



A Member of  **MMC** Group

**GAS MALAYSIA BERHAD  
GROUP OF COMPANIES**

**ANTI-BRIBERY AND ANTI-CORRUPTION  
POLICY AND FRAMEWORK**

(Revision No. 3)



A Member of  MMC Group

### NOTE

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The Companies reserves the right to review, amend or update this Policy from time to time.

For any enquiries, please contact the Integrity and Governance Department.

This revised policy was approved by the Board of Directors of Gas Malaysia Berhad on 16<sup>th</sup> February 2023.

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**Anti-Bribery and Anti-Corruption Policy and Framework**

**Table of Contents**

<b>CONTENTS</b>		<b>PAGE</b>
<b>AMENDMENT PAGE</b>		
1.0	INTRODUCTION	5
2.0	DEFINITIONS	6
3.0	OBJECTIVES	7
4.0	ANTI-BRIBERY AND ANTI-CORRUPTION POLICY STATEMENT	8
5.0	SCOPE	9
6.0	GMB GROUP ANTI-BRIBERY AND ANTI-CORRUPTION FRAMEWORK	10
7.0	CONFIDENTIALITY	21
8.0	DOCUMENT CHANGES	22
Appendix 1	TYPE OF CORRUPTIONS	23
Appendix 2	PENALTIES FOR BRIBERY AND CORRUPTION	27
Appendix 3	SECTION 17A MACC ACT 2009 – CORPORATE LIABILITY (EFFECTIVE 1 JUNE 2020)	28

# GAS MALAYSIA BERHAD GROUP OF COMPANIES

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY AND FRAMEWORK

### AMENDMENT PAGE

Revision No.	Date	Description of Change	Reason for Change	Page No.
0	13 February 2020	Initial release of document	Nil	Nil
1	5 February 2021	Inclusion of Integrity and Governance functions and structure.	Changes of ABAC Compliance Function Department from Health Safety Environment Quality and Performance Enhancement Department to Integrity and Governance Department.	11
		ABAC Risk Management Structure.	Incorporation of Integrity and Governance Department in ABAC Risk Management Structure.	14
2	12 May 2022	ABAC Policy Statement	Update and include the Gas Malaysia's core values.	8
		Revise the IGU core functions	To add clarity on IGU functions as outlined in detail under the Guideline for the Management of Integrity and Governance Unit.	12 to 13
		Amendment of the reporting structure for the disclosure of the improper conduct by the whistleblower to be aligned with the approved GMB Group Whistleblower Policy.	To align and consistence with the approved GMB Group Whistleblower Policy.	20
3	16 February 2023	ABAC Policy Statement	Updated the Gas Malaysia's core values and revised the sentence structure.	8
		Amendment on 6.1.2 Accountability and management commitment – Senior Management	Included responsibilities to facilitate the allocation of funds and foster ABAC culture across the company.	11
		Refine the IGU core functions	To clearly state on IGD's independence and direct access to the Board; and to refine IAD's support in Complaints Management.	12 to 13
		Amendment on Appendix 2 and added Appendix 3	Included Section 16, 17, 18, 20, 21, 22 and 23 of MACC Act 2009 and Section 17A of the MACC (Amendment) Act 2018.	27 to 28

### 1.0 INTRODUCTION

The Malaysian Anti-Corruption Commission Act 2009 ("MACC Act" or the "Act") which came into force on 1 January 2009 was aimed as a catalyst to improve corruption prevention in Malaysia. In 2018, MACC (Amendment) Act 2018 has been gazetted and the principle of commercial organisation's criminal liability (corporate liability) was introduced in Section 17A of the Act. The Malaysian Anti-Corruption Commission has stated that the corporate liability provision of the MACC Act will be in force as of 1 June 2020.

Maintaining a workplace culture with strong ethics and integrity is part of a competent governance framework and is fundamental to good organisational performance toward creating a business environment that is fair, transparent, and free from bribery and corruption. These principles of governance are embedded in Gas Malaysia Berhad Group of Companies ("GMB Group" or "the Companies")'s core value P.R.I.T.I. (Professionalism, Reliability, Integrity, Teamwork, and Innovation).

The GMB Group Anti-Bribery and Anti-Corruption Policy & Framelwork ("GMB Group ABAC Policy" or the "Policy") is designed as a foundation for GMB Group to establish, implement, maintain, review, and improve an anti-bribery and anti-corruption system to support the Companies' four strategic objectives:

- i. Maximise shareholder value;
- ii. Provide excellent service to stakeholders;
- iii. Lead in value innovation; and
- iv. Become the preferred employer.

Pursuant to Guidelines on Adequate Procedures issued by the Government, the GMB Group ABAC Policy has been designed to provide the Companies with a framework to establish the necessary measures to prevent the occurrence of corrupt practices in relation to our business activities. GMB Group encourages the use of the Companies' whistleblowing channel to raise concerns on real or suspected corruption incidents, in good faith and without fear of reprisal (please refer to GMB Group Whistleblower Policy).

The GMB Group ABAC Policy is linked to other Companies policies, guidelines, and procedures and it seeks to ensure that the Companies' employees, businesses, and anyone acting for and on behalf of the Companies comply with applicable laws and the provisions of this Policy.

