



# Central Global Berhad<sup>TM</sup>

201801036114 (1298143-T)

## Anti-Bribery and Corruption Policy

### Overview

Central Global Berhad and its subsidiaries (the “**Central Global Berhad**”, the “**Group**” or the “**Company**”) is committed and place the highest priority in conducting business with integrity and fully supports the National Integrity Plan, which advocates good corporate governance, business ethics and corporate social responsibility.

Engaging in bribery or corrupt practices will have severe consequences to Central Global Berhad’s employees, Senior Management and Directors. This will adversely affect the image and reputation of the Central Global Berhad and hence there is a clear need to create a corporate culture of good corporate governance free of bribery and other forms of corruption.

Central Global Berhad has adopted a zero-tolerance policy against all forms of bribery and corruption. Each employee and director of the Company should endeavour to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favourable action. The Company and the employee or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

Any violation of this Policy will be regarded as a serious matter by the Group.

### Purpose

The objective of Central Global Berhad’s Anti-Bribery and Corruption Policy (“ABC Policy”) is to:

- Set out the responsibilities of Central Global Berhad and its subsidiaries (“Central Global Berhad”, the “Group” or the “Company”) in observing and upholding the Group’s position on bribery and corruption, in order to ensure that the Group comply with applicable laws, regulations and policies and procedures;
- Ensure that the Group has adequate procedures in place to prevent and detect bribery and corruption;
- Provide information and guidance to Employees on how to recognise and deal with potential bribery and corruption issues; and
- Protect the Group against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behaviour.

The ABC Policy is not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, it is intended to provide Employees with a basic introduction to how Central Global Berhad fights bribery and corruption in furtherance of the Group’s commitment to lawful and ethical behaviour. Some of the guidelines are designed to prevent situations in which bribery and corrupt practices may take place.

## Scope

This policy is applicable to all companies within the Central Global Berhad.

This Policy applies to Directors, Senior Management and employees of the Central Global Berhad. For the purpose of this document, the term “employees” includes any person who is employed full time, on probation, contractually or temporarily by Central Global Berhad.

Although the ABC Policy is specifically written for Central Global Berhad’s employees, Central Global Berhad expects that contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of Central Global Berhad will comply with it in relevant part when performing such work or services.

## Principles

Central Global Berhad believes that honesty and integrity provide the best foundations, the Group is committed to the highest standards of ethical and moral practice. Integrity is a commitment to always doing what is right and preventing wrong-doing when Employees encounter it. Commitment comes from top down, with the Board of Directors is ultimately having oversight responsibility for the implementation of anti-bribery and corruption policies.

Central Global Berhad is guided by a spirit of honesty and integrity. It upholds these values and strives to instil them both in the Group’s culture and in the Group’s relationship with stakeholders, customers, employees, vendors and external communities.

The Group is committed to:

- Fair, honest & transparent conduct of business;
- Never offering bribes, whether directly or indirectly, to gain a business advantage;
- Never accepting bribes, whether directly or indirectly, to gain business advantage; and
- Full & consistent support to zero corruption policy.

The Group pledges to conduct business that is always free from corruption and in accordance with the Anti-Corruption Principles for Corporations in Malaysia.

## Definitions

**“Corruption”** is the act of giving or 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.

### **“Bribe” or “Gratification”**

A “bribe” or a “gratification” as defined in Malaysian Anti-Corruption Commission Act 2009 is:

- money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- any forbearance to demand any money or money’s worth or valuable thing;
- 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
- any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding as above.

**“Public Official”** means:

- Any person holding a legislative, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected;
- Any person exercising a public function for a country, government, state, province or municipality, including for a government agency, board, commission, corporation, or other body or authority;
- Any official or agent of a public international organisation; or
- Any political party or official of a political party or a candidate for public office.

**“Third Party”** means any individual or organisation encountered during the course of work for or with the Company, and including but not limited to, existing or potential, customers, suppliers, consultants, agents, brokers, donation or sponsorship beneficiaries, advisers, as well as any Public Officials.

## **Gift, Entertainment, Hospitality and Travel**

Employees shall not seek, receive, offer or give directly or indirectly gifts, entertainment, hospitality and/ or benefits as such to/ from third parties to solicit business, favors or decisions to his/her advantage unless they are nominal gifts or commemorative by nature, or the presentation of these gifts are disclosed.

