



**Title: Anti-Bribery, Anti-Corruption and Whistleblowing Policy**

**1. Title**

Anti- Bribery, Anti-Corruption and Whistleblowing Policy

**2. Objectives**

This Policy sets out the organization's position on bribery in all its forms and matters of corruption that might confront the organization in its day-to-day operations.

**3. Definitions**

- 3.1 **TTVHB or The Company:** Referring to TT Vision Holdings Berhad and its subsidiary companies, namely TT Vision Technologies Sdn. Bhd and TT Innovation Centre Sdn. Bhd.
- 3.2 **This Policy** - Anti- Bribery, Anti-Corruption and Whistleblowing Policy
- 3.3 **GET** - Gifts, Entertainment, Travel
- 3.4 **D & S** - Donation and Sponsorship
- 3.5 **CSR** – Corporate Social Responsibility
- 3.6 **HOD** – Head of Department

**4. Scope**

- 4.1 This anti-bribery policy applies to all directors and employees (whether temporary, fixed term, or permanent), stakeholders, consultants, contractors, trainees, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their directors and employees, no matter where they are located (within or outside of the Malaysia).
- 4.2 In the context of this policy, third-party refers to any individual or organization our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.
- 4.3 Any arrangements our company makes with a third party are subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

**5. Director and Employee Responsibilities**

- 5.1 All directors and employees must read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information given.
- 5.2 All directors and employees are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. And required to avoid any activities that could lead to, or imply, a breach of this policy.



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- 5.3 In the case, any reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, immediately notify the compliance managers.
- 5.4 If any director or employee breaches this policy, he/she will face disciplinary action and could face dismissal for gross misconduct. TTVHB has the right to terminate a contractual relationship with a director/an employee if he/she breaches this anti-bribery policy.

### **6. Business Associates**

- 6.1 As part of the TTVHB commitment to combat bribery, the organization expects all Business Associates to refrain from bribery.
- 6.2 If suspicion of bribery and corruption arises in the dealings with any Business Associate, the organization shall seek an alternative provider of the services / goods.
- 6.3 The organization shall endeavor to include clauses in all contracts enabling the organization to terminate any contract in which bribery or corruption has been observed.

### **7. Conflict of Interest**

- 7.1 Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the organization.
- 7.2 Directors and employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Directors and employees must not use their position, official working hours, company's resources, and assets for personal gain or to company's disadvantage.
- 7.3 There are certain circumstances where directors and employees are strictly prohibited from directly or indirectly soliciting, offering, or accepting any gift, entertainment, or hospitality, to avoid the perception or appearance of potential conflicts of interest.
- 7.4 Examples include:
  - 7.4.1 Procurement process (e.g., supplier management, tender or competitive bidding)
  - 7.4.2 Placement of funds
  - 7.4.3 Negotiations in relation to any contract including the exercise of any right or entitlement, any variation, termination, or extension of the same as well as the formalization of the relevant documentation.
  - 7.4.4 Process to determine any criteria for the recognition of achievements by



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regulated persons or recruitment process.

- 7.5 Directors and employees are advised to adopt a more prudent approach when it comes to the above circumstances to avoid potential conflicts of interest.

#### **8. Anti-Bribery and Anti-Corruption Policy:**

- 8.1 All forms of bribery and corruption are prohibited. The organization upholds a zero-tolerance approach. In addition to bribery, directors and employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud, or money laundering.
- 8.2 Bribery may take the form of an exchange of money, goods, services, property, privilege, employment position or preferential treatment. Directors and employees shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organization, either for the intended benefit the organization or the persons involved in the transaction.
- 8.3 This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, employees, agents, and other appointed representatives at all levels. Even the perception of bribery is to be avoided.
- 8.4 This Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices, or competitive conditions.
- 8.5 No director or employee will suffer demotion, penalty, or other adverse consequences for refusing to pay or receive bribes or other illicit behavior, even if such refusal may result in the company losing business or experiencing a delay in business operations.
- 8.6 Under circumstances of suspicious behavior, allegations and/or investigations relating to bribery or corruption, organization reserves all rights to request the relevant director and employee to declare information regarding assets owned as deemed necessary.

#### **9. Acknowledgement of Local and International Legislation**

- 9.1 TTVHB is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to MACCA, Malaysian Penal Code (revised 1977) (and its amendments), the Companies Act 2016 (Malaysia), the US Foreign Corrupt Practices Act 1977 (amended 1998), and the UK Bribery Act 2010. These laws prohibit bribery and corruption. Organizations are mandated to establish and maintain accurate books and records as well as



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adequate measures to prevent corrupt practices.

