



**TEKMARK HOLDINGS SDN BHD
ANTI-BRIBERY AND CORRUPTION
POLICY**

TABLE OF CONTENT

NO	TITLE	PAGE
1.0	INTRODUCTION	3
2.0	PURPOSE	3
3.0	SCOPE, TERMS AND DEFINITIONS	3
4.0	ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT	6
5.0	ORGANISATIONAL ROLES, RESPONSIBILITIES AND AUTHORITIES	6
5.1	ROLES AND RESPONSIBILITIES	6
5.2	CORPORATE GOVERNANCE AND COMPLIANCE FUNCTION	7
6.0	ANTI-BRIBERY AND CORRUPTION RISK ASSESSMENT	8
7.0	RESOURCES	8
7.1	EMPLOYMENT PROCESS	8
7.2	AWARENESS AND TRAINING	9
7.3	COMMUNICATION	9
7.4	PERFORMANCE AND PROMOTION	9
8.0	OPERATION PLANNING AND CONTROL	9
8.1	RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION	9
8.2	CODE OF CONDUCTS AND ETHICS	10
8.3	GIFT, DONATION, SPONSORSHIP, ENTERTAINMENT & HOSPITALITY	10
8.4	CONFLICT OF INTEREST	13
8.5	FACILITATION OF PAYMENT AND KICKBACK	13
8.6	FINANCIAL AND NON-FINANCIAL CONTROL	14
8.7	REPORTING AND INVESTIGATION	14
9.0	SYSTEM PERFORMANCE AND EVALUATION	15
9.1	MONITOR, MEASUREMENT, ANALYSIS AND EVALUATION	15
9.2	INTERNAL AUDIT AND COMPLIANCE	15
9.3	GOVERNING BODY REVIEW	16
10.0	CONTINUOUS IMPROVEMENT	16
11.0	RECORD KEEPING	16
12.0	REFERENCES	16
13.0	APPENDICES	17
	APPENDIX 1 – EMPLOYEE: ABC DECLARATION FORM	18
	APPENDIX 2 – EXTERNAL PROVIDER: ABC DECLARATION FORM	19
	APPENDIX 3 – RED FLAGS	20
	APPENDIX 4 – TEKMARK GROUP'S ABC FRAMEWORK	21

1.0 INTRODUCTION

This Anti-Bribery and Corruption (ABC) Policy is established under the provision of Tekmark Holdings Sdn. Bhd (hereafter collectively referred to as “ (TEKMARK GROUP)”) and our subsidiaries operated local and international; in promoting highest level of integrity, adopting a zero-tolerance against all forms of bribery and corruption by fostering transparency in dealing business activities. We are committed to the highest standards of ethical conduct and practices in business activities in line with the Malaysia Code of Corporate Governance (MCCG). By having this policy, Tekmark Group and its subsidiaries shall act genuinely and reporting improper conduct in relation to breach of legal obligation due to negligence, criminal conduct, abandon of justice, jeopardy to the Tekmark Group’s policy and procedures at workplace. Thus, we are fully committed to comply with all laws and regulations which govern our business and operations. Tekmark Group and its subsidiaries is affirmative on this ABC policy and related standard operating procedures with adherence to Corporate Liability Provision introduced by Government on Malaysian Anti-Corruption Commission Act 2009, Amendment 2018.

2.0 PURPOSE

- 2.1 To safeguard, protect and defence Tekmark Group and our subsidiaries operated local and internationally against corporate or legal liability resulting from acts of bribery and corruption.
- 2.2 To firm TEKMARK GROUP’s responsibilities and responsibilities of all our employees, officers, and directors, external provider and interested parties to observe and uphold Tekmark Group’s stance on zero-tolerance to bribery and corruption.
- 2.3 To provide information and guidance on how we expect our employees and those working for us on code of conducts and ethics.
- 2.4 To provide guidance on how to recognise bribery and corruption and to set out the procedure on how to raise concerns on breaches of this policy, without fear of reprisal.
- 2.5 To ensure that Tekmark Group has adequate procedures in place to prevent and detect bribery and corruption.

3.0 SCOPE, TERMS AND DEFINITIONS

3.1 SCOPE

- 3.1.1 This ABC policy is established for Tekmark Group and our subsidiaries including business associates, directors, employees, external providers and interested parties regardless of their type of appointment.
- 3.1.2 TEKMARK GROUP also expects our external providers who have dealings with TEKMARK GROUP such as agents, distributors, representatives, contractor, sub-contractors, suppliers, vendors, consultants, customers and others who perform work or services for and on behalf of Tekmark Group shall comply with the relevant parts of this ABC policy when performing such work or services.
- 3.1.3 Joint-venture companies in which Tekmark Group is non-controlling or co-venture and associated companies are encouraged to adopt these or similar principles.

