

MITRAJAYA HOLDINGS BERHAD
(199301013519) (268257T)

ANTI-BRIBERY AND ANTI-CORRUPTION (ABAC) POLICY

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ABBREVIATIONS

ABAC	Anti-Bribery and Anti-Corruption
ACP	Anti-Corruption Plan
AMBS	Anti-Bribery Management System
AMD	Asset Management Department
CG	Corporate Governance
CRA	Corruption Risk Assessment
GMD	Group Managing Director
HOD	Head of Department
IGU	Integrity and Governance Unit
IT	Information Technology
MACCA	Malaysian Anti-Corruption Commission Act (2009)
MD	Managing Director
MHB	Mitrajaya Holdings Bhd
Policy	Anti-Bribery and Anti-Corruption Policy
T&C	Tender & Contract

DOCUMENT REVISION LOG

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Approver : *Group Managing Director*

FOREWORD

“At MITRAJAYA HOLDINGS BERHAD, we value the importance of integrity and corporate governance. These values are embedded in our employees who are expected to conduct their work ethically and with integrity. This business culture extends to our dealings with all third parties including customers, partners, agents, suppliers and contractors. We commit to complying with all relevant governance laws and fighting corruption in any form for the benefit of our stakeholders and the country.”

Tan Eng Piow
Group Managing Director

1. INTRODUCTION

Mitrajaya Holdings Berhad (“MHB”) and its subsidiaries (the “Group”) are committed to conducting business dealings with integrity. The Group requires all employees (including full time, probationary, contract and temporary staff) (“Employees”) and Directors of the Group to be committed to acting professionally and with integrity in their business dealings.

1.1 Objective

The Group has adopted a zero-tolerance approach against all forms of bribery and corruption. The Group continues to take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit. This Anti-Bribery and Anti-Corruption Policy (“Policy”) sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.

1.2 Applicability

This Policy is applicable to:

- a. all directors of the Group (executive and non-executive) (“Directors”);
- b. all employees of the Group including but not limited to those who are employed on a full time, temporary and/or contract basis, trainees and interns, employees on probation or on secondment (“Employees”); and
- c. all third parties performing work or services for or on behalf of MHB such as customers, vendors, suppliers, contractors, sub-contractors, consultants, agents, representatives and other persons or entities (“Third Parties”).

This Policy applies to all activities within the Group, with the expectation that all Directors, Employees and Third Parties will read and understand their obligations under this Policy, and act in accordance with the relevant laws and related MHB policies at all times during the course of doing business related to MHB.

1.3 Compliance

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. Directors and Employees are expected to understand and comply with the Malaysian Anti-Corruption Commission Act 2009 (MACCA) (including any amendment thereof). The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police, MACC or other relevant authorities.

In the event of any conflict or inconsistency between the provisions of this Policy and the MACCA, the latter shall prevail.

1.4 Violations

Adherence to this Policy by all Directors, Employees and Third Parties is mandatory and non-negotiable. MHB views seriously any violations or infringements of this Policy and reserves the right to take internal disciplinary action or termination of employment/service or business arrangements without notice. MHB further reserves the right to initiate legal action against violators to protect its interests and/or reporting the matter to the relevant authorities for further actions (if any).

1.5 Whistleblowing

Any persons including Employees, Third Parties and the general public who knows of, or suspects, an ongoing or potential violation of the Policy, is encouraged to report their concerns to whistleblow@mitrajaya.com.my. Details on the processes and procedures to make a whistleblowing report are set out in MHB’s Whistleblowing Policy, which can be found [here](#)

No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting without malice and in good faith on violations or suspected violations of the Policy. All reports will be treated confidentially.

1.6 Monitoring, Improvements and Review

The Group is committed to continually improving all policies relating to anti-bribery and anti-corruption to ensure that it continues to remain relevant and appropriate.

IGU is responsible for the monitoring of this policy and reporting on all matters related to this policy to the Board's IGU nominee. This includes (but is not limited to) the status of whistleblowing reports, results of actions taken and recommendations for improvements to the policy.

This Policy shall be reviewed and approved by the Board of Directors after a Corruption Risk Assessment (CRA) exercise for the Group is conducted every three (3) years or when deemed necessary.

The enforcement of this Policy shall be done by each HOD.

