

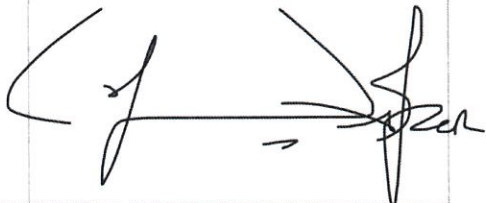


ANTI BRIBERY & CORRUPTION POLICY

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ANTI BRIBERY & CORRUPTION POLICY

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1. INTRODUCTION

- 1.1** CMCE applies zero tolerance against all elements related to bribery, corruption, abuse of power and misappropriation. The document, namely Anti Bribery and Corruption Policy (hereinafter referred to as CMCE Policy addresses commitment of CMCE to integrity and in promoting a culture of transparency, openness, honesty, ethical in the conduct of its operations and business activities.
- 1.2** CMCE Policy provides principles, guidelines and requirements on how to deal with bribery and corrupt practices that may arise in the course of daily business and operation activities within CMCE. It also intended to assist everyone in CMCE in conducting the business and operation activities legally, ethically and with integrity.

2. APPLICATION

- 2.1** CMCE policy applies to all individuals working at all levels and grades, including senior management, officers, directors, employees (whether permanent, fixed-term or temporary), joint venture and/or business partners, consultants, contractors, or any other person associated with CMCE, or any of its subsidiaries or their employees, wherever located.

3. DEFINITION

CMCE - The term “CMCE” means CMC Engineering Sdn Bhd. The expression “CMCE” is used for convenience where references are made to CMCE companies in general. The companies in which CMCE has direct or indirect shareholding are distinct legal entities.

Bribery - Under the MACC Act, gratification or what most people call bribery means offering, giving, receiving or soliciting something of value (for example money or information) in an attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation.

Corruption - According to Transparency International, it means the abuse of entrusted power for personal gain. However, corruption has a broader definition than bribery. This Policy therefore refers to “bribery and corruption” as a standard term to cover all types of gratification.

Examples of gratification:

- Money
- Donations
- Gifts
- Loans
- Facilitation fee
- Rewards, position, title, etc.

Forms of Corruption:

- **Bribery**

A bribe can be any type of benefit. It can be a cash payment, or it can be in the form of a gift, entertainment, giving a donation or property, paying for a holiday, providing the promise of future employment, or titles (e.g. Dato', Tan Sri). Payment made to secure or expedite the performance by a person performing a routine or administrative duty or function is also deemed as bribery.

- **Collusion/Bid-Rigging**

Collusion occurs where two or more parties co-operate to defraud or deceive another party. This is a type of fraud and is often described as a "cartel", "anti-trust" or "anti-competitive" offence.

- **Abuse of Power**

Abuse of power occurs where someone abuses a position of trust for the purposes of illicit gain. Abuse of power is often a separate criminal offence. However, it may also constitute bribery or fraud.

- **False Claim**

Dishonestly obtaining the property of another by some deception or misrepresentation of fact e.g. any person providing documents such as receipts or invoices that are false or contain false details with the intention of deceiving the principal.

- **Disclosure of Confidential Information**

Unauthorised use of CMCE's proprietary information by Employees and Business Associates.

- **Kickbacks**

These are bribes fulfilled after a company has awarded a contract to a customer. They take place in purchasing, contracting, or other departments responsible for decisions to award contracts. The supplier provides the bribe by kicking part of the contract fee back to the buyer, either directly or through an intermediary.

- **Facilitation payments**

These are typically small payments made to secure or expedite the performance of a routine or necessary action to which the payer is entitled, legally or otherwise.

- **Charitable and political donations, sponsorship, travel, and promotional expenses**

These are legitimate activities for entities but can be abused by being used as a subterfuge for bribery.

- **Conflict of interest**

A conflict of interest occurs where a person or entity with a duty to the organisation has a conflicting interest, duty, or commitment. Having a conflict of interest is not in itself corrupt, but corruption can arise where a director, employee, or contracted third party breaches the duty due to the organisation by acting in regard to another interest.

- **Price fixing**

An agreement among competitors to raise, fix, or otherwise maintain the price at which their goods or services are sold. Price fixing can take many forms, and any agreement that restricts price competition may violate applicable competition laws.

- **Revolving door**

This is corruption linked to the movement of high-level employees from public sector jobs to private sector jobs and vice versa. The main concerns relate to how the practice by an organisation can compromise the impartiality and integrity of public office. For organisations, there may be risks in discussing or promising future employment to public officials or using former public officials as board members, employees, or consultants.