3.2 TERMS AND DEFINITIONS

“ABC” refers to Anti-Bribery and Corruption.

“Board of Directors” refer to refers to members in the board charter who overall responsibility for the business affairs of the Tekmark Group. It devises and approves strategic plans, business development initiatives, providing direction and guidance to the management in meeting the Group’s short and long-term goals

“Bribery & Corruption” means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACCA). 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 who is in a position of trust within an organisation.

Bribery may be ‘outbound’, where someone acting on behalf of Tekmark Group attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be ‘inbound’, where an external party is attempting to influence someone within Tekmark Group such as a senior decision-maker or someone with access to confidential information.

“Business Associates” an external party with whom the organisation has or plan to establish some form of business relationship.

“Controlled organisation” means an entity where Tekmark Group has the decision-making power over the organisation such that it has the right to appoint and remove the management. This would normally be where Tekmark Group has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that Tekmark Group has the right to appoint the management, for example a joint venture where Tekmark Group has the largest (but still <50%) allocation of the voting shares;

“Conflict of Interest” means when a person’s own interests either influence, have the potential to influence, or are perceived to influence their decision making at Tekmark Group.

“Due Diligence” refer to action of conducting due diligence on certain transactions, projects, activities, business associates, or an organization’s personnel is to further evaluate the scope, scale, and nature of the more than low bribery risks identified as part of the organization’s risk assessment. It also serves the purpose of acting as an additional, targeted control in the prevention and detection of bribery risk, and informs the organization’s decision on whether to postpone, discontinue, or revise those transactions, projects, or relationships with business associates or personnel.

“External Providers” refers to provider that is not part of the organization such as agents, distributors, representatives, contractor, sub-contractors, suppliers, vendors, consultants, customers and others who perform work or services for and on behalf of Tekmark Group.

“Exco Member” refer to senior level executives of an organisation that holds most responsibility and accountability of the business plans, goals and results.

“Employees” to all personnel who directly and indirectly contracted to the company and its subsidiaries.

“Entertainment” may include meals, tickets to movies, musicals, social and any events where

the giver is present at the function with the recipient with all appearances for the purpose to foster good business relationships.

“Exposed Position” means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include 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.

“Gift” refers to gift comprises of cash money, free fares, shares, lottery tickets, travelling facilities, entertainment expenses, services, club membership, any form of commission, hampers, jewellery, decorative items and any item of high value that is given includes money, goods or services given whether as a mark of building good relationships or appreciation or otherwise. The terms could also refer to favours, advantages, and preferential treatments as well as any form of entertainment provided to the recipient even if the giver is absent from the entertainment.

“Corporate Gift” means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the public at events, trade shows and exhibitions as a part of building the Company’s brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, and plaques.

“Facilitation payments” are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.

“Governing Body” refers to group or body that has ultimate responsibility and authority for an organisation activity, governance, policies and to which top management reports and by which top management is held accountable.

“Gratification” as defined in MACC Act as: -

- a) Money, donation, gift, loan, fee, reward, valuable security, property, or interest in property, whether movable or immovable, financial benefits.
- b) Office, dignity, employment, contract of employment/services and agreement to give employment/render services in any capacity.
- c) Payment, release, discharge/liquidation of loan, obligation, or other liability.
- d) Valuable consideration of any kind, discount, commission, rebate, bonus, deduction, or percentage.
- e) Any forbearance to demand any money or money’s worth or valuable thing.
- 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 of a disciplinary; civil or criminal, whether or not already instituted, and including the exercise or the forbearance from exercise of any right or any official power or duty; and
- g) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of (a) to (f).

“Hospitality” means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants, and escorts; use of facilities such as a spa, golf course or ski resort with equipment included.

“Non-Compliance” refers to non-fulfilment of a requirement set by Tekmark Group, laws and regulations.

“Red Flags” refer to an action to raise his/her concern on suspicious events/transactions at established reporting channel.

