



TH PROPERTIES SDN BHD

(Company Registration No: 198001010120 (63904-D))

ANTI BRIBERY AND CORRUPTION POLICY VERSION 0/2023

This Policy is applicable to TH Properties Sdn Bhd and Subsidiaries

Approved by Board of Directors on 01st November 2023

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1.0 INTRODUCTION


- 1.1** TH Properties Sdn Bhd and its subsidiaries (collectively the “TH PROP”) are committed to conducting business transparently, honestly and with integrity. Therefore, it is important for TH PROP to adhere and conduct its business in compliance with applicable anti-bribery and anti-corruption laws.
- 1.2** This Anti-Bribery and Corruption Policy (“ABC Policy”) should be read together with all other relevant policies or acts but not limited to the following:
- i. Code of Conduct and Business Ethics
 - ii. Employee Handbook
 - iii. Whistleblowing Policy
 - iv. Gift, Entertainment & Hospitality Policy
 - v. Malaysian Anti-Corruption Commission Act 2009
 - vi. Malaysian Anti-Corruption Commission (Amendment) Act 2018
 - vii. Anti-Money Laundering and Anti-Terrorism Financing Act 2001

2.0 SCOPE

- 2.1** This policy applies to all directors and employees of the group, regardless of their position or role.
- 2.2** The responsibility to control the risk of bribery and corruption occurring resides at all levels of the organization, in all business units, divisions and corporate functions. The Heads of Divisions are responsible for communicating and ensuring compliance with this policy within their respective departments or divisions.
- 2.3** Although this policy is specifically written for the directors and employees, it is also expected that all business associates (including external providers such as consultants, contractors, vendors, suppliers, advisors, and agents) acting on behalf of the TH PROP will comply with this policy when performing such works and services.

3.0 OBJECTIVES

- 3.1** To set out the obligations of TH PROP and those engaged with or within TH PROP in adhering to and maintaining TH PROP's position on anti-bribery and anti-corruption.
- 3.2** To ensure that TH PROP has adequate procedures to prevent and detect bribery and corruption.

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3.3 To furnish individuals working for or with TH PROP with the necessary information and guidance on identifying and addressing potential concerns related to bribery and corruption issues.

3.4 To protect against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behaviour.

4.0 DEFINITION

Terms	Definition
“Board of Directors”	Board of Directors of TH PROP.
“Bribery & Corruption”	<p>Means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACCA 2009). In practice, this means offering, giving, receiving or soliciting something of value to illicitly influence the decisions or actions of a person in a position of trust within an organization.</p> <p>Bribery may be ‘outbound’, where someone acting on behalf of TH PROP 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 the company, such as a senior decision-maker or someone with access to confidential information.</p>
“Compliance”	Means conformity with requirements under law or contract terms affecting the group’s operations locally and abroad.
“Compliance Risk”	Means the risk of legal or regulatory sanctions (which includes fines, penalties, and civil claims), material financial loss, or loss to reputation TH PROP may suffer as a result of its failure to comply with laws, regulations, rules, codes of conduct and industry guidelines or standards

Terms	Definition
	applicable to TH PROP’s business activities.
“Gift”	Refers to a sign of appreciation, gratitude, affection, or credit. Generally, it is associated with awards, rewards, assistance, bonuses, souvenirs, and donations.
“Hospitality”	Refers to a friendly reception and treatment by offering accommodation, travel, transportation or other amenities, entertainment, and recreational activities to or by a third party.
“Entertainment”	Refers to treatment offered or received in the form of beverages, refreshments, and meals only.
“Donation”	Refer to the charitable gift, contribution, subscription, present, handout, grant, offering, gratuity, endowment, or other similar donation that can be perceived by a third party to be for the purpose of bribery, even if neither the giver nor the receiver intended it to be for this purpose. It can include giving or providing cash, venues, equipment, personnel time or other benefit.
"TH PROP"	TH Properties Sdn Bhd and All Subsidiaries company.

5.0 ACCEPTING GIFTS, ENTERTAINMENT OR OTHER THINGS OF VALUE

5.1 Business gifts and entertainment are frequently used to strengthen business relationships. Although developing strong working relationships with our customers and business partners is important, it is essential to exercise prudence when giving or receiving business courtesies. The acceptance of gifts, entertainment, or other valuable items from organizations or individuals engaged in or seeking to conduct business with TH PROP can have an impact on or give the appearance of influencing business decisions, can generate real or potential conflicts of interest, and could lead to inferences of corruption and bribery.

