



TPC PLUS BERHAD

Company No. 200301012910 (615330-T)
(Incorporated in Malaysia under the Companies Act. 1965)

ANTI-CORRUPTION POLICY

*Reviewed by Risk Management Committee and
Approved by the Board of Directors on 25 June 2020*



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1. INTRODUCTION

TPC Plus Berhad (“**TPC**”) and its subsidiaries (collectively referred to as the “**Group**”) conduct its business in an ethical and legal manner. TPC expects all level of Officers, Employees and Directors (both Executive and Non-Executive) of the Group to be committed to acting professionally, vigilantly, and with integrity in their business conducts.

The Group will take reasonable and appropriate controls to safeguard the business from participating in corrupt activities for its advantage or benefit. This Anti-Corruption Policy (“**The Policy**”) sets out the framework to prevent the occurrence of bribery and corrupt practices in relation to the business of the Group. The Policy is supplemental to, and shall be read in conjunction with the Code of Conduct and Ethics of TPC.

TPC upholds zero-tolerance policy against all forms of bribery and corruption in all business affairs. All stakeholders including but not limited to customers, contractors, consultants and whoever performing work or services for or on behalf of the Group will comply with the relevant parts of the Policy when performing such work or services. The stakeholders are also encouraged to adopt similar standards and principles.

The Policy merely sets as the guidelines for Employees and Directors, which are designed to prevent circumstances where corruption practices may take root in their business dealings throughout the organisation.

2. OBJECTIVES

This Anti-Corruption Policy is formulated with the intentions of achieving the following aims:

- i) To promote culture of high standards of honesty and integrity within organisation;
- ii) To educate employees and directors about bribery, corruption and the consequences; and
- iii) To provide guidance to employees and directors upon dealing with inappropriate adjuration, bribery and other corrupt activities and issues that may arise in the day-to-day course of business.

In view of. Malaysian Anti-Corruption Commissions (Amendment) Act (“**MACC**”) 2009, particularly Section 17A of MACC, this policy also aims to ensure adherence to all relevant requirements of MACC.



3. DEFINITION OF CORRUPTION

MACC defines corruption as the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description.

MACC Act 2009 (Act 694) also stipulated FOUR (4) main offences:

1. Soliciting/Receiving Gratification (Bribe) [section 16 & 17(a) MACC Act 2009]
2. Offering/Giving Gratification (Bribe) [section 17(b) MACC Act 2009]
3. Intending to Deceive (False Claim) [Section 18 MACC Act 2009]
4. Using Office or Position for Gratification (Bribe) (Abuse of Power/Position) [Section 23 MACC Act 2009]

(<https://www.sprm.gov.my/index.php/en/education/what-is-corruption>)

4. APPLICABILITY OF POLICY

- i) This Policy is applicable to all Officers, Employees and Directors and is made available for their reference on the Company's website. Any failure to read or understand this Policy will not excuse violations which may result in disciplinary action including termination of employment.
- ii) It is not intended to be exhaustive and where relevant, this Policy should be read in conjunction with the relevant policies and procedures (i.e.: Code of Conduct and Ethics) of the Group which are currently in place and which the employees are expected to comply when performing their duties.

5. PRACTICES AND PROCEDURES

5.1 GIFTS AND HOSPITALITY

TPC does not forbid ordinary gifts and business hospitality as these are often an important part of retaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable, appropriate and solely given in the normal course of business.

The followings are some examples of acceptable gifts or benefits in TPC's eyes:

- (a) all gifts are of nominal value which extended to all officers and employees of TPC;
- (b) gifts presented at work-related conferences, seminars and/or business events;
- (c) gifts given in the way of transparent and open, and not to give influence or obtain unfair advantages; and
- (d) refreshments or meals during business meetings or as participants of work-related conferences and/or seminars.

Generally, the principle is, all Officers, Employees and Directors **should not accept or give any form of gift to a third party** if it is made with the **intention of influencing** the third party to obtain or retain business, or in exchange for favours or benefits.



5. PRACTICES AND PROCEDURES (CONT'D)

5.1 GIFTS AND HOSPITALITY (CONT'D)

Lavish or unreasonable gifts or hospitality, whether these are given or received, are **at all time, unacceptable** as they could be perceived as obtaining or receiving favourable business treatment by providing individuals with personal benefits. Being vigilant in giving or receiving gifts or hospitality, the intention behind such action shall always be considered.

5.2 FACILITATION PAYMENTS

Facilitation payments are any form of payments, regardless the amount, unofficially given to an officer to secure and expedite a routine function that an individual is ordinarily obliged to carry out. These payments are made to speed up the routine administrative processes.

All Officers, Employees and Directors acting for or on behalf of the Group must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment.

5.3 DEALING WITH THIRD PARTIES

TPC's dealings with third parties, which include contractors, suppliers, agents, transporters, consultants, etc., must be carried out in adherence to all relevant laws. As such, the Group is committed to promoting compliance with effective Anti-Corruption Policies by all third parties acting for or on behalf (of TPC). As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

All third parties should be made aware of this Policy. In addition, 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 corruption.

5.4 DEALING WITH PUBLIC OFFICIALS

All Officers, Employees and Directors acting for or on behalf of the Group must not offer, promise or give anything which might reasonably be regarded gift, entertainment, corporate hospitality, CSR programme, donation and sponsorship to Public Officials or Political Exposed Person or Person Connected to them in High Risk Country.

All Officers, Employees and Business Associates acting for or on behalf of the Group must not offer, promise, give anything which might reasonably be regarded gift, entertainment, corporate hospitality, CSR programme, donation, sponsorship to Public Officials or Political Exposed Person or Person Connected to them in country other than High Risk Country unless it is permissible under the applicable laws and regulations and prior approvals are obtained from Head of Department and Top Management and subject to maximum threshold applied.



5. PRACTICES AND PROCEDURES (CONT'D)

5.5 CORPORATE SOCIAL RESPONSIBILITY (“CSR”) AND CHARITABLE CONTRIBUTION

The Group may give or offer charitable contribution to support social welfare or benefit purposes, which could be in the form of TPC’s products (i.e.: eggs).

TPC must never give or offer a charitable contribution in order to influence or induce an act or decision, to gain an unfair business advantage. All Officers, Employees and Directors must be mindful to ensure that such charitable contributions are not used as a mechanism to conceal bribery and corruption.

All payments made for charitable contributions exceeding RM50,000 will require to get the Board’s approval. No donation or contribution shall be allowed to make or offer without prior authorisation or approval of the Head of Department or Directors.

6. RESPONSIBILITIES AND COMMITMENTS

6.1 BOARD OF DIRECTORS AND ITS RESPECTIVE COMMITTEES

- Oversee the implementation of this Anti-Corruption Policy;
- Promote a corporate culture of highest level of integrity and ethics;
- Adhere to applicable laws and regulatory requirements on anti-corruption;
- Emphasise zero-tolerance for corruption practices in all business affairs;
- Communicate to both internal and external stakeholders in relation to The Policy as well as the prevailing laws and regulations;
- Consider and authorise TPC’s established procedures and controls in minimising corruption risks to the Group’s businesses.

6.2 THE MANAGEMENT

- Establishes and maintains Anti-Corruption Policy;
- Practises and upholds highest level of integrity and ethics;
- Adhere to applicable laws and regulatory requirements on anti-corruption and The Policy;
- Monitors, periodically reviews and improves upon the effectiveness of this Policy;
- Practises zero-tolerance for corruption in all dealings in relation to the business affairs;
- Establishes and maintains an effective Anti-Corruption Policy to address corruption risks adequately and mitigate opportunities for corruption;
- Designs a communication and training channel on its commitments on anti-corruption for both internal and external stakeholders;
- Appropriate level of authority for personnel with the responsibility for overseeing implementation of The Policy and relevant procedures and controls; and
- Encourages whistle blowing and other appropriate channels in relation to any suspicious or real corruption incidents in all business dealings



6. RESPONSIBILITIES AND COMMITMENTS (CONT'D)

6.3 THIRD PARTIES (ASSOCIATED PERSON)

- Observe and uphold zero-tolerance for corruption as well as The Policy and relevant procedures and controls; and
- Raise concerns on any shortcoming in The Policy, any improper conduct or wrongful act at the earliest opportunity, and in an appropriate way through various communication channels including Whistle Blowing Policy as set out in TPC's website.

7. RISK ASSESSMENT

TPC shall conduct a proper corruption risk assessment at least once in every three (3) years or as when necessary (including any amendment thereof or change in circumstances of the business) to identify, analyse, assess and prioritise the internal and external corruption risks of the Group.

8. CONFLICT OF INTEREST

Conflict of interest arises when an individual's objectivity is compromised or perceived to compromise with the professional obligation in role, by any form of personal interest.

All Officers, Employees and Directors **must avoid** any circumstances and positions where personal relationship and/or personal benefit, influences and impairs his/her ability to perform professional obligations and responsibilities at TPC.

All Officers, Employees and Directors acting for or on behalf of the Group shall comply with the Code of Conduct and Ethics of the Group approved by the Board of Directors of the Company.

9. RECORD-KEEPING

The Group must keep proper and complete financial records of all payments made to third parties in the ordinary course of business. All accounts, invoices (or other similar documents) and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. All these records and documents would serve as an important evidence of such payments are transparent, made in best interests of the Group and not involved in any bribery and corruption dealings.

TPC shall also have appropriate internal controls in place to keep track and ensure all expenses claims relating to hospitality, gifts or entertainment incurred to third parties are submitted in accordance with TPC Group's claim procedure and policy.



10. COMPLIANCE TO THE LAW

Directors and Employees are expected to understand and comply with the Malaysian Anti-Corruption Commission Act 2009 (including any amendment thereof). The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

11. REPORTS OF VIOLATIONS

Any person who has knowledge of, is aware of or suspects any improper conduct or violation of rules within TPC Group, is encouraged to raise the Group's Whistle Blowing Policy. All relevant procedures, provision and protection of Whistle Blowing Policy are made available on TPC's web page (www.tpc.com.my).

The Group will take all reasonable steps to protect the confidentiality of the identity of a whistle-blower and strictly adhere to any statutory requirements in force. Every single reports raised will be treated highly confidential.

12. REVIEW OF THIS POLICY

This Policy shall be reviewed and updated regularly to ensure that it remains relevant and appropriate at all times. Any subsequent amendment to this Policy will require the approval of the Company's Board of Directors.

13. COMMUNICATION AND TRAINING

TPC shall design, develop and implement a communication and training programme on its policies and commitments on anti-corruption for all Officers, Employees and Directors as well as all relevant parties