



THETA EDGE BERHAD

Company Registration No. 199301005265 (260002-W)

**ANTI-BRIBERY AND
ANTI-CORRUPTION POLICY**

Doc. No.: POL - IBRC - 0001	CONTROLLED COPY
Title: ANTI-BRIBERY AND ANTI-CORRUPTION POLICY	
Process Owner: INTEGRITY, BUSINESS PROCESS, RISK AND COMPLIANCE DEPARTMENT	
Date of First Issue: 6/5/2020	Revision No: 01 Date of this Revision: 19/8/2020

REVISION HISTORY

Revision No	Date	Section	Details of Amendment
00	6/5/2020	-	New Issuance
01	19/8/2020	12.0	Mergers, Acquisitions & Investments
		12.1	Due Diligence – Pre-Acquisition
		12.2	Due Diligence – Post Acquisition

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1. INTRODUCTION

This Anti-Bribery and Anti-Corruption Policy (“Policy”) of Theta Edge Berhad (“THETA”) sets out the policy statements and other relevant parameters approved by the Board of Directors (“BOD”) against bribery and corrupt practices by the Board Members (“Directors”) and employees (“Employees”) of THETA and its subsidiary companies (“Group”), as well as persons performing services for or on behalf of the Group (“Service Providers”). This Policy shall be read in conjunction with the Code of Business Ethics of the Group.

THETA is committed in conducting its business based on its core values i.e. openness, teamwork, excellence and responsibility. THETA expects all of its employees to perform their duties in accordance with the principles and high integrity.

Since THETA's businesses continue to grow, THETA and its employees are committed to a high standard of ethical and legal business conduct. THETA is also committed to present accurate and factual information to guide the Directors, Management, shareholders and other stakeholders in making informed decisions. This policy is designed to provide Board Members and Employees a reference on integrity-related issues while performing their duties.

2. DEFINITION OF BRIBERY AND CORRUPTION

All Directors, Employees and Service Providers are strictly prohibited from being involved in any form of bribery or corrupt acts, including where that person by himself, or by or in conjunction with any other person:-

- i. Corruptly solicits or receives or agrees to receive for himself or for any other person; or
- ii. Corruptly gives, agrees to give, promises or offers to any person whether for the benefit of that person or of another person, any gratification as an inducement to or a reward for, or with the intent to secure or otherwise on account of :-

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- a. Any person doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place; or
- b. Any officer of a public body doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place, in which the public body is concerned, or
- c. Any business or advantage for the Group.

Any person found in violation of any of this Policy and/or being involved in such acts of bribery and/or corruption, shall, if found guilty, be subject to the appropriate disciplinary actions, including termination of services or employment.

Please refer the Malaysian Anti-Corruption Commission ("MACC") Act 2009 for the definition of 'gratification'.

3. OBJECTIVE

The objective of this Policy is to set out clear policies of the Board in upholding the highest standards of ethical practices and integrity by all Directors and Employees in carrying out the affairs and businesses of the Group and by all Service Providers in performing services for and on behalf of the Group.

4. APPLICABILITY

This Policy applies to all Directors and Employees. The general principles & prohibition under this Policy shall also apply to all Service Providers performing services for and on behalf of the Group.

5. CORRUPTION RISK MANAGEMENT

Corruption Risk Management is a management process that helps to identify structural weaknesses that may facilitate corruption, provides a framework for all employees to take part in identifying risk factors and treatments and embed corruption prevention within the existing governance framework.

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Effective CRM requires commitment from the Directors and Employees of THETA in building a sound risk culture based on integrity and honesty and a comprehensive policy framework.

6. GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION

6.1. Commissions, Referral Fees and Incentives

The giving of commissions and/or incentives in the ordinary course of business is generally not prohibited, so long as they are genuine and commercially driven, with no intent to disguise any acts of bribery or corruption as such.

6.2. Facilitation Payments to Officer of Public Body¹

Facilitation payments are unofficial payments or other advantages made to secure or expedite the performance of a routine action by an officer of public body. Directors or Employees shall not promise or offer, or agree to give or offer, facilitation payments to an officer of any public body.

However, there could arise circumstances in which the Directors or Employees 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 and BOD.

6.3. Gifts and Entertainment

Any Gift provided by External Party regardless of amount or value shall be immediately rejected.