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5.2 The directors and employees are prohibited from providing, agreeing to provide, promising, offering, requesting, accepting, or utilizing, whether directly or indirectly, any gifts, including gratuities, advantages, favours, loans, presents, entertainment, or any item of monetary value to or from an individual or company. This restriction applies at all times, whether on or off the office premises, during the execution of official duties, or in relation to any of TH PROP's activities or any transaction in which TH PROP plans to participate or is already involved.

5.3 The prohibition shall include, but not be limited to, any gifts such as gratuity, benefit, favour, loan, gift or entertainment, or anything of monetary value:

- i. Which is part of an attempt or agreement to do anything in return.
- ii. Which is being made to influence the Board of Directors' or officer's actions as such.
- iii. Which could create the appearance of a conflict of interest.
- iv. In the form of cash or cash vouchers of any amount.
- v. Receive sponsorship in any form for any of TH PROP's internal programs, activities, and affairs, such as annual dinners, anniversary commemorations and other similar events.
- vi. Business trips sponsored by consultants, suppliers, customers, business partners, etc.

5.4 To governance the above matters, TH PROP members must adhere to the provision under the Gift, Entertainment & Hospitality Policy to ensure the related practices are properly managed and complied with.

6.0 CORPORATE SOCIAL RESPONSIBILITY (CSR), SPONSORSHIPS AND DONATIONS

As a responsible corporate citizen, TH PROP is dedicated to enhancing the welfare of the communities and nations in the regions where it conducts business. Therefore, it is important to emphasize that all Corporate Social Responsibility (CSR) initiatives, sponsorships, and donations must align with TH PROP's Policy and receive prior authorization from the authorized person as per the Group Authority Limits.

6.1 Corporate Social Responsibility (CSR)

Support of Corporate Social Responsibility (CSR) projects is part of TH PROP's contribution to the well-being of the communities and the environment in which it operates. However, such payments can never be promised, offered, or made in order to gain a competitive advantage for a company or any other dishonest motive, such as to bribe or self-enrich.

6.2 Sponsorships and Donations

6.2.1 Sponsorships and donations must not be employed as a means to disguise bribery or to evade any provisions outlined in the Code of Conduct,

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including the prohibition of bribery. TH PROP needs to be certain that donations to charities or beneficiaries are not disguised illegal payments to government officials and must ensure that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering, anti-terrorism, and other applicable laws.

6.2.2 In accordance with TH PROP’s commitment to contribute to the community coupled with its values of integrity and transparency, all sponsorships and donations must comply with the following:

- i. Ensure such contributions are allowed by applicable laws.
- ii. Obtain all the necessary internal authorizations.
- iii. Be made to well-established entities with an adequate organizational structure to guarantee proper funds administration.
- iv. Be accurately stated in the company’s accounting books and records.
- v. Not to be used to cover up an undue payment or bribery.

6.2.3 The request is evaluated against TH PROP’s Policy on CSR, Sponsorships and Donations and meets the following criteria:

- i. The request does not fall under the list of activities TH PROP does not support or contribute.
- ii. There is no risk of a perceived improper advantage for TH PROP.
- iii. The proposed recipient is a legitimate organization or individual, and appropriate due diligence and background checks have been conducted.

7.0 POLITICAL CONTRIBUTIONS

TH PROP does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office. Examples of prohibited political donations include:

- i. Cash contributions.
- ii. Free or discounted use of TH PROP premises, equipment, or other company resources.
- iii. Payment of salary of a TH PROP employee working for a political party or candidate during normal working hours (except in cases where the employee in question takes legally allowable paid leave).
- iv. Charitable donations shall not be used as a subterfuge for prohibited political payments.

8.0 FACILITATION PAYMENT

8.1 TH PROP strictly prohibits accepting or obtaining, whether directly or indirectly, facilitation payments for the personal benefit of an employee or any other

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person. This prohibition is based on the recognition that facilitation payments are regarded as a type of bribery and corruption.

8.2 A facilitation payment is a payment made to secure or expedite the performance of a person performing a routine or administrative duty or function. Engaging in activities such as offering, promising, or requesting facilitation payments is just as impermissible as the actual act of making or receiving such payments. Facilitation payments are not limited to cash or financial assets; it can be any advantage with the intention to influence their duties.

