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

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## ANTI-BRIBERY AND CORRUPTION POLICY

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## ANTI-BRIBERY AND CORRUPTION POLICY

### 1.0 INTRODUCTION

To reflect Tambun Indah Land Berhad and its subsidiaries (“TILB” or “the Group”)’s zero-tolerance approach against all forms of bribery and corruption, the Anti-Bribery and Corruption Policy (“ABC Policy” or “this Policy”) has been developed in cohesion with our Anti-Bribery Management System (“ABMS”). The ABC Policy provides guidance to employees on how to deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business. Proper measures to be taken when exposed to potential acts of bribery or misconduct is covered by this Policy. The ABC Policy is to be read in conjunction with the TILB’s Code of Business Conduct and Ethics (“COBCE”), Whistleblowing Policy, Employee Handbook (for employees) and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (“MACC Act”).

### 2.0 ANTI-BRIBERY AND CORRUPTION COMMITMENT

TILB is committed to operating our business with utmost integrity. We believe that business is built on trust and to support the Group’s commitment to lawful and ethical behaviour at all times, acts of bribery and corruption are prohibited.

The Board of Directors of the Group (“the Board”) and management are committed to running our operations in a fair and transparent manner and to prevent, detect and mitigate risks of unethical practices. The Board and management will observe all applicable laws and will take counteractive measures against all forms of bribery and corruption through continuous improvement in the Group’s policies, processes and monitoring systems.

The management will monitor bribery and corruption risks and will report serious and material cases to the Board for expedited resolution.

### 3.0 PURPOSE

The purpose of this Policy is to provide guidance on TILB’s protocol to be observed by directors, employees and business associates as they perform their duties. This Policy is not intended to provide definitive answers to all situations regarding bribery and corruption. It is intended to provide employees with the basic principles on how the Group combats bribery and corruption.

In the event that anyone is in doubt about the scope of applicable laws or the application of the Group’s Policy on bribery and corruption, you should seek clarification from your immediate superior.

Engaging in bribery or corrupt practices can have severe consequences for you and for TILB. You may be subject to dismissal, fines and imprisonment; and the Group may face damage to reputation, financial loss, and other negative consequences.

### 4.0 SCOPE

This Policy applies to all individuals working for or on behalf of TILB, be it on a permanent or contract basis. This encompasses the Board, employees of all positions and grades as well as business associates acting for or on behalf of TILB.



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In this Policy, business associates shall refer to vendors, contractors, sub-contractors, consultants, agents, representatives, outsourced personnel, distributors, advisers and other intermediaries who perform works or provide services for or on behalf of TILB.

### 5.0 REFERENCES

- Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018
- Guidelines on Adequate Procedures Pursuant to Subsection (5) of Section 17(A) under the Malaysian Anti-Corruption Commission (Amendment) Act 2018
- Code of Business Conduct and Ethics (“COBCE”)
- Employee Handbook
- Whistleblowing Policy

### 6.0 DEFINITIONS

Anti-Bribery Compliance Team	The Anti-Bribery Compliance Team is established by the Group to oversee and monitor the operational matters in relation to anti-bribery and corruption practices in the Group.
Audit	An audit is an independent, systematic process of examining recorded evidences against an established standard.
Breach	A breach is the result of non-compliance to the ABC Policy and/or relevant regulatory requirements.
Bribery	<p>Bribery is the offering, promising, giving, accepting or soliciting of a gratification or reward to gain an improper advantage by inducing an officer of a public body or any other person to act or refrain from acting in relation to his/her performance of duties.</p> <p>A bribe may take the form of gifts, favours, rewards and other financial and non-financial advantages that is given to certain parties for personal gain.</p>
Business Associate	<p>A business associate is an external party, whether an individual or an organisation, with whom TILB has established, or plans to establish any form of business relationship or dealings.</p> <p>Business associates shall refer to vendors, contractors, sub-contractors, consultants, agents, representatives, outsourced personnel, distributors, advisers and other intermediaries who perform works or services for or on behalf of TILB.</p>
Group or TILB	The terms Group and TILB shall be used interchangeably to refer to Tambun Indah Land Berhad and its subsidiaries.