### 2.0 DEFINITIONS

“**Appointed Officer**” refers to the authorised person appointed to receive reports on Whistleblowing matters.

“**Bribery**” is defined in Appendix 1 of this Policy.

“**Business Associate**” refers to external party with whom the organisation has, or plans to establish, some form of business relationship.

“**Business Partner**” refers to a third party with which any of the company within the Group of Companies has a business arrangement, such as a joint venture (either incorporated or contractual) or a partnership. These include third parties, other than the suppliers that the relevant company enters into relationships with in order to satisfy local content requirements or regulations.

“**Corruption**” is defined in Appendix 1 of this Policy.

“**Disciplinary Offence**” means any action or omission which constitutes a breach of discipline in the Companies as provided by law or the Companies’ code of ethics, policies and/or a contract of employment, as the case may be.

“**Gratification**” is defined in Appendix 1 of this Policy.

“**Governing Body**” refers to GMB Board of Directors (“BOD”) or equivalent body.

“**Improper Conduct**” is any conduct which if proved, constitutes a Disciplinary Offence or a criminal offence. The definition is further defined in the GMB Group Whistleblower Policy.

“**IAD**” refers to Internal Audit Department of GMB Group.

“**IGD**” refers to Integrity & Governance Department of GMB Group.

“**GMB**” or the “**Company**” refers to Gas Malaysia Berhad.

“**GMB Group**” or “**Companies**” refers collectively to Gas Malaysia Berhad, its subsidiaries (including operating companies) and associate companies.

“**Personnel**” refers to the Company directors, executives, employees, temporary staff or workers, and interns.

“**Top Management**” refers to the Group Chief Executive Officer, Head of Companies and Head of Departments.

“**Whistleblower**” means any person who makes a disclosure of Improper Conduct in accordance with GMB Group Whistleblower Policy.

Under this GMB Group ABAC Policy, words in the singular includes the plural and words in the plural includes the singular.

### 3.0 OBJECTIVES

The objectives of the GMB Group ABAC Policy are to:

- i. implement an Anti-Bribery and Anti-Corruption management system that meets the Anti-Bribery Management System (“ABMS”) criteria for the Companies. .
- ii. determine and provide the resources required to establish, implement, maintain, and assure the ABMS’ continuous improvement.
- iii. enhance the current controls of the Companies bribery and corruption risks.
- iv. eliminate any instances of bribery and corruption or prevent their occurrence and potential recurrence within the Companies.
- v. to provide a defence against corporate liability as introduced by the MACC (Amendment) Act 2018, as per Appendix 3 of this Policy.

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### 4.0 ANTI-BRIBERY AND ANTI-CORRUPTION (“ABAC”) POLICY STATEMENT

Gas Malaysia Berhad Group (“GMB Group”) is committed towards having a strong culture of high ethical practice among its Personnel and embedding values comprising Professionalism, Reliability, Integrity, Teamwork, and Innovation (P.R.I.T.I.) in all its business practices.

GMB Group is fully committed to:

- adopting a zero-tolerance approach to any form of corruption.
- creating human capital with high ethical value and integrity.
- acting in a fair, ethical, and honest manner with all our employees and business associates.
- upholding all applicable laws and regulations in every jurisdiction where GMB Group operates.
- satisfying the requirements of Anti-Bribery Management System (“ABMS”), and continually improving it thereafter.

Every Personnel of GMB Group including any agent, person or entity engaged under a contract for service or engaged by GMB Group for any business-related activity formally and informally are strictly prohibited from committing any form of corruption, and should maintain the values of integrity, honesty, and professionalism at the highest level at all times during his/her employment/engagement under GMB Group or when representing GMB Group in business transactions with third parties. All employees and third parties are encouraged to report any incidents of corruption or other violations of integrity to the Internal Audit Department (“IAD”) via the established Whistleblowing channel.

The Integrity & Governance Department (“IGD”) has direct and prompt access to the GMB Board of Directors and Senior Management on concerns relating to bribery and GMB Group’s ABMS; and is responsible to oversee the implementation of the GMB Group ABAC Policy, which provides a framework towards achieving the Companies’ anti-bribery objectives.

This Anti-Bribery and Anti-Corruption Policy Statement is complementary to and is to be read together with all other relevant GMB Group policies, frameworks, procedures, standards, rules, and regulations. Non-compliance with the Companies’ policies and procedures may result in disciplinary action as stipulated in the GMB Group Employee Handbook.

Ahmad Hashimi bin Abdul Manap  
Group Chief Executive Officer  
Gas Malaysia Berhad

Approval Date: 16 February 2023



**5.0 SCOPE**

GMB Group ABAC Policy applies to every Personnel, any agent, person, or company engaged under a contract for service or engaged by GMB Group in any formal or informal business-related action.

