

# **ANALABS RESOURCES BERHAD**

Registration No: 199801012843 (468971-A)  
(Incorporated in Malaysia)

## **ANTI-BRIBERY AND CORRUPTION POLICY**

### **1. INTRODUCTION**

ANALABS RESOURCES BERHAD and its subsidiaries (collectively referred to as "ANALABS") is committed to conducting its business legally and ethically as well as complying with all applicable laws. The purpose of this document is to provide guidance to ANALABS employees. This guidance relates to specific acts of bribery and corruption and also to related matters such as proper reporting and accounting and the selection and management of agents and other company intermediaries.

ANALABS has adopted a zero-tolerance approach against all forms of bribery and corruption and a strong stance against such acts. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in the Company losing its business or not meeting the targets.

### **2. DEFINITION OF BRIBERY AND CORRUPTION**

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages including but not limited to anything of value includes cash, entertainment or others gifts or courtesies.

Corruption is the abuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government which includes but not limited to any payment of any gifts, loans, fees, rewards or other advantages including but not limited to anything of value includes cash, entertainment or others gifts or courtesies made to secure or expedite a routine government action by a government official

### **3. OBJECTIVE**

The objective of the Policy is to provide information and guidance to the Directors and Employees on standards of behaviour to which they must adhere to and how to recognise as well as deal with bribery and corruption.

The scenarios set out in this Policy are not intended to be exhaustive and do not limit the boundaries of the Policy which may be extended to cover all circumstances relating to bribery and there may be additional obligations that Directors and Employees are expected to adhere to or comply with when performing their duties.

The Directors and Employees of ANALABS shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

Compliance to the Policy is mandatory and will be monitored with a principle-based approach.

#### **4. APPLICABILITY**

This Policy applies to all individuals working for ANALABS and all companies within the ANALABS at all levels and grades.

This includes employees, senior managers, managers and all individual working at all levels and grades (“the Employees”) and the Board of Directors and any third parties associated with us.

Each Employee has a duty to read and understand this Policy. Violation of any of this Policy’s provisions may result in disciplinary action, including termination of employment.

If a Director requires further clarification on the Policy, the Director may liaise with the Chairman of the Board or the Chief Executive Officer & Managing Director whereas for an Employee, the Employee may refer or highlight any concerns to the immediate superior, Head of Division/Department or the Chief Audit Executive.

In this Policy, the associated third parties shall refer to any individual or organization that may come into contact during the course of his/her engagement with the ANALABS, which may include but not limited to includes actual and potential customers, suppliers, contractors, subcontractors, agents, consultants, outsourced personnel, distributors, advisers, joint venture partners, government and public bodies including their advisors, representatives and officials ( “Associated Third Parties”).

#### **5. GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION**

##### **5.1 Gifts and Hospitality**

5.1.1 This Policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest and bona fide corporate hospitality.

5.1.2 Some examples of acceptable gifts and/or benefits are as follows:-

- (a) token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events;
- (b) gifts presented at work-related conferences, seminars and/or business events;
- (c) gifts given in gratitude for hosting business events, conferences and/or seminars;

- (d) refreshments or meals during meetings or as participants of work-related conferences and/or seminars; and
- (e) meals for business purposes.

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

5.1.4 The Directors and Employees should be mindful in giving or receiving gifts or hospitality as it could be perceived as a way of improperly influencing the decision making of the recipient. Hence, the intention behind the gifts or hospitality should always be considered.

5.1.5 For the purpose and intent of this Policy, any gift giving or event of hospitality is subject to approval according to Limits of Authority and must fulfil the following conditions:

- (a) They are limited, customary and lawful under the circumstances;
- (b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions.
- (c) There must be no expectation of any specific favour or improper advantages from the intended recipients;
- (d) The independent business judgment of the intended recipients must not be affected;
- (e) There must not be any corrupt / criminal intent involved; and
- (f) The giving out of the gift and hospitality must be done in an open and transparent manner.

## 5.2 Facilitation Payments to Officer of Public Body

5.2.1 Facilitation payments are 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. ANALABS adopts a strict policy of disallowing the use of facilitation payments in its business. The Directors or Employees of ANALABS shall not promise or offer, or agree to give or offer, facilitation payments to an officer of any public body.

5.2.2 The Directors and Employees shall decline to make the payment and report immediately to the immediate superior or Head of Division/Department 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 immediate superior or the Head of Division/Department must be notified immediately, and the payment recorded accordingly.

- 5.2.3 Only in the event that an employee's security is at stake is it permitted to make the payment. The employee must immediately report the incident to their immediate superior or the Head of Division/Department to record the details and keep a record of what was spent.
- 5.2.4 The definition of Public Body in this Policy shall refer to the definition as set out in Section 3 of Malaysian Anti-Corruption Commission Act 2009.
- 5.3 **Third Parties and Agencies**  
All third parties, including agents, suppliers and joint venture partners should be made aware of this Policy and the arrangements with them shall be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures relating to bribery and corruption.
- 5.4 **Political Contribution**  
Subject to any prevailing law that govern political contribution, ANALABS may make contribution to political parties or candidates. All political contributions require approval from the Head of Division or the CEO. The records of all political contributions shall be kept by ANALABS.
- 5.5 **Charitable Contribution**  
Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, Directors and Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery and ANALABS prohibits the giving and receiving of donations and sponsorships to influence business decisions. No donation can be offered or made without the prior approval of the Head of Division or CEO. The records of all charitable contributions shall be kept by ANALABS.

## **6. COMPLIANCE BY BUSINESS ASSOCIATES**

- 6.1 As part of the ANALABS's commitment to combat bribery, all business associates (including external providers such as but not limited to the consultants, advisors, subcontractors, supplier and agents) acting on behalf of ANALABS are required to comply with this Policy and all other policies as it relates to them.
- 6.2 In circumstances where ANALABS retains controlling interest, such as in certain joint venture agreements, all business associates are required to adhere to this Policy. Where ANALABS does not have controlling interest, all associates are encouraged to comply the same.
- 6.3 Due diligence should also be carried out with regards to any business associates intending to act on the ANALABS' 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 ANALABS.

- 6.4 The extent of the due diligence should be based on a bribery and corruption risk assessment. Due diligence may include 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. The results of the due diligence process must be documented, retained for at least seven years and produced on request by the custodian of the process.
- 6.5 ANALABS shall include standard clauses in all contracts with business associates enabling ANALABS to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for business associates acting on ANALABS' behalf where a more than minor bribery risk has been identified.

## **7. COMPLIANCE AND RESPONSIBILITIES OF EMPLOYEES**

- 7.1 All ANALABS personnel (including its directors, and directors and personnel of its controlled organisations) are required to carry out those responsibilities and obligations relating to ANALABS' anti-bribery and corruption stance, alongside those already in existence, which includes the following:
- (a) Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
  - (b) Promptly record all transactions and payments in ANALABS's books and records accurately and with reasonable detail;
  - (c) Ask the immediate superior or the Head of Division/Department if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
  - (d) Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
  - (e) Be alert to indications or evidence of possible violations of this policy;
  - (f) Promptly report violations or suspected violations through appropriate channels;
  - (g) Promptly complete trainings and assessments in regards to the anti-bribery and corruption policy of ANALABS, as well as attest to comply annually; and
  - (h) Not misuse their position or ANALABS's name for personal advantage.

- 7.2 When dealing with external parties in a position to make a decision to ANALABS's benefit (such as a Government official or client), ANALABS personnel shall not:
- (a) offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
  - (b) be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
  - (c) 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;
  - (d) exert improper influence to obtain personal benefits from them; and
  - (e) Not misuse their position or ANALABS's name for personal advantage.
- 7.3 When dealing with business associates, all ANALABS personnel shall not:
- (a) express unexplained or unjustifiable preference for certain parties;
  - (b) make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage;
  - (c) exert improper influence to obtain benefits from them; and
  - (d) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.
- 7.4 ANALABS recognises the value of integrity in its personnel and business associates. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all ANALABS personnel, including management, shall be designed and regularly updated to recognize integrity. ANALABS does not offer employment to prospective personnel in return for their having improperly favoured ANALABS in a previous role. ANALABS awards contracts and employee positions purely based on merits. Support letters in all forms shall not be recognised as part of the business decision making process.

## **8. CONFLICT OF INTEREST**

- 8.1 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 duties or exercising judgement on behalf of ANALABS. Employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Employees must not use their position, official working hours, ANALABS resources and assets for personal gain or to the ANALABS's disadvantage.
- 8.2 This Policy sets out the procedures on how to deal with conflicts of interests arising with a selected group of individuals and entities, including but not limited to:
- (a) Dealing with suppliers, customers, agents and competitors;
  - (b) Personal dealings with suppliers and customers;
  - (c) Outside employment and activities outside ANALABS;
  - (d) Board membership;
  - (e) Family members and close personal relationships; and
  - (f) Investment activities
- 8.3 In situations where confronted with such conflict, Employees are required to complete the Conflicts of Interest Disclosure Form as appended in Appendix "A" of this Policy.

## **9. ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE**

- 9.1 ANALABS's Compliance & Integrity shall have the oversight of the implementation of compliance controls related to this Policy.
- 9.2 ANALAB'S Compliance & Integrity shall conduct regular risk assessments to identify the bribery and corruption risks potentially affecting the ANALABS and shall also review the suitability of this Policy from time to time, taking into account relevant developments in the legislature as well as evolving industry and international standards.
- 9.3 ANALABS's Compliance & Integrity shall be the independent authority to act effectively against bribery, including initiating investigations deemed necessary based on reasonable cause for suspicion. The Head of ANALABS's Compliance & Integrity shall maintain a direct reporting line to the Governance and Audit Committee, ANALABS Management Committee as well as the Directors.

- 9.4 ANALABS's Compliance & Integrity shall implement and effectively manage routine anti-bribery and anti-corruption measures as deemed appropriate to ring-fence the organisation against possible legislative liabilities, as well as undertake ad-hoc measures deemed required based on circumstantial requirements that presents during the course of operations.

## **10. AWARENESS AND TRAINING**

- 10.1 ANALABS shall conducts awareness programmes for all Employees to refresh awareness of antibribery and anti-corruption measures, and to continuously promulgate integrity and ethics. This includes the online training, assessment and attestation.
- 10.2 In addition, ANALABS shall provide anti-bribery and anti-corruption training to:-
- (a) New recruits; and
  - (b) Employees promoted / transferred to Exposed Positions.
- 10.3 ANALAB'S Compliance & Integrity may at any time recommend that certain trainings be repeated to any Employee / ANALABS Employees in any operating unit / Region if deemed necessary based on circumstantial requirements.
- 10.4 ANALABS's Human Resources shall maintain all records of trainings in collaboration with ANALABS's Compliance & Integrity.

## **11. RECORD KEEPING**

- 11.1 It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.
- 11.2 Employees must declare all hospitality or gifts accepted or offered, and submit details to the person in-charge who is assigned by the respective Division/Department for recording into a register which will be subject to internal audit review. Employees must also ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are approved by the Head of Division/Department and must be specifically recorded the reason for payments.

## **12. DECLARATION**

All 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 Resources Department for the duration of the personnel's employment. ANALABS reserves the right to request any further information in the event that the person is implicated in any bribery and corruption-related accusation or incident.

## **13. COMPLIANCE TO THE LAW**

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

## **14. REPORTING OF VIOLATIONS OF THE POLICY**

- 14.1 Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected bribery and corruption incidents are reported promptly in accordance to must be disclosed using the procedures provided for in the ANALABS Whistleblowing Policy.
- 14.2 ANALABS practices an open door policy and encourages all Employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner. No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of the Policy. All reports will be treated confidentially.
- 14.3 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. All concerns raised are taken seriously and ANALABS is committed to ensuring that all matters raised are appropriately investigated, to the extent that this is possible. For concerns raised ANALABS aim to conclude all investigations within 60 calendar day.
- 14.4 Retaliation in any form against ANALABS personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any ANALABS personnel 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 ANALABS may pursue.

- 14.5 Should you require further clarification with regards to this Policy and Guidelines, depending on the subject concerned, you should consult your Human Resource Department. If you require additional information or clarification, you should speak to your immediate superior, the Group Executive Chairman / Executive Director/ Senior Independent Executive Director.

## **15. NON-COMPLIANCE AND SANCTIONS**

- 15.1 ANALABS's Compliance & Integrity shall conduct regular validation to ensure compliance to this Policy. Such validation exercises may be conducted either independently by ANALABS's Compliance & Integrity.
- 15.2 Non-compliance identified by the validation or identified through other risk assessments undertaken shall be reported to the Governance and Audit Committee.
- 15.3 ANALABS regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the ANALABS's interests have been harmed as a result of noncompliance.
- 15.4 ANALABS shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.
- 15.5 Where notification to the relevant regulatory authorities have been done, ANALABS shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.

## **16. REVIEW AND WAIVER OF THE POLICY**

ANALABS is committed to continually improving its policies and procedures relating to antibribery and anti-corruption and shall monitor compliance with the Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate. Any deviation or waiver from this policy must be approved either by the Board.

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**APPENDIX A**

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

I hereby declare a real/potential Conflict of Interest as follows:

- 1. Outside employment and activities outside the Group
- 2. Family members or Close personal relationships
- 3. Investment activities
- 4. Board Membership
- 5. Dealings with suppliers, customers, etc.
- 6. Others. Please state details:

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Proposed actions to resolve/ manage the conflict

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\_\_\_\_\_  
(Signature)

(Date)

Name :

Designation :

Company :

Job Grade :

Division :

Note:

- (1) This form is to be completed by any Group employee who has a conflict of interest.
  - (2) Please submit this form for approval to the Head of Department.
  - (3) It is the responsibility of the employee to keep a copy of the approved form for audit purposes. Employees must also provide a copy to the corresponding Head of Department for reference purposes.
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APPROVAL BY HEAD OF DEPARTMENT

I have reviewed the conflict of interest disclosure (and plan) and have taken the following action in relation to this matter:

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(Signature)

(Date)

Name :

Designation :

Department :

Company :

Division :

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