4.0 ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

Our Group Managing Director demonstrates his leadership and commitment through the following policy statement:

“We aim to conduct our business ethically with full commitment to uphold good corporate governance, integrity and zero tolerance against any form of Bribery and Corruption. All our stakeholders shall promote and embrace the values of **Honesty, Eager Accountability, Respect and Ownership (H.E.R.O)** to adhere to Malaysian Anti-Corruption Commission Act 2009 including its amendments. We prohibit Bribery and Corruption at any forms of our business activities with regards to our local practices, cultures, customs, and competitive conditions to all our employees, customers, external providers and interested parties. We are fully committed to comply with the MACC Act 2009 enforcement in meeting and exceeding customer and other interested parties needs and expectations for continual improvements.”

5.0 ORGANISATIONAL ROLES, RESPONSIBILITIES AND AUTHORITIES

5.1 ROLES AND RESPONSIBILITIES

5.1.1 All Tekmark Group personnel (including its directors and personnel of its controlled organisations) are required to carry out those responsibilities and obligations relating to the Company’s anti-bribery and corruption stance, alongside those already in existence, which 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 in Tekmark Group’s books and records accurately and with reasonable detail.
- c) Refer to the Head, CGC if any questions about this policy arise or if there is a lack of clarity about the required action in a situation.
- d) Always raise suspicious transactions and other “red flags” (indicators of bribery or corruption) to immediate superiors for guidance in the next course of action.
- e) Be alert to indications or evidence of possible violations of this policy.
- f) Promptly report violations or suspected violations through appropriate channels.
- g) Attend required anti-bribery and corruption training as required according to position not misuse their position or Tekmark Group’s name for personal advantage.

- 5.1.2** When dealing with business associates, all Tekmark Group personnel shall not:
- Express unexplained or unjustifiable preference for certain parties
 - Make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage
 - Exert improper influence to obtain benefits from them
 - Directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them
- 5.1.3** During an active or anticipated procuring or tender exercise, personnel participating in the exercise in any way whatsoever, shall not:
- Receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise
 - Provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise.
 - Be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a business associate
 - Abuse the decision-making and other delegated powers given by the top management
 - Bypass normal procurement or tender process and procedure
- 5.1.4** When dealing with external parties in a position to make a decision to Tekmark Group's benefit (such as a Government official or client). Tekmark Group personnel shall not:
- Offer, promise, or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind
 - Be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party.
 - Otherwise abuse the decision-making and other delegated powers given by the top management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the Company.
 - Exert improper influence to obtain personal benefits from them.
- 5.1.5** Tekmark Group's managers have a responsibility to ensure that the requirements are applied and complied with within their department or function and to monitor compliance with the policy. They also must ensure that subordinates in "Exposed Positions" attend the relevant training.

5.2 CORPORATE GOVERNANCE AND COMPLIANCE

Tekmark Group has assigned our Head, CGC to undertake the functions, responsibility, and authority to:

- Overseeing the design and implementation of ABC System;
- Providing advice and guidance to personnel on the ABC system issues relating to bribery and corruption;
- Ensuring that the ABC system conform to set by policies and procedures;
- Reporting the performance of the ABC system to Executive Director / Group Managing Director regularly and;
- Response to any queries raised by internal and external parties related to ABC.

6.0 ANTI-BRIBERY AND CORRUPTION RISK ASSESSMENT

- 6.1** Tekmark Group has established the Enterprise Risk Management Framework based on Committee of Sponsoring Organizations of the Treadway Commission (COSO) model where it's been recognised internationally.
- 6.2** Tekmark Group has determined the risks and opportunities that need to be addressed within its given context to provide assurance that ABC System can achieve its intended outcomes, to prevent or reduce undesired effects, and to achieve continual improvement.
- 6.3** The Group Managing Director has decided that Exco members to undertake the following objectives:
- To identify potential risks and opportunities from internal and external sources.
 - To identify the risk score and confirm on the risk priority number.
 - To plan for mitigation actions.
 - To review the risk, mitigation actions and its effectiveness.
- 6.4** Internal Auditors play an independent role in reviewing the adequacy and integrity of the internal control system of the Group and reporting to the Executive Director.

7.0 RESOURCES

7.1 EMPLOYMENT PROCESS

- 7.1.1** Tekmark Group has established the policy and procedure in recruiting employee and offer job opportunities to employees in fair competition-based on skills, competencies and attitude.
- 7.1.2** Tekmark Group recognizes the value of integrity in its Personnel and Business Associates. Tekmark Group's recruitment, training, performance evaluation, remuneration, recognition, and promotion for all Tekmark Group's Personnel, including management, shall be designed and regularly updated to recognize integrity.
- 7.1.3** In line with this, due diligence should be conducted to ensure that the potential Personnel has not been convicted in any bribery or corruption cases locally or internationally. More detailed background checks should be taken when hiring Personnel that would be responsible in management positions, as they would be tasked with decision making obligations.
- 7.1.4** Tekmark Group does not offer employment to prospective Personnel in return for their having improperly favored Tekmark Group in a previous role.
- 7.1.5** New and existing employees or potential employees who offered or accepted by Tekmark Group's as personnel on board shall certify in writing that they have read, understood, and shall abide the ABC Policy, applicable laws and requirements by signing the Employee - ABC Declaration Form.