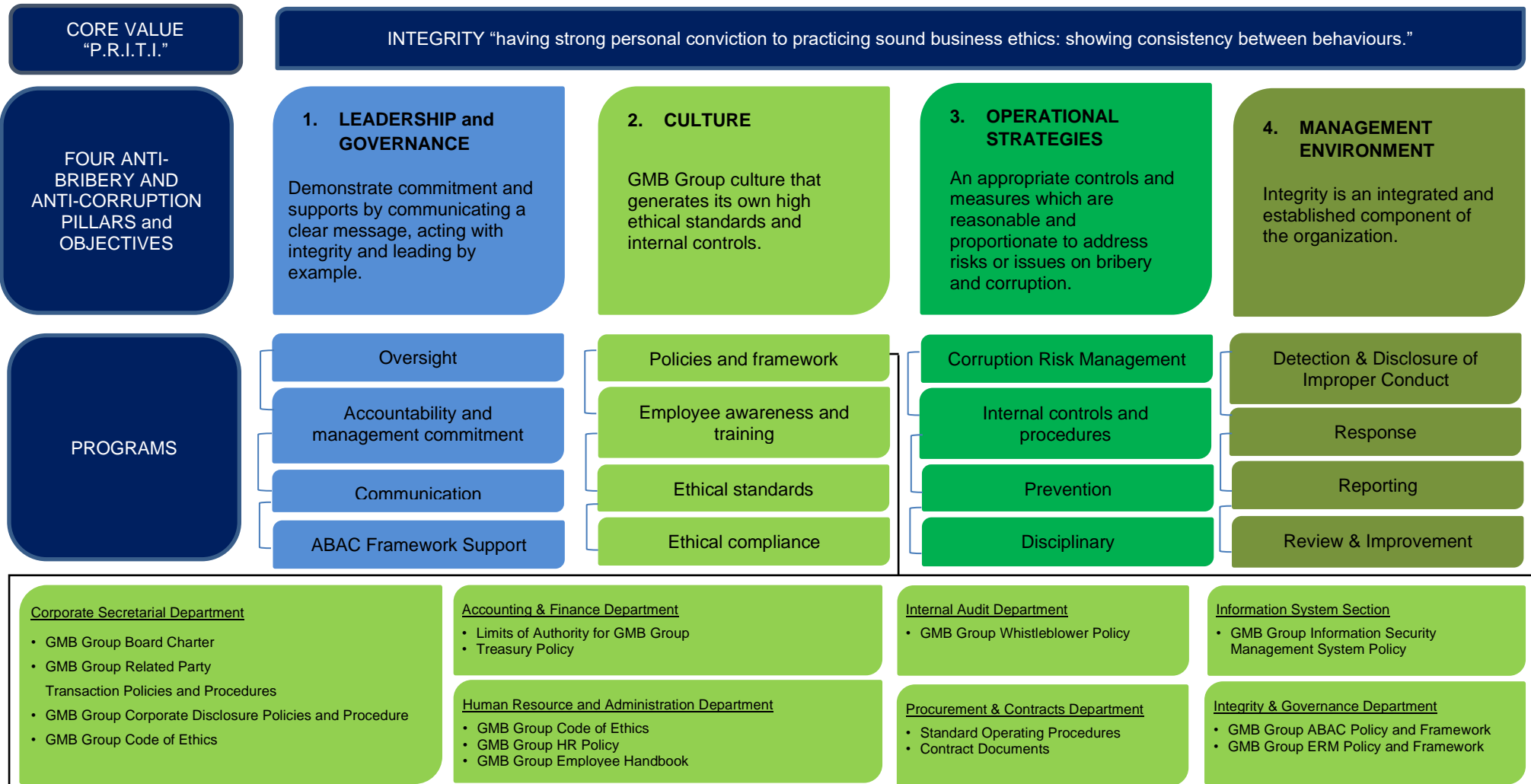
Companies in joint ventures in which GMB Group is a non-controlling member and affiliated companies are encouraged to implement the policy or ensure that similar concepts and standards are in place.

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6.0 GMB GROUP ANTI-BRIBERY AND ANTI-CORRUPTION FRAMEWORK

GMB Group adopts ISO 37001:2016 Anti-Bribery Management Systems which specifies a series of measures to assist organizations to prevent, detect and resolve instances involving bribery and corruption. **Figure 1** below provides an overview of the GMB Group Anti-Bribery and Anti-Corruption Framework:

**Figure 1: GMB Group Anti-Bribery and Anti-Corruption Framework**



### 6.1 Leadership and Governance

#### 6.1.1 Oversight – Governing Body

The Governing Body is responsible for establishing, governing, maintaining, and reviewing the contents and operation of the GMB Group ABAC Policy. The Governing Body shall exercise discretion and reasonable oversight with respect to the adequacy, communication, effectiveness, and implementation of the GMB Group ABAC Policy.

#### 6.1.2 Accountability and management commitment – Senior Management

The Senior Management is accountable towards the overall implementation of the GMB Group ABAC Policy. In this respect, the Senior Management's responsibilities include the following:

- Implementing and communicating the GMB Group ABAC Policy to all level of organisation within the Company and set the right “tone at the top”.
- Deploying adequate resources and assigned to person(s) who have the appropriate competence towards the effective implementation and operation of the GMB Group ABAC Policy.
- Review the ABMS and propose for improvement as and when necessary.
- Putting in place the appropriate controls and contingency measures which are reasonable and proportionate, in order to address risks and issues on bribery and corruption.
- Providing ABAC awareness training to its employees and communicate the program by facilitating the allocation of funds and the dissemination of relevant information by use of a Management Meeting.
- Fostering and advancing an ABAC culture across the Companies and encourage employees to report any instances of suspected or confirmed bribery through the designated channels and protect them from any form of retaliation, discrimination, or disciplinary action.
- Ensuring overall oversight and assurance on compliance with the GMB Group ABAC Policy.