- 9.2 In cases of conflict between mandatory law and the principles contained in this Policy the law shall prevail.

#### **10. Gifts, Corporate Hospitality, Entertainment and Travel**

- 10.1 TTVHB prohibits the corrupt use of gifts, entertainment, or travel, directly or indirectly, to unduly influence business or regulatory decisions, gain an unfair advantage or to retain or win business. Directors and employees are strictly prohibited from soliciting gifts, entertainment, or travel from any third party. They are particularly not allowed from giving or accepting gifts, entertainment or travel from parties engaged in a tender or competitive bidding exercise (e.g., vendors or consultants) or parties who are the subject matter of the circumstances mentioned in 7.3.

- 10.2 The Company adopts a “No Gift” policy, subject to certain limited exceptions. At the corporate level, TTVHB allows the giving or receiving of gifts as follows:

##### **10.2.1 Official Functions, Events or Engagements**

Providing corporate gifts to a third party as tokens of appreciation in relation to the organization’s official functions, events, engagements or celebrations of any kind (e.g., commemorative gifts or door gifts offered to all guests attending the event). The determination of the appropriate corporate gifts to be given shall be in accordance with the criteria approved by the Compliance Manager(s).

##### **10.2.2 Company Visits or Courtesy Calls**

Providing or receiving tokens of appreciation at company-to-company level such as gifts exchanged as part of an official company visit or courtesy call, where the gifts received are treated as company property.

##### **10.2.3 Charity or Corporate Social Responsibility**

Donations in the form of charity or CSR related purposes may be permissible depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to. Directors and employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery. Ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance manager/s.

##### **10.2.4 Government or Political Party**

It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of the Board of Directors. In respect of political contributions, directors and employees are



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prohibited from using any of the organization's funds or resources to make any direct or indirect political contributions on the organization's behalf. Directors and employees must avoid even having the appearance of making such contributions to any political party, candidate or campaign.

- 10.3 In line with the "No Gift" policy directors and employees are generally prohibited from accepting or offering gifts to any third party. Directors and employees may only accept or offer gifts to any third party in the limited exceptions where there is no conflict of interest in accepting or offering the gift and the gift are: -
- i. A corporate gift (bearing the corporate logo) of a nominal value (Example; small gesture), worth not more than RM250 and is equally offered to all persons from the same category. For item value than RM250, please seek approval from the Compliance Manager/s.
  - ii. A perishable item (Example; fruits, festive cookies or delicacies offered during festive seasons).
- 10.4 Under no circumstances may a director or an employee accept gifts in the form of cash, fees, rewards, sponsored travel and holidays, benefits-in-kind, tips, commissions, vouchers, complimentary tickets for concerts, sports events, movies, theatres or sporting equipment or accessories.
- 10.5 Directors and employees are prohibited from indirectly soliciting, giving, or receiving gifts including, through their family members, namely their spouse, parent, child, including adopted child and stepchild, brother, sister and the spouse of the child, brother, or sister.
- 10.6 For the avoidance of doubt, this "No Gift" policy does not apply to the acceptance or offering of gifts by Directors and employees from or to their relatives, friends or acquaintances who have no current nor prospective business dealings with The Company, and where it will not give rise to any potential or perceived conflicts of interest.



*Table 1: 5 Principles in Accepting*

<b>Principle 1:</b> Transparency	<ul style="list-style-type: none"> <li>• It is given/received openly, not secretly.</li> <li>• Always feel comfortable to disclose to your colleagues the GET and D&amp;S that you offered/received.</li> <li>• It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.</li> </ul>
<b>Principle 2:</b> Recipients	<ul style="list-style-type: none"> <li>• Only offer/accept GET and D&amp;S to/from those who will not put you in a position of conflict.</li> <li>• It is given in the name of the company, not in an individual's name.</li> </ul>
<b>Principle 3:</b> Ability to Influence	<ul style="list-style-type: none"> <li>• The GET and D&amp;S must not be offered/accepted when there is a pending business decision.</li> </ul>
<b>Principle 4:</b> Value	<ul style="list-style-type: none"> <li>• It does not include cash or a cash equivalent (e.g., a voucher or gift certificate).</li> <li>• It is appropriate for the circumstances (e.g., giving small gifts around CNY, Christmas or as a small token of appreciation for the company)</li> </ul>
<b>Principle 5:</b> Purpose	<ul style="list-style-type: none"> <li>• It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favors or benefits.</li> <li>• It is not made with the suggestion that a return favor is expected.</li> </ul>

### 11. Facilitation Payments

The organization does not allow facilitation payments, namely payments to government officials or authorized agents to illegally secure or expedite the performance of a routine function or duty, which they are in any event obliged to perform. Directors and employees are prohibited from directly or indirectly, requesting, accepting, or giving facilitation payments for the benefit of the Directors and employees themselves or in connection with the organization's operations and business.