7.1.6 A copy of this declaration shall be returned by employees and retained by HRD for the duration of the Personnel's employment. A sample declaration can be found in the Appendix 1 of this Policy. The Group Managing Director or any personnel appointed by Group Managing Director reserves the right to request information regarding an employee's assets if the person is implicated in any Bribery and Corruption related accusation or incident.

7.2 AWARENESS AND TRAINING

Awareness and training session of this ABC Policy shall be conducted regularly and it is mandatory, and attendance is compulsory for all directors, officers, employees and external providers. Training on this ABC Policy forms part of the orientation process for all new employees. Thereafter all existing directors, officers, employees, business associates and external providers are required to attend regularly on how to execute and adhere to this policy.

7.3 COMMUNICATION

The communication medium such as website, email, correspondence, campaign poster had created to ensure Tekmark Group's achieve zero tolerance stance on bribery and corruption. This ABC Policy must be shared, communicated and understood to all parties internal and external of all Tekmark Group's business relationship with them. The policy statement is available on Tekmark Group's website at www.tekmarkgroup.com for public view. Internally, Tekmark Group has created staff portal as a platform for employees to refer the policies and procedures of Tekmark Group.

7.4 PERFORMANCE AND PROMOTION

7.4.1 Tekmark Group had established policy in promoting our talented employees in fairly and unbiased manner.

7.4.2 Tekmark Group had established performance management system in reviewing performance bonuses with incentive elements to enhance control and prevention towards bribery and corruption among our employees.

8.0 OPERATION PLANNING AND CONTROL

8.1 RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

8.1.1 Tekmark Group is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.

8.1.2 These laws include but are not limited to the:

- a) Malaysian Penal Code (revised 1977) and its amendments
- b) Malaysian Anti-Corruption Commission Act 2009 and its amendments
- c) Companies Act 2016,

- d) US Foreign Corrupt Practices Act 1977 (amended 1998),
- e) Anti-Money Laundering and Anti-Terrorism Financing Act and the UK Bribery Act 2010.
- f) Whistle-blower Protection Act 2010
- g) Competition Act 2010
- h) Company Act 1965, 19773, 2016

8.1.3 These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls. In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the law shall prevail.

8.2 CODE OF CONDUCTS AND ETHICS

Tekmark Group's employees, business associates, external providers and interested parties shall adhere to code of ethics and conduct policy, conducting business ethically by promoting transparency. All external providers to nominate the representative from top management or any personnel authorised by the company to shall sign-off the declaration form at Appendix 2.

8.3 GIFT, DONATION, SPONSORSHIP, ENTERTAINMENT AND HOSPITALITY

8.3.1 NO GIFT POLICY

8.3.1.1 Tekmark Group have established "No Gift Policy" and all employees are prohibited from receiving and giving any benefits in the form of gifts, entertainment, hospitality and travel expenses as defined in Malaysia Anti-Corruption Commission from/to external parties.

8.3.1.2 The communication on "No Gift Policy" will be delivered to internal and external parties regularly to enhance our compliance level towards the MACC Act 2009 requirements and other applicable laws.

8.3.1.3 However, for those unattended/insisted to receive gifts, the receiving employee must communicate to corporate governance and compliance department and handover the gifts to the Head, CGC. Executive Director will then determine the treatment of gifts as to whether to:

- a) Donate the gift to charity organization; or
- b) Return the gift to the donor.

8.3.1.4 In the event where employee required to deliver gifts which is limited on criteria mentioned in SOP – Handling Gifts, Donations and Sponsorship the employee shall complete Request for Handover Gift form with justification and verification from Business Unit Head before submit to Head, CGC.

8.3.2 ENTERTAINMENT AND HOSPITALITY

8.3.2.1 Tekmark Group has established procedures in managing claim on entertainment and hospitality with intention to foster our business in the industry through

networking, manage our customer expectations and build strong relationship for sustainability growth.

