


Private & Confidential



TDM BERHAD GROUP VENDOR CODE OF CONDUCT (VCoC)

Document	Policy
Document Ref. No.	TDMB/CISD/0823/VCoC(1.0)
Version	1.0
Original Date	27.8.2023
Revision Date	-

This Policy had been approved by Board of Directors, TDM Berhad on 27 August 2023 as recommended by Board Risk and Compliance Committee on 21 August 2023.


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DISCLAIMER NOTICE

This Vendor Code of Conduct (“VCoC”) is the sole property of TDM Berhad (“TDM” or “Group”) and applies to all Vendors supplying goods and services to TDM Group of Companies.

AMENDMENTS

Amendments to the VCoC are subject to changes of the TDM Code of Business Ethics, Anti-Bribery and Corruption Policy, and No Gift Policy.

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AMENDMENT RECORD

This page is used to record every amendment that has been made to this document. All amendments must be properly recorded. The Compliance, Integrity & Sustainability Department and Procurement Department of TDM Berhad are responsible for handling this record.

No.	Page/ Section No.	Revision No.	Effective Date	General Description	Approved Date
1		0		New Policy in alignment with the TDM Code of Business Ethics, Anti-Bribery and Corruption Policy, and No Gift Policy	27.8.2023



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1.0 Introduction

TDM Berhad (“TDM”) has established conduct standards for its business relationships that reflect our shared values of shariah compliance, environmentally friendly, people centric, good governance, teamwork, as well as innovation. All companies under the TDM Group are expected to ensure that its vendors share and embrace this commitment to regulatory compliance.

2.0 Scope

The VCoC applies to all Vendors supplying goods and services to TDM Group of Companies.

3.0 Vendor Responsibility & Compliance to VCoC

3.1 While vendors are independent entities from TDM, the business practices and actions of a vendor, when conducting business with or on behalf of the Company, may significantly affect and reflect our Company. Therefore, TDM expects all vendors and their employees, agents and subcontractors to abide by our high ethical standards set forth in this Vendor Code of Conduct (“VCoC”) guidelines, while conducting business with us or on our behalf.

3.2 As reflected in the TDM’s VCoC, the Group is committed to high standard of integrity and sustainability. TDM has a “zero tolerance” policy when it comes to unethical business behaviour, such as bribery, corruption, and forced labour. We expect all of our vendors to adhere to similar standards and to conduct their business ethically.

3.3 As vendors of TDM, you must comply with all applicable laws and regulations, the requirements set out in this VCoC and your respective contractual obligations to us.

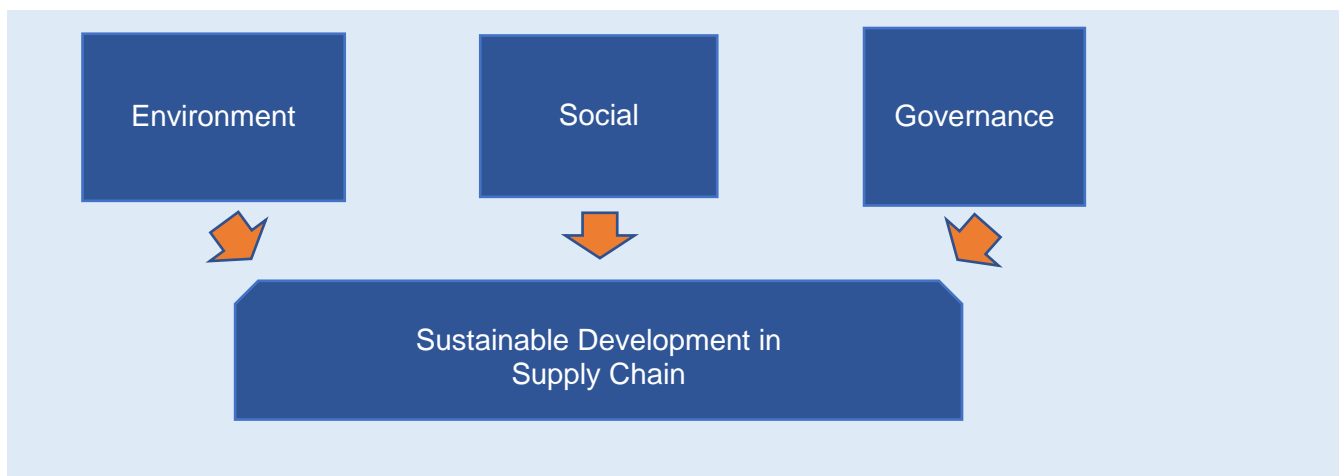
3.4 TDM may take necessary and appropriate action for breaches of the VCoC, which may include but is not limited to debarment and preclusion from proposing for any work for TDM for a pre-determined period. In addition, all legal rights of TDM are reserved notwithstanding any action undertaken by TDM in respect of this clause.

