ANTI-BRIBERY POLICY STATEMENT

DURIANE PROFESSIONALS SDN BHD is committed to apply highest standards of ethical conduct, integrity and accountability in all our business activities and operations by:

a) **Creating a bribery-free business culture and achieving the Anti Bribery Objectives**

b) **Complying with all statutory and regulatory requirements.**

c) **Establishing and implementing anti-bribery principles and best practices in all business matters and interactions with external parties, including all business associates, government agencies and any other relevant interested parties.**

d) **Ensuring all personnel are well trained so that they are aware of Anti-Bribery and Anti-Corruption practices.**

e) **Encouraging all personnel and business associates to report any suspected, attempted or actual bribery cases and prohibits retaliation against those making reports in good faith.**

f) **Ensuring all employees adhere to anti-bribery policies including disciplinary action in accordance with company policies, procedures and guidelines.**

g) **Continually improving Anti-Bribery policies, procedures and guidelines.**

Think Sincerely, Speak Honestly and Act with Integrity".

Yau Chau Fong

Managing Director

1st July 2021

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1.0 Purpose

1.1 This document sets out the Anti-Bribery Policy that Duriane Professionals Sdn Bhd including its subsidiaries, affiliates and/or related companies (thereinafter "the Company" or "we" or "us" or "our") has put in place, to comply with Malaysia's anti-corruption law as set out in the Malaysia Anti-Corruption Commission ("MACC") Act 2009.

1.2 The Company upholds all laws relevant to countering bribery and corruption. We remain bound by the laws of Malaysia, including the MACC Act 2009.

1.3 The purpose of this Anti-Bribery Policy is to:

a) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and

b) Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

1.4 Section 17A(2) states that the penalty for bribery and corruption shall be a fine of not less than 10 times the value of gratification in question, or RM1,000,000, whichever is higher, or imprisonment for not more than 20 years, or both. This will also inevitably cause damage to our reputation. We therefore take our legal responsibilities very seriously,

1.5 It is our Policy to conduct all our businesses in an honest and ethical manner. We take a zero-tolerance approach to bribery and are committed to acting professionally, fairly and with integrity in all our relationship and business dealings wherever we operate and to implementing and enforcing an effective system to counter bribery.

2.0 Scope

2.1. This Policy applies to all individuals working at all levels and grades, including senior management managers, officer, directors, Employees (whether permanent, fixed term of temporary), consultant, trainee, seconded staff, homeworkers, casual Employee and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "Employee(s)" in this Policy)

2.2 This Policy also applies to interactions with any individuals or organisations' employees come into contact with during the course of their work, which includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2.3 This Policy is intended to assist Employees in conducting our business legally, ethically and with integrity. It is not meant to stop legitimate business activities so

long as those activities comply with the law and with the company's internal policies.

3.0 Definitions

3.1. According to the MACC, **corruption** is "the act of giving and receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description."

3.2. The Company defines bribery as directly or indirectly giving or offering anything of value to an individual representing a government or commercial enterprise, for the purposes of obtaining or retaining business, or to influence a decision that concerns The Company.

3.3 **Anything of value** refers to bribes, kickbacks, a financial advantage, or any other benefit, whether in cash or in-kind, tangible or intangible. In this Policy, the coinage "**Gifts, Entertainment, Donations and/ or Sponsorships (GHDS)"** covers: gifts, meals, entertainment, airline tickets or discounts, travel vouchers, offers of employment, donations and / or sponsorships. Prohibited payments can also include so-called "facilitation payments", which are routine payments typically made to low-level government officials to expedite or secure a service or routine action.

3.4 **Third party** means any individual or organization you come into contact with during the course of your employment with us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, political parties.

3.5 **Conflict of interest** arises in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of the Company.

3.6. Section 17A(1) provides that a commercial organisation commits an offence if **any person** associated with the commercial organisation commits a corrupt act in order to obtain or retain business or an advantage in the conduct of business for the commercial organisation.

3.7. Section 17A(6) clarifies that the category of persons considered associated with a commercial organisation includes:

a) Directors, partners and **employees (regardless of status or function)** of the commercial organisation

b) And any person who performs services for or on behalf of the commercial organisation.

3.8. Hence, bribery actions of employees will have an impact on the organisation and company.

4.0 Responsibilities

4.1. All Employees regardless of grade, rank, or department must read understand and comply with this Policy. All Employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

4.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All Employees are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

4.3 You must notify your manager and/ or Head of Department as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future, For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business, Further “red flags” that may indicate bribery or corruption are set out in **Section 10**.

4.4 Any Employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. For serious offences may be forwarded to MACC for legal actions.