- 8.3.2.2** Tekmark Group discourage our personnel to provide or giving an offer to provide entertainment and hospitality with a view to cause undue influence or in exchange for favours or advantages such acts that will lead to bribery and corruption.
- 8.3.2.3** Our personnel shall void providing and receiving entertainment or/and hospitality with relation to clause 8.3.2.2.
- 8.3.2.4** The Entertainment and Hospitality practices with mindful and is not encouraging by the Company, however, it shall be managed based on the following criteria:
- a) Follow the Limit of Entertainment and Hospitality budget approved by the company.
 - b) It is not lavish, extravagant or excessive;
 - c) customary and lawful in all circumstances;
 - d) must no expectation of any specific favour, or improper advantages from intended recipients;
 - e) independent business judgment of the intended recipient must not affected;
 - f) the act of giving and receiving must be done in an open and transparent manner.
- 8.3.2.5** Tekmark Group's CEO and eligible employees are allowed to entertain third parties, external stakeholders, or business partners through justifiable acts towards entertainment and hospitality claims, and those eligible employees are reminded to be mindful when utilizing the allocated budget given based on clause 8.3.2.4.
- 8.3.2.6** Tekmark Group equally uphold the safety of all employees as priority. In the event that an Employee's safety is at stake, a facilitation payment is to protect the employee is permitted if: -
- a) That is the immediate available recourse to protect the safety of the Employee;
 - b) The event is communicated to Head, CGC to obtain Executive Director's approval; or, payment under the state of emergency had been undertaken, after which the Executive Director's approval must be retrospectively obtained as soon as possible.
 - c) The event is being subjected to be investigated to avoid recurrence.

8.3.3 DONATION AND SPONSORSHIP

- 8.3.3.1** All donation and sponsorship request of any amount shall be directed to Head, CGC in official manner.
- 8.3.3.2** Review and approval process for donation and sponsorship request shall be from the following criteria:

- a) Collaboration between companies to boost marketing strategies in positioning our product and services in the market.
- b) Disaster relief
- c) Needy and surviving group.
- d) Tekmark Group's financial condition / positive cashflow

8.3.3.3 The request shall be recommended by BUH and approval is discretion of Executive Director / Group Managing Director based on the clause 8.3.3.2

8.3.3.4 All donations and sponsorship related to political parties, public officers and related groups were not allowed.

8.3.3.5 For a company to allow a tax deduction, obtain an official receipt from the organization stating the contribution is approved by Inland Revenue/LHDN for tax deduction as per the table below:

No.	Contribution	Note
1	Gift of money to the Government, State Government or Local Authorities.	Subsection 44(6)
2	Gift of money to Approved Institutions or Organisations. (Amount is limited to 10% of aggregate income)	Subsection 44(6)
3	Gift of money or cost of contribution in kind for any Approved Sports Activity or Sports Body. (Amount is limited to 10% of aggregate income)	Subsection 44(11B)
4	Gift of money or cost of contribution in kind for any Approved Project of National Interest Approved by Ministry of Finance. (Amount is limited to 10% of aggregate income)	Subsection 44(11C)
5	Gift of artifacts, manuscripts or paintings.	Subsection 44(6A)
6	Gift of money for provision of Library Facilities or to Libraries.	Subsection 44(8)
7	Gift of money or contribution in kind for the provision of facilities in Public Places for the benefit of disabled persons.	Subsection 44(9)
8	Gift of money or medical equipment to any healthcare facility approved by the Ministry of Health.	Subsection 44(10)
9	Gift of paintings to the National Art Gallery or any State Art Gallery.	Subsection 44(11)

8.3.3.6 50% of the tax deduction is allowed for in-kind donations or cash vouchers. This is valid for existing customers only (who have an existing transaction with this customer).

8.3.3.7 For cash donation, no tax deduction is allowed for existing and potential customers (unless is approved donation by the Inland Revenue). Therefore, staff is not permitted to do so, and cash donation is not eligible for a claim unless with prior written approval.

8.3.3.8 All donations and sponsorship shall follow the following principle:

- a) Be objective and should not be based solely on personal preference of the

company's directors, officers, and employees.

- b) Conduct due diligence, especially pertaining to the public activity and background of potential beneficiaries.
- c) In any instance of charitable giving there must be an accurate receipt or letter of acknowledgement for any donation.

8.4 CONFLICT OF INTEREST

8.4.1 A Conflict of Interest may arise in a situation where an individual is in a position to take advantage of his/her role in Tekmark Group for his/her personal benefit, including the benefit of his/her family and/or friends and/or company. This would undermine the duties of good faith, fidelity, diligence, and integrity as expected by Tekmark Group from its Personnel in the performance of the Personnel's duties and obligations.

