



POLICY

# ANTI-BRIBERY MANAGEMENT SYSTEM

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## 1.0 INTRODUCTION

### 1.1 Purpose

The Board of Directors in Aerodyne Ventures Sdn Bhd (“the Company”) has formulated and approved this policy which enforces a zero-tolerance approach to all aspects of the Company’s control. It is to ensure that the Company’s employees will comply with bribery laws and best practice in combating corruption in all countries and business areas in which the Company operates. This policy is part of Company’s commitment to high legal and moral standards in all its business activities.

An act of bribery is either an offer, promise, financial or other reward to a person with public or private responsibilities as an inducement or reward for doing something (or not, as the case may be) improperly, i.e. in bad faith or in breach of trust.

### 1.2 Relevant laws

The principal applicable law regarding bribery is, the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”), which has extra-territorial reach.


### 1.3 Implementation

The Board of Directors of the Company has ultimate responsibility for ensuring that the Company establishes systems and controls to comply with this policy. The Board of Directors has set out detailed procedures in the Company ABMS Manual and the same is available at its Cyberjaya Campus at P.T. No 42833, Persiaran Cyberpoint Selatan, Cyber 8, 63000 Cyberjaya, Selangor, Malaysia.

### 1.4 Other policies

This policy should be read in conjunction with other policies which full particulars are contained in the Company ABMS Manual, including in particular the following sections:-

No	Item	Reference to Company ABMS Manual
a	the Human Resources policy	Chapter 3.0
b	the Gifts and Hospitality policy	Chapter 6.0
c	the Procurement policy	Chapter 9.0
d	the Whistleblowing policy	Chapter 11.0
e	the Charitable Donation policy	Chapter 8.0
f	the Facilitation Payment policy	Chapter 5.0
g	the Due Diligence policy	Chapter 16.0
h	the Internal Controls policy	Chapter 13.0
i	the Dealing with Incident policy	Chapter 14.0

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## 2.0 SCOPE

### 2.1 Company-Wide

This policy applies to all the Company's employees and workers, including staff of any subsidiary in which the Company has a controlling interest, as well as agency workers, consultants and contractors, sub-contractors, suppliers, purchasers and third parties irrespective of their location, function, grade or standing.

### 2.2 Employees

The Company enforces the clauses in the Malaysian Anti-Corruption Commission Act 2009 to their employees too. The employees are prohibited from:

- (a) offering, promising or paying a bribe of any kind;
- (b) accepting or soliciting a bribe of any kind (and must report any such offers);
- (c) making facilitation payments; and
- (d) making any transfer of anything of value to a public official (without prior written approval from the relevant Board of Director or Oversight Committee).

### 2.3 Associated parties

All Associated Parties should be granted access to the Company's policy when being appointed. Where appropriate, all the Company's associated parties and their employees should be made aware of this policy.

## 3.0 POLICY REQUIREMENTS

The policy places the following requirements on all employees and on other persons or entities acting on behalf of the Company. Subject to provisions 1.3 and 1.4 hereof this policy sets out the minimum requirement of the Company's initiatives in combating bribery practices.

### 3.1. Bribes

All Employees of the Company is prohibited to offer, promise, pay, receive or solicit a bribe or illegal inducement of any kind in any form either directly or indirectly. Examples include, but are not limited to, situations where inducements could be used:

- (a) to obtain or retain business for or on behalf of the Company, or to obtain any improper advantage in furtherance of the Company's business.
- (b) to obtain, retain or fulfil a legal or regulatory requirement in furtherance of the Company's business; or
- (c) in relation to any commercial transaction or relationship to which the Company is or may be a party.

Employees must refuse any bribe or illegal inducement of any kind, in a manner that is not open to misunderstanding. Employees must immediately report any such offers to the Whistleblowing Officer **Mr. Mudzakkir Hatta** a member of the Oversight Committee as appointed who will record the incident.

Furthermore, where employees believe that reasonable questions arise as to whether any Business Associates, customers or users of our services may be involved in bribery or corruption that is (or is to be) facilitated by the Company, the employees shall immediately seek the advice of Whistleblowing Officer abovementioned and direct the enquiry to his email address at; [mudzakkir@aerodyne.group](mailto:mudzakkir@aerodyne.group) or at designated drop-boxes as you may be informed.