### 6.1.3 Communication

The GMB Group ABAC Policy shall be made available to all Personnel within the Companies including business partners. To this end, the GMB Group ABAC Policy shall be published throughout the relevant companies' internal and external communication channel.

### 6.1.4 ABAC Framework Support

#### i. Integrity and Governance Department (“IGD”)

The IGD as the custodian of the GMB Group ABAC Policy shall take the reasonable and proportionate measures to ensure the implementation of the GMB Group ABAC Policy and programme throughout the Group. IGD is an independent function and has direct access to the GMB BOD, Risk & Compliance Committee and Senior Management on matters relating to bribery and anti-bribery management system.

IGD core functions under the GMB Group ABAC Policy are:

#### (a) Integrity Strengthening

- Plan, implement, and coordinate integrity strengthening programs to enhance the practice of integrity in the organisation.
- Providing advice, guidance and communicate to personnel on the GMB Group ABAC Policy and issues relating to bribery and corruption.
- Providing adequate and appropriate anti-bribery and anti-corruption training and awareness to personnel.
- Reporting on the performance of the GMB Group ABAC Policy to the Governing Body and Top Management at planned interval.
- Prepare articles/inputs for integrity strengthening for publication and promotion to staff.

### (b) Governance

- Update the GMB Group ABAC Policy to reflect relevant new changes as and when necessary.
- Conduct checks and research on policies, systems, and work procedures and to suggest improvements.
- Coordinate the improvement of the organisation's relevant procedures and systems.

### ii. Internal Audit Department ("IAD")

IAD is the custodian of the GMB Group Whistleblower Policy and shall manage the overall system, process, and implementation of the GMB Group Whistleblower Policy. IAD shall monitor and evaluate the performance, efficiency, and effectiveness of the GMB Group ABAC Policy and programme.

IAD core functions under the ABAC Policy are:

#### (a) Complaints Management

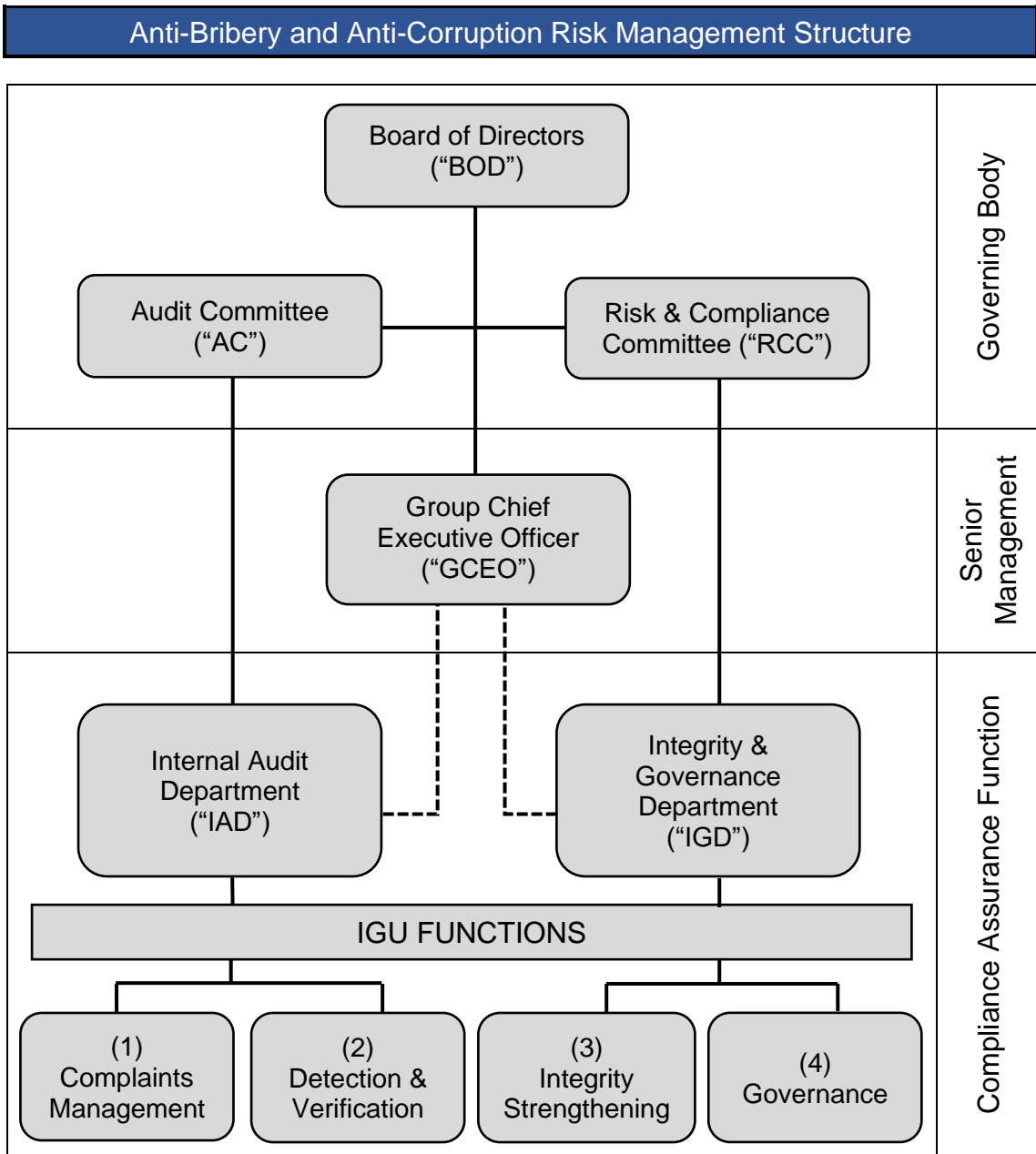
- Supervise, monitor, and manage the receiving of information / complaints through GMB Group Whistleblower channel, audit report, and/or anonymous complaint on improper conducts, bribery, and corruption in an appropriate and timely manner.
- Ensure action is taken on information / complaint on bribery and corruption.
- Ensure information / complaint related to administration or not related to IGD matters are forwarded to the relevant department in the organisation.
- Prepare Complaints Statistics Reports periodically for monitoring purposes and to provide the report to IGD on bribery and corruption matters.