1.7 Clarification

Any questions or clarification on this Policy can be directed to:

- a. For Directors: to the Chairman of the Board or the Group Managing Director & Managing Director ("GMD & MD")
- b. For Employees: to the immediate superior or HOD
- c. For Third Parties: directly to the IGU Head at whistleblow@mitrajaya.com.my

1.8 Related Documents

This Policy is supplemental to, and shall be read in conjunction with the following documents:

- a. HR Policy Manual
 - Section 7: Training and Communications
 - Section 10: Termination of Employment
 - Section 11: Code of Conduct for Employees
 - Section 12: Discipline
- b. Whistleblowing Policy and Procedure [\[Link\]](#) and
- c. Code of Business Conduct for Third Parties [\[Link\]](#)

Collectively this policy and its related documents are referred to as MHB's Anti-Bribery and Anti-Corruption (ABAC) policies and form part of its ABMS.

2. DEFINITION OF BRIBERY AND CORRUPTION

Bribery	<p>Bribery is defined as any action which would be considered as an offence of giving or receiving 'gratification' under Malaysian Anti-Corruption Commission Act 2009 (MACCA).</p> <p>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 in a position of trust within an organisation.</p> <p>'Gratification' is defined in the MACCA to mean the following:</p> <ol style="list-style-type: none">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
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	<p>already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and</p> <p>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).</p> <p>Bribery may be 'outbound', where someone acting on behalf of the Group 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 Group such as a decision-maker or someone with access to confidential information. Bribery and corruption are closely related. However, corruption has a wider remit. See 'Corruption' definition below.</p>
Corruption	<p>The Transparency International definition of corruption is 'the abuse of entrusted power for personal gain.' For the purpose of this policy, corruption, is defined primarily as any action which would be considered as an offence of giving or receiving 'gratification' under the MACCA ('Bribery' as defined above). In addition, corruption may also include acts of extortion, kickbacks, facilitation payments, collusion, bid rigging/price fixing, breach of trust, abuse of power, conflicts of interest, trading under influence, embezzlement, fraud or money laundering.</p> <p>The 4 main corruption offences under the MACCA are: Section 16 – Soliciting/ Receiving Gratification Section 17 – Offering/Giving Gratification Section 18 – Intending to Deceive (False Claim) Section 23 – Using Office or Position for Gratification (Abuse of Power)</p>

3. CODE OF CONDUCT

MHB is committed to conducting its business in a professional, legally compliant manner, practicing zero-tolerance against bribery and corruption and upholding all applicable laws related to anti-bribery and corruption. As such all stakeholders to which this policy applies must similarly conduct themselves in ways which show their commitment to meeting MHB's objective.

3.1 For Directors and Employees

Directors and Employees are expected to conduct themselves according to the highest standards of professional conduct as outlined in the HR Policy Manual – Section 11: Code of Conduct for Employees.

It is mandatory for all Directors and Employees to sign and acknowledge this document, signifying they have read and understood its contents. Failure to do so can result in MHB reserving its right to take appropriate action as deemed necessary.

3.2 For Third Parties

MHB's expectations of the conduct from Third Parties, including their employees and all persons working on their behalf is set out in the Code of Business Conduct for Third Parties document.

All Third Parties must understand and comply with the relevant parts of this Policy by signing the Code of Business Conduct for Third Parties document. Failure to do so can result in the business relationship between the Third Party and the Group being reviewed and subsequently terminated and/or rescinded (if necessary).

4. CONFLICT OF INTEREST

All Directors, Employees and Third Parties should be alert to any business activity that competes or conflicts, or is perceived to compete or conflict, with the interest of the company.

Conflicts can occur in various circumstances including (but not limited to) Other Business Interest (both direct and indirect of a financial or other nature), Employment (in a secondary or any other capacity), Gifts and Hospitality, or Personal or Private Relationship. These circumstances together with the process to disclose conflicts and actions to address them are outlined in the following documents:

- a) For Employees: HR Policy Manual – Section 11: Code of Conduct for Employees
- b) For Third Parties: Code of Business Conduct for Third Parties.

5. GIFTS, ENTERTAINMENT AND HOSPITALITY

5.1 Gifts

In general MHB strictly adopts a “**NO GIFT**” policy whereby all Employees, Directors and their family members are prohibited from directly or indirectly receiving or providing gifts to Third Parties and clients in the course of business dealings.

However, MHB recognises that the exchange of gifts can be a sensitive and delicate matter in connection with a customary business or during celebrations of cultural occasions in Malaysia.