4.5 Management has the overall responsibility for ensuring this Policy complies with our legal and ethical obligations; those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

5.0 Gifts, Hospitality, Donations and/ or Sponsorships (GHDS)

5.1. This Policy does not prohibit normal and appropriate GHDS from third parties.

5.2. The guiding principles to test for reasonableness in GHDS giving / accepting are as follows:

a) **Transparency**: You should be comfortable to disclose to your colleagues any GHDS that you are going to offer/ receive.

b) **Recipients**: The person to/ from whom you are offering or accepting a GHDS should not put you in a position that creates conflict of interest.

c) **Ability to influence**: There should be no pending business decisions to be made at the point of GHDS giving / accepting.

d) **Value and Frequency**: The value of the GHDS is modest and not given frequently to place any recipient under any (un)spoken obligations.

e) **Purpose**: The intention behind any GHDS must be clear and not misinterpreted in any way to construe a gain in advantage.

5.3. Normal and appropriate GHDS include the following (not but limited to):

a) is not made with the intention of influencing a third party to obtain or retain business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

b) complies with local law;

c) is not solicited by you;

d) is given and/ or received in the Company's name, not in your/ a personal name;

e) does not include cash or a cash equivalent (including gift certificates, securities, Angpao, below-market loans, etc);

f) is customary and of reasonable value in the circumstances. For example, in Malaysia it is customary for small gifts to be given at Chinese New Year, Hari Raya, Deepavali or Christmas time.

g) Taking into account the reason for the reason for the gift, is of an appropriate type and value and given at an appropriate time.

6.0 Giving and accepting GHDS

6.1 Any GHDS must not influence your business decisions. If accepting a GHDS influences your business judgement then it must be declined. Any offer which you think is given in order to influence your business decision must also be declined.

6.2. All offerings and/ or acceptance of GHDS – whether customary or not – must be disclosed using the Gift and Hospitality Form, acknowledged by your Head of Department and filed with Human Resources. Failure to disclose shall render the employee subject to disciplinary action.

6.3. All GHDS which are accepted under permissible conditions belongs to the Company.

Refer to [Gift and Hospitality Policy]

7.0 What is <u>not acceptable</u>

7.1 It is not acceptable for you (or someone on your behalf) to:

a) give, promise to give, or offer any GHDS with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

b) give, promise to give, or offer any GHDS to a government official, agent or representative to "facilitate" or expedite a routine procedure;

c) accept any GHDS from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;

d) accept any GHDS from a third party if you know or suspect that it is offered provided with an expectation that a business advantage will be provided by us in return;

e) threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this Policy; or

f) engage in any activity that might lead to a breach of this Policy.

7.2. Prohibited payments or offers are not permitted at all times, whether or not they are given to a Government Official or an employee of a non-governmental business or entity, and regardless of whether they are given by another person or entity on behalf of the Company.

7.3. Employees should avoid any conduct that creates even the appearance of improper activity or conduct.

7.4. Other conflicts such as excessive entertainment, services or substantial favours or benefits are also prohibited. Where an entity has no prior or current trading relationship with The Company (i.e. is not a currently approved supplier or customer) the acceptance of any gift is prohibited.

7.5. If you have any question or doubt about whether a GHDS is appropriate, seek guidance from your Head of Department before you incur the expense.

8.0 Facilitation payments and kickbacks

8.1. We do not make, and will not accept, facilitation payment or kickbacks of any kind.

8.2. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions concern or queries regarding a payment, you should raise these with the management. (e.g. representative from business partner requests gift or gratification be it in cash or in kind to expedite or to ease business transaction, this incident should be reported to management)

8.3 The Company prohibits facilitation payments made for the purposes of expediting or securing the performance of a particular routine governmental action by a Government Official.

8.4 However, only under the following circumstances will the Company make an exception to making payments to Government Officials:

a) an Employee has a reasonable belief that they are in imminent jeopardy of serious bodily harm or loss of liberty or threatened for their life and no other prudent alternative is available, or

b) the payment is necessary to secure immediate governmental services in response to a grave medical or safety emergency.

8.5 If you are faced with a situation where a facilitation payment is being demanded, consult your supervisor as soon as possible, and in any case report what has happened after the event.

8.6 Kickbacks are typically payment made in return for a business favour or advantage. All Employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

9.0 Record-keeping

9.1. Employees should record all financial transactions according to the Company's financial and internal control policies and procedures.

9.2 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

9.3 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

9.4 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policies and specifically record the reason for the expenditure.

9.5 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness in a timely manner. No accounts must be kept "off-book" to facilitate or conceal improper payments.

