

**ANTI-BRIBERY AND CORRUPTION POLICY**

**APPROVAL**

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Date: 10/06/2024

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CGRM/AA/NL/TM/KNK/SB  
IDD/SMJ/SK

**REVISION HISTORY**

Version	Effective Date
0	01 March 2019
1	11 June 2024

## 1.0 INTRODUCTION

The Anti-Bribery and Corruption Policy (“ABC Policy” and/or “the Policy”) has been developed and guided by ISO 37001:2016 Anti-Bribery Management System, which is designed to provide reasonable assurance to prevent, detect, and respond to bribery and corruption risk. Having a clear and unambiguous policy statement on the Company’s position regarding bribery and corruption forms the cornerstone of effective corporate governance.

The Policy should thus be read in conjunction with the Company’s various policies & procedures (P&P), as tabulated below. If multiple documents speak on the same subject, then the more stringent provision shall always apply. The policies and procedures are:

No.	Policy & Procedures	Reference No.
1.	Code of Business Ethics (“Code”)	N/A
2.	Conflict of Interest	MRCB/PG/19-06
3.	Corporate Brand & Communication	N/A
4.	Due Diligence Guidelines	ABMS/DD/01
5.	Employees Handbook	MRCB/HR/M02-0005
6.	Gifts, Hospitality, Donations, and Similar Benefits	ID/GH/7001
7.	Investigation & Industrial Relations	MRCB/PG/22-01
8.	Limits of Authority	N/A
9.	Referral Policy	MRCB/PG/19-04
10.	Whistleblowing	MRCB/PG/17-07

This Policy sets out MRCB Group’s overall position on bribery and corruption in all its forms. The objectives of this P&P include:

- a) To emphasise an anti-bribery and anti-corruption culture and ecosystem;
- b) To apply and maintain high standards of integrity and ethics; and,
- c) To promote good corporate governance in terms of reporting and decision-making.

Compliance with the P&P stated in this document is mandatory, and disciplinary action may be taken against any staff found not complying with them.

## 2.0 ANTI-BRIBERY AND CORRUPTION COMMITMENT

MRCB Group is committed to conducting business with integrity. This means avoiding practices of bribery and corruption of all forms in the Company’s daily operations. The Company has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

The Policy leverages on the values and core principles set out in the Code of Business Ethics (“Code”), Employees Handbook, Limits of Authority, and Referral Policy. Full compliance with both the spirit and the letter of this Policy is mandatory and should be maintained using a principle-based approach.

### 3.0 SCOPE

This Policy is applicable to MRCB, its subsidiaries and controlled organisations, business associates acting on MRCB's behalf, the Board of Directors, and all MRCB personnel.

Joint-venture companies in which MRCB is non-controlling or co-venture and associated companies are encouraged to adopt these or similar principles. External Service Providers are also expected to comply with this Policy in relation to all work conducted with MRCB or on MRCB's behalf.

### 4.0 LIST OF ABBREVIATIONS AND DEFINITIONS

ARMC	Audit and Risk Management Committee (Governing Body)
Bribery & Corruption	<p>Any action which would be considered as an offence of giving or receiving 'gratification' under the Malaysian Anti-Corruption Commission (MACC) Act 2009. In practice, this means offering, giving, receiving, or soliciting something of value in an attempt to unlawfully influence the decisions or actions of a person who is in a position of trust within an organisation.</p> <p>Bribery may be 'outbound', where someone acting on behalf of MRCB 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 Company such as a senior decision-maker or someone with access to confidential information.</p>
Business Associate	An external party with whom MRCB has or plans to establish some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries, and investors.
Conflict of Interest	When a person's own interests either influence, have the potential to influence or are perceived to influence their decision-making at MRCB.
Controlled Organisation	<p>An entity where MRCB has the decision-making power over, such that it has the right to appoint and remove the management.</p> <p>This would normally be where MRCB has the controlling interest (&gt;50% of the voting share ownership), but it could be where there is an agreement in place that MRCB has the right to appoint the management; for example, a joint venture where MRCB has the largest (but still &lt;50%) allocation of the voting shares.</p>
Corporate Gift	<p>Something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift.</p> <p>Corporate gifts may also be promotional items given out equally to</p>

the general public at events, trade shows, and exhibitions as a part of building the Company's brand. The gifts are given transparently and openly with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, and plaques.