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### 3.2. Facilitation payments

Facilitation payments are payments made to secure or expedite the performance of routine or necessary action to which the payer is legally entitled. The practice facilitation payment is unlawful under the MACC Act 2009.

Employees are not allowed to make any facilitation payments. The Company will not tolerate or condone such payments made by its employees or any person or entity acting on behalf of the Company or its employees.

The only exception that an employee may proceed for facilitation payment is in the event that the said employee is under threat or duress of his liberty, he may in this particular circumstance provide facilitation payment and is obligated to lodge a report to the Oversight Committee immediately after the incident occurred.

### 3.3. Public officials

The Company prohibits all employees to transfer anything of value to a public official (whether such transfer would or might be regarded as a bribe) without prior approval as required by the terms of the gifts and corporate hospitality policy or with written approval from the relevant Oversight Committee.

### 3.4. Political donations

No Employees of the Company is permitted to make donations to any political affiliation or charities owned or regulated by a Public Officer or Foreign Public Officer.

All Employees are required to comply with the Company's gifts and corporate hospitality policy. The violation of this policy will result in disciplinary action being decided and taken against the employee.


### 3.5. Charitable gifts

All requests for donations to charity, save for individual employee fundraising initiatives, must be brought before the Charity Committee as may be appointed by the Oversight Committee who will grant approval as to charitable donation by performing the necessary due diligence, and the amount of any such donation.

### 3.6. Cash gifts

Employees are:

- prohibited from giving gifts or corporate hospitality to or accepting gifts or corporate hospitality from third parties unless this falls within exceptions listed within the gifts and corporate hospitality policy;
- prohibited from giving gifts of cash to or receiving gifts of cash from public officials, clients or any associated party (such as a supplier) unless this falls within exceptions listed within the gifts and corporate hospitality policy; and
- prohibited from giving cash gifts to more senior employees (this does not apply to gifts of cash where such gifts are made as part of normal office practice, e.g. as collections for wedding or leaving gifts).

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### 3.7. Associated parties

If the Company proposes to retain an associated party, intermediary or agent to act on behalf of the Company to:

- (a) solicit new business; or
- (b) support efforts to retain existing business; or
- (c) supply services to fulfil a legal, regulatory or practical requirement (such as obtaining a licence to operate or a premises to operate from),

the Company must exercise due care and skill when selecting and dealing with such associated party.

This is dealt with in the due diligence on associated parties policy.

### 3.8. Training and awareness

An appointed training officer will arrange training for the following staff groups:

- a) fee earners;
- b) support staff;
- c) business development;
- d) procurement;
- e) finance.

Training will be held for newer and current employees and their attendance is compulsory. Training will be repeated at regular intervals as deemed appropriate by Training Officer.

## 4.0 CONSEQUENCES OF NON-COMPLIANCE

### 4.1 Company-wide

Failure to comply with this policy may lead to:

- (a) criminal, civil or regulatory liabilities or penalties for the Company and its top level management including fines and imprisonment; and
- (b) serious reputational damage; and
- (c) the unenforceability of contracts entered into by the Company as a result of illegality.


### 4.2 Employees

Failure to comply with this policy may lead to:

- (a) personal liability such as fines or imprisonment potentially under the laws of more than one jurisdiction; and
- (b) disciplinary action, up to and including dismissal.

### 4.3 Penalties

The penalties under the MACC Act 2009 are defined in Section 17A(2). On conviction, the offender is liable to a fine of not less than ten times the sum or value of the gratification which is the subject matter of the offence, where such gratification is capable of being valued or is of pecuniary nature, or one million ringgit, whichever is the higher, or to imprisonment for a term not exceeding 20 years of both. A person who is the director, controller, officer or partner or who is in the management of the affairs of the Company shall be deemed to have committed the offence. It is in the interest of the Company, the Associated person and the Business Associates to comply with this Policy and uphold the sanctity of the MACC Act 2009.