8.4.2 All Personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, company's resources and assets, or information available to them for personal gain or to the company's disadvantage.

8.4.3 In situations where a conflict does occur, Personnel are required to declare the matter as per the Employees Handbook.

8.5 FACILITATION OF PAYMENT AND KICKBACK

8.5.1 Tekmark Group prohibits facilitation payments and if any employees are in doubt about the legitimacy of a payment that you are requested to make, kindly seek advice from the Head, CGC.

8.5.2 If personnel are asked to make a payment on TEKMARK GROUP's behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. The personnel should always ask for a receipt which details the reason for the payment.

8.5.3 Tekmark Group do not allow any payment or other provision made personally to an individual's account who have control of process or decision.

8.5.4 Tekmark 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: -

- a) that is the immediate available recourse to protect the safety of the Employee;
- b) the event is communicated to Head, CGC to obtain Executive Director's approval; or, payment under the state of emergency had been undertaken, after which the Executive Director's approval must be retrospectively obtained as soon as possible.
- c) The event is being subjected to be investigated to avoid recurrence.

8.5.5 The Head of Finance of the Company shall investigate the event and ensure that such payments are correctly recorded in the Company's accounts, If appropriate, or if required by law, the Company will report the payment to the relevant authorities.

8.6 FINANCIAL AND NON-FINANCIAL CONTROL

8.6.1 Tekmark Group adopts a clear separation of duties for all jobs functions either it is financially or non-financially related. For jobs related to non-financial activities, there must be at least two-layers of verification (i.e. preparer and verifier).

8.6.2 For jobs related to financial activities, Tekmark Group had since adopted four-layers of checking which shall comprise of the preparer, reviewer by Business Unit Head, and approver by Finance Manager / Head of Finance, or internal audit verification. Further, for financial activities (such as disbursement, payment, and claim activities), Tekmark Group strictly adopts multiple signatories with respective limit of authority policy to further mitigate any corruption risk. These limits are reviewed regularly and approved by Executive Director in accordance with their respective limit of authority, in tandem with the changes in business operations and organisation structure.

8.7 REPORTING AND INVESTIGATION

8.7.1 Any individual Personnel who, in the course of their activities relating to their employment/engagement/appointment with Tekmark Group, encounter actual or suspected violations of this Policy are required to report their concerns using the reporting channels via the confidential email address: whistleblow@tekmarkgroup.com or send in writing to :-

The Executive Director

B-G-8, Endah Promenade
No 5, Jalan 3/149E, Taman Sri Endah
Bandar Baru Sri Petaling, 57000 Kuala Lumpur

Contact No.: 03-9078 3000

8.7.2 It is the duty of employees and parties dealing with Tekmark Group to report any gratification given, promised, offered, solicited, obtained or accepted or attempted to obtain or accept to MACC. Failure to report is an offence under **Section 25 Malaysian Anti-Corruption Commission Act 2009**.

8.7.3 You shall provide the following information in your report of actual or suspicions event by stating basic information (5W+1H):

- a) Who is involved?
- b) When did it happen?
- c) Where did it happen?
- d) What wrong did the perpetrator commit?
- e) Why did the wrong occur?
- f) How did the wrong occur?

g) Witness or related documents (if any)

8.7.4 All whistle-blowing reports received shall be investigated promptly, professionally, fairly and honestly. Findings from the investigations and the follow-up actions taken or to be taken shall be documented and communicated to the whistle-blower.

8.7.5 Any whistleblowing report will be treated with utmost confidentiality. No person acting in good faith will suffer adverse consequences to his/her employment or retaliation for reporting or for refusing to engage in prohibited conduct, even if such refusal results in loss of business opportunities to Tekmark Group.

8.7.6 All Tekmark Group personnel should be assured that there will be no retaliation taken against anyone who has, in good faith sought advice regarding any conduct that may be implicated by this Policy,

a) has reported a good faith suspicion of a violation of this Policy, or

b) refused to participate in any conduct that may violate this Policy.

9.0 SYSTEM PERFORMANCE AND EVALUATION

9.1 MONITOR, MEASUREMENT, ANALYSIS AND EVALUATION

9.1.1 Tekmark Group shall plan and implement the monitoring, measurement, analysis and evaluation to continuously improve processes to demonstrate the effectiveness of ABC System.

9.1.2 The result shall be prepared, presented and communicated by Head, CGC to Executive Director yearly basis.

9.1.3 The recommendation for improvement shall be aligned with Malaysian Anti-Corruption Commission Act 2009, Amendment 2018 and other applicable laws.