Donation & Sponsorship	Charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes.
Employees	Directors and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees.
Exposed Position	<p>A staff position identified as vulnerable to bribery and corruption through a risk assessment.</p> <p>Such positions may include any role involving procurement or contract management, financial approvals, human resources, relations with government officials or government departments, sales, positions where negotiation with an external party is required, or other positions which the Company has identified as vulnerable to bribery risk.</p>
Fraud	Any activity that relies on deception in order to achieve financial or personal gain.
GMD	Group Managing Director
GM IDD	General Manager of the Integrity and Discipline Department, MRCB.
Gratification	<p>As defined in the Malaysian Anti-Corruption Commission (MACC) Act 2009:</p> <ol style="list-style-type: none"> <li>a) Money, donations, gifts, loans, fees, rewards, 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 in whole 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> <li>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</li> </ol>

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).

Hospitality	The considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event, or other venue such as Company offices, with or without the personal presence of the host.
IDD	Integrity and Discipline Department (Anti-Bribery Compliance Function)
ISO	International Organization for Standardization
MRCB / Company / Group	Malaysian Resources Corporation Berhad and/or all its subsidiaries.
P&P	Policy & Procedures
SMART Objectives	Specific, Measurable, Attainable, Reliable, and Time-Based.
Support Letter	Any form of communication that is communicated either verbally or in writing, which contains recommendation letters, emails, electronic messages, oral conversations, telephone calls, or other forms intended to support an application or influence decision-making.

## 5.0 POLICY STATEMENTS

### 5.1 ANTI-BRIBERY AND CORRUPTION

- a) MRCB is committed to promoting high standards of integrity, continuously improving anti-bribery controls, and conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.
- b) MRCB has a zero-tolerance policy against all forms of bribery and corruption. Fraud, bribery, and corruption in all its forms relating to MRCB's activities are prohibited.
- c) MRCB has developed action plans based on SMART objectives, which set standards to prevent, detect, and respond to bribery risk.
- d) MRCB employees are prohibited from receiving or soliciting gifts from external parties. Under no circumstances may MRCB employees accept gifts in the form of cash or cash equivalents, including gift certificates, loans, commissions, coupons, discounts, or any other forms. Further details are set out in the ***P&P on Gifts, Hospitality, Donations, and Similar Benefits (Ref. No.: ID/GH/7001)***.
- e) MRCB provides awareness programmes to all employees on the Group's position in cultivating an anti-bribery and anti-corruption, integrity, and ethics ecosystem.

- f) IDD has been assigned the responsibility and authority to oversee the implementation of anti-bribery and corruption controls, with direct access to the Management for issues relating to bribery and corruption.
- g) No employee or external parties will suffer demotion, any penalty, or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- h) MRCB has established and maintains suitable reporting channels for all stakeholders to raise their concerns on any improper conduct and violation of this Policy.
- i) MRCB shall take disciplinary action against employees who do not comply with the Policy. For external parties, non-compliance may lead to penalties, including termination of their contract, and/or legal action in the event that MRCB's interests have been affected or MRCB has suffered reputational damage as a consequence of non-compliance by any individual and organisation.
- j) All employees shall avoid situations in which personal interest could conflict with their professional obligations or potentially interfere with their objectivity in performing their duties or exercising judgment on behalf of the Company. Employees must not use their position, the Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage. In situations where a conflict does occur, employees are required to declare the matter as stated in the ***P&P on Conflict of Interest (Ref. No.: MRCB/PG/19-06)***.
- k) Donations and sponsorships shall be permitted in accordance with the ***P&P on Corporate Brand and Communications*** and the ***Company's Limits of Authority***. However, the Company prohibits the giving and receiving of donations and sponsorships to influence business decisions.
- l) The list of P&P in ***Clause 1.0*** shall be applied throughout the Group and reflect our commitment to fight all corrupt and unethical practices while conducting business in the jurisdictions in which we operate.

