

**TWL Holdings Berhad (Company No. 199401039944) (325631-V)**  
**ANTI-CORRUPTION POLICY**

**1. INTRODUCTION**

**TWL Holdings Berhad and its subsidiaries** (collectively referred to as the “**Group**”) conduct its business in a legal and ethical manner. As “**integrity**” is one of the core values of the Group, the Group requires all its employees (including full-time, part-time, probationary, contract and temporary staff) (“**Employees**”) and Directors of the Group to be committed to uphold high levels of personal and professional values in all business dealings.

This Anti-Corruption Policy (“**Policy**”) sets out the Group’s measures and parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group. This Policy establishes the boundaries on interactions with all parties.

This Policy is not intended to be exhaustive and shall be read in conjunction with other existing policies of the Group, the Malaysian Anti-Corruption Commission Act 2009 (“**MACCA**”) and any amendments thereof.

**2. OBJECTIVE**

The objective of this Policy is :-

- To ensure that the Group has adequate procedures in place to prevent bribery and corruption conduct
- To promote better governance culture and ethical behaviour within the Group
- To provide greater accountability and transparency to investors
- To protect the Group against the possible penalties and repercussions resulting from acts of bribery and corruption.

**3. APPLICABILITY**

This Policy applies to all companies within the Group. This includes all individual working at all levels and grades, including but not limited to managers, executives, directors, employees, consultants, contractors, trainees, seconded staffs, interns, any third party and any other person associated with the Group or have intentions to engage with the Group in any business dealing. Each of them has a duty to read and understand this Policy. All third parties, including business associate, agents, vendors, supplier and joint venture partners should be made aware of this Policy and understand the Group’s anti-corruption position, especially in relation to their role within or outside the Group.

**4. DEFINITION OF CORRUPTION AND GRATIFICATION**

Corruption is an 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 the individual’s job.

Gratification includes both pecuniary and non-pecuniary bribes. Generally, gratification is defined as money, donation, gift, reward, any valuable thing of any kind, any forbearance to demand any money or money’s worth or valuable thing, any other service or favour of any kind, or any offer, undertaking or promise of any such gratifications under the 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 a position of trust within an organisation.

Corruption may be ‘outbound’, where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or

client or external decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Group such as a decision-maker or someone with access to confidential information.

For the purpose of this policy, corruption is defined primarily as any action which would be considered as an offence of giving or receiving 'gratification' under the Malaysian Anti-Corruption Commission Act 2009 (MACCA).

## **5. GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION**

### **5.1 Gifts, Entertainment, and Hospitality**

Generally, the Group practises a "No Gifts" policy and prohibits the use of entertainment and hospitality as a vehicle for bribery and corruption to influence the duties and decision making of any individual. Entertainment and Hospitality come in many forms, consisting of meals, travel or transportation, accommodation and recreation.

Without prejudice to the above, the Group permits normal and appropriate corporate entertainment, gifts, hospitality and promotional expenditure (given and received) to or from third parties provided that is undertaken:

- a) With the intention of bona fide corporate hospitality and it is reasonable, appropriate and justified;
- b) With the approval from the Head of Department and Managing Director of the Company

As a general principle, this Policy does not prohibit bona fide corporate hospitality in a form of token of appreciation and goodwill for retirement, assignment transfer and marriage.

### **5.2 Political Contribution**

Subject to any prevailing law that govern political contribution, the Group may make contribution to political parties or candidates. However, particular care must be taken in ensuring that such political donations are not construed as an inducement or a reward for doing or forbearing to do any act as a form of corruption. All political contributions require approval from the Head of Department and Managing Director. The records of all political contributions shall be kept by the Group.

### **5.3 Charitable Donations and Sponsorship**

Charitable support and donations are acceptable (and indeed are encouraged), whether of in kind services, knowledge, time, or direct financial contributions. However, Directors and Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery and corruption. No donation can be offered or made without the prior approval of the Head of Department and Managing Director. The records of all charitable contributions shall be kept by the Group.

