



GDB HOLDINGS BERHAD

201301006623 (1036466-U)

(Incorporated in Malaysia)

ANTI-BRIBERY & CORRUPTION POLICY

1. INTRODUCTION

GDB Holdings Berhad (“GDB” or “the Company”) and its subsidiaries (“the Group”) are committed to ethical, transparent and responsible business practices as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or re-enactments that may be made by the relevant authority from time to time.

This Anti-Bribery and Corruption Policy (“Policy”) sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.

This Policy is supplemental to, and shall be read in conjunction with the Group’s Code of Ethics and Conduct as annexed herewith, Whistle Blowing Policy, the MACC Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018.

2. OBJECTIVE

This Policy sets out the Group’s position on bribery in all forms and matters pertaining to bribery and corruption that may be encountered by the Directors, Employees, Business Associates of the Group in the course of business for the purpose of providing guidance in dealing with and preventing acts of bribery and corruption. The Group will take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit.

3. SCOPE

This Policy applies to all directors, employees and business associates of the Group.

4. DEFINITIONS

“**Bribery & Corruption**” means any action which would be considered as an offence of giving and receiving ‘gratification’ under the MACC Act 2009. 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 who is in a position of trust within an organisation. In addition, bribery & corruption may also include acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, frauds or money laundering.

“Business Associates” means an external party with who the Group has, or plans to establish some form of business relationship. This may include clients, vendors, contractors, sub-contractors, consultants, agents, joint-venture partners, representatives, investors and business partners.

“Conflict of Interest” means when a person’s own interest either influence, have the potential to influence, or are perceived to influence their decision making of the Group.

“Corporate Gift” means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Group’s brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Group’s name and logo and are of nominal value. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, plaques, thumb drive, key chain and festive gifts such as hampers, fruits and dates.

“Directors” includes all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.

“Donations and Sponsorship” means charitable contributions and sponsorship payments made to support the community.

“Employees” includes all individuals directly contracted to the Group on an employment basis, including permanent and fixed-term contract employees.

“Exposed Positions” means a staff’s position identified as vulnerable to bribery through a risk assessment. Such positions may include but not limited to any role involving procurement; contract; financial approvers; human resources; positions where negotiations with an external party is required; or positions which the Group has identified as vulnerable to bribery.

“Facilitation Payments” means a payment or other provisions 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.

“Gratification” is defined in the MACC Act 2009 means the following:

- i. 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;
- ii. any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- iii. any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- iv. any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;

- v. any forbearance to demand any money or money's worth of valuable thing;
- vi. 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
- vii. any offer, undertaking or promise, whether conditional and unconditional, of any gratification within the meaning of any of the preceding paragraphs i to vi.

5. ANTI-BRIBERY & CORRUPTION POLICY

- i. The Group is committed to conduct its business to the highest standard of Corporate Governance and Business Integrity. The Group adopts a zero-tolerance approach to all forms of bribery & corruption which includes acts of extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.
- ii. Bribery & corruption may take the form of exchange of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. The Group's directors, employees and business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intender benefit of the Group or persons involved in the transaction.
- iii. Anti-bribery & corruption statement applies equally to its business dealings with commercial ('private sector') and Government ('public sector') entities, and includes their directors, employees, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.
- iv. This Policy applies to all countries worldwide, without exception and without regards to regional customs, local practices or competitive conditions.
- v. No director, employee or business partner will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- vi. The Group is also committed to conducting due diligence checks on prospective personnel, particularly as it relates to appointments to positions where a more than minor bribery or corruption risk has been identified. The Group is also committed to conduct due diligence on employees who holds or may be holding exposed positions.
- vii. The Group does not offer employment to prospective employees in return for previous favours in exchange of improper favour.