### (b) Detection and Verification

- Detecting and verifying information / complaints related to on improper conducts, bribery, and corruption in the organisation.
- Facilitate due and fair investigation process, any person who discovers or suspects an Improper Conduct within the Company, should not attempt to conduct investigations personally or interrogate any suspect.
- Prepare a report (“Assessment Report”) within seven (7) working days from the date the disclosure was made to the Audit Committee Chairman informing the results of the assessment and recommend either to ignore the disclosure or to take further action and to provide the same report to IGD on bribery and corruption matters.

The overall Anti-Bribery and Anti-Corruption Governance Structure is shown in Figure 2.

**Figure 2: Anti-Bribery and Anti-Corruption Risk Management Structure**



IAD as the custodian of the GMB Group Whistleblower Policy, responsible to forward any report related to integrity and governance raised through the Whistleblowing notification to IGD for reporting to RCC/BOD and/or authority.

### 6.2 Culture

#### 6.2.1 Policies and framework

The current GMB Group's sets of policies and framework provide a foundation to support the culture of good corporate governance and integrity throughout the Companies. This includes but not to limited to:

- **GMB Group Board Charter** sets out the Board's strategic intent and outlines the Board's role and functions, composition, operation and processes, division of responsibilities between Board and Management.
- **GMB Group Code of Ethics ("COE") and Employee Handbook** outlines the Companies' commitment to appropriate and ethical practices. It sets out the principles, practices, and standards of personal and corporate behaviour. All Directors are required to comply with the COE while all GMB Group of Companies employees are required to comply with both COE and Employee Handbook. Failure to comply with the COE and Employee Handbook is a serious breach, and appropriate action will be taken for its non-compliance.

The GMB Group Code of Ethics and Employee Handbook among other describes broad guidelines on the companies' and employees' ethical practices on the followings:

- i. Employee's responsibilities;
  - ii. Business practices and professionalism;
  - iii. Conflict of interests;
  - iv. External directorships;
  - v. Entertainment of customers;
  - vi. Political, social or professional bodies or external activities;
  - vii. Insider trading;
  - viii. Confidentiality on Companies' data, disclosure and price-sensitive Information;
  - ix. Working environment;
  - x. Violation; and
  - xi. Procedure guideline.
- **GMB Group Whistleblower Policy** provides an avenue for employees and third parties to make good-faith disclosure and report instances of unethical, unlawful, or undesirable conduct without fear of reprisal. The identity of the whistleblower and the concerns raised are treated with utmost confidentiality.



- **GMB Group Procurement Procedures** outline the process of acquiring supplies or goods and services to fulfil GMB Group's strategic and operational needs, which require co-ordination of multiple discipline across the end procurement value chain, pre-procurement, procurement, and post-procurement.

### 6.2.2 Employee awareness and training

The GMB Group ABAC Policy aims to safeguard the Companies' core values by informing employees of the obligations, duties and commitments within their roles, the risks of corruption in their work and any changing circumstances which may be relevant to the employees. The awareness and training programmes shall be periodically updated as and when necessary to reflect relevant new information.

### 6.2.3 Ethical standards and compliance

Every Personnel within the Companies' is expected to understand and comply with the relevant Companies' policies and standards. Every Personnel are responsible to ensure that their personal and business conduct demonstrates honesty, integrity, leadership, professionalism, loyalty, responsibility, and trustworthiness towards fellow employees, customers, business partners, authorities, and the public.

## 6.3 Operational Strategies

### 6.3.1 Corruption Risk Management ("CRM").

Bribery and corruption risks identification and assessment are part of the wider GMB Group Enterprise Risk Management Policy and Framework. Corruption risk management process helps the Companies to identify structural weakness that may facilitate bribery or corruption, provide a framework for all staff to take part in identifying risk factors and treatments, and embeds bribery and corruption prevention within a well-established governance framework (refer Figure 2).

The Companies should conduct bribery and corruption risk assessments periodically and when there is a change in law or circumstance of the business, to identify, analyse, assess, and prioritise the internal and external corruption risks of the Companies. The Corruption Risk Assessment ("CRA") process is guided by the Corruption Risk Assessment Procedure.