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Conflict of Interest	A conflict of interest arises in a situation where a person is in a position to take advantage of his role for personal benefit, including the benefit of his family, friends and associates.
Continuous Improvement	Continuous improvement is the on-going process of enhancing the performance of activities and processes.
Corruption	Corruption is the dishonest act of abusing entrusted power for private gain.
Documented Information	Documented information is the required records and documentations that must be controlled and maintained by TILB.
Due Diligence	Due diligence is the exercise of assessing bribery and corruption risks of the Group and the execution of safeguards to mitigate or eliminate said risks.
Employee or Personnel	The terms employee or personnel encompasses all persons working for TILB, including the governing body, senior management, managers, executives, non-executives and temporary and contract staff.
Facilitation Payment	Facilitation payment may be defined as a payment made with the intention to expedite, influence or secure the action of a routine, administrative or governmental duty that is performed by relevant parties.
Gift	Gift means any cash, shares, tickets, services, club memberships, any form of commission, hampers, decorative items or any item of excessive value which the recipient is not expected to pay the fair value.
Governing Body	Governing body shall refer to the Board that have the ultimate responsibility and authority for the Group's activities, governance and policies and to which top management reports to and is held accountable.
Gratification	<ul style="list-style-type: none"> <li>a) Gratification may come in the form of money, donations, sponsorships, gifts, loans, fees, rewards, valuable securities, properties or interests in properties being property of any description whether movable or immovable, financial benefits or other similar advantages;</li> <li>b) Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</li> <li>c) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in part or whole;</li> <li>d) Any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</li> <li>e) Any forbearance to demand any money or money's worth or valuable thing;</li> </ul>



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	<p>f) Any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings that is disciplinary, civil or criminal in 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</p> <p>g) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).</p>
Monitoring	Monitoring is the observance of a system, activity or process to determine the state of progress.
Outsource	Outsource is defined as an arrangement with an external party to perform a function or process for or on behalf of TILB.
Policy	A Policy shall refer to the principle of action that is adopted by an organisation in alignment with the governing body or top management.
Public Body	Public body shall refer to a public agency or enterprise in relation to the government and shall include the Government of Malaysia, the Government of State, local and statutory authority, any department, service or undertaking of the Government of a State or local authority, any Government registered society, branch of society, co-operative society as well as a company or subsidiary company in which any aforementioned public body has a controlling power or interest.
Public Officials	Public officials shall be broadly defined as public office holders acting on behalf of a government, public body or agency. While the following list is not exhaustive, the term shall include officials of political parties, candidates for public office, government employees including ministries, government agencies, administrative tribunals and public boards, officials of public international organisations such as the International Monetary Fund as well as employees of state-owned enterprises.
Process	Process refers to interconnected activities where inputs are transformed into outputs.
Requirement	A requirement is a specification or an obligation that must be complied with.
Risk	A risk is the possibility of loss, damage or injury to an organisation's objectives.
Third Party	A third party is defined as a person or body that is independent of TILB. All business associates are third parties, but not all third parties are business associates.



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Top Management	Top Management comprises of a person or a group with authority to direct and control TILB’s operations.
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### 7.0 GIFTS, ENTERTAINMENT & CORPORATE HOSPITALITY

TILB adopts a “No Gift Policy” which prohibits both the giving and receiving of Gifts, Entertainment & Corporate Hospitality (“GEH”), to influence business decisions. Employees, directors (Executive or Non-Executive), officers, their family members or any third party acting for or on behalf of TILB, must not directly or indirectly give, agree to give, offer, promise, or accept any gratification in the form of cash or cash equivalents, including but not limited to, kickbacks, gift cards, loans, commissions, vouchers, or huge discounts to/from any company or individual in expectation of an advantage, or with the intention to inappropriately influence the person(s) involved and the business judgements or decisions they may make.

This may lead to a potential conflict of interest, or creates an appearance of conflict of interest for either party in an on-going or potential business relationship between TILB and external parties as a gift can be deemed to be a bribe that may tarnish the Group’s reputation and be in violation of relevant anti-bribery and corruption laws. Consequently, all TILB personnel takes responsibility in communicating and informing the third party with business relationship with TILB to avoid such transactions, and seek for their understanding and adherence to this policy.