8.3 There may be circumstances in which individuals are left with no alternative but to make payment in order to protect against loss of life, limb or liberty. If these payments are made, they should be reported to the Risk Management and Integrity Department as soon as practical.

9.0 ANTI-MONEY LAUNDERING

9.1 TH PROP strongly objects to practices related to money laundering, including dealing in the proceeds of criminal activities. Money laundering is a very serious crime, and the laws governing this type of crime can have an extra-territorial effect, i.e., the application of the law is extended beyond local borders. The consequences for violating anti-money laundering legislation are severe and may encompass actions like extradition and imprisonment in foreign jurisdictions.

9.2 To avoid violating anti-money laundering laws, employees are always expected to conduct counterparty due diligence to understand the business and background of TH PROP's prospective business counterparties and to determine the origin and destination of money, property and services.

9.3 Counterparty refers to any entity with which TH PROP presently maintains a business relationship or plans to engage in future business dealings, either on a regular or once-off basis. Counterparties include but are not limited to customers, contractors, suppliers, consultants, agents, joint venture partners and any other business partners.

10.0 CONFLICT OF INTEREST

A conflict of interest occurs when two or more conflicting interests hinder an individual's capacity to make objective decisions. Generally, a conflict of interest arises when personal interests interfere in any manner with the interests of TH PROP. Such conflicts do not inherently entail unethical or illegal behaviour. Rather, it can materialize when an employee's actions or interests may potentially compromise their ability to carry out their role objectively. Therefore, the employee needs to avoid

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conflicts of interest, including potential conflicts of interest that could create the perception that they may be improperly influenced in their decision-making.

11.0 DEALING WITH THIRD PARTIES

11.1 TH PROP’s zero-tolerance approach to bribery and corruption should be communicated to all contractors, suppliers, agents, consultants, joint venture partners and vendors at the outset of the business relationship and as appropriate thereafter.

11.2 TH PROP’s dealings with third parties, which include contractors, suppliers, agents, vendors, consultants, joint venture partners, introducers/government intermediaries, must be carried out in compliance with all relevant laws and consistent with the values and principles of TH PROP’s Code of Conduct and Business Ethics. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

11.3 TH PROP anticipates that all third parties representing or working on its behalf will adhere to the company’s ethical principles and values, recognizing that their actions may have legal implications for TH PROP and affect its reputation. Therefore, when TH PROP engages third parties, such as contractors, agents, intermediaries, or joint venture partners, it is mandatory to conduct proper due diligence on these counterparties. This process may encourage understanding the business and background of TH PROP’s potential business partners before formalizing any agreements with them. This will ensure that TH PROP collaborates with counterparties who adhere to the recognized standards of integrity in their business conduct.

11.4 In circumstances where TH PROP retains controlling interest, such as in certain joint venture agreements, business associates are required to adhere to this policy and TH PROP’s **Code of Conduct and Business Ethics**. Where TH PROP does not have a controlling interest, associates are encouraged to comply with the same.

11.5 Appropriate assessment shall be conducted on individuals or third parties to ensure the business and background of the potential business partners are free from bribery or conflict of interest prior to the procurement process.

11.6 All procurement activities shall be in line with the **Procurement Policy, Code of Supplier Ethics and Integrity Pact** and procedures at TH PROP. A tender process includes an invitation for other parties to propose, on the understanding that any competition for the relevant contract must be conducted in response to the tender, no parties having the unfair advantage of separate, prior, close-door negotiations for the contract where a bidding process is open to all qualified bidders and where the sealed bids are in the open for scrutiny and are chosen

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based on price and quality.

12.0 DUE-DILIGENCE

Due diligence shall be conducted in evaluating any business transactions and any new investments with the prospective business partners to ensure compliance with anti-bribery and corruption laws.

12.1 Due Diligence for Pre-Acquisition

- i. Anti-bribery and due diligence start sufficiently early in the due diligence process to allow for adequate due diligence to be carried out and for the findings to influence the outcome of the negotiations or stimulate further review if necessary.
- ii. The Board provide commitment and oversight to the due diligence reviews. The information gained during the due diligence is passed on efficiently and effectively to TH PROP's top management once the investment has been made.

