



ANTI-BRIBERY AND CORRUPTION POLICY

HUMAN RESOURCE & ADMIN DEPARTMENT
TECHNODEX BHD
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3. Title

3.1. Anti-Corruption and Bribery Policy (hereinafter referred to as “Policy”)

4. Purpose of This Policy

- 4.1. Set out the responsibilities of TechnoDex Bhd and its subsidiaries (“TechnoDex”), and of those working for TechnoDex, in observing and upholding TechnoDex on bribery and corruption; and
- 4.2. Provide information and guidance to those working for TechnoDex on how to recognize and deal with bribery and corruption issues.

5. Our Principles

- 5.1. TechnoDex conduct all of our business in an honest and ethical manner. TechnoDex take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our relationships and business dealings wherever TechnoDex operate and to implementing and enforcing effective system to counter bribery.
- 5.2. TechnoDex will uphold all laws relevant to countering bribery and corruption. TechnoDex remain bound by the laws of the Malaysia, including Malaysian Anti-Corruption Commission (Amendment) Act 2018 (Act A1567) in respect of our conduct both at home and abroad.
- 5.3. Corruption and bribery are criminal offences and upon conviction the fine can be not less than 10 times of the value of the gratification or RM1 Million, whichever is greater or imprisonment up to 20 years or both.
- 5.4. In this Policy “third party” means any individual or organization TechnoDex come into contract with at work, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, consultants, subcontractors and joint ventures partners.
- 5.5. To address these risks, TechnoDex have taken the following steps: -
 - 5.5.1. Implement an anti-corruption and bribery policy;
 - 5.5.2. Take steps to implement training programmers for all individual operating in areas of the organization that are identified as high risk; and
 - 5.5.3. Regular review and update to this Anti-Corruption and Bribery Policy.

6. Definitions

- 6.1. Bribery – Anything of value given in an attempt to affect a person’s actions or decision in order to gain or retain a business advantage. Anything of value includes cash, entertainment or others gifts or courtesies.
- 6.2. Corruption – The misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
- 6.3. Facilitation Payments – Small sums, unofficial payment made to secure or expedite a routine government action by a government official.
- 6.4. Kickbacks – The return of a sum already paid or due as a reward for awarding of furthering business.
- 6.5. Offenses - Engaging in bribery and corruption is illegal according to both local and international legislation You must be aware that under the MACCA, if you participate in bribery and corruption, you may be subject to:-
 - 6.5.1. Imprisonment up to 20 years; and
 - 6.5.2. A fine of not less than ten times the sum or value of the relevant bribe (gratification) or RM1,000,000.00, whichever is higher (no upper limit).
- 6.6. TechnoDex - TechnoDex Bhd and its subsidiaries.
- 6.7. Family members here include your spouse(s), children (including step children and adopted children), parents, step parents, siblings, step siblings, grandparents, grandchildren, in laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household.
- 6.8. Top Management refers to Executive and Senior Management including Boards of Directors and Chief Executives Officers.

7. Scope

- 7.1. This Policy applies to all companies within the TechnoDex.
- 7.2. This includes all individual working at all levels and grades, including senior managers, managers, officers, directors, employees (whether full-time, part-time, contract or temporary), consultants, contractors, trainees, seconded staffs, volunteers, interns, agents, sponsors, suppliers, customers, any thirds party and any other person associated with us.

8. Gifts, Entertainment and Hospitality

8.1. TechnoDex adopt a **“No Gifts policy”**, subject to certain limited exceptions.

8.2. This means that TechnoDex Personnel, including their family members* are prohibited from directly or indirectly, giving and receiving gifts that may influence good judgement and decision making, subject to certain **limited exceptions**.

8.3. Giving Gift

8.3.1. Generally, Personnel including their family members are not allowed to give gifts to business associates and other parties engaging with TechnoDex, with the exception of the Top Management.

8.4. Giving Gift

8.4.1. If you are offered or receive a gift from an external party, you are required to politely refuse or return the gift, and inform the giver of TechnoDex’s “No Gifts” Policy.

8.4.2. However, in circumstances where it is not possible to refuse or return a gift, or the refusal is likely to cause serious offence, you should: -

8.4.3. Record the gift in the **Gifts Received Declaration Form (HR Dept)**. **Human Resources Department requires the approval of the Head of Department/Division.**

8.4.4. Report the gift to your HOD/Manager who will make note of it in their Gifts. Log and decide if the gift can be accepted with the limited exceptions: -

- a) “Gift” means something that is given to another person including but not limited to cash, vouchers or any item (e.g. pens, hampers, concert tickets) having any cost or financial value, including food or beverages (e.g. supplier or sub-contractor sponsored meals and entertainments) as well as any items of value.
- b) No gifts of any kind that are offered by vendors, suppliers, customers, potential vendors and suppliers or any other individual or organization, no matter the value, will be accepted by any employee or their family members, at any time, on or off the work premises.
- c) Exemptions from this No Gift Policy are gifts such as t-shirts, pens, goodies bags including cards, thank you notes, certificates or other forms of thank you and recognition that employees obtain as members of the public at events such as

seminars, conferences, training events etc that is offered equally to all participants of the event.