#### 7.1 Offering or Giving Gifts

Any gifts that TILB’s directors, officers, employees, their family members as well as any third party/agent acting for or on behalf of TILB offer or give in connection with its business must:-

- Be given as a legitimate, justified business courtesy;
- Be given in an open manner;
- Be in good faith, reasonable in value and frequency, subject to approval mandate as pre-determined by the Group;
- Be compliant with any applicable laws, rules and regulations;
- Be expensed in accordance to the accounting framework;
- Be prohibited from creating an expectation that the giver or TILB will receive something in return; and
- Not be in the form of per diem or daily payments, unless otherwise stated in the signed legal agreement or, with the prior written approval of the Board or will only be provided if there is a legitimate government directive requiring such payments.

TILB’s directors, officers and employees must ensure they have complied with the Group’s internal GEH & CDS Guidelines when offering gifts to third parties.





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### 7.2 Receiving Gifts

All directors, officers, employees and their family members as well as any third party/agent acting for or on behalf of TILB are prohibited from:-

- Accepting any payments (including cash or cash equivalents such as kickbacks, vouchers, gift cards, memberships, etc);
- Requesting gifts, contributions, gratuities, services or bribes from TILB's suppliers, regardless of its worth;
- Accepting any gift from suppliers when they are bidding for a contract, if those receiving the gifts have some influence over the contract decision, unless gift takes the form of basic refreshments as a business courtesy;
- Accepting any favours that might be regarded as placing you under some obligation to such person or party; and

TILB's directors, officers and employees must ensure they have complied with the Group's internal GEH & CDS Guidelines when receiving gifts from third parties.

### 7.3 Exceptions to the gift policy

TILB acknowledges that exchanging business courtesies is a customary and legitimate way of creating goodwill and the development and maintenance of good business relationships with its stakeholders. Business courtesies may include tangible or intangible benefits.

Subject to the exceptions below, the receiving and giving of gifts are permitted in the following situations:-

- Exchange of gifts, sponsorships or contributions at a company to company level (exchange of gifts as part of official company visit, ordinary course of customary practices and the gift is treated as company's property);
- Gifts/services from/to TILB and external bodies in relation to the Group's official functions, such as execution or performance of a business relationship, building a business relationship, demonstration or explanation of products and services;
- Gifts from TILB to employees, directors and their family members in relation to a recognised company function, event and celebration;
- Receiving/Giving festive or ceremonial gifts of appropriate value during festive seasons or other ceremonial occasions; and
- Token gifts of nominal value that carried the TILB's/third parties' logo (e.g. T-shirts, pens, diaries, calendars) that are given out equally to members of the public, customers, shareholders and are deemed as part of the TILB's/third parties' brand building and promotional activities.



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### 7.4 Entertainment & Corporate Hospitality

Corporate hospitality is defined as corporate events or activities organised by an organisation that involves the entertainment of employees and third parties for the benefit of that organisation. Third parties may include customers, potential customers, contractors, and other stakeholders with whom a business relationship, whether current, prospective or historical exists. Invitations to Entertainment & Corporate Hospitality events have to be approved by the Head of Department (“HOD”). Nonetheless, the Group acknowledges that occasional acceptance of a reasonable and modest scale of entertainment or corporate hospitality provided by business associates in the normal course of business is a legitimate way to network and maintain good business relationships. Despite that, directors and employees are expected to exercise proper care and judgment before accepting entertainment offered or invitation from the business associates. The employees may seek consultation from the ABCT in situation where they are unsure if they should proceed with the offer or invitation.

Accepting or extending high value invitations must be approved by both the HOD and a Director and subject to the Code of Ethics of the third party.

TILB’s directors, officers and employees must ensure they have complied with the Group’s internal GEH & CDS Guidelines when offering/accepting entertainment and corporate hospitality to/from third parties.

### 7.5 Spouses, Family member and Partners

TILB’s directors, officers and employees are not allowed to offer or provide GEH to a spouse, a family member or partner of a third party.

## 8.0 DEALING WITH PUBLIC OFFICIALS

Public official refers to an individual performing in the official capacity or has public official functions. The public official is usually subjected to stricter rules and regulations set by the local law enforcement in relation to the receipt or provision of GEH. Therefore, it is crucial that all directors, officers, employees as well as third parties/agents acting for or on behalf of TILB adhere strictly to the guidelines at all times.