## 5.2 RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

- a) MRCB is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.
- b) These laws include but are not limited to the Malaysian Penal Code (revised 1977) and its amendments, the Malaysian Anti-Corruption Commission Act 2009 and its amendments, the Companies Act 2016, the US Foreign Corrupt Practices Act 1977, and the UK Bribery Act 2010. These laws prohibit bribery and acts of corruption and mandate that companies establish and maintain accurate books and records and sufficient internal controls.
- c) In cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the law shall prevail.



### 5.3 FACILITATION PAYMENTS

- a) MRCB adopts a strict policy of disallowing the use of facilitation payments in its business. A facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.
- b) Employees must decline to make the payment and report to IDD immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made and personnel are unsure of the nature, the GM IDD must be notified immediately for preliminary investigation.
- c) There may be situations where employees are forced to make facilitation payments in order to protect their life, limb, or liberty. In such situations, the employee shall immediately report the situation to the GMD for necessary action to be taken.

### 5.4 SUPPORT LETTERS

- a) MRCB awards contracts and employee positions purely on a merit basis. Therefore, support letters in all forms shall not be recognised as part of the business decision-making process.
- b) MRCB shall not entertain any requests to issue support letters to other parties.

### 5.5 EMPLOYMENT PROCESS

- a) MRCB recognises the value of integrity in its employees. The Company's policies and procedures pertaining to manpower planning, talent acquisition, compensation, benefits, performance management, learning, development, and promotion shall be reviewed periodically to mitigate bribery and corruption risk.
- b) MRCB shall not offer employment to prospective employees in return for them having improperly favoured the Company in a previous role.
- c) MRCB shall conduct background screenings as per the Group's **Recruitment Policy (Ref. No.: MRCB/PG/21-11)**.

### 5.6 BUSINESS ASSOCIATES

- a) Business associates, including external providers such as vendors, consultants, advisors, and agents acting on behalf of MRCB, shall comply with this Policy.
- b) In circumstances where MRCB retains controlling interest, such as in certain joint venture agreements, business associates are required to adhere to this Policy. Where MRCB does not have controlling interest, business associates are encouraged to comply to the same.
- c) Due diligence shall be carried out by process owners with regard to any business associates intending to act on the Company's behalf as an agent or in other representative roles to ensure that the entity is not likely to commit an act of bribery or corruption or fraud in the course of its work with MRCB.

- d) The extent of the due diligence process should be based on a bribery and corruption risk assessment. Process owners may exercise due diligence by including a search through relevant databases, checking for relationships with public officials, self-declaration, and documenting the reasons for choosing one particular business associate over another.
- e) MRCB shall include standard clauses in all contracts with business associates, enabling the Company to terminate the contract in the event that bribery or an act of corruption has been proven. Additional clauses may also be included for business associates acting on MRCB's behalf where bribery risk has been identified.
- f) All vendors shall be required to submit a Vendor's Letter of Declaration (VLOD) that is duly executed by their authorised director or Head of Company to formalise their commitment to conduct sustainable business practices with MRCB Group in a manner that is legally, economically, environmentally, and socially responsible.