Where bribery and corruption risk assessment ratings are “MODERATE” and above, the assessment shall include the nature and extend of bribery and corruption risk in relation to the transactions and this shall include due diligence to obtain sufficient information to assess the risk. The risk assessment for bribery and corruption shall be incorporated into the existing Enterprise Risk Management processes and system.

On a quarterly basis, the Risk Owner will assess and update the bribery and corruption risk information via the Enterprise Risk Management System, i.e., TricorRadar system.

For the purpose of the half yearly reporting to the GMB Group BOD, the IGD should only extract from the system the risks that are rated as “HIGH” and above (as per GMB Group’s established enterprise risk rating).

The risks are then compiled into the GMB Group Enterprise Risk Management half yearly report and submitted to the RCC. The RCC is requested if deemed fit, to approve and recommend to the Board on the updates of the GMB Group Enterprise Risk Management Report for the half yearly.

The Board then notes the reports so that they are aware of major bribery and corruption risks within the Group and ensure that appropriate actions are taken by the management to mitigate the risks.

Type of corruption and an act of corruption is further defined in **Appendix 1**.

### 6.3.2 Internal controls and procedures

The Companies have strict internal controls to restrict and prevent any instances of bribery and corruption. There are clear and documented policies in respect of activities that may be vulnerable to bribery and corruption or in kind:

- **GMB Group Procurement Procedures** outlines the key principles on conducting procurement process and activities to support fair competition, wide participation and good governance in compliance with the relevant laws, regulations and terms and conditions which protects both GMB Group and its vendors. The established due diligence process shall take placed to any relevant entity or personnel (such as agents, vendors, contractors, suppliers and consultants) prior to entering any formalised relationships with the Companies’.

- **HR Procedures** defines the procedures relating to human resource functions governing operations and handling other related matters in achieving the organization's objectives. It also establishes the procedure and serves as a guideline for GMB Group employees to maintain good and professional conduct in a congenial working environment. The established due diligence process shall take place to any personnel prior to entering any formalised relationships with the Companies'.
- **Corporate Disclosure Policies and Procedure ("CDPP")** is based on the Best Practices in Corporate Disclosure 2004 and Corporate Disclosure Guide 2012 issued by Bursa Malaysia to ensure the timely dissemination of material information to our shareholders and investors and to protect and maintain secrecy and confidentiality of the Companies'.
- **Related Party Transactions Policies and Procedure** provide an avenue for employees to understand the policies and procedures that need to be adhered to in identifying and treating Related Party Transactions to ensure compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and other applicable laws.
- **Limits of Authority ("LOA")** identifies the various persons/authorities responsible for various business transactions including matters that require Board approval. It sets out a clear line of accountability and responsibility of the relevant persons/authorities to facilitate decision making and approval at the appropriate level in the organization's hierarchy.
- **Contracts Documents, Letter of Awards and Purchase Orders** sets forth the principles and standards of conduct that GMB Group expects Vendors to adhere to in their provision of works, supplies and services to GMB Group.
- Clear role and responsibilities of each job position.

Internal Audit Reviews, which are undertaken according to Internal Audit Plan, provides independent assurance on the adequacy, existence and effectiveness of the governance, risk management and control processes.

### 6.3.3 Prevention

Preventive measures shall be taken with the aim to identify and resolve weaknesses in practices, systems and work procedures and continue to increase the level of efficiency by eliminating opportunities for bribery and corruption or in kind.

### 6.3.4 Disciplinary action

The Companies have a clear framework to deal with instances where employees are in compliance with the GMB Group ABAC Policy and Code of Ethics as stipulated in the GMB Group Employee Handbook. It seeks to ensure prompt, consistent, and fair treatment for all employees and to assist in enabling both the employee and the Companies' to be clear about the expectations of both parties.

The Companies have the rights to take disciplinary action against any employee found to have committed a breach of the Companies' policies and procedures.

Further to disciplinary actions taken by the Companies, any employee who commits an act of bribery or corruption risks violating the MACC Act 2009 and shall on conviction, be liable to penalty as stipulated under the Act (refer to **Appendix 2: Penalties for Bribery and Corruption**).

## 6.4 Management Environment

### 6.4.1 Detection and disclosure of improper conduct, response, and report

The Companies shall not tolerate any improper conduct by any employee, any agent, person, or entity engaged under a contract for service or engaged by GMB Group which can lead to any act of corruption as outlined under *the Appendices* to the Policy herein and/or under any applicable laws.

An Improper Conduct includes committing any act of corruption as outlined under *the Appendices* to the Policy herein and/or under any applicable laws.

The success of the Companies' anti-bribery and anti-corruption measures depends on all personnel, including any person or entity engaged by the Companies, adhering to the Companies' policy & framework. In this respect, all relevant parties are under an obligation to report or disclose any improper conduct, including acts of corruption, in accordance with the procedures set out in the Policy to enable the Companies to take prompt action to investigate the reports and take further actions.

The Companies shall provide a transparent and secure disclosure process upon discovery of any improper conduct to ensure anonymity of the Whistleblower without compromising the confidentiality of the report or security of the Whistleblower.