In relation to the abovementioned, TILB prohibits directly or indirectly:-

- Any offering of gratification to any public official, manifesting the appearance or giving rise to the perception or suspicion of any corrupt conduct or where such an activity may be misunderstood as bribery; and
- Receiving any form of gratification from any public official that might appear to influence, or attempt to influence the decision making process by favouring any third party against the best interests of TILB.



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The Group prohibits offering entertainment and hospitality to a public official. Gift provided to public official will be for customary practices purposes only. Nevertheless, proper care and judgement must be exercised when TILB is required to give a gift to a public official to ensure that the gift does not create conflict of interest between TILB and the official, and it is not perceived as corruption.

Any gifts offered to public official must:-

- Be open, transparent and performed in a professional manner;
- Keep detailed documentation of any interactions with the public official;
- Be subjected to the Limit of Authority (“LOA”) set by the Group;
- Exercise caution when hosting a public official. Approval from the Director or Senior Management and must be obtained prior to hosting; and
- Beware of any requests or signs to engage in bribery or corruption.

### 9.0 FACILITATION PAYMENTS

Facilitation payment can be defined as any payment made to public or government officials with the intention of smoothen a process or expedite the routine or administrative duty or governmental transactions which the payer is in general entitled. It can also be any sort of benefits with the intention to influence them in their duties. Offering, promising or requesting facilitation payments is just as prohibited as actually paying facilitation payments.

A summary of the facilitation payments is as delineated below:-

Type of Payments	Definition	Consequences
Legal	Payment made based on legal documentation.	None
Illegal Facilitation Payments	Payment made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement.	Imprisonment and/or fines imposed will be damages incurred by the Group.
Illegal Bribery	Act of promising, giving or agreeing to give money or other item of value with the intention of influencing a public official in the discharge of their duties.	Imprisonment and/or fines imposed will be damages incurred by the Group.



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TILB prohibits its employees and business associates from giving facilitation payments (either directly or indirectly) to any public officials in any jurisdiction. If the employees or business associates of TILB encounter a situation where a facilitation payment is sought, they must discuss the situation with the HOD as soon as possible.

However, only in extreme exceptional circumstances when employee is placed under duress and faces potential safety issues or personal harm and in order to protect his/her life, limb or liberty, such facilitation payments may be made. However, employees or business associates of TILB must immediately report the incident to the HOD and the ABCT. Such payments must also be accurately described and recorded in the Facilitation Payment Register (“FPR”).

## 10.0 CORPORATE SOCIAL RESPONSIBILITY, DONATIONS AND SPONSORSHIPS

TILB contributes to the wellbeing of the communities and the environment in which we operate by participating in Corporate Social Responsibility (“CSR”) projects. There are a number of legitimate activities for TILB to participate, however they may also be abused by being subterfuge for bribery and corruption.

Contributions, donations or sponsorships made by TILB to community projects or charities shall be made in good faith and shall not be utilised as means to circumvent, avoid or evade the laws or regulatory requirements. More importantly, it shall not be utilised to facilitate corruption, bribery or money laundering activities.

Any red flags must be resolved prior to committing to any funds to the CSR projects or sponsorships.

### 10.1 Processes for CSR, Donations and Sponsorship

1. All requests for CSR projects, donations or sponsorships must be carefully examined for legitimacy and not be made to inappropriately influence a business decision;
2. Reasonable due diligence must be carried out to ascertain the legitimacy of the recipient and that the benefits shall reach the intended recipients and the programmes meet the intended objectives;
3. All CSR projects, donations or sponsorships shall be made in accordance to the Group’s internal GEH & CDS guidelines and it is essential to obtain the approval of top management of TILB;
4. Expenses in relation to the CSR projects, donations or sponsorships must be accurately recorded in TILB’s books and records; and
5. TILB requires directors, officers and employees to use good judgement and common sense in assessing requests. When in doubt, they must seek further advice from the ABCT or escalate said matters to the top management to determine the authenticity of such requests.



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### 11.0 POLITICAL CONTRIBUTIONS

TILB prohibits monetary or in-kind political contributions to political parties, political party officials or candidates for political office.

If any contribution is to be made, it must be permissible under applicable laws. Reasonable due diligence must be carried out to ensure that political contributions are not made to political parties, organisations or individuals engaged in politics as a way of obtaining advantage in business transactions. Expenses in relation to political contribution must be accurately reflected in TILB's books and records. The authority to approve of such contributions lies with the Board.

Directors, officers and employees and third parties of TILB, acting in their personal capacity as citizens are not restricted to make any personal political contributions and the Group encourages the personnel to participate in the political election process by voting. However, they are prohibited from utilising the resources, tangible or non-tangible, of the Group for any political campaign or party functions, unless approval have been obtained in writing from the Board.

### 12.0 DEALING WITH THIRD PARTIES

Third Party refers to any individual or organisation which the employee interacts with during the course of their work. It includes but is not limited to the following:-

- Joint-venture partners;
- Significant investors;
- Contractors;
- Vendors;
- Consultants;
- Existing or potential customers;
- Advisors;
- Agents;
- Brokers; and
- Representatives.

TILB expects that all third parties acting for or on its behalf to adhere to the relevant laws and regulations and the ABC Policy. The third parties must pledge to TILB's stance on zero-tolerance on bribery and corruption. Therefore, to a reasonable extent a due diligence shall be performed on third parties to ensure that they are sharing the same values and ethical conduct that TILB upholds.



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To ensure that TILB only conducts business with third parties that share our degree of integrity, we shall perform the following:-

- Perform due diligence to assess the integrity of the third parties;
- Periodically monitor third party performance and business practices to ensure ongoing compliance;
- Prohibit business dealings with any third party suspected of engaging in bribery and improper business practices unless those suspicions have been investigated and resolved; and
- All third parties must be informed of TILB's ABC Policy and our expectations of them.

Prior to the commencement of any business relationship, it is vital that all third parties signs a declaration form which states that:-

- They understand and will comply with all laws and regulations in relation to anti bribery and anti-corruption;
- They are committed to the ABC Policy;
- They have not been convicted or subjected to any investigations by the relevant authorities for suspected or actual breach of law;
- They consent that the declaration shall form part of the terms and conditions of their appointment and/or contract of service; and
- They acknowledge that TILB reserves the right to terminate or suspend their contract and disqualify them from tendering for future contracts if they are found to be in breach of the ABC Policy.

If “red flags” are raised during the due diligence exercise, these “red flags” must be investigated and addressed prior to the engagement of third party.

Examples of “red flags” include the following:-

- Objections to anti-bribery warranties in the agreements/contract;
- The transaction involves a country known for high incidence of corrupt payments;
- Family, business or other “special” ties with government or public officials;
- Convoluted payment arrangements such as payment in cash, payment to third party or request for upfront payments for expenses or other fees;
- Requesting that their identity to be withheld;
- Absence of an office or established place of work; and
- Reference checking reveal a dubious background or suggests that for a certain fee, the third party can resolve the issue.

Employees are encouraged to consult the ABCT if there are any concerns or questions pertaining to the appointment or consideration of appointment of a third-party.



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### 13.0 RECRUITMENT OF EMPLOYEES

TILB recognises the value of integrity in its personnel and business associates and provides equal opportunity for any qualified and competent individuals. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all TILB personnel, including management, shall be designed and regularly updated to recognize integrity.

Additionally, TILB will not offer employment to prospective personnel in return for their having improperly favoured the Group in a previous role. The recruitment of employees shall be based on approved selection criteria to ensure that only the most qualified and suitable individual is employed. TILB will not entertain request from an individual in the public body, business associates or customers to hire their related parties such as friends, relatives and business associates who do not meet the approved selection criteria.

A background check, fair evaluation and assessment shall be conducted on candidates who are recommended through sources for a vacancy. Should the candidate be hired, the Group shall conduct the same hiring process and assessment as other usual candidates. Moreover, TILB should provide equal opportunity and treatment to all employees of similar grade, seniority, compensation, benefits and promotion.

