – Legal & Compliance
Unit 30-01, Level 30, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi 59200 Kuala Lumpur
DID: +6(03) 2783 9196 Fax: +6(03) 2783 9111
Email: Yi.Pui.Lai@my.Tricorglobal.com

Schedule A

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them using the procedure set out in the Whistleblowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third party requests that a payment is made to "overlook" potential legal violations;
- i) a third party requests that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third party that appears to be non-standard or customised;
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party.