9.2 AUDIT AND COMPLIANCE

9.2.1 Our internal and external auditors shall plan and schedule internal audit processes to assess the conformity of ABC System. The audit plan and schedules shall be presented to Executive Director for review and approval on yearly basis.

9.2.2 The internal audit results are to be compiled and documented for corrective actions and to be reported to Executive Director periodically. The internal audit programme, criteria, scope, frequency and methods shall be defined and communicated at all level of business functions. The audit documentation shall be kept and maintained for reference.

9.2.3 Tekmark Group to participate with local or international certification body for ISO certification.

9.3 GOVERNING BODY REVIEW

Group Managing Director is to ensure the effectiveness of ABC Management Systems through regular reviews and these responsibilities are delegated to the Exco's member. The report shall be prepared by Head, CGC with Executive Director's approval.

10.0 CONTINUOUS IMPROVEMENT

10.1 Tekmark Group shall improve on the suitability, adequacy and effectiveness of the ABC system including its policies and procedures with adherence to the Malaysian Anti-Corruption Commission Act 2009, Amendment 2018 by practising the following:

- a) Promoting the values of integrity, transparency and good governance;
- b) Prohibit bribery and corruption in any form, whether direct or indirect, at any location and in all business relationships, including with suppliers, contractors, customers and other third parties;
- c) Internal control system, anti-bribery and corruption program, policies, procedures and applicable laws and regulations to prevent corruption;
- d) Provide full cooperation with the authorities, regulators and MACC on corruption detection, prevention and enforcement of laws against corruption;
- e) Conduct business relationship with ethics and compliance at all times; and
- f) Report any corrupt practice that occurs in the workplace or related to the Company's affair to the appropriate authority.

11.0 RECORD KEEPING

11.1 Tekmark Group shall keep the financial records, investigation report, analysis and evaluation document; and have appropriate internal controls in place which will evidence the business reason for any payments made to third party.

11.2 All directors, officers and employees must ensure that all expenses relating to gifts, hospitality and entertainment expenses incurred are submitted in accordance with the company's expense policy and record the reason for such expenditure.

11.3 All accounts, invoices and records relating to dealing with third parties must be maintained with strict accuracy. No accounts must be kept "off-book" to facilitate or conceal improper payments.

12.0 REFERENCES

- a) Malaysian Anti-Corruption Commission Act 2009, Amendment 2018.
- b) Guideline on Adequate Procedures Pursuant to Subsection (5) Of Section 17a Under the Malaysian Anti-Corruption Commission Act 2009
- c) ISO37001:2018 – Anti Bribery Management System
- d) <https://www.sprm.gov.my>
- e) Malaysian Code on Corporate Governance (MCCG)
- f) [Approved donations / gifts by Inland Revenue Malaysia](#)

13.0 APPENDICES

Appendix 1 – Employee: Anti-Bribery and Corruption Declaration

TMK/GMD/FRM/EDC01.1

Appendix 2 – External Provider: Anti-Bribery and Corruption Declaration

TMK/GMD/FRM/EPD15.0

Appendix 3 – Red Flags

Appendix 4 – TEKMARK GROUP's ABC Framework

Appendix 1 – Employee: Anti-Bribery and Corruption Declaration Form

I _____; Employee Number: _____ NRIC or Passport No.: _____; hereby declare that I have read and understood Tekmark Group's Anti-Bribery and Corruption Policy (ABC Policy) and the responsibilities required of me in relation to the said Policy.

I, hereby shall commit and adhere to the principle of Anti Bribery and Corruption adopted by Tekmark Group on the following:

1. Promoting values of integrity, transparency and good governance;
2. Prohibit bribery and corruption in any form, whether direct or indirect, at any location and in all business relationships, including with our external providers and other third parties;
3. Internal control system, anti-bribery and corruption program, policies, procedures and applicable laws and regulations to prevent business from corruption;
4. Provide full cooperation with the authorities, regulators and MACC 2009 and in relation to corruption detection, prevention and enforcement of laws against corruption;
5. Conduct business relationship with ethics and compliance at all times; and
6. Report any corrupt practice that occurs in the workplace or related to the Company's affair to the appropriate authority.

I hereby accept and agree to full compliance to this Policy and its accompanying policies, rules and regulations which shall be read together and forms part of my employment contract with Tekmark Group.

I understand that if I am party to any breach of this Policy then it could be regarded as misconduct and this may result in disciplinary action, up to and including dismissal, in accordance with the Company's Employment Handbook.