- d) Gifts of food that may arrive during the holidays, and at other times of the year when gift giving is traditional, belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home; food gifts must be shared with and distributed to all staff, with email notice, during work hours, in a central, worksite location.

8.5. Accepting Gift

8.5.1. If the HOD/Manager decides to accept the gift, he/she must determine the following treatment of the gift: -

- 8.5.1.1. Allow Personnel to keep the gift
- 8.5.1.2. Display the gift in public or
- 8.5.1.3. Share the gift among Personnel

8.6. Returning Gift

8.6.1. If the HOD/Manager decides to return the gift, it must be accompanied with a polite notification of TechnoDex's "No Gifts" Policy Upon.

8.6.2. Making the decision, the HOD/Manager shall then notify Governance and Integrity on his/her decision. Directors shall report to the Company Secretary.

8.7. What If Gifts are received Off-Site?

8.7.1. If you or your family members receive a gift off site (e.g. your home) from a business associate or other parties engaged in business with TechnoDex, you must refuse and report the incident to your HOD/Manager.

8.7.2. If you are unable to refuse, you must then report to TechnoDex Human Resource Department immediately for their further action, with your HOD/Manager copied in your report.

8.7.3. If you are unsure, you should consult Human Resource for advice or make a declaration.

8.8. Limitation Exception For Giving and Receiving Gifts

8.8.1. Although generally TechnoDex practices a "No Gifts" Policy, you are allowed to give and receive gifts from business associates and other parties engaged with TechnoDex provided they fall within the following limited exceptions: -

- 8.8.1.1. A gift is worth less than RM200 per item, features company's logo or brand (e.g. diaries, lanyards, pens, etc.), and is part of a marketing or promotional campaign.
- 8.8.1.2. The gift is exchanged at a company-to company level (e.g. for official events or launches);
- 8.8.1.3. The gift is a token of appreciation at an official function or public event (e.g. door gifts at conferences, open house and Annual Dinner);
- 8.8.1.4. The gift is given as part of TechnoDex's Corporate Social Responsibility ("CSR") programme.

8.9. What is Hospitality?

- 8.9.1. Generally, hospitality comes in many forms, consisting of meals travel or transportation, accommodation, entertainment and recreation (leisure activities).
- 8.9.2. Hospitality should not be offered or accepted frequently with the same party or during specific time periods such as during tender or contract negotiations.

8.10. Travel, Transportation and Accommodation

- 8.10.1. You are prohibited from offering or accepting hospitality in the form of travel, transportation and accommodation Personnel travelling on TechnoDex business shall be paid for by TechnoDex unless otherwise specified in the relevant work or service contract and any waiver must be made after obtaining prior approval from the Top Management.

8.11. Entertainment and Recreation

- 8.11.1. You are allowed to offer or accept entertainment and recreation provided there is proper justification and prior approval from the Top Management.
- 8.11.2. Examples of entertainment and recreation include golf sessions and sporting events.

8.12. Meals

- 8.12.1. You are allowed to offer or accept meals from business associates and other parties engaged with TechnoDex provided they fall within the following limited exceptions.
 - i. It is business related (i.e. only for those directly connected to the operations of the TechnoDex).
 - ii. It is not for spouses and other non-business guests.
 - iii. The cost of the meal does not exceed the thresholds below which provides a guidance on what is deemed to be reasonable: -

Job Grade/Position	Per Event in Malaysia	Per Event Oversea
Executive and Below	Up to MYR100 per head	Up to USD 100 Per head
HOD / Management	Up to MYR 200 Per Head	Up to USD 200 Per head
Executive & Senior Management	Up to MYR 500 Per Head	Up to USD 500 Per Head

Regardless of thresholds you must seek prior approval from your immediate superior / head prior to offering or accepting meals. You should also refrain from giving and receiving meals from the same party frequently. In terms of reimbursement of claims for meals, the most senior Personnel present during the meal must pay for and submit the claims for approval.

