



TAKENAKA (MALAYSIA) SDN BHD

ANTI-BRIBERY & CORRUPTION POLICY
("ABC Policy")

(Updated on 1 March 2023)

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1. Introduction

- 1.1 This Anti-Bribery and Corruption Policy (ABC Policy) is to prevent the occurrence of bribery and corruption practice in relation to the business of the Company. The Company conducts its business in a legal and ethical manner. The Company will ensure its business or any transactions are not involved in any corruption activity for its advantages or benefits.

2. General

- 2.1 The Company requires all employees including permanent, probationary, contract and temporary staff and Directors of the Company to be committed to act professionally with integrity in their business dealings and conduct of operations and activities with external parties.

3. Objectives

- 3.1 This policy is set to provide information and guidance to the Board of Directors (BOD), employees, and external parties such as consultants who act as agents on bribery and corruption that may take place during daily operations and the process of securing business. For all intents and purposes, the BOD, employees, and agents shall ensure compliance with all applicable laws in performing their duties.

4. Responsibility

- 4.1 This Policy is applicable to all BOD, Management, employees (either permanent, contract or temporary), and agents of the Company. This Policy needs to be read and understood clearly by all employees and agents. Disciplinary action including termination of employment will be taken if any violation of the Policy is proven. Such action shall be independent of criminal prosecution which may be taken the relevant governmental authority.

5. Compliance to the Law

- 5.1 The Company is committed to conduct its business ethically and in compliance with all applicable laws and regulations including the Malaysia Companies Act 2016, Malaysian Anti-Corruption Commission Act (MACCA) 2009, Malaysian Anti-Corruption Commission (Amendment) Act 2018 and Whistleblower Protection Act 2010 or any amendments thereto.

6. Definition

- 6.1 Bribery is the most common form of corruption and it can be broadly described as the offering, promising, giving, accepting or soliciting of an advantage as an inducement of any action which is illegal or a breach of trust in order to gain personal or other advantage. It can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, loans, fees or other reward or benefit whether of a tangible or intangible nature.
- 6.2 Corruption is defined as abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.

7. Hospitality, Gifts and Entertainment

- 7.1. Hospitality means the considerate care of guest, which may include provision of meals, travel or transportation and accommodation unless these are incidental to the normal course of work such as for example attendance at a factory acceptance test. This may include services such as provision of guides, attendants and escorts.
- 7.2. The practice of giving and receiving reasonable and proportionate hospitality is acceptable. However, the employees are prohibited from receiving or giving hospitality where this may have a significant influence or bearing on the person performing their duties impartially. Particularly, no gifts, hospitality or entertainment may be given or accepted during crucial processes such as contractual negotiations or tender processes if there are any realistic risks that giving and acceptance of such articles or benefits could very well manipulate and influence the outcome of such processes and negotiations.
- 7.3. Gifts or entertainment may only be presented to a third party in the situation that it is consistent with the customary business practice, and that the gifts or entertainment are humble in value and cannot be interpreted as inducements to trade. Guidance from the Management must be sought if there is any doubt regarding this issue.
- 7.4. The reasonable gifts and entertainment are acceptable provided that the following guiding Principles are observed:
 - i) **Principle 1 : Transparency**
You should be comfortable to disclose to your colleagues the gifts and entertainment that you offered/received. An example is the delivery of gifts to office rather than home of recipient.

ii) Principle 2 : Recipients

You should only offer/accept gifts and entertainment to/from those who will not put you in a position of conflict.

iii) Principle 3 : Ability to Influence

The gifts and entertainment must not be offered/accepted when there is a pending business decision but may be acceptable if this is not the situation and is for the purpose of enhancing the Company's long term reputation or goodwill.

iv) Principle 4 : Value and frequency of the Gifts and Entertainment

Gifts and entertainment must be modest and must not be so frequent as to place the recipient under an obligation.

v) Principle 5 : Purpose behind the Gifts and Entertainment

Gifts and entertainment must not be interpreted as to gain unmerited advantage.

7.5 The Risk Level with the 5 Principles mentioned in 7.4

	LOW RISK	MEDIUM RISK	HIGH RISK
	Tolerable	Caution	Prohibited
Transparency	Full disclosure. or No risk of embarrassment upon disclosure.	Concerns rise on public's perception.	Non-compliance with disclosure requirement. or Secretly offer/accept gifts and entertainment.
Recipients	Recipient is an organization. or Recipient's organisation permits exchange of courtesies.	Involves associated recipients (spouse, family).	Individual recipient has the authority to affect business outcome.
Ability to Influence	No pending business decision before the recipient.	There is a possibility of a pending business decision before the recipient.	There is a pending business decision before the recipient.
Value	Low or moderate value and occasional.	Exceeds prescribed threshold.	Excessive, cash or cash equivalents.
Purpose	Promotional activity.	Building relationship/rapport.	Given in exchange for something in return.

8. Facilitation Payments (FP)

- 8.1 Small bribe payments (usually paid to low-level officials) made directly or indirectly to secure or speed up performance of a routine or to avoid bureaucratic delays and red tape that may slow down certain business dealings.
- 8.2 Facilitation Payments falls within the definition of acts of corruption under the MACCA and are illegal. Therefore, requests for Facilitation Payments must be refused.
- 8.3 The Company prohibits either the giving, offering or promising of Facilitation Payments of all kinds. Employees are strictly prohibited from receiving or requesting such Payments, whether in cash or in kind.

9. Political Contribution

- 9.1 In respect of political contributions, funds or resources of the Company must not be used to make any direct or indirect political contributions on behalf of the Company without approval from the Managing Director. Any appearance of making such contributions or expenditure to any political party, candidate or campaign, must also be avoided.

10. Donations

- 10.1 The Company allows donations and sponsorships permitted by the law and regulations in the country in which it operates. All donations and sponsorships should be made directly to an official entity and be able to be disclosed publicly when required to.

11. Record Safekeeping

- 11.1 All records should be properly filed so as to be maintained with accuracy and completeness for all payments made to third parties in the ordinary course of business which can serve as evidence that such payments are not linked to corrupt and/or unethical practices.

12. Reporting

- 12.1 Employees should report any cases of wrongdoing or violations of the Policy using the available reporting channels.
- 12.2 Employees submitting genuine reports of suspected violations will not be discriminated against or suffer any sort or manner of retaliation. All reports will be treated in the strictest confidence and brought to the attention of the Company's Board if insisted upon by the relevant Employees.
- 12.3 Whistleblowing channels may be used to report any potential or actual incident of corruption, as well as other forms of serious misconduct or violations including, but not limited to:
- Bribery and corruption;
 - Embezzlement;
 - Fraud;
 - Falsification of documents;
 - Unauthorised transactions;
 - Undisclosed conflicts of interest;
 - Criminal offences; and
 - Non-compliance with the ABC Policy.
- 12.4 Any risks of corruption will be discussed during the Board of Directors' Meeting. The frequency of such reporting will be at least once a year and more frequently if it is deemed necessary.

13. Reporting Channels – Takenaka Global Compliance Helpline

13.1 Method of Communication

Hotline Number:
1800 81 3115

Email Address:
takenaka-g-compliance-helpline@tipoffs.asia

Website Form:
<https://secure.deloitte-halo.com/takenaka-g-compliance-helpline>

14. Review of the Policy

- 14.1 The Management will monitor compliance with the Policy and review the Policy at least once every 3 years to assess its effectiveness and ensure that it continues to remain relevant and appropriate.
- 14.2 The BOD reserves the total rights to all amendments, deletions or augmentation of any terms and conditions or any part of this Policy when necessary, including the use of an additional form, should there be a need to develop one.

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