Entertainment is a legitimate way of building good business relationships with External Party. Thus, selected Employees are allowed to entertain External Party through reasonable act as part of the business networking.

Please refer to the **No Gift Policy** for details and exemptions.

¹ Public Body as defined in Section 3 of Malaysian Anti-Corruption Commission Act 2009

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6.4. Kickbacks With / Via Third Parties and Agencies

Kickbacks are bribes (usually negotiated before and paid after the contract is awarded) paid to procure or secure the award of a contract, by kicking part of the contract sum back to the party awarding or person responsible for making the decision to award the contract, either directly or through an intermediary. The giving or receipt of Kickbacks is strictly prohibited.

All third parties, including contractors, sub-contractor, consultants, vendors, agents, suppliers and joint venture Directors of THETA should be made aware of this Policy and the arrangements with them shall be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures relating to bribery and corruption.

6.5. Political Contribution

Any contribution to individual politicians or candidates of the political parties is prohibited, unless it is for or in relation with bona fide charitable purposes. Subject to any prevailing laws governing political donations, the Group may make contributions to political parties in Malaysia, provided the prior approval from the BOD is obtained.

6.6. Charitable Contribution

Genuine and legitimate charitable support and donations are acceptable, whether in cash or otherwise.

7. SERVICE PROVIDERS

All Service Providers must be made aware of this Policy. Whenever commercially possible, Service Providers must be required to and must declare their awareness of and undertake to comply with this Policy. They shall immediately report to CIO, THETA if there is a request for commission or bribe made by employees of THETA or other party. This is to be read in conjunction with the Code of Business Ethics.

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8. CONFLICT OF INTEREST

A conflict of interest occurs where a person or entity with a duty to the organization has a conflicting interest, duty or commitment. Having a conflict of interest is not in itself corrupt, but corruption can arise where a director, employee or contracted third party breaches the duty due to the organization by acting in regard to another interest.

Please refer to ***Conflicts of Interest and Disclosure Policy*** for further details.

9. RECORD-KEEPING

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.

10. ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

Compliance Officer shall be responsible to review the adequacy and effectiveness of the controls relating to this Policy.

11. WHISTLEBLOWING FRAMEWORK

A robust framework for whistleblowing and reporting any form of improper conduct, wrongdoings, bribery, corruption, fraud and/or abuse by any Director or Employee as well as any Service Provider shall be put in place to allow such acts to be reported via the appropriate channels, whilst protecting the identity of the person reporting, in order to deter, prevent and uncover such acts.

Please refer to the ***Whistleblowing Policy*** for further details.

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12. MERGERS, ACQUISITIONS & INVESTMENTS

Theta must undertake due diligence in evaluating Mergers and Acquisition transactions and investments to ensure compliance with anti-bribery and corruption laws.

12.1 Due Diligence – Pre-Acquisition

- i. Anti-bribery due diligence is considered on a proportionate basis for all investments but on a risk-based approach, with the level of due diligence being proportionate to the investment and the perceived likelihood of risk of bribery.
- ii. The level of anti-bribery due diligence for the transaction is commensurate with the bribery risks.
- iii. Anti-bribery due diligence starts 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.
- iv. The partners or board provide commitment and oversight to the due diligence reviews.
- v. Information gained during the anti-bribery due diligence is passed on efficiently and effectively to the company's management once the investment has been made.

12.2 Due Diligence – Post Acquisition

- i. To conduct due diligence on a proportionate basis immediately after purchase to determine if there is any current bribery and if so, takes immediate remedial action.
- ii. To ensure that the target has or adopts an adequate anti-bribery and corruption programme equivalent to its own.
- iii. Bribery detected through due diligence is reported to the authorities.

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13. BREACH OF THE POLICY

Any employee of THETA violating this policy shall be subjected to necessary disciplinary actions.

Any contractor, supplier, vendor and consultant found violating this policy may face termination in accordance to the terms in the LOA and or Contract. For avoidance of doubt, this is subject to strict proof before the court of law.

14. TRAINING AND AWARENESS

The Group shall conduct training and awareness programs for all its personnel on its position regarding anti-bribery and corruption, integrity and ethics

15. REVIEW OF THE POLICY

The BOD will monitor compliance with the Policy and review the Policy at least once every Three (3) years to ensure that it continues to remain relevant and appropriate.