12.2 Due Diligence for Post-Acquisition

- i. To conduct due diligence on a proportionate basis immediately post-acquisition to determine if there is any current bribery and corruption and if so, TH PROP shall take immediate remedial action.
- ii. To ensure that the target company has or adopts an adequate anti-bribery and corruption programme equivalent to TH PROP.
- iii. Bribery detected through due diligence is reported to the authorities.

13.0 RECRUITMENT OF EMPLOYEES

The recruitment of employees shall be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of employees. Consequently, thorough background checks should be carried out to verify that prospective employees have not been involved in bribery or corruption cases, either on a national or international level. More detailed background checks should be taken when hiring employees who would be responsible in management positions, as they would be tasked with decision-making obligations.

14.0 RECORD KEEPING

14.1 TH PROP must maintain comprehensive and precise records of all its transactions, encompassing both the provision and receipt of payments and gifts. This practice is in alignment with the Code of Conduct and Business Ethics, as well as the applicable policies and procedures pertaining to gifts and entertainment. Transparency is vital, and any false or misleading records could be very damaging to TH PROP.

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14.2 All divisions/departments must maintain written records evidencing due diligence and that any risks identified have been carefully considered and mitigated as practicably as possible.

15.0 TRAINING AND COMMUNICATION

Training and communication of this policy will be provided to all associated persons in order to ensure full understanding and commitment to all policies and to provide all associated persons with the necessary skills required to deal with instances in which they may encounter corruption, bribery, blackmail, extortion, inducements and conflicts of interest.

16.0 ADHERENCE TO THIS POLICY

16.1 The directors, senior management, employees, and TH PROP's business counterparties are responsible for adhering to this policy and performing duties in a lawful manner as well as in reporting and escalating promptly any concerns and issues relating to corruption and bribery.

16.2 Since the principles of this policy are based on legal requirements, the consequences of bribery and corruption are severe and may include imprisonment for individuals, unlimited fines, debarment from tendering for public contracts, and damage to the TH PROP's reputation. Therefore, TH PROP takes its legal responsibilities very seriously.

16.3 Any employee found to have violated this policy may be subject to disciplinary action, including termination of employment or contract, with or without prior notice or warning. In addition, TH PROP reserves the right to pursue any remedies available, at law or in equity, for violations of this policy.

16.4 In the event of any inconsistency or conflict between the terms of this policy and the laws and regulations, the latter shall prevail. If you identify any clause in this policy that appears to be against legal requirements, it is advisable to seek guidance from the Head of the Legal and Governance Department at TH PROP.

17.0 PROHIBITION AGAINST RETALIATION FOR THOSE REPORTING BRIBERY

All reports of wrongdoing or improper conduct will be treated in confidence, and persons making such reports in good faith and based on genuine concerns will be protected from retaliation, victimization and other adverse treatment. Please refer to the ***Whistleblowing Policy*** and Procedures for more detailed guidance.

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18.0 ACKNOWLEDGEMENT AND FURTHER INFORMATION

All employees must acknowledge receipt of this policy and are required to read and understand it. When applicable, the policy should be interpreted in accordance with the applicable laws. All employees of TH PROP are required to comply with any regulations which offer more comprehensive coverage of the subjects addressed in this policy. External parties, business associates, and other interested parties are also encouraged to read and comprehend this policy.

If you require further clarification, please contact the Governance Departments at:

Email:

governance@th-properties.com

Address:

Governance Department,
Level 26, Menara Selborn, 153 Jalan Tun Razak, 50400, Kuala Lumpur

19.0 EXCEPTION

Any exception, departure or waiver from this policy shall require the approval of the Board.

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ACKNOWLEDGEMENT FORM

I acknowledge that I have read and understood the Anti-Bribery and Corruption (“ABC”) Policy.

I confirm that I shall comply with the ABC Policy throughout my employment and/or relationship with TH PROP.

I confirm that I shall report any known or suspected violations of the ABC Policy or anti-corruption laws to TH PROP.

I confirm that I understand that a violation of the ABC Policy would constitute a disciplinary offence that could result in disciplinary measures up to and including termination. (Applicable to the Employee only)

By signing below, I acknowledge my acceptance and adherence to the above and the requirements stipulated in the ABC Policy.

Name : _____

NRIC No. : _____

Signature : _____

Date : _____