### 14.0 恒大地 ANTI-BRIBERY COMPLIANCE FUNCTION

The Board has assigned the responsibility and authority of the overall operational matters relating to anti-bribery and anti-corruption to the ABCT. The following define the roles and responsibilities of the ABCT:-

- Overseeing the design and implementation of the Anti-Bribery Management System ("ABMS");
- Providing advice and guidance to TILB directors, officers and employees on the ABMS and issues relating to bribery and corruption;
- Performing periodical risk assessments to identify the bribery and corruptions risks which may potentially affect TILB, taking into account relevant developments in the legislature as well as evolving industry and international standards; and
- Reporting the performance of the ABMS to the top management and Audit Committee.

Candidates for the ABCT shall possess the following qualities:-

- Competency of that personnel, i.e. whether he/she has the appropriate education, training or experience and the ability to perform what is required of her/him;
- Status of the personnel, i.e. a well-respected person, where other personnel are likely to heed their opinions; and
- Ability to perform independently, whereby he/she is not personally involved in the activities of the organisation which are exposed to bribery risk, or to the best of their ability, segregate their responsibilities from their compliance responsibilities so as to be impartial.



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The ABCT shall act as the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Coordinator of the ABCT shall be given the authority to maintain a direct reporting line to the top management and Audit Committee, as well as the Board.

### 15.0 RECORD KEEPING

TILB must keep an accurate auditable financial record and maintain appropriate internal controls in accordance with generally accepted accounting principles which will provide evidence to justify the reasons of the transactions made and received.

All appropriate records and documents of expenses claims dealing with third parties relating to gifts, entertainment, hospitality and payments to government officials, employees and third parties should be prepared and maintained with strict accuracy and completeness. All accounting records should not be kept “off-book” or concealed to facilitate improper payments.

### 16.0 INTERNAL AUDIT

TILB outsources its internal audit role to an independent professional firm of consultants to provide the Board with the assurance that the ABMS established is operating effectively in preventing and detecting bribery, and to provide a deterrent to any potentially corrupt personnel.

The internal audit is to be conducted on a risk-based approach at planned intervals. All employees are expected to collaborate and support the audit by providing required documented information to the Internal Auditor(s). Best practices, weaknesses and recommendation arising from the internal audit shall be improved or implemented by the Group and its management as soon as practicable upon the completion of the audit.

### 17.0 REPORTING OF POLICY VIOLATIONS

In order to monitor, detect and mitigate any potential financial or reputational damage arising from serious misconduct, TILB practises an open door policy and encourages all employees, directors and third parties acting for or on behalf of TILB to share their concerns and suggestions with the ABCT who shall address their concerns in an appropriate manner.

Additionally, all employees, directors and third parties acting for or on behalf of TILB who encounter actual or suspected violations of this Policy are strongly encouraged to report their concerns through the Whistleblowing Policy and procedures without the fear of retaliation or reprisal. All concerns raised shall be taken seriously and TILB is committed to ensure that all matters raised are appropriately investigated, to the extent that is possible.





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It is mandatory for all employees, directors and third parties acting for or on behalf of TILB to report to the ABCT if they:-

- Are offered a bribe from a third party;
- Are asked to participate in corruption;
- Suspect that it may happen in the future; or
- Reasonably believe that another employee/third party who is acting for or on behalf of TILB participates in bribery.

Any disclosures shall be made in the strictest confidence as far as it is permitted by the law. Hence, TILB has taken steps to set out several secured channels as noted below:-

1. Emails:
  - i. Independent Non-Executive Chairman (“INEC”): laifh@ymail.com
  - ii. INEC and Managing Director: whistleblow@tambunindah.com
2. Letter: Tambun Indah Land Berhad (mark with “Strictly Confidentiality to be unsealed by Addressee only”)  
  
12-01 Penthouse Wisma Pantai,  
Jalan Wisma Pantai, Kampung Gajah,  
12200 Butterworth, Penang, Malaysia.  
Attention to: Mr. Lai Fook Hoy (Independent Non-Executive Chairman)

All disclosures shall be made through a submission of a Whistleblowing Report Form attached under Appendix A in the Whistleblowing Policy.

## 18.0 COMMUNICATION AND TRAINING

TILB is committed in communicating and providing adequate trainings in regards to this Policy and relevant laws and regulations to all employees on a regular basis. This is to ensure that all employees are constantly made aware of such requirements and shall, at any given time, understand and comply with the relevant laws and regulations and adherence to the ABC Policy.

All employees of TILB regardless of grade or position shall attend the anti-bribery and corruption training conducted on a yearly basis.