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4.0 VCoC Main Principles


This VCoC defines the main principles underlying your business activities as one of our vendors. The following three (3) principles ensure sustainable development in our supply chain:

- a. Environment
- b. Social
- c. Governance



4.1 Environment

- (a) Safety, Health and Environmental
 - (i) Vendors shall be responsible for the safety of all persons who may be affected by their activities and shall comply with the Company's safety regulations and procedures.
 - (ii) Vendors shall ensure that all works undertaken comply with all the safety, health and environmental regulations and guidelines of Malaysia.
 - (iii) Vendors shall comply all applicable Local Authority requirements and regulations, with all permits and records obtained, kept and properly recorded.
 - (iv) Vendors are encouraged to supply less environmentally and socially damaging products which consider all phases of the products lifecycle i.e., production, transportation, maintenance and disposal.

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- (v) TDM encourages vendors to employ effective environmental management systems which details the process of managing their environmental impacts and implement as appropriate.

4.2 Social

(a) Professional Conduct


- (i) Vendors shall respect the personal dignity, privacy, and rights of each individual.
- (ii) Vendors shall not engage or be involved in any type of harassment and violence.
- (iii) Vendor shall not commit prohibitive behaviour including gestures, language and physical contact, that is sexual, coercive, threatening, abusive or exploitative.
- (iv) Vendors shall not engage or be involved in any activities that may be categorized as a crime that is punishable under Malaysian law.

(b) Wages & Working Hours

Vendors shall ensure that their employees are fairly compensated and that, at a minimum, they comply with all applicable wage and hour laws, or industry standard.

(c) Labour standards and protection

- (i) Vendors shall ensure fair labour conditions, and that all immigration regulations in Malaysia are adhered to with respect to the employment and work permits of their employees.
- (ii) Vendors shall ensure fair labour condition for their employees, and compliance to all relevant laws and regulations including but not limiting to prohibition of human trafficking, child labour, forced labour, bonded labour, indentured labour, involuntary prison labour, slavery or human trafficking.

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(iii) In hiring and practices such as promotions, rewards, and access to training, vendors shall not engage in discrimination based on race, colour, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status.

(d) Community Engagement

Vendors are encouraged to help foster social and economic development and contribute to the sustainability of the communities in which it operates.

(e) Working and Living Conditions

(i) Where applicable, TDM Berhad expects all vendors to provide the minimum standard accommodation space, basic facilities for workers' accommodation and elements of security and hygiene as guided by laws and regulation.


(ii) Vendors are to provide a safe and healthy working environment. Adequate steps shall be taken to minimise the causes of hazards inherent in the working environment and establish a hygienic or environment.

(f) Responsible Sourcing of Materials

(i) TDM expects all vendors to obtain materials with full deliberation and care to avoid the sourcing or usage of materials which are unlawful or obtained through unethical or unacceptable means (such as sourcing of conflict provider or manufactured by using slave, forced or child labour). TDM expects our suppliers to undertake similar measures with their own suppliers to ensure elimination of conflict materials across the supply chain.

(g) Procurement Practices

(i) TDM recognised that the open tender method provides the best possible value for money as it promotes competition and has the advantage of allowing new or emerging suppliers to try and secure contracts, which has led to greater innovation.