### **5.4 Facilitation Payments to Government Official**

Facilitation payments are unofficial payments or other advantages made to secure or expedite the performance of a routine action by Government Official.

Government official includes a person who works for or is an agent of a government owned or government controlled entity. This includes elected and appointed officers or employees of national, municipal or local governments (including individuals holding legislative, administrative and judicial positions), officials of political parties and candidates for political offices, employees of government or state controlled companies and Government Linked Companies (GLCs).

Directors or Employees shall not promise or offer, or agree to give or offer, facilitation payments to Government Official. However, there could arise circumstances in which the Directors or Employees have no alternative but to make a facilitation payment in order to protect themselves from injury, loss of life or liberty. Any request for facilitation payment under such circumstances should be reported immediately to the superior or Head of Department or Managing Director.

### **5.5 Conflict of Interest**

A “conflict of interest” arises in a situation where you are or may be in a position to take advantage of your role by using insider information, confidential information, assets or intellectual property for the benefit of yourself or a closely related person.

The Group requires the Directors and Employees to declare conflict of interest on an annual basis or as when they are taking up a new position in the Group. They must also make a declaration if they become aware of any conflict of interest from time to time. They shall declare the fact and nature, character and extent of any conflict to the Head of Department or Managing Director promptly. The Management shall record such declaration and determine the next course of action.

As for business associates, they are required to declare any conflict of interest to the Group prior to on boarding or when there is change of circumstances.

The above-mentioned individuals shall avoid situation in which personal interest could conflict with their professional obligations or duties and they must not use their position, company resources and assets, or information available to them for personal gain or to the Group’s disadvantage.

### **5.6 Financial & Non-Financial Controls**

The Group will on a continuing basis provide Financial Controls and Non-Financial Controls to minimise the risk of corruption and bribery by taking the following measurements:-

- a) Financial Controls
  - The authorisation of expenditure and payment in relation to transactions of the Group shall always subject to multiple approvals or signatories.
  - Where appropriate, there will be a separation of duties and powers between the employees in payment approvals. An employee shall not be in a position to initiate and approve a payment. Hence, the Group will ensure that the second signature is required from a different department or directors to reduce risk of a conspiracy.
  - The person(s) approving the relevant payment should easily be able to inspect the appropriate appointment and approval documentation so that they can verify, on the face of the documents, that the payment is appropriate. Therefore, the documentation should be attached to the payment request, or be easily accessible
  - The Group’s accounting system is carefully categorised and controlled so that all payments are accurately described and recorded. In the event that the Group discovers that a bribe or facilitation payment has been paid, it should be separately categorised in the accounts while the Group takes appropriate action to investigate and deal with the issue, so that no accounting offence is committed.

b) Non-Financial Controls

- Any business arrangement or proposal is not self dealing by any individuals of the Group
- High bribery risk transactions are placed under a high level of scrutiny with a higher level of management oversight
- Implementation of separation of duties in each designation to reduce risk of conspiracy
- Internal controls are documented and implemented into business and reporting process
- Restricting access to highly sensitive information, especially prior and during tender consideration process

**6. RECORD-KEEPING**

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide and not linked to corrupt and/or unethical conduct.

Employees must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are approved by the Head of Department and Directors and must be specifically recorded the reason for such expenditure.

**7. RESPONSIBILITIES OF EMPLOYEES**

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

- i. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;

- ii. Promptly record all transactions and payments accurately and in reasonable detail;
- iii. Always raise suspicious transactions to immediate superiors for guidance on next course of action; and
- iv. Promptly report violations or suspected violations through the whistleblowing channel (as provided in the Group's Whistleblowing Policy)

**8. COMPLIANCE TO THE LAW**

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. 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.

**9. SANCTIONS FOR NON-COMPLIANCE**

The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been affected as a result of non-compliance.

**10. REVIEW OF THE POLICY**

The Group is committed to continually improving its policies relating to anti-corruption. The Group may therefore review the Policy periodically to ensure that it continues to remain relevant and appropriate.

*The Group reserves the right to amend this policy from time to time.*