### 12. Money Laundering

The organization is committed to ensuring that the organization's funds and services are used for legal and proper business purposes only and prohibit Directors and employees from any involvement, directly or indirectly, in money laundering activities. To avoid violating anti-money laundering laws, the organization expects Directors and employees to be attentive to suspicious behavior by stakeholders in their financial dealings with the organization.



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### 13. Procurement

The organization's procurement process is guided by principles of economy, integrity, transparency, competition, fairness, and sustainability. Directors and employees who are involved in procurement activities are required to adhere to the policies and procedures in the Purchasing Manual. Due diligence is required to be conducted on the potential counterparties prior to entering any formalized relationships in the prescribed manner.

### 14. Support Letters

To avoid conflicts of interests and biasedness, TTVHB generally will not issue a support letter solely for the benefit of a third party where such letter is used to support an application or influence a consideration involving the organization.

However, the Board Members may consider issuing a letter where it is necessary and applicable.

### 15. Raise Concerns

#### 15.1 How to raise a concern.

15.1.1 If any Director or employee suspects that there is an instance of bribery or corrupt activities occurring in relation to the company, the Director or employee is encouraged to raise his/her concerns at as early a stage as possible. If he/she is uncertain about whether a certain action or behavior can be considered bribery or corruption, he/she should speak to the HOD/compliance manager/director.

15.1.2 Directors and employees can follow whistleblowing procedures and vocalize their concerns swiftly and confidentially.

#### 15.2 What to do if the Director or employee is a victim of bribery or corruption. Immediately inform compliance manager if:

15.2.1 A bribe was offered to the director or employee.

15.2.2 The director or employee was asked to give bribe/gift/donations.

15.2.3 Director or employee suspect that he/she may be bribed or asked to make a bribe, or if the director or employee have reason to believe that he/she are a victim of another corrupt activity.

#### 15.3 Protection

15.3.1 If a director or employee refuses to accept or offer a bribe or report an involvement relating to potential act(s) of bribery or corruption, the company understands that director or employee may feel concerned about potential repercussions. The company will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

15.3.2 The company will ensure that no one suffers any detrimental treatment because of refusing to accept or offer a bribe or other corrupt activities or





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because they reported a concern relating to potential act(s) of bribery or corruption.

15.3.3 Detrimental treatment refers to dismissal, disciplinary action, treatment, or unfavorable treatment in relation to the concern the individual raised.

15.3.4 If a director or employee has reason to believe that he/she has been subjected to unjust treatment because of a concern or refusal to accept a bribe, the director or employee shall inform the HOD or the compliance manager immediately.

### **16. Record keeping**

The company will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. The company also will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to managerial review.

### **17. Monitoring and reviewing**

The company's compliance manager is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. The compliance manager will assess its suitability, adequacy, and effectiveness. Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are compliant. Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the company's Board of Directors. This policy does not form part of a director or an employee's contract of employment and may amend it at any time so to improve its effectiveness at combatting bribery and corruption.

### **18. Awareness and Training**

The organization conducts awareness programs for Directors and all employees to refresh awareness of anti-bribery and anti-corruption measures, and to continuously promulgate integrity and ethics. The compliance team may at any time recommend that certain training be repeated to any Director or Employee if deemed necessary based on circumstantial requirements. In addition, the organization provides anti-bribery and anti-corruption training to:

- i. New recruits/ new appointments or redesignation.
- ii. Employees promoted / transferred to Exposed Positions.
- iii. Human Resources shall maintain all records of training.

### **19. Waiver**

Any deviation or waiver from this policy must be approved either by the Compliance Managers after acknowledgement of Board of Directors.



**20. Whistleblowing System**

Any of the following persons (“Whistle-blower”) can make a report to the Company of any suspected or actual bribery committed by:

- i. TTVHB, directors, employees (including full time, probationary, contract and temporary staff)
- ii. TTVHB, third-party (stakeholders, service providers, independent contractors, vendors, and suppliers)

As soon as a Whistle-blower becomes aware and reasonably believes in good faith that a bribery is likely to happen, is being committed or has been committed, the Whistle-blower is encouraged to make a report of the bribery.