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- (ii) Prior to the appointment of suppliers and vendors, TDM shall conduct a pre-qualification exercise especially if all the invited suppliers and vendors is a new player and not from Approved Vendor List, to ascertain their suitability with the requirements and expectations needed. All suppliers and vendors shall be selected and evaluated based on a set of criteria such as quality of goods and services, price, timely delivery, and other related factors.


(h) Support Local Suppliers and Vendors

TDM always supports local suppliers and vendors whenever possible depending on the nature of the projects. This reflects our commitment to boost the local economy. In addition, by prioritizing local suppliers and vendors, we indirectly manage to reduce environmental impacts caused by freight transportation in our supply chain, as we source from vendors close to our operations areas for efficient delivery. We also support the government’s initiative in providing opportunities to small and medium enterprises.

4.3 Governance

(a) Anti-Bribery and Corruption

- (i) TDM expects all vendors to have Anti-Bribery and Corruption policy in place within their organisations or part of their work ethos which are consistent with TDM Anti-Bribery and Corruption (ABC) Policy.
- (ii) Vendors must conduct business in ethical manner.
- (iii) Vendors shall not engage or be involved in any forms of bribery or corruption. The offer of a bribe or other inducement to any person with the view to influence the placing of the order/ contract will result in the instant rejection of any purchase/ tender.
- (iv) Vendors shall comply with all applicable laws and regulations and to avoid practices which may charge under bribery, corruption and prohibited business practices.

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(v) The Integrity Pact Agreement (**Appendix 1a & 1b**) must be signed by Vendors who has business dealing with the Group.

(b) Intellectual Property Rights

Intellectual property and any kind of data like sketches, drawings, models, logo, patents, trademarks belonging to TDM shall not be used for other than official and agreed purposes even after the completion of works.

(c) Maintain Accountability


Vendors shall maintain full accountability for services rendered / goods supplied and honour their commitments on a timely basis and in accordance with their obligations under the specific agreements and undertaking with TDM.

(d) Gift & Entertainment

- (i) Vendors are not permitted to offer or sponsor any social entertainment, provide gift or any entertainment that could create an appearance of conflict of interest.
- (ii) During a tender/ RFQ process, Vendors shall refrain from entertaining or treating any TDM's employees or their family members who involved in the evaluation process that could affected their judgement.

(e) Fair Dealings & Integrity

- (i) Vendors shall conduct all procurement and business relationships with honesty, integrity, respect and fair manner.
- (ii) Vendors shall endeavour to deal fairly and should not take unfair advantage of anyone through the manipulation, concealment, abuse of privileged information, misrepresentation of material fact or any other unfair business practices.

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(f) Honest Representation

- (i) Vendors shall provide honest and open representation of their organisation, its qualifications, experience and capabilities.
- (ii) Vendors shall disclose accurate references of previous work or engagements which they have undertaken.

(g) Conflict of Interest


- (i) Vendors shall declare any potential or actual conflicts of interest to TDM even if it happens after the appointment, and/or to immediately address the conflict as soon as it is known.
- (ii) If in doubt, vendors shall highlight the conflict to TDM immediately.
- (iii) Vendors shall disclose if any of TDM employee or family members has an interest in the vendor's business or other interest in Interest Declaration Form **(Appendix 2)**.

(h) Confidentiality of Information & Data Protection

- (i) Vendors must undertake that all confidential information shall not be disclosed, given access to, procured, gathered, collected, received or handled by any third party without written consent from the company.
- (ii) Vendors shall not make use the TDM employee's name or the company name for publicity purposes which have adverse impact without the written consent of the employee or company.

5.0 Two-way Engagement

TDM looks forward to holding regular engagement sessions with its vendors in order to achieve compliance to this VCoC and to understand vendors' concerns. Should vendors have difficulties in implementing the principles of the VCoC, TDM is willing to work with them towards achieving full compliance.

