



ANTI-BRIBERY AND CORRUPTION POLICY



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Revision History

Rev No.	Rev. Date	Approved Date	Remarks
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Prepared by,

Verified by,

Approved by,

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1. INTRODUCTION

The Anti-Bribery and Corruption Policy (“ABC Policy” and/or “the Policy”) has been developed as part of TRITERRA’s Anti-Bribery Management System designed to align with the requirements set out in the ISO 37001:2016. Having a clear and unambiguous policy statement on the Company’s position regarding bribery and corruption forms the cornerstone of an effective integrity management system. Hence, the policy should be read in conjunction with the Company’s various policies & guidelines. If multiple documents speak on the same subject, then the more stringent provision applies.

2. ANTI-BRIBERY AND CORRUPTION COMMITMENT

TRITERRA is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the Company’s daily operations.

TRITERRA has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

The Policy leverages on the values and core principles set out in the Code of Conduct & Ethics. Full compliance to this Policy is mandatory and should be maintained using a principle-based approach.

3. OBJECTIVE

This policy sets out TRITERRA’s overall position on bribery and corruption in all its forms.

4. SCOPE

This policy is applicable to TRITERRA, its controlled organisations, business associates acting on TRITERRA’s behalf, the Board of Directors and all TRITERRA personnel.

Joint-venture companies in which TRITERRA is non-controlling or co-venture and associated companies are encouraged to adopt these or similar principles. External Providers are also expected to comply with this policy in relation to all work conducted with TRITERRA, or on TRITERRA’s behalf.

5. REFERENCES

ISO 37001:2016 Anti-bribery Management System
Limits of Authority
Code of Conducts & Ethics
Employees Handbook
Gifts, Entertainments, Hospitality, Donations & Sponsorship Policy
Whistle-blowing Policy & Procedures

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6. DEFINITIONS

“**ABMS**” means TRITERRA’s Anti-Bribery Management System;

“**Bribery & Corruption**” means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (MACC Act). 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 who is in a position of trust within an organisation.

Bribery may be ‘outbound’, where someone acting on behalf of TRITERRA 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.

“**Gratification**” is defined in the MACC Act to mean the following:

- (a) money, donation, gift, loan, 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 loan, obligation or other liability, whether in whole or in part;
- (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, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; 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).

“**Business Associate**” means an external party with whom TRITERRA has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

“**Conflict of Interest**” means when a person’s own interests either influence, have the potential to influence, or are perceived to influence their decision making at TRITERRA.

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“Controlled organisation” means an entity where TRITERRA has the decision-making power over the organisation such that it has the right to appoint and remove the management. This would normally be where TRITERRA has the controlling interest (>50% of the voting share ownership), but it could be where there is an agreement in place that TRITERRA has the right to appoint the management, for example a joint venture where TRITERRA has the largest (but still <50%) allocation of the voting shares;

“Corporate Gift” means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Company’s brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Company name and logo. Corporate gift also refers to festive gift given or received during any festivals. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads and plaques.

“Donation & Sponsorship” means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes;

“Exposed Position” means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving: procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the Company has identified as vulnerable to bribery;

“IO” means Integrity Officer of the Integrity Committee. The Integrity Officer position is established to assist Integrity Committee in meeting their broad responsibility for the development of policies, programs, and strategies to deal with all integrity-related matters. IOs are also required to conduct internal confidential investigations and/or provide oversight to non-criminal complaints of employee misconduct. Integrity Committee is established to assist the Board in relation to the organisation's integrity and compliance requirements

“Hospitality” means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Company offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or ski resort with equipment included;

“TRITERRA” or **“Company”** means TRITERRA Sdn Bhd and its group of companies;

“Personnel” means directors and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees.

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7. POLICY OWNER

The Integrity Committee (“IC”) is the owner of this policy.

8. ANTI-BRIBERY AND CORRUPTION POLICY

- 8.1 Bribery and corruption in all its forms as it relates to TRITERRA’s activities is prohibited.
- 8.2 Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment.
- 8.3 The anti-bribery and corruption statement applies equally to its business dealings with commercial (‘private sector’) and Government (‘public sector’) entities, and includes their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.
- 8.4 The anti-bribery and corruption statement applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- 8.5 No employee or external party will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- 8.6 TRITERRA is also committed to conducting due diligence checks on prospective personnel, particularly as it relates to appointments to positions where a more than minor bribery or corruption risk has been identified.

9. RECOGNITION OF LOCAL LEGISLATION

- 9.1 TRITERRA is committed to conducting its business ethically and in compliance with all applicable laws and regulations in Malaysia.
- 9.2 These laws include but are not limited to the Malaysian Penal Code (revised 1977) (and its amendments), the Malaysian Anti-Corruption Commission Act 2009 and its amendments and the Companies Act 2016. These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls.
- 9.3 In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the law shall prevail.