By signing the pledge, the employee is fully responsible and liable to any consequence and implication that the company, and/ or the authorities, may takes against non-compliance.

Signature : _____

Date :

Appendix 2 – External Provider: Anti-Bribery and Corruption Declaration Form**(TO)**

Tekmark Holdings Sdn Bhd (199601026375), including its subsidiaries company, incorporated Malaysia and Internationally under the Companies Act 1965, B-G-8, Endah Promenade No 5, Taman Sri Endah, Jalan 3/149e, Sri Petaling, 57000 Kuala Lumpur

(BY) EXTERNAL PROVIDER

Name of Company : _____

Registration No. : _____

Address : _____

I/We are fully aware that Tekmark Group and its subsidiaries (“Tekmark Group”) are committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates to counter bribery and corruption. As such, I/We hereby declare and confirm that I/We have read and viewed the Anti-Bribery and Corruption (ABC) Policy obtained from Tekmark Group’s website: www.tekmarkgroup.com

I/We confirm that to our best of knowledge, I/We have not been convicted nor are subject to any investigation, inquiry or enforcement proceedings by the relevant authorities of any actual or suspected breach and I/we undertake to report to Tekmark Group any actual or suspected breach as soon as reasonably practicable and to the extent permitted by the law immediately upon our knowledge of the same.

I/We declare and confirm that we do not create any false documents and all documents submitted are true and reflect in a transparent way our cooperation with Tekmark Group. I/We further declare and confirm that I/We shall not offer, give, solicit or accept any bribe or form of bribe during the course of our engagement or engage in any transaction that contravene the Malaysian Anti-Corruption Commission Act 2009, any applicable anti-bribery or anti-corruption legislation, by-laws, rules and regulations (“MACC laws”) as may be imposed by the relevant authorities and/or internal policies. In the event that I/We breach of any of the above sections, the Tekmark Group and its subsidiaries company reserve the right to immediately investigation and revoke the contract award, or terminate the contract without any liability whatsoever on the part of the Tekmark Group and its subsidiaries company to the external providers.

COMPANY STAMP

Signature : _____

Name : _____

NRIC/Passport No. : _____

Position : _____

Date : _____



Appendix 3 – Red Flags

These “red flags” must be highlighted to Executive Director for investigation:

1. Get promises of cash payments
2. Pressure exerted for payments to be made urgently or ahead of schedule
3. Payments are being made through a company in country “B” through goods or services are supplied to different company in country “A”
4. Abnormally high commission percentage being paid to a particular agency. This may be divided into 2 accounts for the same agent, often in different jurisdictions
5. Unsanctioned private meetings with public contractors or companies hoping to tender for contracts
6. Lavish gifts being offered
7. Individual that never takes time off even if ill. Or during holidays, or insists on dealing with specific contractors him/herself
8. Making unexpected or illogical decisions when accepting projects or contracts
9. Unusually smooth process if cases where individual does not have the expected level of knowledge or expertise
10. Abusing decision process or delegated powers in specific cases
11. Agreeing to contracts not favourable to the organisation
12. Unexplained preference for certain contractors during tendering period
13. Avoidance of independent checks on tendering or contracting processes
14. Raising barriers around specific roles or departments which are key in tendering/contracting process
15. Bypassing normal procurement process and procedure
16. Invoices being agreed more than contract without reasonable cause
17. Missing documents or records regarding meetings or decisions
18. Company procedures or guidelines not being followed
19. The payment of or making funds available for, high value expenses or school fees etc. on behalf of others
20. Knowingly dealing with a customer or government official that has personal, business or family relationship with vendor
21. A customer or government official recommends or insists on the use of the transaction party.
22. Transaction party refuses to agree to anti-corruption contractual terms, uses a shell company or other unorthodox corporate structure, insists on unusual or suspicious contracting procedures, refuses to divulge the identity of its owners, or requests that its agreement be backdated or altered in some way to falsify information
23. Transaction party has a poor business reputation or has faced allegations of bribes, kickbacks. Fraud or other wrongdoing or has poor or non-existent third-party references
24. Transaction party does not have office, staff, or qualifications adequate to perform the required services
25. Expense or payment request is unusual, is not supported by adequate documentation, is unusually large or disproportionate to services to be rendered, does not match the terms of a governing agreement, or involves the use of cash or bearer instrument
26. Expense or payment request is described as required to “get the business” or “make the necessary arrangements

Appendix 4 – Tekmark Group’s ABC Framework