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6.0 Self-Monitoring & Self-Assessment

Suppliers are responsible for self-monitoring their compliance with this VCoC. TDM may ask the vendor to assess their compliance. If and when any situation arises that causes the supplier to operate in violation of this VCoC, supplier should inform TDM key contact as soon as possible. Suppliers are expected to cooperate fully in any investigation.

7.0 On-Site Audits


TDM Berhad and/or an authorized third party acting on our behalf may verify compliance to the VCoC on site.

8.0 Reporting of Improper Activities / Whistleblowing

Any irregular business dealings between vendors and employees or any third party must be reported directly through the following contacts:

- (a) Secured email address at whistleblowing@tdmberhad.com.my
- (b) By writing; or
- (c) Meet in person with the Head of Compliance, Integrity & Sustainability at:

Wisma TDM
443-D, Jalan Kamaruddin
20400 Kuala Terengganu
Terengganu

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Appendix 1a



INTEGRITY AGREEMENT

SUPPLIER'S/ CONTRACTOR'S DECLARATION

(UPON APPOINTMENT AS TDM BERHAD GROUP REGISTERED SUPPLIER/ CONTRACTORS AND UPON RENEWAL OF SUPPLIER/ CONTRACTORS REGISTRATION)


I, _____
 NRIC No.: _____ the Head of Company/ Chief Executive Officer of
 _____ (name of Company) with Company registration
 number _____ hereby declare that I, or any individual(s) representing
 this Company including employees, agents and/ or subcontractors and representatives shall not offer
 or give any bribes to any individual(s) in TDM Berhad Group and/ or any of its Group of Companies or
 any other individual(s), as gratification as defined under the Malaysian Anti-Corruption Commission Act
 2009 [Act 694] for being selected as TDM Berhad Group registered Supplier/ Contractor or any
 procurement award in the future. I attach herewith a Letter of Authorization via a Company Board
 resolution, which empowers me, as a representative of the aforementioned company, to make this
 declaration.

2. If I, or any individual(s) representing this Company, are offering bribes to any individual(s) in TDM
 Berhad Group or any other individuals as gratification as defined under the Malaysian Anti-Corruption
 Commission Act 2009 [Act 694] for any procurement award, I hereby agree as a representative of the
 aforementioned Company, for the following actions to be taken:

- a) Suspension and/ or removal of TDM Berhad Group Suppliers/ Contractors registration and shall be
 blacklisted for future registration;
- b) Revocation of any award and/ or contract offer;
- c) Termination of any existing award and/ or contract; and
- d) Any other disciplinary actions according to TDM Berhad Group procurement rules and
 regulations in force.

3. In the event where there is any individual(s) who attempts to solicit bribes from me or any individual(s)
 related to this Company as gratification any procurement exercise, I hereby pledge to immediately
 report such act(s) to:

- i. TDM Berhad Office via:
 - a) Call at 09-620 4800;

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b) Fax to 09-620 4803;

c) Write to:

Head of Compliance, Integrity and Sustainability
Wisma TDM
443-D, Jalan Kamaruddin
20400 Kuala Terengganu

OR

ii. Lodge a report to the Malaysian Anti-Corruption Commission [MACC]'s office or the nearest police station.

For and on behalf of the;

Company's name

Witnessed by,


(Signature)

(Signature)

(Name and NRIC No.)

(Name and NRIC No.)

Company stamp:

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Appendix 1b




INTEGRITY AGREEMENT

SUPPLIER'S/ CONTRACTOR'S DECLARATION

- I. UPON PURCHASE OF TENDER/ QUOTATION DOCUMENT
- II. UPON EXECUTION OF THE LETTER OF ACCEPTANCE BY THE SUCCESSFUL SUPPLIER / CONTRACTOR.