As a general principle, the Directors and Employees should not accept or give a gift to a Third Party if it is made with the intention of influencing the Third Party to obtain or retain business, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts should not be accepted as such gifts may be perceived or interpreted as attempts by the Directors or Employees to obtain or receive favourable business treatment for personal benefits.

Lavish or unreasonable gifts are defined as gifts **exceeding RM 300** in value. Some examples of acceptable gifts are as follows: -

- a) token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events;
- b) gifts presented at work-related conferences, seminars and/or business events;
- c) gifts given in gratitude for hosting business events, conferences and/or seminars;
- d) promotional/commemorative/door gifts, token gifts of a low intrinsic value such as pens, t-shirts, notebooks, calendars, stationery and other small items; and
- e) Consumables (such as fruits and small food hampers) and flowers.

The Directors and Employees should be mindful in giving or receiving gifts as it could be perceived as a way of improperly influencing the decision making of the recipient. Hence, the intention behind the gifts should always be considered, and the Directors and Employees are reminded to strictly adhere to the gift limits. **If a gift falls outside of this exception, it must be politely but firmly refused.**

Directors and Employees must declare all hospitality or gifts accepted or offered, and submit details to their HOD/IGU Head for recording into a register which will be subject to internal audit review. The following information related to the gift must be recorded:

- a. the details and estimated value of the gift;
- b. the purpose and occasion of the gift; and
- c. details of the party providing/receiving the gift, including the organisation and department they belong to and their business relationship with the Employee/Director of MHB.

Employees must also ensure that all expense claims relating to hospitality, gifts or expenses incurred to Third Parties are approved by the HOD and must specifically record the reason for such expenditure.

If unclear about the appropriateness of either giving or receiving gifts in a particular situation, Directors and Employees are to refer to their HOD/IGU Head for guidance.

5.2 Entertainment and Hospitality

As a general principle, MHB strictly prohibits Directors and Employees from accepting hospitality and entertainment that is excessive and seen as lavish which is given in response to or in anticipation of, or to influence a favourable business decision, particularly from parties engaged in a tender or competitive bidding exercise (e.g. contractors, vendors, suppliers etc.)

However, MHB recognises that the occasional acceptance of hospitality and entertainment offered at a reasonable and modest level in the normal course of business is a legitimate and beneficial way to foster healthy and good business relationships. Some examples of acceptable entertainment and/or hospitality are as follows: -

- a) paid-for travel expenses, such as hotel accommodation, air tickets and travelling fares should strictly be for travelling to and from places of business and follow limits set by MHB;
- b) refreshments or meals during meetings or as participants of work-related conferences and/or seminars; and
- c) meals for business purposes

In such cases Directors and Employees may pursue the same after notifying the HOD/IGU Head and recording the entertainment and hospitality received/given with the following information:

- a. details and value of the hospitality and entertainment;
- b. purpose and occasion of the hospitality and entertainment; and
- c. details of the party receiving or giving the hospitality and entertainment, including the organisation and department they belong to and their business relationship with the Employee/Director of the Group.

The allowable Hospitality and Entertainment given and received are to be limited as follows:

Management Level	Threshold	Frequency
Non-Management	RM 250	Must not occur more than [2] times a year with the same person
Managers and Executives	RM 350	Must not occur more than [3] times a year with the same person
Directors	RM 500	Must not occur more than [3] times a year with the same person

For Third Parties, please refer to the Code of Business Conduct for Third Parties document for the conduct expected from Third Parties.

6. DONATIONS, SPONSORSHIPS AND POLITICAL CONTRIBUTIONS

6.1 Donations and Sponsorships

Charitable donations and sponsorships are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, Directors and Employees must be careful to ensure that such contributions are not used as a means to favourably influence a business decision or a scheme to conceal bribery, corruption or money laundering. As such, MHB takes great care in ensuring that requests for charitable donations and sponsorships are thoroughly vetted for any potential bribery risk and conflict of interest. Proper due diligence must be done to ensure the recipient is a legitimate charitable organisation and the benefits reach

the intended target. No donation can be offered or made without the prior approval of the GMD & MD.