- **Patronage**

Favouritism in which a person is selected, regardless of qualifications, merit, or entitlement, for a job or benefit because of affiliations or connections.

- **Illegal information brokering**

The brokering of corporate confidential information obtained by illegal methods.

- **Insider trading**

Any securities transaction made when the person behind the trade is aware of non-public material information, and is hence violating his or her duty to maintain confidentiality of such knowledge.

- **Tax evasion**

The illegal non-payment of tax to the government of a jurisdiction to which it is owed by a person, enterprise, or trust who should be a taxpayer in that place.

Gifts - Money, movable or immovable property, vehicle, shares, travel tickets, entertainment, service, club membership, any form of discounts or commissions, hampers, jewellery, ornament, any gifts, souvenirs, or anything of value which is given to or received by an officer, his or her spouses or any other person on his behalf, without any or insufficient consideration known to the officer.

Hospitality - A generous and friendly treatment, reception or entertainment that can be perceived by a third party, to be for the purpose of bribery even if neither the giver nor the receiver intended it to be for this purpose.

Donation - Charitable gift, contribution, subscription, present, hand out, grant, offering, gratuity, endowment or other similar donation that can be perceived by a third party, to be for the purpose of bribery even if neither the giver nor the receiver intended it to be for this purpose. It can include giving or providing cash, venues, equipment, personnel time or other benefit.

Business Associate - Business associates includes but is not limited to clients, customers, joint-ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, investors, representatives and intermediaries who are performing work or services, for and on behalf of CMCE.

4. ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

4.1 CMCE, to promote the culture of transparency, fairness, and accountability at the workplace to keep up a high standard of integrity and governance.

4.2 In the effort to consistently and continuously combat against the risk of bribery and corruption, CMCE are committed to:-

- Provide and maintain an anti-bribery working environment for all employees and stakeholders;
- Comply with and adhere to the provisions of the Malaysian Anti-Corruption Commission Act 2009 (Act 694), Malaysian Anti-Corruption Commission (Amendment) Act 2018 (Act A1567) and other applicable laws, rules & regulations, procedures and other instructions;
- Provide avenue and encourage raising concerns regarding bribery and corrupt conduct through Whistleblowing Policy;
- Continually improve Anti-Bribery Management System; and
- Impose appropriate action such as disciplinary action and/or initiation of legal proceeding against any act of not complying with applicable anti-bribery policy
- CMCE will continually improve the suitability, adequacy and effectiveness of the anti bribery management system through tools and meetings held occasionally

Scope of the Anti-Bribery Management System
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'PROJECT MANAGEMENT AND PROCUREMENT, SUPPLY, DELIVERY, INSTALLATION, TESTING AND COMMISSIONING FOR TELECOMMUNICATION, TRANSPORTATION AND ENERGY'

5. ANTI-BRIBERY MANAGEMENT SYSTEM OBJECTIVES

CMCE is committed to develop a bribery free culture within the organisation by;

- Promoting zero tolerance towards bribery.
- Conducting ABMS awareness programme to all employees annually.

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- To ensure 100 % compliance towards regulatory requirements set by MACC

The objective will be accomplished through strong commitment and support from the management, employees' involvement, effective trainings and solid co-operation amongst the stakeholders.

6. BRIBERY OFFENCE

6.1 Offence of accepting gratification under Section 16, ACT 694

6.1.1 Any person who by himself, or by or in conjunction with any other person -

- a) corruptly **solicits** or **receives** or **agrees to receive** for himself or for any other person; or
- b) corruptly **gives, promises** or **offers** to any person whether for the benefit of that person or of another person,

Any gratification as an inducement to or a reward for, or otherwise on account of -

- a) any person doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place; or
- b) any officer of a public body doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place, in which the public body is concerned, commits an offence.

6.2 Offence of giving or accepting gratification by agent, Section 17, ACT 694

6.2.1 A person commits an offence if;

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- a) being an agent, he corruptly **accepts** or **obtains**, or **agrees to accept** or **attempts to obtain**, from any person, for himself or for any other person, any gratification as an inducement or a reward for doing or forbearing to do, or for having done or forborne to do, any act in relation to his principal's affairs or business, or for showing or forbearing to show favour or disfavour to any person in relation to his principal's affairs or business; or
 - b) he corruptly **gives** or **agrees to give** or **offers** any gratification to any agent as an inducement or a reward for doing or forbearing to do, or for having done or forborne to do any act in relation to his principal's affairs or business, or for showing or forbearing to show favour or disfavor to any person in relation to his principal's affairs or business.

6.3 Offence of intending to deceive principal by agent, Section 18, ACT 694

- 6.3.1 A person commits an offence if he **gives** to an agent, or being an agent he **uses** with intent to deceive his principal, **any receipt, account or other document** in respect of which the principal is interested, and which he has reason to believe contains **any statement which is false or erroneous or defective in any material particular**, and is intended to mislead the principal.

6.4 Bribery of officer of public body, Section 21, ACT 694

- 6.4.1 Any person who **offers** to an officer of any public body, or being an officer of any public body **solicits or accepts**, any gratification as an inducement or a reward for -

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- a) the officer voting or abstaining from voting at any meeting of the public body in favour of or against any measure, resolution or question submitted to the public body;
 - b) the officer performing or abstaining from performing or aiding in procuring, expediting, delaying, hindering or preventing the performance of, any official act;
 - c) the officer aiding in procuring or preventing the passing of any vote or the granting of any contract or advantage in favour of any person; or
 - d) the officer showing or forbearing to show any favour or disfavour in his capacity as such officer,

commits an offence, notwithstanding that the officer did not have the power, right or opportunity so to do, show or forbear, or accepted the gratification without intending so to do, show or forbear, or did not in fact so do, show or forbear, or that the inducement or reward was not in relation to the affairs of the public body.

6.5 Penalty for offences under sections 16, 17, 18, 20, 21, 22 and 23, Section 24, ACT 694

6.5.1 Any person who commits an offence under sections 16, 17, 20, 21, 22 and 23 shall on conviction be liable to;

- a) **imprisonment** for a term **not exceeding twenty years**; and
- b) **a fine of not less than five times** the sum or value of the gratification, which is the subject matter of the offence, where such gratification is capable of being valued or is of a pecuniary nature, **or ten thousand ringgit, whichever is the higher.**

6.5.2 Any person who commits an offence under section 18 shall on conviction be liable to—

- a) **imprisonment** for a term **not exceeding twenty years**; and
- b) **a fine of not less than five times** the sum or value of the false or erroneous or defective material particular, where such false or erroneous or defective material particular is capable of being valued, or of a pecuniary nature, or **ten thousand ringgit, whichever is the higher.**

6.6 Duty to report bribery transactions, Section 25, ACT 694

6.6.1 Any person to whom any gratification is **given, promised, or offered**, in contravention of any provision of this Act shall **report** such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Commission or police officer.

6.6.2 Any person who fails to comply with the said subsection commits an offence and shall on conviction be liable to a **fine not exceeding one hundred thousand ringgit** or to **imprisonment** for a term **not exceeding ten years or to both.**

6.6.3 Any person from whom any gratification has been **solicited** or **obtained**, or **an attempt has been made** to obtain such gratification, in contravention of any provision of this Act shall at the earliest opportunity thereafter **report** such soliciting or obtaining of, or attempt to obtain, the gratification together with the full and true description and if known, the name of the person who solicited, or obtained, or attempted to obtain, the gratification from him to the nearest officer of the Commission or police officer.

6.6.4 Any person who fails, without reasonable excuse, to comply with the said subsection commits an offence and shall on conviction be liable to a fine **not exceeding ten thousand ringgit** or to **imprisonment** for a term **not exceeding two years or to both**.

6.7 Punishment for forgery, Section 465, ACT 574

6.7.1 Whoever **commits forgery** shall be punished with **imprisonment** for a term which may **extend to two years** or with **fine or with both**.

6.8 Offence by commercial organization, Section 17A, ACT A1567

6.8.1 A **commercial organization** commits an offence if a person **associated** with the commercial organization **corruptly gives, agrees to give, promises or offers** to any person any gratification whether for the **benefit** of that person or another person with intent –

- (a) to obtain or retain business for the commercial organization; or
- (b) to obtain or retain an advantage in the conduct of business for the commercial organization.

6.8.2 Any commercial organization who commits an offence under this section shall on conviction be liable to:

- (a) a **fine of not less than ten times** the sum or value of the gratification which is the subject matter of the offence, where such gratification is capable of being valued or is of pecuniary nature, or **one million ringgit**, whichever is the higher, or to
- (b) **imprisonment for a term not exceeding twenty years or to both**.

6.8.3 Where an offence is committed by a commercial organization, a person -

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- (a) who is its **director, controller, officer or partner**; or
 - (b) who is concerned in the management of its affairs, at the time of the commission of the offence, is deemed to have committed that offence unless that person proves that the offence was committed without his consent or connivance and that he exercised due diligence to prevent the commission of the offence as he ought to have exercised, having regard to the nature of his function in that capacity and to the circumstances.

6.8.4 If a commercial organization is charged for the offence referred to in the said subsection, it is a **defence** for the commercial organization to prove that the commercial organization had in place **adequate procedures** to prevent persons associated with the commercial organization from undertaking such conduct.

7. GIFT & HOSPITALITY

7.1 NO GIFT POLICY

- 7.1.1 CMCE adopts "NO GIFT POLICY" whereby all employees shall not solicit or accept any gift from any third parties that may have direct or indirect business with CMCE, subject to certain limited exception.
- 7.1.2 Any gift of cash or cash value (e.g. vouchers, coupons, shares, commissions, etc.) is strictly prohibited at all times.
- 7.1.3 Any gift which violates the terms of "No-Gift Policy" must be declined/returned with an explanation note on CMCE's "No-Gift Policy" and proceeds to decline/return the gift accordingly.

7.2 RECEIVING AND PROVIDING GIFTS

7.2.1 In general, employees including family members (spouse, children, parent, grandparents and close relatives) are prohibited to receive and provide gifts to business associates and other parties engaging with CMCE, subject to certain exception.

7.2.2 Although generally CMCE practices a “No Gifts” Policy, employees are allowed to provide and receive gifts provided they fall within the following limited exceptions:

- A gift is worth less than **RM500** or **USD250** (for overseas) per item, feature company’s logo or brand or part of a marketing or promotional campaign;
- The gift is exchanged at a company-to-company level;
- The gift is a token of appreciation at an official function or public event;
- The gift is given as part of CMCE’s Corporate Social Responsibility (“CSR”) programme.

7.2.3 Employee shall report the gift to the HOD/ TMD, who will make record in their Gifts Log. If the HOD/ TMD decides to accept the gift, he/she must determine the following treatment of the gift:

- **Allow** Employees to keep the gift; or
- **Display** the gift in public; or
- **Share** the gift among the employees.

7.2.4 In the event the employee is unable to decline/return a gift with an approximate/actual value of more than **RM500/USD250**, the employee must declare (via **Gifts Declaration Form**) and surrender such gift to TMD or direction on how to dispose the gift. The TMD, subject to their

due considerations, will have the right to decide based on the following:

- (i) Donate the gift to charity; or
- (ii) surrender it to CMCE Corporate Division to be used for the club's activities; or
- (iii) register it as a company property to be used publicly by all employees; or
- (iv) designate it as a display item; or
- (v) share it with other employees; or
- (vi) permit it to be retained by the employee.

7.2.5 All expenses incurred to provide gifts must be properly kept, documented and recorded by the respective division for audit purposes.

7.3 RECEIVING AND PROVIDING HOSPITALITY

7.3.1 CMCE strictly prohibits employees from soliciting or accepting corporate hospitality and entertainment that is excessive, inappropriate, illegal or given in response to, in anticipation of, or to influence a favourable business decision, particularly from parties engaged in a tender or competitive bidding exercise.

7.3.2 Employees are strictly prohibited from providing or offering to provide entertainment and hospitality with a view to improperly cause undue influence on any party in exchange for some future benefit or result. Any acts of this nature, whether provided directly or indirectly through an intermediary, may be construed as an act of bribery.

7.3.3 Hospitality should not be offered or accepted frequently with the same party, or during specific time periods, such as during tender or contract negotiations.

7.3.4 With certain limited exception, employees are allowed to offer or accept meals from business associates and other party engaged with CMCE provided:

- It is business related;
- It is not for spouse and other non-business guests;
- There is approval from Head of Department / Management;
- The cost of the hospitality does not exceed the thresholds below;

Job Grade/ Position	Malaysia	Overseas
Manager	Up to RM300 per month	Case by case basis
General Manager	Up to RM600 per month	
Director	Up to RM1000 per head	

7.3.5 For hospitality (recreation such as golf and sporting events), only eligible employees i.e TMD and above are allowed to offer and accept within the following limited exceptions:

- It is business related;
- It is not for spouse and other non-business guests;
- There is approval from the Top Management;
- The cost of the hospitality does not exceed the thresholds below:

Job Grade/ Position	Malaysia	Overseas
General Manager	Up to RM500 per head	Not Applicable
Director	Up to RM1000 per head	Up to USD500 per head

8. CSR, DONATION AND SPONSORSHIP

- 8.1** CMCE only allows CSR, donations and sponsorships for legitimate reasons and as permitted by existing laws and regulations to legitimate organizations i.e. registered with Registrar of Society (such as sports and recreation club).
- 8.2** CMCE does not allow requesting sponsorship from business associates and any parties engaging with CMCE as it may be construed as an act of bribery.
- 8.3** CSR, donations and sponsorship activities conducted must not be used as a conduit to circumvent, avoid, or evade the laws or regulatory requirements. It shall not be used to facilitate corruption, illegal and money laundering activities.
- 8.4** All requests for donations and sponsorships must be made through CMCE's Corporate Affairs Department.
- 8.5** All CSR, donations and sponsorship shall be made in accordance with the approval limits/ budget and must obtain approval from TMD and the Chief Executive Officer.

9. POLITICAL CONTRIBUTION

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- 9.1** CMCE does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office.

10. DEALING WITH BUSINESS ASSOCIATE

- 10.1** In order to ensure the Company's operations remain free of bribery and corruption, CMCE are committed in establishing mutually beneficial relationships with business associates, who apply either the same or higher standards of ethics and integrity.
- 10.2** To help ensure that CMCE do business with business associates that share CMCE standards of integrity, the following need to be carried out:
- Conduct due diligence to assess the integrity of CMCE' prospective business counterparties;
 - All business associates are made aware of the CMCE Business Partner Code of Conduct and CMCE Policy; and
 - Continue to be aware of and to periodically monitor business associates performance and business practices to ensure ongoing compliance.
- 10.3** Do not enter into any business dealings with any business associate reasonably suspected of engaging in bribery and improper business practices.
- 10.4** If at any point during the due diligence exercise or in the dealings with a business associate, there are conflicts of interest or "red flags" are raised, these warrant further investigation and must be sufficiently addressed before the engagement of the business associate.
- 10.5** Employees should seek advice from the Integrity Unit whenever particular questions arise relating to business associates that CMCE has appointed or is considering appointing.

11. RESPONSIBILITY OF EMPLOYEE

11.1 In the effort to restrict room and opportunities for bribery, CMCE employees need to take actions as follow:

DO NOT ACCEPT

CMCE employees are not allowed to request or accept any type of bribery.

REFUSE

CMCE employees are required to refuse any offering or bribery.

REPORT

CMCE employees are required to immediately report any bribery act to the Internal Auditor Division.

11.2 CMCE employees should report any act of bribery, supported with the following basic information (5W + 1H):

- i. Who is involved?
- ii. When did the incident happened?
- iii. Where did the incident took place?
- iv. What is the offence?
- v. Why did the offence occurred?
- vi. How did the offence occurred?
- vii. Witness or related documentation (if any)

12. INFRINGEMENT OF THE POLICY

12.1 Violation of the laws which includes but not limited to the MACC 2009, Penal Code and AMLA 2001 shall be punishable with imprisonment or fine or both under the respective Acts.

12.2 Any breach of CMCE policies could result in the following disciplinary actions:

1. Written warning
2. Suspension
3. Demotion
4. Dismissal / Termination

12.3 For CMCE Business Partners, any breach of CMCE policies could result in the following punishment:

1. Written warning
2. Suspension
3. Termination
4. Blacklist
5. Claim for damages

13. WHISTLEBLOWING PROTECTION AND CHANNEL

13.1 CMCE encourages openness and transparency in its commitment to the highest standard of integrity and accountability. Therefore, CMCE strongly encourage reporting (whistleblowing) of real or suspected cases of bribery and corruption without fear of retaliation or reprisal.

13.2 Employee who makes a report or disclosure about any actual or perceived bribery or corruption in good faith, belief, without malicious intent, that a

breach or violation as aforesaid may have occurred or may about to occur, he/she will be accorded protection of confidentiality.

13.3 In addition, employees who whistle blow internally will be also protected against detrimental action for having made the disclosure, to the extent reasonably practicable.

13.4 CMCE has formulated a Whistleblowing Policy & Procedures, which provides channels for secure reporting of concerns about instances of bribery and corruption and other forms of misconduct.

13.5 Whistleblowing Channels

13.5.1 The whistleblowing channels available include the following:

- Email: wbu@cmcgroup.com.my
- Written letters/e-mails to the Integrity and Governance

13.5.2 CMCE employees may lodge an anonymous report. However, he/she must be aware that there must be sufficient evidence in order for an investigation. CMCE employees are therefore encouraged to provide detailed, factual information to assist with the investigation (i.e. who, what, where, when, how).

13.5.3 All disclosures are protected with confidentiality and the whistleblower's identity will be protected against retaliation in any form, provided that the report is done in good faith.

14. INQUIRIES AND REPORTING

14.1 Any inquiries or reporting on violations of this CMCE Policy may be directed to the following channels:

Attention to:

Head, Integrity & Governance Unit

CMC Engineering Sdn Bhd

Email: wbu@cmcgroup.com.my