Only in very limited, rare and defined cases it is permissible for Employees to give or receive any gifts, entertainment and/or hospitality such as during festive seasons or during any promotional activities or where refusal of such gifts and/or entertainment might be taken as a gesture of disrespect. Such gifts, entertainment and/or hospitality may be given or accepted if the quantum is below the nominal value and the provision and acceptance is done in a bona fide manner.

Occasional business gifts to and entertainment in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

Employees are expected to comply with the Group’s **Gift, Entertainment, Hospitality and Travel Policy** for receiving and accepting of gift, entertainment, hospitality and travel.

## **CSR, Donation and Sponsorship**

Company CSRs, donations and sponsorships are part of the Group’s commitment to society and a way of contributing to worthy causes. Nonetheless, even legitimate donations and sponsorships sometimes have the risk of creating the appearance of bribery and corruption.

Employees must ensure that all donations and sponsorships on behalf of the Group are given through legal and proper channels. Particular care must be taken in ensuring that the charities or sponsored organisations on the receiving end are valid bodies and are able to manage the funds properly.

Cover Persons are expected to comply with the Group’s CSR, Donation and Sponsorship Policy for provision of donation and sponsorship.

## **Procurement Process**

The Group has processes and adheres to the system of internal controls around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is formal, structured invitation for the supply of goods and services (often called a “tender”), it is most important that the Employees maintain documentation supporting the internal controls.

A tender process includes an invitation for other parties to make a proposal, on the understanding that any competition for the relevant contract must be conducted in response to the tender, no parties having the unfair advantage of separate, prior, close-door negotiations for the contract where a bidding

process is open to all qualified bidders and where the sealed bids are in the open for scrutiny and are chosen on the basis of price and quality.

Due diligence of new suppliers in supplier selection should include elements of corruption risk assessment.

### **Facilitation Payments**

Facilitation payments are unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action to which Employees are legally entitled.

Employees are prohibited from, directly or indirectly, accepting or obtaining or attempting to accept or obtain or provide facilitation payments from any person for themselves or for any other persons.

### **Dealing with Public Officials**

Caution must be exercised when dealing with public officials as the laws of bribery and corruption in some countries are more stringent and provides for stricter punishments.

Providing gift, entertainment or corporate hospitality to public officials or their family/ household members is generally considered a 'red flag' situation in most jurisdictions.

If approval is obtained for employee to provide gift, entertainment, or corporate hospitality to public officials, Employees must ensure that the gift, entertainment or corporate hospitality is not excessive and lavish, and must commensurate with the official designation of the public official and not his personal capacity.

Employee should seek guidance from Compliance Officer prior to providing any gift, entertainment or corporate hospitality to public officials.

### **Political Contributions**

The Group may, in very limited circumstances, make political contributions in countries where such contributions are permitted under the law.

The authority to approve such political contributions is with the Board of Directors.

Under no circumstances, will any employee be compensated or reimbursed in any way by the Company for a personal political contribution.

### **Protection & Reporting Violations**

Central Global Berhad practices an open-door policy and encourages all Cover Persons and raise concerns about any issue or suspicion of malpractice at the earliest stage. Any of the following persons can make a disclosure:

- stakeholders of the Central Global Berhad, including employees employed full time, on probation, contractually or temporarily by Central Global Berhad;
- people performing services for the Central Global Berhad, including contractors and service providers; and
- members of the public who are natural persons, not being incorporated or unincorporated bodies.

The Group will ensure that all cases of suspected bribery are dealt with consistently and whether or not an investigation shows bribery exists, there will be no retaliation against or adverse consequences for the person reporting the possible case of bribery in good faith. Further, no employee will suffer any retaliation or adverse consequences for refusing to pay a bribe.

Any reports of bribery or corrupt practices can be made to any of the Designated Officers as stated in Central Global Berhad's **Whistleblower Policy**.

A summary of reports received, investigation results, and subsequent actions taken will be reported to the Audit Committee by the Head of Internal Audit on a quarterly basis. Update must be made to Audit Committee nevertheless if no incident occurred during the period.

### **Consequences of a breach**

Employees who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct and/ or expose to personal liability or criminal liability at law if they engaged in any Improper Acts that are illegal.

Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or other available reporting mechanism. Kindly refer to the **Whistleblower Policy** for further details.