Third Parties who wish to request for charitable donations and sponsorships from MHB can make a formal request in email addressed to: mhb@mitrajaya.com.my

6.2 Political Contributions

Subject to any prevailing laws that govern political contribution, the Group may make contribution to political parties, politicians or political campaigns. All political contributions require approval from the GMD & MD. In promoting full transparency, all political contributions must be reported in MHB's financial documents and CG Report.

7. FACILITATION PAYMENTS

Facilitation payments are unofficial payments or other advantages made to secure or expedite the performance of a routine action. Facilitation payments are a form of bribery even if they are small in value. Directors or Employees shall not promise or offer, or agree to give or offer, facilitation payments to any person. Any request or offer for facilitation payments must be rejected immediately and reported as per MHB's Whistleblowing Policy.

However, there could be qualified aggravating 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 HOD before such payment is made, committed or initiated, with a copy of the said report recorded via MHB's Whistleblowing Channel.

8. DUE DILIGENCE

In practicing zero-tolerance against bribery and corruption in its business practice, MHB expects all stakeholders to share in this vision and show their commitment to conduct business in an environment free of bribery and corruption. Nevertheless MHB is cognisant of the need to constantly be aware of both real and potential bribery and corruption risks associated with its stakeholders, and act on these risks. As such MHB is obligated to perform due diligence on stakeholders to ascertain if they have been involved in or have association with any past bribery or corruption activity, especially stakeholders who are new to MHB or are deemed high risk.

Compared to other stakeholders, High Risk Employees and Third Parties are subject to additional anti-bribery and corruption controls. These include (where appropriate) due diligence, statutory declaration, training and ABAC policy awareness tests.

8.1 Process

The Due Diligence exercise involves conducting a checklist on the stakeholder which covers their background, control measures, relationship with interested parties and finances. The responses to these questions will determine the result of the stakeholder's Due Diligence. Any red flag(s) identified during the Due Diligence process must be adequately addressed and mitigated before the business relationship between the Group and the stakeholder can proceed.

The methodology and checklist to conduct the Due Diligence is outlined in the Due Diligence Form which can be found at this **Appendix I**.

8.2 Declaration

Any High Risk Employees, High Risk Third Parties and stakeholder subject to a due diligence exercise must show that they perform their professional duties in an ethical and transparent manner and do not pose a corruption risk to MHB's business operations. To this end they must declare that they have not been convicted, investigated, committed or been the subject of a breach

involving any bribery or corruption related activity. This declaration is done annually using the Declaration Form which can be found at this **Appendix II**.

MHB reserves the right to take internal disciplinary action or termination of employment/ service or business arrangements without notice if the stakeholder fails to truthfully make this declaration.

9. CONTROLS

To promote fair business practice and mitigate potential conflicts of interest, MHB undertakes separation of duties for both financial and non-financial transactions.

9.1 Financial

Financial controls manage financial transactions in an accurate, complete and timely manner to prevent the occurrence of bribery and corruption. Tiered levels of authority are in place for payment approval, with higher levels of approval required for larger transactions.

As cash is a common tool for bribery and corruption, its use in daily operations is restricted unless necessary. Reimbursements for claims are only made based on official receipts, and all financial payments especially cash transactions are accurately recorded with a clear audit trail.

9.2 Non-Financial

Non-financial controls ensure that the procurement, operational, commercial and other non-financial activities are properly managed. As the procurement process potentially has higher corruption risks, the Group awards contracts through a competitive bidding process. The successful bidder is selected on the basis of the best value for money proposal.

Separation of duties is practiced such that, wherever practical, the operational staff/department requiring goods and services are kept separate from the staff/department conducting procurement and/or making payment. In addition, multiple levels of checking are in place to ensure the controls are adhered to.

It is important that proper and complete records be maintained of all financial and non-financial transactions made with Third Parties in the usual course of business as these would serve as evidence that such transactions were valid 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 complete and an accurate audit trail maintained at all times.

10. TRAINING AND COMMUNICATIONS

10.1 Training

MHB shall continuously develop and improve the anti-bribery and anti-corruption knowledge, skills and attitudes of its Directors, Employees and Third Parties to better protect themselves and MHB against the risk of corruption occurring while conducting business.

Comprehensive Anti-Bribery and Anti-Corruption training must be provided and completed to ensure all Directors and High Risk Employees exposed to bribery and corruption risk are aware of MHB's anti-corruption policies, procedures and programme.

Where relevant, this training may also be provided for business associates who act on behalf of and may expose the Group to corruption risk such as agents, intermediaries and others. Third Parties may also receive training if deemed appropriate.