## 5.7 ROLES & RESPONSIBILITIES OF EMPLOYEES

- a) All MRCB employees (including its directors and employees of its controlled organisations) are required to carry out those responsibilities and obligations related to the Company's Anti-Bribery and Corruption P&P, alongside those already in existence such as the following:
  - i) Be familiar with the applicability of this Policy;
  - ii) Understand the risks of bribery and its damaging consequences towards employees and the organisation;
  - iii) Recognise the circumstances in which bribery can occur in relation to their duties;
  - iv) Understand how to prevent bribery;
  - v) Recognise and respond to bribery and corruption;
  - vi) Comply with anti-bribery and corruption controls;
  - vii) Recognise the implications and potential consequences for non-compliance of this Policy;
  - viii) Promptly report violations or suspected violations through appropriate channels;
  - ix) Promptly record all transactions and payments in MRCB's books and records accurately and with reasonable detail;
  - x) Contact IDD if any questions about this Policy arise or if there is a lack of clarity about the required action in a particular situation;
  - xi) Always raise suspicious transactions and other "red flags" (indicators of bribery, corruption, or fraud) to immediate superiors for guidance on the next course of action;
  - xii) Be alert to the indications or evidence of possible violations of this Policy;
  - xiii) Attend anti-bribery and corruption-related training or awareness programmes as and when required; and,
  - xiv) Not to misuse their position or MRCB's name for personal advantage.

- b) When dealing with business associates or public officials, all MRCB employees shall **not**:
- i) Express unexplained or unjustifiable preference for certain parties;
  - ii) Make any attempt at dishonestly influencing their decisions by offering, promising, or conferring advantage;
  - iii) Exert improper influence to obtain benefits from them; and,
  - iv) Directly or indirectly offer or make promises of corrupt payments, in cash or in-kind, for a specific favour or improper advantage from them.
- c) During an active or anticipated procurement or tender exercise, employees participating in the exercise in any way whatsoever shall **not**:
- i) Receive gifts or hospitality of any kind from any external party participating, planning to participate, or expected to participate in the procurement or tender exercise;
  - ii) Provide anything other than a corporate gift and token hospitality to any external / third-party related to the exercise;
  - iii) Be involved in any discussions regarding business or employment opportunities for personal benefit or for the benefit of a business associate;
  - iv) Abuse the decision-making and other delegated powers given by the top management; and,
  - v) Bypass normal procurement or tender process and procedure.
- d) When dealing with external parties in a position to make a decision for MRCB's benefit (such as a Government official or client), MRCB employees shall **not**:
- i) Offer, promise, or make any attempt at dishonestly influencing the person's decision by directly or indirectly offering or making a promise of corrupt payments, in cash or in-kind;
  - ii) Be involved in any discussions regarding business or employment opportunities for their own personal benefit or for the benefit of the external party;
  - iii) Otherwise abuse the decision-making and other delegated powers given by the top management in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the Company; and,
  - iv) Exert improper influence to obtain personal benefits from them.
- e) All MRCB's Heads of Departments and Heads of Divisions have the responsibility to ensure that all anti-bribery and corruption controls are applied and followed within their department or function.

## 5.8 ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

- a) IDD shall strategize, advise, and monitor the implementation of anti-bribery and corruption controls.
- b) The anti-bribery and corruption compliance function shall be equipped to act effectively against bribery and corruption risk by:
  - i) Providing advice and guidance to employees on anti-bribery and corruption controls;
  - ii) Reinforcing internal controls and adequate procedures for monitoring and mitigating bribery and corruption risk; and,
  - iii) Reporting on the existing bribery and corruption controls and risk action plans to the Senior Management and the Board regularly.
- c) MRCB shall conduct regular Bribery Risk Assessments (BRA) & Bribery Risk Facilitations (BRF) to identify the bribery, corruption, and fraud risks of the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

## 5.9 TRAINING AND COMUNICATION

- a) MRCB shall conduct awareness training programmes for all its employees on the Company's position regarding anti-bribery and corruption, integrity, and ethics.
- b) Training shall be provided to employees who are:
  - i) New to the Company; and,
  - ii) Appointed to or currently holding an Exposed Position.
- c) IDD shall maintain records to identify which MRCB employees have received training.
- d) Business associates or vendors acting on behalf of the Company shall also undergo awareness training programmes when a bribery and corruption risk assessment identifies them as posing a more than low bribery, corruption, and fraud risk to the Company. IDD shall maintain all the anti-bribery and anti-corruption training records for business associates or vendors.
- e) MRCB shall provide information and awareness in relation to anti-bribery and corruption controls and its consequences to internal and external stakeholders via appropriate communication channels.