6. GIFTS, ENTERTAINMENT, TRAVEL, DONATION AND SPONSORSHIP

- i. The Group prohibits both the giving and receiving of gifts, entertainment, travel, donation and sponsorship to influence business decisions. The Group's directors, employees and business partners are under no circumstances accept gifts in the form of cash or cash equivalent such as credit cards, bitcoin or savings accounts, electronic items, watches, pens, property, vehicles, free fares, shares, interest free loans, lottery tickets, travel facilities, entertainment, services, club memberships, any forms of discount or commission, jewellerys, decorations, souvenirs, vouchers or any other valuable items.
- ii. The only form of gift-giving allowed to external parties are corporate gifts. Any gift-giving shall not be used to influence business decisions and must fulfil the following conditions:
 - a. They are customary and lawful under the circumstances;
 - b. There must be no expectations of any specific favour or improper advantages from the intended recipients;
 - c. The independent business judgement of the intended recipients must not be affected;
 - d. There must not be any corrupt/criminal intent involved; and
 - e. The giving out of the gift must done in an open and transparent matter.
- iii. The Group allows charitable donations and sponsorships for legitimate reasons.
- iv. The Group does not make political donations.

7. FACILITATION PAYMENTS

- i. The Group adopts a strict policy of disallowing the use of facilitation payments in its business. Immediate superiors should be notified immediately upon any request for facilitation payments.
- ii. If a payment has been made and employees are unsure of the nature, immediate superiors must be immediately notified.
- iii. Facilitation payments is only permitted to be made if an employee's life is at stake with top management's approval. The record and details of the event and what was spent must be properly recorded and well documented.

8. BUSINESS ASSOCIATES

- i. As part of the Group's commitment to anti-bribery & corruption, the Group expects all business associates to refrain from bribery & corruption.
- ii. The Group shall choose to seek alternative provider of the service/goods if suspicion of bribery & corruption happens with any business associates.

- iii. Due diligence should be carried out with regard to any business associates intending to act on the Group'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 in the course of its work with the Group.
- iv. The Group shall include clauses in all contracts enabling the Group to terminate any contract which bribery & corruption has been proven.

9. RESPONSIBILITIES OF DIRECTORS & EMPLOYEES

Directors and employees of the Group are responsible for understanding and complying with this Policy. In particular, the roles of all directors and employees include the followings:

- i. Familiarise with applicable requirements and directives of the Policy and communicate them to subordinates;
- ii. Promptly record all transactions and payments accurately and in reasonable detail;
- iii. Raise suspicious transactions to immediate superiors for guidance on next course of action;
- iv. Report any violations or suspected violations on indicators of bribery & corruption to immediate superior for guidance on next course of action;
- v. Report any indication or possible violations to immediate superior on next course of action; and
- vi. Attend required anti-bribery & corruption trainings as required according to position.

10. CONFLICTS OF INTEREST

- i. Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing their duties or when exercising their judgement for the Group. Employees should avoid dealing with situations in which personal interest could conflict with their obligations and/or their duties. Employees must not use their position, official working hours, Group's resources and/or assets for personal gain or to the Group's disadvantages.
- ii. When confronted with such conflict, employees are required to declare in writing using the Group's Conflict of Interest Disclosure document to be submitted to their immediate superiors declaring any possible areas of conflict of interest that he/she may encounter in his/her role as an employee with the Group. A copy of the Conflict of Interest Disclosure document is then to be submitted to the Risk Management Department. The Conflict of Interest Disclosure document is available in the Group Intranet or you may contact the Risk Management Department for a copy.

11. STAFF DECLARATIONS

- i. The Group's personnel shall certify in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be documented and retained by the Human Resource Department for the duration of the personnel's employment.

- ii. The Group reserves the right to impose disciplinary action including termination in the event that the person is in breach of this Policy and/or implicated in any bribery & corruption related incident.

12. ANTI BRIBERY & ANTI CORRUPTION COMPLIANCE

- i. The Group's Risk Management Department will establish and maintain an anti-bribery & corruption compliance function to oversee the design, implementation and management of the anti-bribery & corruption management system.
- ii. The Group's Risk Management Department shall conduct regular risk assessments to identify the bribery & corruption risk potentially affecting the Group. The Group's Risk Management Department shall also from time to time review the suitability of this Policy, taking into account developments in the legislature as well as evolving industry and international standards.