The HR Policy Manual – Section 7: Training and Communications outlines specific training programmes on Anti-Bribery and Anti-Corruption, its frequency and intended audience. These training programmes will also form part of the Group's Anti-Corruption Plan (ACP).

IGU in collaboration with the Human Resource department will be responsible for the organisation, administration and delivery of the Anti-Bribery and Anti-Corruption training.

10.2 Communications

MHB's ABAC policies are circulated to ALL Directors and Employees of the Group on an annual basis, and during appropriate times such as a department transfer. Third Parties will be given appropriate policies such as the Code of Business Conduct for Third Parties before any business relationship is formalised with the Group.

An acknowledgment must also be received from all Directors, Employees and Third Parties (if applicable) once they have received, read and agreed to abide by the terms of the ABAC policies. All acknowledgments made are to be kept on record by respective HOD. IGU shall conduct periodical review on the compliance.

MHB also regularly communicates its ABAC policy requirements, obligations and updates to all Directors, Employees and Third Parties (including clients) through various mediums and platforms such as MHB's website, official letters, emails, newsletters, statements and speeches.

11. RECORD-KEEPING

All policies and procedures should be stored in a secure location with restricted access to making changes. Records arising from the procedures (i.e. due diligence checks, conflicts of interest declarations, etc.) must be kept in a safe place, and backed up regularly.

The IGU Head has overall responsibility for the document control and record keeping of all anti-bribery and anti-corruption related material, including this Policy and the Related Documents (as described in 1.8). The IGU Head shall monitor and check the condition of the documents and records at the filing locations periodically to prevent damage, deterioration or loss.

ACKNOWLEDGMENT OF MITRAJAYA HOLDINGS BERHAD ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

I, _____ (NRIC NO.: _____) acknowledge that I have read, understood and agreed to comply with Mitrajaya Holdings Berhad **Anti-Bribery and Anti-Corruption Policy**. I have not violated the provisions of this Policy and am not aware of any violations to the Policy as the date hereof.

Signature:

Date:

ANTI BRIBERY AND CORRUPTION (“ABAC”) COMPLIANCE AND DECLARATION FORM

COMPLIANCE TO MITRAJAYA HOLDINGS BERHAD’S ANTI BRIBERY AND CORRUPTION (“ABAC”) POLICY AND DECLARATION ON ANTI-BRIBERY AND ANTI-CORRUPTION FOR YEAR _____

I declare that I, being the authorised representative of _____, have read and fully understood Mitrajaya Holding Berhad's (“MHB”) ABAC Policy (Version: 0, Date: 20-05-2021) and am fully aware of the company's responsibilities in it, and hereby declare to abide and comply with all of its contents. I, myself and on behalf of the company further acknowledge, agree and undertake the following:-

1. To comply with all applicable laws and regulations relating to anti-bribery, fraud and corruption (e.g. the Malaysian Anti-Corruption Commission Act 2009) and to promptly inform MHB of any actual or suspected breach as soon as reasonably practicable.
2. That at the date of this Declaration, and in so far as we are aware, neither the company or its representatives have been convicted or involved or subject to any pending or threatened investigation(s), inquiries or enforcement proceedings by the relevant authorities of any actual or suspected breach under any applicable laws for the prevention of fraud, bribery and corruption.
3. That the business association/relationship between the company and MHB can be reviewed and subsequently terminated and/or rescinded (if necessary) if the company fails to comply with any aspect of MHB's ABAC Policy pursuant to the agreed contract of service.
4. That the company agrees that, if required by MHB, it shall execute and deliver any such additional or supporting documents in the form satisfactory to MHB for verification purposes and to confirm and reflect its obligations and declarations contemplated herein.

SIGNED BY

WITNESSED BY

.....

.....

Name :

Name :

Company :

Company :

Designation :

Designation :

Date :

Date :

Instructions:

1. Kindly complete and return this declaration via email within fourteen (14) days of the date on this document issued.
2. Any clarifications, queries or additional information can be added using the attached Supporting Form

**ANTI BRIBERY AND CORRUPTION (“ABAC”) COMPLIANCE
AND DECLARATION FORM**

SUPPORTING FORM

The following information is forwarded by _____ as part of
its declaration on compliance to MHB's ABAC Policy.

(Please use additional pages if necessary)