9.6. Personal funds should not be used to accomplish what is otherwise prohibited by this Policy.

10.0 Potential risk scenarios: "Red flags"

10.1. The following is a list of possible red flags that may arise during the course of you working for us and may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

10.2. If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the Anti-Bribery Committee:

a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices which violates our Code of Conduct and Ethics;

b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;

d) a third party requests payment in cash and/ or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;

e) a third party requests an unexpected additional fee or commission to "facilitate" a service;

f) a third party requests that a payment is made to "overlook" potential legal violations;

g) you receive an invoice from a third party that appears to be non-standard or customized or tampered with;

h) a third party insists on the use of side letters or refuses to put terms agreed in writing;

i) a third-party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;

j) a third party insists that its identity remain confidential or refuses to divulge the identity of its owners or principals; or

k) a third party does not have offices or a staff, or frequently moves locations.

11.0 Dealing with third parties – due diligence and care

11.1. All employees are required to exercise due care and due diligence at all times when dealing with third-parties/ business associates and ensure their affairs do not involve any form of corrupt practices, whether perceived or actual.

11.2 The Company's approach to Anti-Bribery must be communicated to all suppliers, contractors, agents and business associates and other partners at the outset of our relationship with them and as appropriate thereafter with inquiry platform accessible for all.

11.3 All transacted party's certificate of incorporation and related company forms, operating licenses, audited financial statements shall be obtained and documented; and, all suppliers, contractors, agents are required to sign off Declaration Form on exertion of our Anti-Bribery and Anti-Corruption Policy.

11.4 For all donations, sponsorships and / or Corporate Social Responsibility (CSR) activities, proper diligence must be conducted to ensure the proposed recipient is a legitimate organisation and does not affiliate with public official.

12.0 Whistleblower, reporting actual or suspected wrongdoing

12.1. Any Employee who is asked to provide or is offered **anything of value** in a manner that is prohibited by this Policy or suspects that another Employee, or associated person is engaging in conduct that this Policy prohibits, must contact a supervisor, or email abms@duriane.com. This will trigger the necessary procedures with Company Internal Audit and Compliance.

12.2 In all circumstances, immediate reporting is essential. Prompt reporting and resolution of corruption or bribery issues can help to ensure that our businesses act in accordance with the Company's Policy and all applicable laws.

12.3 Any report of a suspicious conduct will be treated as confidential. No Employee or associated persons acting in good faith will suffer adverse consequences for reporting or for refusing to engage in prohibited conduct, even if such refusal results in loss of business to the Company.

12.4 If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or Senior Management.

Refer to [Whistleblower Policy]

13.0 What to do if you are a victim of bribery

13.1. It is important that you inform Senior Management as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

14.0 Protection

14.1. Employees who refuse to accept or offer a bribe, or those who raise concern or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raise genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

14.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform Senior Management immediately.

14.3 The Company will not tolerate any retaliation or discrimination against anyone who has, in good faith

a) sought advice regarding any conduct that may be implicated by this Policy,

b) has reported a good faith suspicion of a violation of this Policy, or

c) refused to participate in conduct that may violate this Policy.

15.0 Training and communication

15.1. Training on this policy is part of the induction process for all new employees.

15.2. All employees will receive regular, relevant training on how to implement and adhere to this Policy, whereby attendance within the year is subject to employees' availabilities to suit their work schedules.

15.3. Employees are expected to complete the training course with proper acknowledgement and documentation filed for future reference.

16.0 Monitoring and review

16.1. Management will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness, in conjunction with our Anti-Corruption Risk Management SOP.

16.2 Audits of the Company's subsidiaries, operating business units, and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audit documentation shall include performance improvement action plans.

16.3 Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

17.0 Violations

17.1. Any Employee found to have engaged in prohibited conduct or ignored suspicious activity may face discipline, including termination of employment or contract and/or referral to appropriate law enforcement authorities.

17.2 Further legal action may also be taken against the Employee in the event that the Company's interests have been harmed as a result of non-compliance.

17.3 Where relevant regulatory authorities have been notified, the Company shall provide full co-operation to said authorities, including further action that such authority may decide to take against convicted Employees.

18.0 Queries

18.1. If you have any queries or complaints in relation to this Policy or Anti-Bribery and Anti-Corruption generally, you should contact The Company's Compliance Office at abms@duriane.com. The Compliance Officer or a person to whom he or she has delegated certain responsibilities, will respond to your query or complaint, investigate the complaint or request from you, additional information in order to do so.

19.0 Approval and amendment

19.1. This Policy has been approved by The Company's Board of Directors. The Company's Board of Directors is the sponsor for this Policy and must approve any changes to it.

19.2 This Policy is reviewed yearly and may be updated from time to time. Please ensure that you refer to the latest version of the Policy made available to all Employees.