10. GIFTS, ENTERTAINMENTS, HOSPITALITY, DONATIONS AND SPONSORSHIP

- 10.1 TRITERRA personnel are prohibited from receiving or asking for (soliciting) gifts from external parties. Under no circumstances may TRITERRA personnel accept gifts in the form of cash or cash equivalent, including gift certificates, loans, commissions, coupons, discounts or any other related forms. Further details are set out in [Gifts, Entertainments, Hospitality, Donations & Sponsorship Policy](#).

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10.2 The only form of gift-giving allowed to external parties is a corporate gift. Any gift-giving or event of hospitality is subject to approval according to [Limits of Authority](#) and must fulfil the following conditions:

- a) They are limited, customary and lawful under the circumstances;
- b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions.
- c) There must be no expectation of any specific favour or improper advantages from the intended recipients;
- d) The independent business judgment of the intended recipients must not be affected;
- e) There must not be any corrupt / criminal intent involved; and
- f) The giving out of the gift and hospitality must be done in an open and transparent manner.

10.3 Donations and sponsorships are permitted in accordance with the [Gifts, Entertainments, Hospitality, Donations & Sponsorship Policy](#) to ensure acceptability. However, the Company prohibits the giving and receiving of donations and sponsorships to influence business decisions.

11. FACILITATION PAYMENTS

11.1 TRITERRA adopts a strict policy of disallowing the use of facilitation payments in its business. Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.

11.2 Personnel shall decline to make the payment and report to IO immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made and personnel are unsure of the nature, the IO must be notified immediately, and the payment recorded accordingly.

11.3 In the event of extortion payments that an employee's security is at stake, the employee should communicate with any member of the IC immediately and obtain approval via SMS or WhatsApp prior to payment. The employee must report the incident to their Head of Department and IC to record the details and keep a record of what was spent within three (3) working days from the date of incident.

12. SUPPORT LETTERS

TRITERRA awards contracts and employee positions purely on a merit basis. Therefore, support letters in all forms shall not be recognised as part of the business decision making process.

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13. RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

13.1 TRITERRA recognises the value of integrity in its personnel and business associates. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all TRITERRA personnel, including management, shall be designed and regularly updated to recognize integrity.

13.2 TRITERRA does not offer employment to prospective personnel in return for their having improperly favoured the Company in a previous role.

14. BUSINESS ASSOCIATES

14.1 All business associates (including external providers such as consultants, advisors, and agents) acting on behalf of TRITERRA are required to comply with this Policy, the TRITERRA's [Code of Conducts & Ethics](#), and all other policies as it relates to them.

14.2 In circumstances where TRITERRA retains controlling interest, such as in certain joint venture agreements, business associates are required to adhere to the ABC Policy and TRITERRA's [Code of Conduct & Ethics](#). Where TRITERRA does not have controlling interest, associates are encouraged to comply the same.

14.3 Due diligence should also be carried out with regards to any business associates intending to act on the Company's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with TRITERRA. *(Please refer to Doc TSB-DDF Due Diligence Form)*

14.4 The extent of the due diligence should be based on a bribery and corruption risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration, and documenting the reasons for choosing one particular Business associate over another. The results of the due diligence process must be documented, retained for at least seven (7) years and produced on request by the custodian of the process.

14.5 TRITERRA shall include standard clauses in all contracts with business associates enabling the Company to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for business associates acting on TRITERRA's behalf where a more than minor bribery risk has been identified.

14.6 All business associates shall sign and acknowledge the *Business Associates Anti-Corruption Acknowledgement* prior to the official appointment.

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15. RESPONSIBILITIES OF TRITERRA PERSONNEL

15.1 All TRITERRA personnel (including its directors, and directors and personnel of its controlled organisations) are required to carry out those responsibilities and obligations relating to the Company’s anti-bribery and corruption stance, alongside those already in existence, which includes the following:

- a) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
- b) Promptly record all transactions and payments in TRITERRA’s books and records accurately and with reasonable detail;
- c) Ask the IC if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
- d) Always raise suspicious transactions and other “red flags” (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
- e) Be alert to indications or evidence of possible violations of this policy;
- f) Promptly report violations or suspected violations through appropriate channels;
- g) Attend required anti-bribery and corruption training as required according to position; and
- h) Not misuse their position or TRITERRA’s name for personal advantage.

15.2 When dealing with business associates, all TRITERRA personnel shall not:

- a) express unexplained or unjustifiable preference for certain parties;
- b) make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage;
- c) exert improper influence to obtain benefits from them;
- d) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

15.3 During an active or anticipated procurement or tender exercise, personnel participating in the exercise in any way whatsoever, shall not:

- a) receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
- b) provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
- c) be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a business associate;

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d) abuse the decision-making and other delegated powers given by the top management; and

e) bypass normal procurement or tender process and procedure.