13. TRAINING AND AWARENESS

- i. The Group shall conduct awareness programmes for all its personnel on the Group's position regarding anti-bribery & corruption, integrity and ethics.
- ii. The Group provides anti-bribery & corruption training to: -
 - a. New recruits; and
 - b. Employees promoted or transferred to exposed positions
- iii. Human Resource Department shall maintain records to identify the Group's personnel that have received training.

14. REPORTING OF POLICY VIOLATIONS

- i. Employees who encounter actual or suspected violations of this Policy, and other matters of integrity, is responsible to report their concerns promptly. Whistle blowing channels are established and maintained for receiving information regarding these issues.

Personnel who encounter actual or suspected violations of this Policy are to report their concerns using the channels stated in the Whistle Blowing Policy available in the Group's website:

<https://www.gdbhb.com.my/wp-content/uploads/2018/06/Whistle-Blowing-Policy.pdf>

- ii. The Group assures the whistle blower who raises issues of concern that he/she will be protected from any adverse impact on their employment or relationship with the Group as a result of his/her reporting, provided the report is made in good faith and without malice. Any party that retaliates against whistle blower who has reported allegations in good faith may be subjected to appropriate action, up to and including legal action, where applicable.

15. AUDIT AND COMPLIANCE

Regular audits shall be conducted to ensure compliance to this Policy. Such audits may be conducted internally by the Group or an external party.

16. SANCTIONS FOR NON-COMPLIANCE

- i. The Group regards bribery & corruption as a serious matter. Non-compliance to this Policy and the Code of Ethics and Conduct of the Group would be subject to disciplinary actions and/or legal action.
- ii. The Group shall also notify the relevant regulatory authorities if there is any identified bribery, corruption or illegal activities which have been proven beyond reasonable doubt.
- iii. Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action which the regulatory authorities may decide to take against the implicated employee/employees.

17. REVIEW OF THE POLICY

This Policy will be reviewed at least once every three (3) years to ensure its effectiveness and consistency with the governing legislation and regulatory requirements, or more frequently should there be material changes to the said legislation and regulations or circumstance of the business, if any.

18. BOARD APPROVAL

This Policy (Version No. 2) was reviewed and approved by the Board of Directors of the Company on 24 May 2023.

CODE OF ETHICS AND CONDUCT

All Directors and employees of the Group in exercising and/or discharging their powers or duties shall comply with all applicable laws, rules and regulations including the constitutions of the Group. The core areas of conduct include the following: -

- i. Compliance by the Board at all times with the Code of Ethics and Conduct and the Board Charter.
- ii. Observe high standards of corporate governance at all times.
- iii. Observe high standards of business, professional and ethical conduct, and to refrain themselves from offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the Company where the gift would reasonably be expected to influence the performance of their duties in any aspect.
- iv. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, including fair dealing and the ethical handling of conflicts of interest.
- v. Do not misuse information gained in the course of duties for personal gain or for political purposes.
- vi. Uphold accountability, act in good faith and in the best interests of the Company and the Group.
- vii. Ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information.
- viii. Ensure full, fair, accurate, timely and understandable disclosure.
- ix. Declaration of any personal, professional or business interests that may conflict with responsibilities.

The Group encourages whistleblowing which is to report or disclose any violations of the Group's Anti-Bribery and Corruption Policy (ABC Policy) and Code of Ethics and Conduct by any Director, employee and business associates of the Group. Whistle Blowing Channels are established and whistleblowing procedures are spelled out in the Whistle Blowing Policy which is available in the Group's website.

In the event of any violation of the Group's ABC Policy and the Code of Ethics and Conduct by any Director, employee or business associates of the Group, the Anti-bribery & Corruption Management Committee and Audit Committee of the Group shall determine appropriate actions to be taken after considering all relevant information and circumstances.

The Board will review the Code of Ethics and Conduct regularly to ensure that it continues to remain relevant and appropriate.