

ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- 1.1 TRILLION COVE HOLDINGS BERHAD (202001029951 (104313-A)) (referred to as “TCH”) and its subsidiaries (collectively referred to as the “Group”) conduct its business in a legal and ethical manner. The Group requires all employees (including full time, probationary, contract and temporary staff), and Directors of the Group (“Personnel”) to be committed to acting professionally and with integrity in their business dealings.
- 1.2 The Group will take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit. This Anti-Bribery and Corruption Policy (“Policy”) provides a clear statement of the conduct which is expected by the Group’s Personnel to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.
- 1.3 Under the Malaysian Anti-Corruption Commission Act 2009 (revised 2018) (“MACC Act”), bribery and corruption are criminal offences and the legal consequences include fine of unlimited amount and/or imprisonment of up to twenty (20) years. A commercial organisation commits an offence if an associated person corruptly gives any gratification with intent to obtain or retain business or an advantage in the conduct of business, for the commercial organisation. “Gratification” means:
- (a) money, donation, gift, financing, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
 - (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
 - (c) any payment, release, discharge or liquidation of any financing, obligation or other liability;
 - (d) any valuable consideration of any kind, any 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 nature; and
 - (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).
- 1.4 If an offence is committed by a commercial organisation, the MACC Act also deems its directors, controller, officer, partner or persons concerned in its management of affairs to have committed the same offence. It is therefore important that you understand how bribery and corruption may be committed and the legal consequences arising from such act as well as to take steps to prevent bribery and corruption from happening.

2. DEFINITIONS

“Bribery”	means the act of giving or receiving ‘gratification’ in exchange for some kind of influence or action in return, that the recipient would otherwise not offer.
“Corruption”	means the abuse of entrusted power for personal gain. Essentially, it is 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.
“Facilitation Payment”	means a payment or other provision made to or received personally from a third party in control of a process or decision, in order to secure or expedite a routine or administrative duty or function.
“Gratification”	refers to “something of value” which includes, but not limited to money, donation, gift, financing, fee, reward, valuable security, information, property or interest in property, employment, appointment, release, forbearance, undertaking, promise, rebate, discount, services employment or contract of employment or services and agreement to give employment or render services in any capacity.
“MACC Act”	means the Malaysian Anti-Corruption Commission Act 2009 (including its amendments).

3. OBJECTIVE

- 3.1 The objective of the Policy is to provide information and guidance to the Personnel on standards of behaviour to which they must adhere to and how to recognise as well as deal with bribery and corruption. They are committed to comply with the anti-bribery and corruption laws in Malaysia.
- 3.2 The Policy is not intended to be exhaustive, and there may be additional obligations that Personnel are expected to adhere to or comply with when performing their duties. For all intents and purposes, the Personnel shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

4. SCOPE

- 4.1 The Policy is applicable to all Personnel of the Group. It is also applicable to contractors, sub-contractors, consultants, agents, representatives and service providers of any kind performing work or services, for or on behalf of the Group ("Business Partners").
- 4.2 The Policy shall also be read together with the MACC Act and any other applicable rules and regulations in relation to anti-bribery and anti-corruption.

5. GIFT, ENTERTAINMENT AND HOSPITALITY

5.1 Gift and Hospitality

- 5.1.1 The Group has adopted a "No Gift" Policy whereby, subject only to certain exceptions as indicated under Clause 5.1.2.
- 5.1.2 Some examples of exceptions for giving and receiving gifts are as follows:-
- (a) token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events;
 - (b) gifts presented at work-related conferences, seminars and/or business events;
 - (c) gifts given in gratitude for hosting business events, conferences and/or seminars;
 - (d) refreshments or meals during meetings or as participants of work-related conferences and/or seminars; and
 - (e) meals for business purposes.
- 5.1.3 As a general principle, the Personnel should not accept or give a 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. In addition, lavish or unreasonable gifts or hospitality should not be accepted as such gifts or hospitality may be perceived or interpreted as attempts by the Personnel to obtain or receive favourable business treatment for personal benefits.
- 5.1.4 The Personnel should be mindful in giving or receiving gifts or hospitality as it could be perceived as a way of improperly influencing the decision making of the recipient. Hence, the intention behind the gifts or hospitality should always be considered.

5.2 Entertainment

- 5.2.1 Entertainment could be considered to be a bribe if it is given or received with the intention of influencing someone to act improperly, or as a reward for having acted improperly. Personnel are allowed to offer or accept entertainment and recreation, provided there is proper justification and subject to the authority limits specified in this Policy.
- 5.2.2 Personnel are STRICTLY PROHIBITED from either paying for or participating in any activities which are exorbitant, illegal and immoral such as lavish/ extravagant social functions not related to the Group's business activities or entertainment from a business associate (including potential business associate) during the procurement process which may cause the Group to be perceived in an unfavourable or negative manner.
- 5.2.3 Entertainment activities shall be limited to only those individuals who have a legitimate business purpose. The Group will not pay for or reimburse expenses for the said individuals closely related person(s), i.e.

spouse(s), family members, relatives or close associates who do not have a legitimate business purpose with the Group.

6. FACILITATION PAYMENTS

- 6.1 Facilitation payments are unofficial payments or other advantages made personally to an individual to secure or expedite the performance of a routine action. In Malaysia, facilitation payment is illegal. It is seen as a form of corruption. Regardless of whether it is legal in any other country, facilitation payment is strictly prohibited under this Policy.
- 6.2 Group's Personnel shall not promise or offer, or agree to give or offer, facilitation payments to an officer of any public body for any purposes.
- 6.3 However, there could arise circumstances in which the Group's Personnel 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 Division/Department for the necessary action to be taken.

7. POLITICAL DONATIONS

- 7.1 Subject to any prevailing law that govern political contribution, the Group may make contribution to political parties or candidates. All political contributions require approval from the Board of Directors of the Group.

8. CHARITABLE DONATIONS AND SPONSORSHIP

- 8.1 Charitable support and donations are acceptable (and indeed are encouraged), whether of knowledge, time, or direct financial contributions as permitted by existing laws and regulations. No donation can be offered or made without any due diligence check.
- 8.2 However, the Group is STRICTLY PROHIBITED the giving and receiving of donations and sponsorships to influence business decisions.

9. RECORD-KEEPING

- 9.1 The Group shall keep detailed and accurate financial and other records, and shall have appropriate internal controls in place as evidence of all payments made. The Group shall report and keep a written record of the amount and reason for gifts, hospitality and entertainment received and given, including donations, sponsorships and expenses of similar nature, and understand that such expenses are subject to management review.

10. COMPLIANCE TO THE LAW

- 10.1 The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Personnel are expected to understand and comply with the MACC Act. 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. FAILURE TO COMPLY

- 11.1 The Group regards bribery and acts of corruption as serious matters and will impose penalties in the event of non-compliance with this Policy. For Personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.
- 11.2 For Business Partners and other external parties, non-compliance may lead to penalties including termination of contracts. Further legal action may also be taken in the event that the Group's interests have been impacted by non-compliance by individuals and organizations.

12. REVIEW OF THE POLICY

- 12.1 This Policy will be updated, amended or revised from time to time to ensure its adequacy in implementation and enforcements.