Tender/ Quotation title and reference No.:

1. I, _____
 NRIC No.: _____ the Head of Company/ Chief Executive Officer of _____ (name of Company) with Company registration number _____ hereby declare that I, or any individual(s) representing this Company including employees, agents, subcontractors and representatives, covenant and undertake as follows:
- a) Shall not directly or indirectly offer, give, or agree or promise to give to any individual(s) in TDM Berhad Group and/ or any of its Group of Companies or any other individual(s), money, goods or a service or any form of gratification as defined under the Malaysian Anti-Corruption Commission Act 2009 [Act 694] as a consideration or reward for the decision, opinion, recommendation, vote or other favors to be selected in the aforementioned tender/ quotation*;
 - b) Shall not collude with any other Suppliers/ Contractors and/ or individual(s) in TDM Berhad Group or any other individual(s), in any type of practices including but not limited to "bid rigging" and corruptly procuring withdrawal of tender that may affect the transparency and fairness during any procurement process or activities and during the contract implementation period;
 - c) Agree to keep confidential all proprietary information and documentations relating to the tender and/ or contract in strictest confidence and under no circumstances, would the details or information related to the tender and/or contract be discussed or disclosed with or to other tenderers or third party;
 - d) In the event where there is any individual(s) of TDM Berhad Group or any other individual(s) who corruptly solicit or attempt to obtain any bribe from me or any individual(s) representing this company any money, goods or service(s) or any form of gratification as defined under the Malaysian Anti—Corruption Commission Act [Act 694] for being selected for the aforementioned tender/quotation, I shall immediately report such matters to TDM Berhad Group’s Management or relevant authority(s);

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- e) Shall abide to TDM Berhad Group's Vendor Code of Conduct, Code of Business Ethics, Anti-Bribery and Corruption Policy, No Gift Policy and any other TDM Berhad Group 's policies applicable during the tender/quotation process and/or the execution of a formal agreement and its Implementation thereof; and
 - f) The company has and/or will implement an anti-corruption framework including a compliance program that clearly rejects the practice of bribes and other unethical behavior throughout the company.
2. I attach herewith a Letter of Authorization via a Company Board resolution, which empowers me, as a representative of the aforementioned company, to make this declaration.
 3. If I, or any individual(s) representing this company, is found to have breached any of the declaration stated above, I hereby agree, as a representative of the aforementioned company, for the following actions to be taken:
 - a) Disqualification from the bidding process;
 - b) Revocation of the Letter of Acceptance/ Letter of Intent/ Letter of Award for the aforementioned tender/ quotation;
 - c) Termination of the contract in accordance with the terms of the Agreement;
 - d) Forfeiture of the bid security and/ or performance bond;
 - e) Suspension or blacklisting from participating in any of TDM Berhad Group's procurement activities;
 - f) Liable for damages due to the termination of the tender award and/ or the contract; and/ or;
 - g) Other actions in accordance with TDM Berhad policies and/ or TDM Berhad Group's procurement rules and regulations.
 4. I agree that this declaration of obligation shall remain in full force until the contract has been fully executed and implemented.

For and on behalf of the [Company's name],

Witnessed by,


(Signature)

(Signature)

(Name and NRIC No.)

(Name and NRIC No.)

Company stamp:

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Appendix 2



INTEREST DECLARATION FORM


The purpose of the declaration hereunder is to inform the interest or potential interest between the vendor and the Group. Any changes in the status must be notified immediately to the Group.

A. Other Interests

Please mark (X) where applicable

- I have nothing to declare.
- I hereby declare the following interests: -

Directorships Company of which I am a director	Name of Company:	
	Address:	
	Nature of Business:	
Business and Employment Additional business, or other employment interest that I am involved in.	Name of Company:	
	Address:	
	Nature of Business:	
Family Relationship/ Personal Close Relationship/ Relationship with personnel who have authority within the Group or political personnel Individual of whom I have relationship with	Name of Individual:	
	Address:	
	Nature of Relationship:	
Other relevant interests		

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I hereby declare that to the best of my knowledge, the information disclosed on this form is complete and accurate in accordance with the Vendor Code of Conduct. I understand that any false declaration or omission may subject to rules and regulations determined by TDM Group.

Signature : _____
Name : _____
Designation : _____
Company : _____
Date : _____

Acknowledged by:

Signature : _____
Name : _____
Designation : _____
Department & Company: _____
Date : _____