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## 5.0 CONFLICT OF INTEREST

The Company expects all employees to conduct business according to the highest ethical standards of conduct. Business dealings or business relationships that create or appear to create a conflict between the legitimate business interests of the Company and an employee are unacceptable. The Company recognizes the right of employees to engage in activities outside of their employment which are of a private nature and unrelated to Company business as long as such activities do not interfere or otherwise conflict with the employee's work obligations to the Company. However, the employee must disclose any possible legitimate business conflicts so that the Company may assess and prevent potential conflicts of interest from arising. A potential or actual conflict of interest occurs whenever an employee is in a position to influence a decision that may result in a personal gain for the employee or his relative as a result of the Company's business dealings.

Although it is not possible to specify every action that might create a conflict of interest, this policy sets forth the ones that most frequently present problems. If you have a question about whether an action or proposed course of conduct would create a conflict of interest, you should contact your direct supervisor or head of division or the Oversight Committee, in that order. The purpose of this policy is to protect employees from any conflict of interest that might arise. A violation of this policy will result in immediate and appropriate discipline, up to and including immediate termination.

## 6.0 WHISTLEBLOWING POLICY

Employee intending to report an incident but is unable to do so for any reason may use the whistleblower mechanism in the Company. The Whistleblower mechanism comprises of a designated e-mail and a mailbox for the purposes. Employees must fill in the form prepared and deliver it to either of the mediums for further investigation. The investigation shall be carried out in accordance with the Company's Whistleblowing policy.

## 7.0 ACCOUNTABILITY AND COMPLIANCE


The Companies provides assurance that all report will be treated in good faith without fear of incrimination or retaliation.

All matters surrounding inappropriate conduct or malpractice shall be thoroughly investigated and dealt with in line with the Company's disciplinary and/or reporting procedures. This may lead to disciplinary action being taken, up to and including dismissal.

## 8.0 MONITORING AND REVIEW

This policy will be reviewed at least annually by the Oversight Committee.



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## GLOSSARY

The following definitions are intended to assist understanding of the policy and are not intended to restrict or limit the application of the policy.

“Associated Person”	means person or persons who are a director, partner or an employee of Company or person or person who performs services for or on behalf of Aerodyne Group;
“Business Associate”	means an external party with which or whom Aerodyne Group has, or intends to establish a business relationship, which includes advisors, agents, clients, contractors, sub-contractors, consultants, customers, consortium partners, joint venture partners, intermediaries, investors, representatives, service providers, subcontractors, suppliers, vendors and any associations, bodies or entities formed by law, wherever located;
“business relationship”	means a connection between two or more parties based on commercial activity of one of the parties;
“Aerodyne Group”	mean <b>Aerodyne Ventures Sdn Bhd (1264764-P)</b> and its corporate affiliates including their parent entities, subsidiaries and any other entities in which it owns a substantial interest;
“Cash”	means any payment, or quasi-cash instrument, e.g. store vouchers, cheque made to cash or bearer, loans, gold or other precious metals or other easily liquidated asset, etc.;
“employees”	means all Aerodyne Group’s employees and workers, including staff of any subsidiary in which Aerodyne Group has a controlling interest, as well as agency workers, consultants and contractors, irrespective of their location, function, grade or standing;
“Gratification”	means the definition in Section 3 of the Malaysian Anti-Corruption Commission Act 2009 :- <ul style="list-style-type: none"> <li>(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;</li> <li>(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</li> <li>(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether wholly or in part;</li> <li>(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</li> <li>(e) any forbearance to demand any money or money’s worth or valuable thing;</li> </ul>



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(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);

“monitor” or “monitoring”

means a variety of processes deployed in the firm to ensure compliance with the anti-bribery policy. They may include processes such as attestation, reporting and records of attempted bribes, whistle-blowing procedures for reporting corrupt activity, conformance reviews within the firm, audits by the compliance team, regular reviews and delivery of training to relevant staff, regular reviews of compliance of policies with laws, regulation and best practice, gifts and corporate hospitality approvals and reviews procedures and protocols, etc;

“ABMS Manual”

Means document “AD-ABMS-M”;

“ABMS Policy”

Means this document;

“political donation”

means a contribution, financial or in kind, to support a political cause and includes gifts or loans of property, provision of services or donations.