15.4 When dealing with external parties in a position to make a decision to TRITERRA's benefit (such as a Government official or client), TRITERRA personnel shall not:

a) offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;

b) be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;

c) otherwise abuse the decision-making and other delegated powers given by the top management, in order to illegally secure an outcome which would be to the commercial advantage to themselves and/or the Company; and

d) exert improper influence to obtain personal benefits from them.

15.5 TRITERRA's managers have a particular responsibility to ensure that the ABMS requirements are applied and complied with within their department or function and to monitor compliance with the policy.

16. CONFLICTS OF INTEREST

16.1 Conflicts of interest arise in situations where there is personal interest that could be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of the Company. All personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage.

16.2 In situations where a conflict does occur, personnel are required to declare the matter as per the [Employees Handbook](#).

17. STAFF DECLARATIONS

17.1 All TRITERRA personnel shall certify in writing that they have read, understood and will abide by this policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the personnel's employment. A sample declaration can be found in the [Appendix 1](#) of this Policy.

17.2 The IC reserves the right to request information regarding an employee's assets in the event that the person is implicated in any bribery and corruption-related accusation or incident.

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18. ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

- 18.1** TRITERRA shall establish and maintain an anti-bribery and corruption compliance function within the IC to oversee the design, implementation and management of the ABMS.
- 18.2** The IC shall perform functions below within the Company structure, equipped to act effectively against bribery and corruption:
- a) provide advice and guidance to personnel on the ABMS and issues relating to bribery and corruption;
 - b) take appropriate steps to ensure that adequate monitoring, measurement, analysis and evaluation of the ABMS is performed;
 - c) report on the performance of the ABMS to the top management regularly.
- 18.3** Appropriate resources shall be provided for effective operation of the ABMS and that the IC is staffed with persons who have the appropriate competence, status, authority and independence.
- 18.4** TRITERRA shall conduct regular risk assessments to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

19. TRAINING AND AWARENESS

- 19.1** TRITERRA shall conduct an awareness programme for all its personnel on the Company's position regarding anti-bribery and corruption, integrity and ethics.
- 19.2** Training shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the position. Training should be provided to personnel who are:
- a) new to the Company;
 - b) appointed to or currently holding an exposed position.
- 19.3** Human Resources Department shall maintain records to identify which TRITERRA personnel have received training, and produce, communicate and update the training schedule in conjunction with IC.
- 19.4** Business associates acting on behalf of the Company shall also undergo appropriate training, where a bribery and corruption risk assessment identifies them as posing a more than minor bribery and corruption risk to the Company.

20. REPORTING OF POLICY VIOLATIONS

- 20.1** Suitable reporting channels shall be established and maintained for receiving information regarding violations of this policy, and other matters of integrity provided in good faith by TRITERRA personnel and/or external parties.

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20.2 Personnel who, in the course of their activities relating to their employment at TRITERRA, encounter actual or suspected violations of this policy are required to report their concerns using the reporting channels stated in [Whistleblowing Policy](#).

20.3 Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

20.4 Retaliation in any form against TRITERRA personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any TRITERRA personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this policy shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which TRITERRA may pursue.

21. AUDIT AND COMPLIANCE

21.1 Regular audits shall be conducted to ensure compliance to this policy. Such audits may be conducted internally or by an external party. Audit documentation should include performance improvement action plans.

22. SANCTIONS FOR NON-COMPLIANCE

22.1 Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the top management in a timely manner in accordance with the level of risk identified.

22.2 TRITERRA regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. For TRITERRA personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.

22.3 For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken in the event that TRITERRA's interests have been harmed by the results on non-compliance by individuals and organisations.

23. CONTINUOUS IMPROVEMENT

23.1 In maintaining the ABMS, TRITERRA is committed to satisfying the requirements set out in MACC Act and Guidelines on Adequate Procedures. Any concerns to improve the ABMS can be channelled to IC.

23.2 TRITERRA shall monitor the legal and regulatory regimes where it operates and any changes to TRITERRA's business environment and risks and identify opportunities for ABMS improvement. A report should be submitted to the top management on a regular basis to propose the appropriate action to be taken.

23.3 Regular assessments of the ABMS should be carried out to ensure its scope, policies, procedures and controls match the bribery and corruption related risks faced by the Company.

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23.4 TRITERRA endeavours to impact the business environment where it operates. This includes extending its integrity programme to non-controlled business associates such as suppliers and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.

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Staff/Director Declaration Form

I, _____, hereby declare that I have read and understood TRITERRA's Anti-Bribery and Corruption Policy. I will abide by the requirements and provisions set out in the Policy, as required by contract.

Name:

I.C. Number:

Designation: