

**OB HOLDINGS BERHAD**  
[Registration No.: 202301020810 (1514732-P)]  
(Incorporated in Malaysia)

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

### **1. INTRODUCTION**

OB Holdings Berhad (“OBH” or “Company”), all its subsidiaries, joint venture companies and associates (“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 guidelines, principles and requirements for the Group to have an unambiguous policy statement on the Group’s position regarding bribery and corruption forms the cornerstone of effective integrity management in relation to the businesses and operations of the Group.

This Policy is supplemental to and shall be read in conjunction with the Group’s Code of Conduct of the Group as annexed herewith, Whistle Blowing Policy, the MACC Act 2009, and the Malaysian Anti-Corruption Commission (Amendment) Act 2018, where applicable, in cases where there is a conflict between mandatory laws and the principles contained in this and other policies, the mandatory laws shall prevail.

### **2. OBJECTIVES**

The objectives of this Policy is to:

- (i) set out the Group’s position on matters about bribery and corruption that may be encountered by the Directors and Employees of the Group in the course of business for the purpose of providing guidance in dealing with and preventing acts of bribery and corruption.
- (ii) set out the Group’s responsibilities in complying with laws against bribery and corruption.
- (iii) take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit.
- (iv) provide adequate procedures and protection to those working for it on how to recognise and deal with bribery and corruption issues.

### 3. SCOPE

This Policy applies to the following:

- (i) All Directors, employees and individuals (whether full-time, part-time, contract or temporary) of the Group working at all levels and grades (“Employees”) and any third parties associated with the Group, which may include but not limited to suppliers, contractors, agents, consultants, outsourced personnel, distributors, advisers, government and public bodies including their advisors, representatives and officials (collectively referred to as “Associated Third Parties”).
- (ii) The Group’s business dealings with private and public sector entities, including their directors, employees and Intermediaries; and
- (iii) All jurisdictions in which the Group operates.

For the purpose of this Policy:

- (a) **Bribery** means the act of offering, promising, giving or receiving something of value in exchange for some kind of influence or action in return, that the recipient would otherwise not offer;
- (b) **Corruption** means the act of soliciting, giving, accepting, or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services, or valuable goods as an inducement or reward to or not to do any act concerning the person’s principal affairs – in short, corruption is essentially an abuse of entrusted power or position to obtain a personal gain or benefit;
- (c) **Facilitation payments** mean small sums, unofficial payment made to secure or expedite a routine government action by a government official.
- (d) **Gratification** is defined in Section 3 of the MACC Act 2009 to mean the following:
  - (i) money, donation, gift, loan, fee, reward, valuable security, property or interest in the property being the 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 or 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 or unconditional, of any gratification within the meaning of any of the preceding paragraphs (i) to (vi).
- (e) **Kickbacks** mean the return of a sum already paid or due as a reward for awarding of business to certain parties or Associated Third Parties.

#### 4. ANTI-BRIBERY AND CORRUPTION PRINCIPLES

We take a zero-tolerance approach to corruption and bribery. We conduct all of our business honestly and ethically. We are committed to acting professionally, fairly and with integrity in all our relationships and business dealings in accordance with our Code of Conduct and Ethics, and to implement and enforce an effective system to counter bribery.

In the event of an investigation into corruption involving the Group, we shall ensure our full co-operation with the enforcement agencies and other competent authorities such as the Malaysian Anti-Corruption Commission.

In the event of suspicious behaviour, allegations and/or investigations relating to bribery or corruption, the Human Resources reserves the right to request the relevant Employee to declare information regarding the assets owned by them as deemed necessary.

Should Employees find any suspicious, or have any reasonable belief that this Policy has been breached or violated, you may report your concerns to your Head of Department, or report by following the procedures set out in the Whistle Blowing Policy made available via reporting channels under the Whistle Blowing Policy available at <https://www.orient.com.my>.

The Employee who found violating this Policy may be subjected to disciplinary action as well as potential criminal investigation and prosecution.

The Audit and Risk Management Committee (“ARMC”) will have periodic risk assessments on bribery and corruption risk of the Group assisted by the Internal Auditors. The ARMC will report to the Board of Directors periodically for deliberation on the results of bribery and corruption risk assessment, if any.

#### 5. SPONSORSHIPS AND DONATIONS

- (i) Donations and sponsorships may be permissible depending on the circumstances and should be made directly to an official entity and be capable of being publicly disclosed.

- (ii) Donations and sponsorships must not be made to influence business decisions or to cover up undue payments or bribery.
- (iii) The provisions relating to donations and sponsorships also apply to charitable support and donations, whether of in-kind services, knowledge, time, or direct financial contributions.
- (iv) All donations and sponsorship payments must be accurately reflected in the Group's accounting books and records, be permitted by the applicable law and be capable of being publicly disclosed and must state support local community or welfare development and reciprocal business arrangements to ensure that the said donations and sponsorship payments are not used as a scheme to conceal bribery or corruption or to influence business decisions.
- (v) Written or verbal approval, on a case-by-case basis, must be obtained from the Managing Director/Executive Director before the Group's funds or resources may be utilised for any direct or indirect political contributions. In the event of verbal approval, the acknowledgement must be obtained from the recipient.

## 6. FACILITATION PAYMENTS AND KICKBACKS

The Employees and Associated Third Parties dealing with the Group shall not accept or obtain or attempting to accept or obtain, solicit, offer, promise or give facilitation payments and kickbacks to secure or expedite the performance of their duty. However, the Group recognises that, in exceptional circumstances, facilitation payment or kickbacks may be an immediate recourse to protect the safety of the Employees. In such situations, the prior approval of the Managing Director/Executive Director is required or, in an emergency, retroactively as soon as possible after the payment.

Any request for facilitation payment or kickbacks must be reported immediately to the superior or Head of Division or management for further advice.

## 7. GIFTS, HOSPITALITY AND ENTERTAINMENT

### 7.1 NO GIFT POLICY

The Group is committed to conducting our business in the highest standards of integrity and good governance. We practice a "No Gift Policy" where our Employees are prohibited from directly or indirectly receiving or providing gifts.

**Receiving of Gifts:** In certain cultures or circumstances, gift-giving is a business etiquette and it may be disrespectful to refuse a gift. In such circumstances, employees may receive the gift but he/she must report to the respective Head of Division and be recorded in the Gift Register Form. However, in no circumstances may an employee or their family members accept gifts in the form of cash or cash equivalents.

**Exemptions:** There are certain exceptions whereby the provision and receiving of gifts can be accepted in the following situations:

- Token gifts are offered equally to members of the public, delegates, customers, partners, and key stakeholders attending work-related seminars, conferences, trade and business events (*e.g. t-shirts, goodie bags, calendars, pens, diaries*).
- Gifts offered to external parties in relation to the Group's official functions, events and celebrations (*e.g. door gifts*).
- Recognition gifts from the Group to employees in relation to an internal or external company's recognition function, event and celebration (*e.g. long service award*).
- Gifts exchange at the company to company level (*e.g. gifts exchange between companies as part of an official company visit*).

## 7.2 HOSPITALITY AND ENTERTAINMENT

This Policy does not prohibit giving or accepting hospitality and entertainment arrangement, so long as it is reasonable and appropriate to do so in the circumstances that do not influence business decisions. Any such business courtesies offered or received that are transacted on behalf of the Group must be approved in accordance with Group's limits of authority as stated in the Group's Limits of Authority and Employee's Handbook.

The following criteria are to be considered when giving or accepting any hospitality and entertainment arrangement:

- reasonable in value;
- transparent;
- infrequent in nature;
- not given to influence or obtain an unfair advantage; and
- respectful and customary.

Hospitality and entertainment arrangements may consist of meals, travel or transportation, accommodation, entertainment and recreation in relation to the following circumstances:-

- (i) participation at work-related conferences, seminars and/or business events;
- (ii) gratitude for hosting business events, conferences and/or seminars; and
- (iii) business situations or to all participants and attendees for example, work-related seminars, conferences, trade and business events.

As a general principle, employees are expected to exercise due care and judgement in receiving or providing gifts according to the policies above and to uphold the highest standards of integrity, avoid conflicts of interest and comply with applicable rules and regulations as well as the Company's code of conduct. Employees shall not accept or provide gifts, hospitality and entertainment arrangements to a third party if it is made to influence the third party to obtain or retain business, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts, as well as hospitality and entertainment arrangements, should not be accepted.

All persons who are subject to this Policy shall observe and refer to our latest available Group's Employee's Handbook and corresponding updates from time to time.

## **8. CONFLICT OF INTEREST**

The Employees shall not use their official position, confidential information, assets and other resources for their personal gain or the advantage of their family and associates.

Should the Employees encounter a conflict-of-interest situation, they are required to disclose the said situation according to the terms of the Employee's Handbook.

## **9. ASSOCIATED THIRD PARTIES**

- (i) The Associated Third Parties are expected to abide by ethical business practices and avoid corrupt practices, including bribery.
- (ii) The Associated Third Parties acting on behalf of the Group must contractually agree to abstain from bribery and corrupt practices.
- (iii) The Associated Third Parties are required to sign the declaration confirming they have been provided with a copy of the Policy and that they undertake to abide by the provisions of the Policy directly or indirectly applicable to them.
- (iv) The appropriate assessment shall be conducted on the Associated Third Parties acting on behalf of the Group to ensure the business and background of the potential Associated Third Parties are free from bribery elements or conflict of interest prior to procurement process with the duly completed declaration form submitted to the Group.
- (v) If there are suspicions of bribery and corruption on the part of the Associated Third Parties in their dealings with the Group, the Group reserves the right to seek an alternative supplier for the goods or services.

## **10. COMMUNICATION AND TRAINING**

The Group will continually provide specific and regular training in relation to anti-corruption and bribery laws and compliance with this Policy, for all new and existing Employees.

This Policy is published on the Company's website and awareness is reinforced through emails, newsletters and the Group's Employee's Handbook.

All Employees are required to sign a declaration that they have read and understood and will abide by the Policy.

The current Employees are required to sign the declaration as soon as practicable. It is envisaged that the declaration may be submitted electronically in the future.

**11. CONFIDENTIALITY AND PROTECTION**

Any individual who knows of, or suspects, a violation of this Policy, is encouraged to whistle blow or report the concerns through the mechanism set out under the Group's Whistle Blowing Policy. The provision, protection and procedures of the Whistle Blowing Policy for reporting of the violations of this Policy are available on the Company's website.

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 this Policy. All reports will be treated confidentially.

**12. MONITORING AND REVIEW**

The Employees and the Associated Third Parties are responsible for the success of this Policy and should ensure adherence to this Policy and use it to disclose any suspected danger or wrongdoing.

Internal control systems and procedures of the Group will be subject to regular audits to provide assurance that they are effective in countering corruption and bribery.

The Company will conduct regular risk assessments to identify the bribery and corruption risks facing the business, set anti-bribery and corruption objectives and assess the effectiveness of existing controls in achieving those objectives.

**13. RECORDS-KEEPING**

Proper and complete records must 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 the Associated Third Parties are maintained and recorded with accuracy and completeness.

All expenses claims relating to gifts or entertainment made to third parties must be submitted in accordance with the Group's reimbursement procedures and/or applicable policy and specifically recorded the reasons for such expenditure.

All documents, accounts and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts should be kept "off-book" to facilitate or conceal improper payments.

The Group will also maintain records of the relevant declaration submitted by the Employees (Schedule 2) and Associated Third Parties to ensure that all persons subject to this Policy comply with the requirements.

**14. COMPLIANCE WITH THE LAW**

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. The Employees are expected to understand and comply with the MACC Act 2009 (including any amendments thereof). The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

**15. PERIODIC REVIEW**

This Policy will be reviewed periodically, and in any event, at least once every (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.

**16. BOARD APPROVAL**

This Policy (Version No. 1) was reviewed and approved by the Board of Directors of the Company ("Board") on 2 October 2023. Any amendment(s) to this Policy shall be approved by the Board from time to time, when necessary.

All references to "we", "us" and "our" are to our Company, or where the context requires in this policy are to the Group taken as a whole.



## **CODE OF ETHICS AND CONDUCT**

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

- a) Compliance at all times with the Code of Ethics and Conduct.
- b) 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 the Employees' duties in any aspect.
- c) Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, including fair dealing and the ethical handling of conflicts of interest.
- d) Not misuse information gained in the course of duties for personal gain or for political purposes.
- e) Uphold accountability and act in good faith and in the best interests of the Group corporate opportunities, assets and confidential information.
- f) Ensure the protection of the Group's legitimate business interests, including corporate opportunities, assets and confidential information.
- g) Ensure full, fair, accurate, timely and understandable disclosure.
- h) Declaration of any personal, professional or business interests that may conflict with responsibilities.

## **ENFORCEMENT OF THE CODE OF ETHICS AND CONDUCT**

In the event of any violation of this Code of Ethics and Conduct by any Director or employees of the Group, the Board of Directors of the Company shall determine appropriate actions to be taken after considering all relevant information and circumstances.

## **REVIEW OF THE CODE OF ETHICS AND CONDUCT**

The Board of Directors of the Company will review this Code of Ethics and Conduct from time to time to ensure that it continues to remain relevant and appropriate.

**SCHEDULE 1****RED FLAGS**

The following are a list of possible red flags that may arise during the course of your working for OB and which may raise concerns under various anti-bribery and corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for OB, you must promptly inform your reporting Head of Department or Director or submit a report to the Corporate Affairs Department:

1. Inadequate credentials for the nature of the engagement or lack of an office or an established place of business.
2. The transaction involves a country known for a high incidence of corrupt payments.
3. Family, business or other “special” ties with the Public Officials and politicians.
4. Objection to anti-corruption representations and warranties in formal agreements or negative responses when told of such requirements.
5. Get promises of cash payments.
6. Pressure exerted for payments to be made urgently or ahead of schedule.
7. Payments are being made through a company in country “B” though goods or services are supplied to different company in country “A”.
8. Abnormally high commission percentage being paid to a particular agency. This may be divided into 2 accounts for the same agent, often in different jurisdictions.
9. Unsanctioned private meetings with public contractors or companies hoping to tender for contracts.
10. Lavish gifts are being offered.
11. Individual that never takes time off even if ill. Or during holidays, or insists on dealing with specific contractors him/herself.
12. Making unexpected or illogical decisions when accepting projects or contracts.
13. Unusually smooth process if cases where individual does not have the expected level of knowledge or expertise.
14. Abusing decision process or delegated powers in specific cases.
15. Agreeing to contracts not favourable to the organisation.
16. Unexplained preference for certain contractors during tendering period.
17. Avoidance of independent checks on tendering or contracting processes.
18. Raising barriers around specific roles or departments which are key in tendering/contracting process.
19. Bypassing normal procurement process and procedure.
20. Invoices being agreed in excess of contract without reasonable cause.
21. Missing documents or records regarding meetings or decisions.
22. Company procedures or guidelines not being followed.
23. The payment of or making funds available for, high value expenses or school fees etc. on behalf of others.
24. Knowingly dealing with a customer or Public Official that has personal, business or family relationship with supplier.
25. A customer or Public Official recommends or insists on the use of the transaction party.
26. Transaction party refuses to agree to anti-corruption contractual terms, uses a shell company or other unorthodox corporate structure, insists on unusual or suspicious contracting procedures, refuses to divulge the Associated Third Party of its owners, or requests that its agreement be backdated or altered in some way to falsify information.
27. Transaction party has a poor business reputation or has faced allegations of bribes, kickbacks. Fraud or other wrongdoing or has poor or non-existent third-party references.
28. Transaction party does not have office, staff, or qualifications adequate to perform the required services.

29. Expense or payment request is unusual, is not supported by adequate documentation, is unusually large or disproportionate to services to be rendered, does not match the terms of a governing agreement, or involves the use of cash or bearer instrument.
30. Expense or payment request is described as required to “get the business” or “make the necessary arrangements”.