Training details and participants’ attendance shall be taken for recording purposes and will be maintained for at least 7 years in accordance with record keeping requirements, and shall be monitored by the Human Resource (“HR”) Department. Whenever deemed necessary, TILB should conduct specific trainings to employees who are categorised under moderate or high bribery risk due to their job function.

Furthermore, TILB will ensure all third parties acting for or on behalf of TILB are made aware of the ABC Policy by requiring them to acknowledge on the receipt of TILB policies upon entering into a business relationship with TILB.



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### 19.0 SANCTIONS OF NON-COMPLIANCE

Non-compliance cases identified through audits or any other manner should be reported to the ABCT and Audit Committee on a timely basis accordingly with the level of risk identified. The Group places a strong position in fighting against bribery and corruption practices. Hence, all non-compliance cases will be managed earnestly by the Group and will apply disciplinary actions/penalties in situations where a breach or non-compliance to this Policy is found.

#### 19.1 Establishment of the Anti-Bribery Compliance Team (“ABCT”)

The ABCT is established by the Board of TILB to monitor the daily operational matters in relation to anti-bribery and corruption practices to ensure the ABMS is consistently adhered and applied within the Group and its business associates. The ABCT shall provide advice and guidance to the directors, employees, and business associates concerning the bribery and corruption activities.

#### 19.2 Class of Violations

##### 1. Violations by Employees and Business Associates

Once a case has been reported, the recipients shall assess all reports and instances of non-compliance of the ABC Policy, other internal TILB’s policies or applicable laws and regulations. The consequential impact to the Group shall be distinguished into classes accordingly:-

Classes of Violations	
Class 1	Significant malpractice and violation of the ABC Policy, other internal Group policies or applicable laws and regulations which may entail public prosecution and any legal consequences that result in serious financial and/or reputational damage to the Group.
Class 2	Malpractice and violation of the ABC Policy, other internal Group policies or applicable laws and regulations which may entail public prosecution and any legal consequences that result in moderate financial and/or reputational damage to the Group.
Class 3	Minor violations of the ABC Policy, other internal Group policies or applicable laws and regulations.
Class 4	Violations of internal rules and guidelines without notable financial and reputational damage to the Group.

##### 2. Violations by a Member of the Board

The Audit Committee shall be immediately notified if an offence is found to be committed by a member of the Board. At the directive of the Audit Committee, legal counsel may be sought to proceed with any necessary course of action.



## ANTI-BRIBERY AND CORRUPTION POLICY

### 19.3 Disciplinary Action and Penalties

1. Employees who are found to have committed acts of non-compliance to the ABC Policy, other internal TILB's policies or applicable laws and regulations shall face disciplinary action that may include termination of employment in addition to legal consequences. Furthermore, directors' guilty of acts of bribery and corruption shall be terminated immediately and the Group shall reserve the right to report the case to the relevant government official or local authority.
2. Business associates found to have breached the ABC Policy or applicable laws and regulations may warrant suspension or termination of contracts. In addition, the Group reserves the right to claim any compensation from business associates for any damages or loss suffered by the Group arising from the breach of this Policy. Further legal action may be undertaken in the event that TILB's interests have been harmed as a result of the non-compliance.

### 19.4 Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act")

In accordance with both local and international regulations, the act of engaging in bribery and corruption is illegal.

Under Section 17A (2) of the MACC Act, the following may be subjected on individuals or organisations found to have committed offences in regards to bribery and corruption:-

1. Imprisonment of up to 20 years;
2. A fine of not less than 10 times the sum or value of gratification which is the subject matter of the offence or RM1,000,000, whichever is higher; or
3. Both the imprisonment (19.4.1) and fine (19.4.2) may be imposed.

## 20.0 CONTINUOUS IMPROVEMENT

In the effort to create continuous awareness regarding the policies and procedures on anti-bribery and anti-corruption, TILB shall monitor the legal regulatory aspects of the business environment to identify potential risks and opportunities that could improve on the ABMS.

Assessment on the ABMS is carried out by the ABCT at planned intervals to ensure that the policies, procedures, scope and controls are effective in countering the bribery and corruption risks faced by the Group. Any recommendations to improve on the operational of the ABMS in relation to the business process should be implemented as soon as possible.