Any improper conduct that is discovered or genuinely suspected by the Whistleblower shall be reported:

- i. In writing to the Head of Internal Audit (Appointed Officer) and shall be marked as 'Confidential'.
- ii. Disclosures of Improper Conduct may also be reported directly to the Audit Committee Chairman via a sealed envelope marked 'Confidential' or via electronic e-mail to [gmbwbreport@gmail.com](mailto:gmbwbreport@gmail.com).
- iii. If the Improper Conduct involves the Appointed Officer, the Group Chief Executive Officer or any Board Director, the Whistleblower is to report the matter directly to the Audit Committee Chairman.

Any Personnel who knows and fails to report an act of giving and offering of bribes or any other acts of corruption is liable to a misconduct under this Policy and risks committing an offence under the MACC Act 2009. If the person is convicted under the Act, he/she is liable to the penalties stipulated under the MACC Act 2009.

The Companies shall not penalise or hold any Personnel accountable for refusing to accept any gratification (defined under *Appendix 1* herein) even if the refusal results in the Companies within the Group suffering financial or non-financial losses.

### 6.4.2 Review & Improvement

The Top Management should ensure that regular reviews are conducted to assess the performance, efficiency, and effectiveness of the anti-bribery and anti-corruption programme, and ensure the programme is enforced. The reviews should form the basis of any efforts to improve the existing anti-bribery and anti-corruption controls in place in the Companies.

## 7.0 CONFIDENTIALITY

This GMB Group ABAC Policy is intended for the internal use of Gas Malaysia Berhad and its Group of Companies only and shall not be reproduced in any form or be transmitted electronically or through other means or quoted or referred to in any public document or media without the prior written consent of the Group.

For any enquiries, please contact the Head, Integrity & Governance Department at 03-5192 3000 (EXT 3200).

**8.0 DOCUMENT CHANGES**

This document may be reviewed and/or amended at least once every three (3) years from the date this document is approved or whenever necessary to ensure its effective implementation. Any amendment to this Policy is to be affected by IGD, reviewed by the Risk & Compliance Management Committee “RCMC”, endorsed by the RCC, and approved by the GMB BOD.

The Company shall notify the employees if any changes is made to the GMB Group ABAC Policy.

*-End-*

### APPENDIX 1

#### TYPE OF CORRUPTIONS

The Malaysian Anti-Corruption Commission (“**MACC**”) defined corruption as the act of giving or receiving any “gratification” or reward in the form of cash or in-kind value for performing a task in relation to his/her job description.

Gratification is defined as:

- i. 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 or value;
- 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 proceeding of a disciplinary, civil or criminal nature, whether or not already insinuated, and including the exercise or the forbearance from the exercise of any right or any official power of 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).

Further to the foregoing, the following acts shall constitute an act of Corruption:

**i. Petty Corruption**

Also known as administrative corruption, it involves the exchange of very small amounts of money and the granting of small favours. These, however, can cumulatively result in considerable public losses.

**ii. Grand Corruption**

It spreads through the highest levels of organization, bringing about major abuses of power, disobedience of the rule of law, economic instability and the breakdown of good governance.

**iii. Active and Passive Corruption**

The former refers to the act of offering or paying a bribe (where the payment of a bribe has taken place) and the latter refers to the request or receiving of a bribe.

**iv. Bribery**

Bribery is the most common form of corruption. It is described as the act of offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financially or non-financially), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person duties.

**v. Embezzlement, Theft and Fraud**

Embezzlement, theft and fraud involve stealing by an individual exploiting his or her position of employment. Fraud involves the use of false or misleading information to induce the owner of a property to part with it voluntarily. Theft is universally regarded as falling within corruption definitions where it occurs, carrying with it as it does, a breach of a fiduciary duty.

**vi. Extortion**

Extortion relies on coercion to induce cooperation, such as threats of violence or the exposure of sensitive information.

**vii. Abuse of Function**

The abuse of function or position is the performance of or failure to perform an act by a Personnel, in violation of the law, with a view to obtain an undue advantage for himself/herself or for another person or entity.

**viii. Favouritism and Nepotism**

Favouritism, nepotism and clientelism involve abuses of discretion. Such abuses can either involve a direct personal benefit or does not involve a direct personal benefit to the Personnel. Such abuses happen when a person or an organization is selected, regardless of qualifications, merit, or entitlement, for a job or benefit because of affiliations or connections.



**ix. Creating and Exploiting Conflicting Interest**

Creation or exploitation of some conflict between the individual's professional responsibilities and his or her private interest. The offering of a bribe creates such a conflict where none may have existed hitherto. In both the public and private sectors, employees and officials are routinely confronted with circumstances in which their personal interests' conflict with their responsibility to act in the best interests of the state or their employer.

**x. Improper Political Contribution**

Donations made with the intention or expectation that the party will, once in office, unduly favour the interests of the donor, is tantamount to the payment of a bribe.

**xi. Kickbacks**

These are bribes fulfilled after an enterprise 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.

**xii. Facilitation payments**

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

**xiii. Charitable donations, sponsorship, travel, and promotional expenses**

These are legitimate activities for entities but can be abused as a subterfuge for bribery. There are risks attached to such transactions where it may be perceived that an advantage has been given to obtain or retain business.