9. Facilitation payments and Kickbacks

- 9.1. TechnoDex do not make, and will not accept, facilitation payments or “kickbacks” of any kind.
- 9.2. Any individual with any suspicions, concerns or queries regarding a payment made on our behalf or improper business practices, he/she should raise these by call to TechnoDex Human Resource Department which is available during working hours from 9:00am to 6:00pm, Monday to Friday at +603 7932 0111 or write in email to HR@technodex.com.

10. Donations and Political Contribution

- 10.1. TechnoDex does not make charitable donations or contributions to political parties. Whilst employees are permitted to make personal political contributions, TechnoDex will not make any reimbursement for these personal political contributions back to its employees.
- 10.2. Contributions or donations made by TechnoDex to community projects or charities need to be made in good faith and in compliance with TechnoDex Code of Ethics, this Anti-Corruptions Policy and all relevant TechnoDex policies and procedures.
- 10.3. TechnoDex funds, services, property, facilities or employee time cannot be used for or contributed to any political party or candidate for public office without approval by the Chairman/GCOO/COO/President/CEO/GCEO/Managing Director/GM.

11. Procurement Process

- 11.1. TechnoDex had processes and adheres to the system of internal controls around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is formal, structured invitation for the supply of goods and services (often called a “tender”), it is most important TechnoDex maintain documentation supporting our internal controls.
- 11.2. A tender process includes an invitation for other parties to make a proposal, 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 on the basis of price and quality.
- 11.3. Due diligence of new suppliers in supplier selection should include elements of corruption including bribery.

12. Conducting Due Diligence

- 12.1. We shall conduct due diligence on TechnoDex Personnel, business associates, projects and major business activities, in particular where there is significant exposure to bribery and corruption risk.
- 12.2. What are the methods that can be used for Due Diligence?
 - 12.2.1. Example include Deploying survey questionnaires, conducting web searches, reviewing external databases and screening tools/solutions (i.e. CTOS, RAMCI, Thomson Reuters)
You can also engage third party due diligence service providers.
- 12.3. Why do we conduct Due Diligence?
 - 12.3.1. It is important for us to know who we are working with, be it Personnel, business associate or any party who is engaged to work for and on behalf of TechnoDex. Based on due diligence results, we may either decline, suspend or terminate relationships with Personnel, business associates or any other parties engaging with TechnoDex to protect TechnoDex from any legal, financial and reputation risk.
 - 12.3.2. The due diligence process should be aimed at obtaining sufficient information in order to assess if there are bribery risks posed by these parties.

12.4. When and who shall conduct Due Diligence?

	When	Who
Personal	Prior to onboarding new employees, promotion, transfers, incidences of misconduct.	HR for employees (permanent and on contract). Legal and Corporate Secretarial for Board of Directors.
Business Associates and other parties TechnoDex engages with	Prior to first time engagement, renewal of contracts, performance evaluations, incidents of misconduct, changes in circumstances	Respective business functions engaging with the parties.
Selected projects & major business activities	Prior to the commencement of a project. As and when there are changes in the circumstances	Respective HODs/Managers/personnel leading the project.

13. Declaring Conflict of Interest

13.1. 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 confidential information, assets or intellectual property for the benefit of yourself or a closely related person.

13.2. A “Closely Related Person is someone you are related to, have a personal friendship with, or anyone living in the same household as you This is a broader term than ‘relative’ or ‘immediate family’ Based on the MACCA, includes: -

13.2.1. Spouse.

13.2.2. Siblings (brother(s)/sister(s)).

13.2.3. Spouse’s siblings.

13.2.4. Your direct line of ascendant (parent/grandparents) or descendant (children/grandchildren) including your spouse’s and your spouse’s siblings.

13.2.5. Uncle, aunt or cousin.

13.2.6. Son in law or daughter in law.

13.3. Type of Conflict Interest

13.3.1. There are three 3 types of conflicts of interest

13.3.1.1. **An actual conflict of interest** is when you face a real, existing conflict. This would be the case if you can influence decisions that are to be made by TechnoDex with respect to dealings with a business, enterprise or entity owned or partially owned by you, your family/household members, associates or friends.

13.3.1.2. **A potential conflict of interest** is when you are in or could be in a situation that may result in a conflict, but this has not fully materialized.

13.3.1.3. **A perceived conflict of interest** is when you are in or could be in a situation that may appear to be a conflict, even if this is not the case.

13.4. If you are unsure whether you have either an actual, potential or perceived conflict of interest, you should consult Governance and Integrity for advice Alternatively, if in doubt, you are advised to make a declaration to Governance and Integrity.

13.5. When Do We Declare?

13.5.1. TechnoDex Personnel are required to make their declarations on an annual basis or as and when they are taking up a new position in TechnoDex.