The Whistle-blower needs to demonstrate that the Whistle-blower has reasonable grounds for the concerns. However, the Whistle-blower is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If the Whistle-blower knows as a matter of fact that there are reasonable grounds of suspicion that a bribery is going to take place, such genuine concerns is encouraged to be raised at an early stage.

A disclosure of a Bribery can be made directly to the Compliance Managers @ Directors:

**A. Ms. Jennie Tan (Executive Director)**

Email: [whistle-blowing@ttvision-tech.com](mailto:whistle-blowing@ttvision-tech.com)

Address: Plot 106, Hilir Sungai Keluang 5,  
Bayan Lepas Industrial Zone Phase IV, 1  
1900 Bayan Lepas, Penang

**B. Pn. Nadiah Wong (Independent Director)**

Email: [whistle-blowing@ttvision-tech.com](mailto:whistle-blowing@ttvision-tech.com)

Address: Plot 106, Hilir Sungai Keluang 5,  
Bayan Lepas Industrial Zone Phase IV,  
11900 Bayan Lepas, Penang.



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In order, for The Company to investigate the Bribery reported, the Whistle-blower is to provide the following particulars in the report:

- A. Particulars of Whistle-blower i.e., Name, NRIC No., Designation (if the Whistle-blower is a director or an employee of the Company) and contact particulars (email, telephone, or mobile number and/or address)
- B. Details and description of the Bribery, including, its nature, the date, time, and place of its occurrence and the identity of the alleged person(s) involved.
- C. A disclosure may be made even if Whistle-blower is not able to identify the identity of the person(s) involved.
- D. Particulars of witnesses and particulars of evidence (documents/pictures) (if any)

Reports may be made on an anonymous basis. However, natural justice usually requires that the details and identity of the employee or stakeholder submitting the whistleblowing report be disclosed in any disciplinary investigation or action to be taken against the person(s) who is a subject of the complaint in the whistleblowing report.

Anonymous whistleblowing reports will therefore be considered at the discretion of the company.

In exercising this discretion, TTVHB will consider:

- A. The seriousness of the issues raised,
- B. Credibility of the whistleblowing report, and
- C. Likelihood of confirming the allegation from the relevant sources.

**Investigation:**

The Compliance Manager/s who received the report will assess the report to determine whether it is related to bribery or excluded from the scope of this Policy and shall designate any person from The Company or external party, to conduct any investigation or to carry out any other process pursuant to this policy (for instance, any meeting or an internal audit).

The Compliance Manager/s has the authority to make the final decisions including, but not limited to any of the following: -

- A. Rejection of the report.
- B. Directing the concerns or any part thereof for consideration under other internal procedures or disciplinary procedures, if appropriate and applicable.
- C. Resolution without recourse to an investigation.
- D. Directing investigations on the report and any persons involved or implicated.
- E. Suspending the alleged person from work to facilitate any fact finding or to avoid any employee's exposure to threat or harm.
- F. Obtaining any other assistance (for instance, external auditors or legal advice).
- G. Referral to the Malaysian Anti-Corruption Commission (MACC) or any other appropriate enforcement authority.



## **Protection Under This Policy:**

Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedure pursuant to this Policy. The Whistle-blower shall be protected from Detrimental Action within the company as a direct consequence of the Whistle-blower's disclosure.

"Detrimental Action" means:

- i. action causing injury, loss, or damage.
- ii. intimidation or harassment.
- iii. interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, termination, or adverse treatment in relation to person's employment, career, profession, trade, or business or the taking of disciplinary action.
- iv. a threat to take any of the above actions.

The Whistle-blower or any person who is involved in the investigation process, shall not disseminate to third parties' information regarding the bribery or any part thereof, including the status or outcome of an investigation into it, except:

- i. to those who are authorized under this Policy.
- ii. the Whistle-blower expressly agrees otherwise and provides his agreement in writing.
- iii. by lodging a report with an enforcement authority in accordance with the Whistle-blower Protection Act or any other prevailing law, and
- iv. on a strictly confidential basis to a professionally qualified lawyer for the purpose of obtaining legal advice.

TTVHB reserves the right to revoke the Whistle-blower protection accorded under this Policy if the Whistle-blower has or is found to have.

- i. participated in the bribery; and
- ii. made a disclosure not in accordance with the requirements of this Policy (for instance, false, dishonest, mischievous or malicious complaints).

TTVHB shall give written notice to the Whistle-blower of the revocation of protection. In addition, The Company reserves the right to take such legal or other actions or disciplinary measures against the Whistle-blower (if the Whistle-blower is an employee), including issuance of formal warning or reprimand, suspension or termination of employment or services with the company.