**xiv. Conflict of interest**

A conflict of interest occurs where a person or entity with a duty to the enterprise has a conflicting interest, duty, or commitment. Having a conflict of interest is not in itself a corruption, but corruption can arise where a Personnel the duty due to the enterprise by acting in favour to a separate interest to the detriment of the enterprise.

**xv. Collusion**

This can take various forms, of which the most common include bid rigging, cartels, and price-fixing.

**xvi. Bid rigging**

The way that conspiring competitors effectively raise prices in situations where purchasers acquire goods or services by soliciting competing bids. Essentially, competitors agree in advance who will submit the winning bid on a contract through a competitive bidding process. As with price fixing (see below), it is not necessary that all bidders participate in the conspiracy.

### **xvii. Price fixing**

An agreement among competitors to raise, fix, or otherwise maintain the price at which their goods or services are sold. It is not necessary that the competitors agree to charge exactly the same price, or that every competitor in a given industry join the conspiracy. Price fixing can take many forms, and any agreement that restricts price competition may violate applicable competition laws.

### **xviii. Cartels**

A secret agreement or collusion between enterprises to commit illicit actions or fraud. Typically, this will involve price fixing, information sharing, or market rigging by setting quotas for production and supply.

### **xix. Illegal information brokering:**

The brokering of corporate confidential information obtained by illegal methods.

### **xx. 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.

### **xxi. 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 jurisdiction.

# GAS MALAYSIA BERHAD GROUP OF COMPANIES

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY AND FRAMEWORK

### APPENDIX 2

#### PENALTIES FOR BRIBERY AND CORRUPTION

MACC AMANDMENT ACT 2018 – S17A CORPORATE LIABILITY	MACC ACT 2009 – SECTION 16, 17, 20, 21, 22 and 23	MACC ACT 2009 – SECTION 18
Up to <b>twenty (20) years</b> imprisonment.	Up to <b>twenty (20) years</b> imprisonment.	Up to <b>twenty (20) years</b> imprisonment.
Minimum fine of <b>RM1,000,000</b> or not less than ten (10) <b>times</b> the sum or value of gratification; whichever is the higher.	Minimum fine of <b>RM10,000</b> or not less than <b>five (5) times</b> the sum or value of gratification; whichever is the higher.	Minimum fine of <b>RM10,000</b> or not less than <b>five (5) times</b> the sum or value of gratification; whichever is the higher.
Or both penalties of the fine and jail	Or both penalties of the fine and jail	Or both penalties of the fine and jail
UK BRIBERY ACT 2010	US FOREIGN CORRUPT PRACTICES ACT (“FCPA”) 1977	
Up to <b>ten (10) years</b> imprisonment – accounting offences may be prosecuted under other Statues.	Up to <b>five (5) years</b> imprisonment for bribery, <b>twenty (20) years</b> for accounting offences.	
<b>Unlmmited fine</b> ; additionally Serious Crime Prevention Orders, Winding up proceedings, debarment, director disqualification and regulatory / disciplinary action.	Criminal fines for entities of up to <b>USD2 million</b> (bribery) or <b>USD25 million</b> (violation of accounting provisions), or twice the benefit sought, and debarment; for individuals, fines of up to <b>USD100,000</b> (bribery) or <b>USD5 million</b> (accounting offences).	
Civil Recovery Orders – no criminal conviction required (lower threshold of proof).	Civil penalties of up to <b>USD10,000</b> per (bribery) violation or <b>USD500,000</b> per (corporate accountancy) violation.	

### APPENDIX 3

#### **SECTION 17A MACC ACT 2009 – CORPORATE LIABILITY** **(EFFECTIVE 1 JUNE 2020)**

The provision under Section 17A MACC Act 2009 is a provision that stipulates a corporate liability principle where a commercial organisation can be considered guilty if any of its employees and/or associates commit corruption for the benefit of the organisation. The commercial organisation is also considered guilty in the event whether or not, the upper management or its representatives know about the corruption acts committed by its employees or associates.

1. S17A (1): A commercial organisation commits an offence:
  - If a person associated with commercial organisation corruptly “gives, agrees to give, promises or offers to any person” any gratification
  - Gratification can be either for “benefit of that person or another person”
  - With intent to “obtain OR retain business for commercial organisation” OR “to obtain OR retain advantage in conduct of business for commercial organisation”.
2. S17A (2): Any commercial organisation which commits an offence shall, on conviction, be liable to:
  - a fine not less than 10 times the sum or value of gratification or RM1 million, whichever is higher, AND/OR
  - its officers concerned, imprisonment for a term not exceeding 20 years
3. S17A (3): If offence is committed by Commercial Organisation, a person who is Director, Controller, Officer, Partner or is concerned in management of commercial organisation’s affairs is deemed to have committed the offence. As defence, he bears the burden to prove:
  - that offence was committed without his consent OR connivance; AND
  - that he exercised due diligence to prevent commission of offence as he ought to have exercised, having regard to “nature of his function in that capacity & to the circumstances”.
4. S17A (4): Defence available to commercial organisation in event of a charge is to prove:

That it had in place “adequate procedures” designed to prevent persons associated with commercial organisation from undertaking such conduct.

Note:

Under Section 17A(6) MAAC Act 2009, a person is associated with a commercial organization if he is a director, partner or an employee of the commercial organization or he is a person who performs services for or on behalf of the commercial organization, which will be decided based on relevant circumstances.