13.5.2. TechnoDex Personnel must also make a declaration if they become aware of a conflict at any other time (an 'ad hoc' declaration) This will be made to their HOD/Manager, who will record the declaration and determine the next course of action in conjunction with Governance and Integrity.

13.5.3. Business Associates are required to declare prior to onboarding or when there is a change of circumstances.

14. Responsibilities

14.1. TechnoDex takes corruption and bribery very seriously. Any violation of this Policy will be regarded as serious matter by the company and is likely to result in disciplinary action, including termination, consistent with local law.

14.2. The Board has oversight of this Policy and the GCOO/COO/President/CEO/GCEO/Managing Director/GM are responsible for ensuring the compliance with this Policy. Every employee and manager are required to be familiar with and comply with this Policy.

- 14.3. Bribery is a criminal offense. An employee will be accountable whether he/she pays a bribe himself/herself or whether he/she authorizes, assists, or conspires with someone else to violate an anti-corruption or anti-bribery law. Punishment for violating the law are against him/her as an individual and may include imprisonment, probation, mandated community service and significant monetary fines which will not be paid by TechnoDex.
- 14.4. Employee must notify his/her manager as soon as possible if he/she believes or suspect that a conflict with this Policy has occurred, or may occur in future. For example, if a customer or potential customer offers him/her something to gain a business advantage with us, or indicates to him/her that a gift or payment is required to secure their business. Further indications that may point towards bribery or corruption are set out in Schedule 1.

15. Record-keeping

- 15.1. TechnoDex must keep financial records and have appropriate internal controls in place which will evidence that business reason for making payments to third parties.
- 15.2. Ensure all expenses claims relating to hospitality, gifts or entertainment incurred to third parties are submitted in accordance with TechnoDex Reimbursement Policy.
- 15.3. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, supplies and business contracts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.

16. Protection

- 16.1. TechnoDex employees who refuse to accept or offer a bribe or those who raise concerns or report another’s wrongdoing, are sometimes worries about possible repercussions.
- 16.2. TechnoDex aim to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy even if they turn out to be mistaken.

17. Training and Communication

- 17.1. All existing TechnoDex employees operating in areas that are perceived as high risk will receive regular, relevant training on how to implement and adhere to this Policy.

- 17.2. TechnoDex zero-tolerance approach to corruption and bribery must be communicated to all supplies, contractors, agents, business and other partners at the outset of our relationship with them and as appropriate thereafter.

18. Whistleblowing

- 18.1. We strongly encourage reporting (whistleblowing) of real or suspected cases of bribery and corruption without fear of retaliation or reprisal.

18.2. Speak Up

18.2.1. We aim to develop a culture of openness, accountability and integrity, while enabling prompt action to be taken where necessary, in order to mitigate any potential financial or reputational damage arising from serious forms of misconduct.

18.2.2. We have formulated a Whistleblowing Policy, which provides channels for secure reporting of concerns about instances of bribery and corruption and other forms of misconduct.

- 18.3. You may lodge an anonymous report. However, you must also be aware that there must be sufficient evidence in order for TechnoDex to conduct an investigation. You are therefore encouraged to provide detailed, factual information to assist with the investigation (i.e. who, what, where, when, how).

- 18.4. All disclosures are protected with confidentiality and the whistleblower's identity will be protected against retaliation in any form, provided that the report is done in good faith.

19. Monitoring and Review

- 19.1. All TechnoDex employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

- 19.2. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering corruption and bribery.

Board Approval

This Policy (Version No. 1) was reviewed and revised by the Board of Directors of the Company on 29 May 2020.

Schedule 1: Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise for an individual while working for TechnoDex and which may raise concerns under various anti-corruption and anti-bribery laws. The list is not intended to be exhaustive and is for illustration purposes only.

If an employee encounters any of these red flags while working for TechnoDex, he/she must report them promptly to his/her manager or to the HR Manager.

- a. Become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b. Learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- c. A third party insists on receiving a commission or fee payment before committing to sign up a contract with us, or carrying out a government function or process for us;
- d. A third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoices or receipt for a payment made;
- e. A third-party requests payment in made to a country or geographic location different from where the third party resides or conducts business;
- f. A third party requests an unexpected additional fee or commission to “facilities” a services;
- g. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h. A third-party request that a payment is made to “overlook” potential legal violations;
- i. receive an invoice from a third party that appears to be non-standard or customized;
- j. A third party insists on the use of side letters or refuses to put terms agreed in writing;
- k. Notice that TechnoDex have been invoiced for a commission of fee payment that appears large given that service stated to have been provided;
- l. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or know to us; or
- m. Been offered an unusually generous gift or offered lavish hospitality by a third party.