All related parties to the Group are responsible for the success of this Policy. Related parties such as directors, officers, employees and third parties/agents should adhere with this policy and use it to disclose any form of corruption, suspected danger or wrongdoing. All related parties are welcome to comment and provide recommendation on this Policy through email (ABCT@tambunindah.com) and we will take reasonable consideration to include such recommendation in our ABMS.

This Policy will be reviewed periodically by the ABCT and is subject to amendments at any time by the Group. All personnel will be notified of material revision to this Policy.



## ANTI-BRIBERY AND CORRUPTION POLICY

### 21.0 APPROVED POLICY

This Policy is approved by the Board of TILB via a resolution dated 29 April 2020.



## ANTI-BRIBERY AND CORRUPTION POLICY

### Appendix I - Document Revision History

REV	DATE
0	29/4/2020
1	26/11/2020





## ANTI-BRIBERY AND CORRUPTION POLICY

I/We further acknowledge the following:-

- i. All provisions set forth in declaration form shall constitute to part of the terms and conditions of my/our appointment and/or contract of service.
- ii. Upon reasonable advance written notice, the Group reserves the right to audit me/my organisation in connection with the performance of the Contract to assure the Group that matters are being managed in accordance with the declared requirements of the Group's Anti-Bribery and Corruption policies and procedures and relevant rules and regulations, such as the Malaysian Anti-Corruption Commission ("MACC") Act 2009 and its amendments made in 2018.
- iii. The Group has the right to suspend or terminate the appointment/contract/agreement, claim for damages and preclude us from tendering in future contracts if we were found to have breached the requirements or any terms and conditions implemented by Tambun Indah Land Berhad pursuant to the appointment/contract/agreement.

Signature of  
Authorised  
Person:

Name of  
Authorised  
Person:

Company's  
Stamp:

Date:

**For office's use only:**

\_\_\_\_\_  
Received by:  
Date:



## ANTI-BRIBERY AND CORRUPTION POLICY

### Appendix III - Example of Red Flags for Bribery and Corruption

There are many red flags which may warrant enhanced due diligence or review. These red flags may be identified during various business activities discussed in this Policy. The list below is not exhaustive and is provided to prompt all related parties to be diligent:

1. Little to no relevant experience regarding the services to be provided;
2. Flawed background or reputation (e.g. reputation for illegal, improper or unethical conduct, termination by other companies due to unethical conduct);
3. Heavy reliance on cash and/or refuses to sign a formal commission or fee agreement or to provide an invoice or receipt for payment made;
4. Adjustments of remuneration during the course of engagement, particularly in close proximity to the award of business;
5. Anticipates payments that cannot plausibly be commercially justified (e.g. unexpected additional fee or commission to “facilitate” a service);
6. Requests that a donation to be made to a charity as a form of repayment or any other cash equivalents;
7. Requests payments to be made to personal accounts, two or more accounts, or through shell companies, particularly requesting for payment in a jurisdiction outside home country;
8. History of improper payment practices, such as prior or ongoing formal or informal investigations by law enforcement authorities or prior convictions;
9. Refusal to answer questions or make representations and warranties and failure to cooperate with due diligence investigations;
10. Refusal to accept audit clauses in contracts;
11. Use of a shell company and unorthodox corporate structure;
12. Consecutively numbered invoices, duplicate invoices, false or backdated invoices;
13. Offers to submit inaccurate/inflated invoices;
14. Lack of details on invoices issued, appears unofficial;
15. Any suggestions that anti-corruption compliance policies not be followed;
16. Makes large or frequent political contributions, makes references to political or charitable donations as a way of influencing official action;
17. Close ties to public official or is closely associated with a public official or agency;
18. Refusal to execute a written agreement or requests to perform services without written agreement;
19. Transactions or intermediary suggested by the third party/public official, particularly one connected to the business;
20. Requests for hospitality to be provided to persons not associated with the organisation (e.g. family members);
21. Hospitality is extended to persons beyond the organisation (e.g. family members);
22. Requests that some advantage or employment to be provided to a relative or friend for the exchange of favourable dealings;
23. Unnecessary middle man or intermediaries to be involved in the contract or negotiations, and he does not provide additional value to the performance of the contract.