## 5.10 REPORTING OF POLICY VIOLATIONS

- a) Suitable reporting channels shall be established and maintained for receiving information regarding violations of this Policy and other matters of integrity provided in good faith by MRCB employees and/or external parties as per the **Whistleblowing Policy (Ref. No.: MRCB/PG/17-07)**.
- b) Employees who, in the course of their activities relating to their employment at MRCB, encounter actual or suspected violations of this Policy are required to report their concerns using the reporting channels stated in the Whistleblowing Policy.

- c) Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal, regardless of the outcome of any investigation.
- d) Retaliation in any form against MRCB employees where the person has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Any MRCB employee found to have deliberately acted against the interests of a person who has, in good faith, reported a violation or possible violation of this Policy shall be subjected to disciplinary proceedings, including demotion, suspension, dismissal, or other actions (including legal action) which MRCB may pursue.

#### 5.11 SANCTIONS FOR NON-COMPLIANCE

- a) Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the Senior Management and the ARMC in a timely manner in accordance with the level of risk identified.
- b) MRCB regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this Policy. For MRCB employees, non-compliance may lead to disciplinary action, up to and including termination of employment, as per the ***P&P on Investigation & Industrial Relations (Ref. No.: MRCB/PG/22-01)***.
- c) For external parties, non-compliance may lead to penalties, including termination of contract. Further legal action may also be taken in the event that MRCB's interests or reputation have been harmed as a result of non-compliance.

#### 5.12 CONTINUOUS IMPROVEMENT

- a) MRCB is committed to enhancing the suitability, adequacy, and effectiveness of the anti-bribery and corruption controls to minimise bribery and corruption risk. Any suggestions to improve the existing controls and risk action plans can be directed to IDD.
- b) MRCB shall monitor the legal and regulatory regimes where it operates and any changes to MRCB's business environment and risks to identify opportunities for anti-bribery and corruption controls improvement. A report shall be submitted to the Senior Management and the ARMC with recommendations on when appropriate actions should be taken.
- c) A regular bribery and corruption risk assessment shall be performed to ensure that the scope, policies, procedures, and controls are appropriate for the bribery and corruption risks faced by the Company.
- d) MRCB endeavours to impact the business environment in which it operates. This includes extending its anti-bribery, anti-corruption, and integrity programme to non-controlled business associates such as suppliers and contractors seeking to work with companies who have similar commitments and supporting initiatives in the private and public sectors, which are likely to improve the integrity of its operating environment.

### **5.13 STAFF ACKNOWLEDGEMENT**

All MRCB employees shall certify in writing that they have read, understood, and shall apply and abide by this Policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the employee's employment. A sample of the declaration form can be found in **Appendix 1** of this Policy.

### **5.14 AUDIT AND COMPLIANCE**

- a) Regular audits and compliance checks shall be conducted to ensure compliance with this Policy. Such audits may be conducted internally by MRCB or by an external party.
- b) Audit documentation should include performance improvement action plans.

## **6.0 REVIEW**

This Policy shall be subject to review from time to time to ensure that the principles and guidelines expressed in the Policy are consistent with MRCB's policies and guidelines, strategic plans, limits of authority and business requirements.

APPENDIX 1: STAFF DECLARATION FORM – SAMPLE



**Staff Declaration Form**

I, \_\_\_\_\_ ,  
hereby declare that I have read and understood MRCB’s Anti-Bribery and Corruption Policy. I will abide by the requirements and provisions set out in the Policy, as required by my employment contract.

\_\_\_\_\_  
Name:  
Designation:  
Date: