



# **QL RESOURCES BERHAD AND GROUP OF COMPANIES**

## **ANTI-BRIBERY AND ANTI-CORRUPTION ("ABAC") POLICY**

Version 1: Effective 27 November 2025

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## CONTROL SHEET

Document Control Log	
Document Name	Anti-Bribery and Anti-Corruption ("ABAC") Policy
Initial	2025
Revision Date(s)	Version 1: 27 November 2025
Approving Authority	Board of Directors ("BOD")
Approval Date	27 November 2025

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## 1. Introduction

- 1.1 QL Resources Berhad and its subsidiaries, individually or collectively, as the context may require (referred to as the “Group”) upholds a strict **Zero Tolerance** policy towards any form of bribery and corruption. This commitment extends to all levels of the Group and applies to both internal and external stakeholders.
- 1.2 As part the Group’s overall commitment to zero tolerance of bribery and corruption, the Group has established this anti-bribery and anti-corruption (“ABAC”) Policy to promote an ethical business environment and a culture of integrity. This Policy is aligned with the Malaysian Anti-Corruption Commission Act (MACC) 2009 and the National Anti-Corruption Plan 2019, reinforcing the Group’s Zero Tolerance stance. It also reflects the Group’s dedication to conducting business transparently and ethically while actively avoiding any actual or perceived impropriety.
- 1.3 This ABAC Policy is read together with the Group’s ABAC Framework as well as other relevant policies, procedures and processes (outlined in the subsequent sections).

<b>ABAC Framework</b>	Illustrates how the various frameworks, policies, codes and processes in the Group work together in mitigating and combating bribery and corruption.
<b>ABAC Policy</b>	Establishes key requirements that must be rigorously upheld and fully integrated into all relevant policies, procedures and processes across the Group, ensuring a cohesive and robust approach to anti-bribery and anti-corruption efforts.
<b>Other relevant policies, procedures and processes</b>	Denotes documents relevant to the Group’s efforts in anti-bribery and anti-corruption. For example, amongst others, Enterprise Risk Management Framework, Code of Business Ethics and Conduct, Due Diligence, Conflict of Interest Policy and Procedure, Whistleblower Policy, Anti-Facilitation Payment Policy, Gift, Entertainment, Hospitality (GEH) and Third-Party Travel, Donations and Sponsorship, Business Rewards, Rebates, Commissions or Other Incentives, Managing External Stakeholders, Communications and Training, Review of Stakeholders, Review of Payments made by the Group.

- 1.4 The Group is dedicated to ensuring that all business practices are conducted with the highest standards of integrity and ethical conduct. Any attempt to engage in, facilitate or tolerate bribery and corruption will result in immediate action, including disciplinary measures, termination of work or business relationships and where applicable, legal actions.

## 1. Introduction (Cont'd)

1.5 The ABAC Policy is made applicable to all jurisdictions where the Group operates. While the ABAC Policy is primarily based on Malaysian Anti-Bribery and Anti-Corruption laws as well as other legislation with statutory provisions governing bribery and corruption offences (including but not limited to Penal Code, Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act (2001), Whistleblower Protection Act (2010), Customs Act (1967) and Election Offences Act (1954), the Group recognises that certain countries in which it operates may have stricter legal requirements. In such instances, the Group will also comply with those local laws on bribery and corruption. This ensures that the Group's commitment to ethical conduct and zero tolerance for bribery and corruption is consistently upheld across all jurisdictions.

## 2. Definitions

<b>Anti-Facilitation payment</b>	Includes unofficial and improper payments or benefits, including gifts or entertainment, provided to secure or expedite a routine or necessary action to which the Group has legal or other entitlement. Facilitation payments are bribes and they could be small in value and solicited by both the public and private sectors.
<b>Associated Person</b>	Refers to a Director, Partner or an Employee of the Commercial Organisation (which includes the Group) or a person (including companies) who performs services for or on behalf of the Commercial Organisation.
<b>Business Associates</b>	Includes the Group's joint venture entities, joint venture partners, business partners, associate companies (refer to note below), as well as Service Providers.  <i>Note: Associate company refers to an enterprise in which the Group has significant influence and which is neither a subsidiary nor a joint venture of the Group (refer to Malaysian Accounting Standards Board).</i>
<b>Bribery</b>	Refers to the act of corruptly giving, agreeing to give, promising, offering, soliciting, receiving or agreeing to receive any gratification as an inducement or reward for an improper performance by a party. Gratification can take various forms, including monetary, non-monetary, services, favours or any form of benefit or advantage.  <i>Note: Refer to Sections 16, Section 17, Section 17A, Section 18, Section 19, Section 20, Section 21, Section 22 and Section 23 of the MACC Act 2009.</i>
<b>Corruption</b>	Refers to: <ul style="list-style-type: none"><li>• Action deemed as an offense by the MACC Act and other legislation with statutory provisions governing bribery and corruption offences;</li><li>• Actions or behaviours that are defined as "corrupt act" under the relevant laws of each jurisdiction where the Group operates including but not limited to bribery, embezzlement, fraud, collusion, theft, money laundering, extortion, breach of trust, abuse of position and trading under influence.</li></ul>

## 2. Definitions (Cont'd)

<b>Commercial Organisation</b>	Refers to: <ul style="list-style-type: none"><li>• a company incorporated under the Companies Act 2016 or its predecessor legislation and carries on a business in Malaysia or elsewhere; or</li><li>• a company wherever incorporated and carries on a business or part of a business in Malaysia; or</li><li>• a partnership under the Partnership Act 1961 and carries on a business in Malaysia or elsewhere or which is a limited liability partnership registered under the Limited Liability Partnerships Act 2012 and carries on a business in Malaysia or elsewhere; or</li><li>• a partnership or sole proprietorship wherever formed and carries on a business or part of a business in Malaysia.</li></ul>
<b>Director</b>	Includes any person occupying the position of a director of a corporation by whatever name called and includes a person in accordance with whose directions or instructions the majority of directors of a corporation are accustomed to act and an alternate or substitute director.
<b>Employees</b>	Includes full-time, part-time, probationary, contract and temporary employees
<b>Foreign Public Official</b>	Includes (a) any person who holds a legislative, executive, administrative or judicial office of a foreign country whether appointed or elected; (b) any person who exercises a public function for a foreign country, including a person employed by a board, commission, corporation, or other body or authority that is established to perform a duty or function on behalf of the foreign country; and (c) any person who is authorized by a public international organization to act on behalf of that organization.
<b>Gratification</b>	Gratification is defined in Section 3 of the MACC Act to mean the following: <ul style="list-style-type: none"><li>• 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;</li><li>• any office, dignity, employment, contract of employment or services and agreement to give employment or render services in any capacity;</li><li>• any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</li><li>• any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</li><li>• any forbearance to demand any money or money's worth or valuable thing;</li><li>• any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or</li></ul>

	<p>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</p> <ul style="list-style-type: none"><li>any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs.</li></ul>
<b>MACC Act</b>	Malaysian Anti-Corruption Commission Act (2009) including all amendments made thereto.
<b>Officer of a Public Body</b>	Refers to any person who is a member, an officer, an employee or a servant of a public body and includes a member of the administration, a member of Parliament, a member of a State Legislative Assembly, a judge of the High Court, Court of Appeal or Federal Court, and any person receiving any remuneration from public funds, and, where the public body is a corporation sole, includes the person who is incorporated as such.
<b>RMU</b>	Refers to the Group's Risk Management Unit.
<b>Service Provider</b>	Includes the Group's contractors, sub-contractors, consultants, distributors, agent representatives or any parties performing work or services for or on behalf of the Group.
<b>Stakeholder</b>	Includes internal and external stakeholders of the Group such as Employees, Suppliers, Service Provider, Business Associates, Customers, Government Officers and Regulators.

### 3. Top Level Commitment

- 3.1 The Group's respective Board are committed to ensure compliance with all laws, regulations and policies so as to combat bribery and corruption.
- 3.2 In doing so, the Group has established the ABAC Policy to set out the Group's expectations in addressing issues including but not limited to bribery and corruption whilst working with our stakeholders at all levels.
- 3.3 The ABAC Policy is developed in adherence to the **T.R.U.S.T Principles** ("Principles") under the Guidelines on Adequate Procedures pursuant to section 17A(5) of the MACC Act. While it serves as a defence mechanism against corporate liability, it is above all a reflection of the Group's unwavering commitment to combat bribery and corruption and to uphold the highest standards of integrity, transparency and good governance in all business dealings.
- 3.4 The Principles are summarised as follows:

Principle	Reference
<b>T</b> <b>Top Level Commitment</b>  The Group plays a critical role in establishing a strong anti-bribery and anti-corruption culture by setting the tone from the top, ensuring compliance with laws and actively supporting the development and communication of all policies.  This includes creating clear procedures, reporting mechanisms and being informed of any breaches to monitor and uphold ethical standards across the Group.	Section 4
<b>R</b> <b>Risk Assessment</b>  Regular risk assessments are vital for developing effective anti-bribery and anti-corruption measures and keeping them relevant in a fast-changing business environment.	Section 5.1
<b>U</b> <b>Undertake Control Measures</b>  Implementing control measures such as conducting due diligence exercises to address anti-bribery and anti-corruption risks in the Group at all levels and ensuring proper reporting channels are in place.	Sections 5.2 – 5.12
<b>S</b> <b>Systematic Review, Monitoring and Enforcement</b>  Regular reviews by the Group are crucial for ensuring the effectiveness and proper enforcement of the ABAC Policy. It also ensures continuous improvement and could be prompted by external factors like regulatory changes or bribery and corruption incidents.	Section 8
<b>T</b> <b>Training and Communication</b>  Effective communication of anti-bribery and anti-corruption efforts is crucial for successful implementation. This is achieved by effective communication and training to the Group's stakeholders to ensure that Group's policies are understood and applied accordingly.	Section 5.11

#### 4. Overview of the ABAC Policy

- 4.1 The Group believes that honesty, integrity and transparency are essential to how we do business. A strong ethical culture helps us perform better as a company and builds trust with our employees, customers, suppliers and the public.
  
- 4.2 Bribery and Corruption are recognised as serious criminal offences under Malaysian law. Any act or conduct that falls within the definition of a corrupt act (as set out in Paragraph 2 herein) and is directed at an Officer of a Public Body or a Foreign Public Official or any other third parties constitute an offence under the MACC Act 2009.
  
- 4.3 Given the extra-territorial nature of the MACC Act 2009, it applies to offences committed in all jurisdictions where the Group operates. All Directors, Employees, Suppliers and Business Associates of the Group must exercise heightened caution in all interactions, whether with Officers of a Public Body, Foreign Public Officials or any other third parties. They shall not, whether directly or indirectly through any third party, engage in any activity or transaction that constitutes or could reasonably be perceived to constitute, an act of bribery or corrupt conduct.
  
- 4.3 The MACC Act outlines four (4) principal offences related to bribery and corruption, namely:
  - (a) Soliciting or receiving gratification;
  - (b) Offering or giving gratification;
  - (c) Intending to deceive (e.g. false documents); and
  - (d) Using office or position for gratification by public body
  
- 4.4 The MACC Act aims among others to:
  - (a) Promote integrity and accountability across the public and private sectors by establishing a strong, independent anti-bribery and anti-corruption authority empowered to enforce compliance and uphold ethical standards; and
  - (b) Educate public officials and the general public on the risks, consequences and detrimental impact of corruption on society and governance.
  
- 4.5 In 2018, Section 17A was introduced to the MACC Act, establishing corporate liability for commercial organisations in relation to bribery and corruption offences. Under this provision, a commercial organisation shall be made liable if an associated person, such as an employee, agent or any party acting on its behalf, offers or gives a bribe with the intent to obtain or retain business or a business advantage for the commercial organisation.

#### 4. Overview of the ABAC Policy (Cont'd)

- 4.6 In circumstances described above, a commercial organisation shall be held legally liable for a corrupt act committed by its associated person. To establish this liability under Section 17A, the prosecution must first demonstrate that a bribe was offered or given by an Associated Person with the intent to obtain or retain business or to secure a business advantage for the organisation. Once these elements are proven, the organisation is deemed liable unless it can successfully invoke the statutory defence by proving that it had implemented adequate procedures designed to prevent such corrupt conduct.
- 4.7 Additionally, Section 17A(3) extends liability to the directors, officers, partners, or any individuals involved in the management of a commercial organisation. These individuals are deemed to have committed the same offence as the organisation unless they can prove that the corrupt act was committed without their knowledge, consent or connivance, and that they had exercised due diligence to prevent its commission.
- 4.8 Upon conviction for an offence under Section 17A, the following penalties shall be imposed:
  - (a) A fine of not less than ten (10) times the value of the gratification involved or RM1,000,000, whichever is higher; and/or
  - (b) Imprisonment for a term not exceeding twenty (20) years.
- 4.9 In line with Section 17A of the MACC Act, the Group reaffirms its commitment to instituting adequate procedures to prevent bribery and corruption across all facets of its operations. These procedures are intended to be robust, comprehensive and effectively implemented at every level of the organisation. Their adequacy will be evaluated against the T.R.U.S.T principles referenced in Paragraph 3.4 above.
- 4.10 Any individual who is solicited for or offered a bribe, or who has given or received a bribe, is legally obligated under Section 25 of MACC Act to report the incident promptly to an officer of the MACC or to a police officer.

## 5. ABAC Related Documents

### 5.0 Background

The Group recognises that certain transactions carry a higher risk of bribery and corruption due to their nature, complexity or the level of discretion involved. In response, the Group has implemented a set of high-level policies, procedures and processes aimed at managing these risks effectively. These controls (outlined below) serve to provide clear and practical guidance on the appropriate handling of such transactions.

The primary objective of these measures is to ensure transparency, accountability and consistency in the handling of high-risk areas, thereby minimising the potential for unethical or unlawful conduct. Through the adoption and enforcement of these controls, the Group reaffirms its commitment to conducting business with integrity and reinforces the effectiveness of its ABAC Framework.

### 5.1 Risk Management

5.1.1 The Group's Enterprise Risk Management Framework ("ERMF") provides the foundation and organisational arrangement for managing risks across the Group. It establishes how risk management is embedded in the organisational systems and integrated at all levels and work contexts, making corruption and bribery risk consideration as part of the Group's day-to-day decision-making and business practices.

5.1.2 The ERMF supports the Group's anti-bribery and anti-corruption efforts by:

- (a) Providing a systematic approach to identify and assess anti-bribery and anti-corruption risk;
- (b) Incorporating anti-bribery and anti-corruption risk into its risk profile;
- (c) Ensuring periodic review and assessment of the risk; and
- (d) Facilitating a systematic reporting of the risk for review by the Risk Management Unit, Risk Management Committee and the Board.

## 5. ABAC Related Documents (Cont'd)

### 5.2 Codes of Business Ethics

5.2.1 The Group has Codes of Business Ethics that set clear standards for ethical conduct, supporting its anti-bribery and anti-corruption efforts through a Zero-tolerance approach to unethical practices. The two (2) key Codes that underpins this commitment are: -

- (a) **Code for Directors and Employees** - which prohibits bribery and corruption and guides ethical conduct.
- (b) **Code for Suppliers and Business Associates** - ensuring external parties align with the Group's ethical standards as well as the Group's stance on anti-bribery and anti-corruption.

5.2.2 Both the above Codes are crucial in mitigating bribery and corruption risks by promoting awareness, accountability and a culture of integrity within the Group. Embedded within these Codes are the Integrity and Background declarations as well as Conflict of Interest disclosures, which further reinforces the Group's Zero-tolerance approach to bribery and corruption.

5.2.3 The Integrity and Background declaration serves as a key due diligence tool, requiring individuals and entities engaged by the Group to meet the highest standards of integrity and ethical conduct. This includes disclosure of relevant background information for the Group to identify any possible associations with corrupt practices, financial irregularities or improper conduct.

In parallel, the Conflict of Interest disclosure mandates the declaration of any actual, potential or perceived conflicts arising from internal or external relationships. This includes personal, financial or professional interests that may compromise the ability to act in the best interest of the Group.

5.2.4 **Code for Directors and Employees** - This Code is founded on the principle that Directors and Employees of the Group are expected to embrace the Group's values and are duty-bound to conduct business ethically and responsibly, in a manner that upholds the Group's objectives and complies with all applicable laws and regulations. Additionally, all Directors and Employees must avoid any actual, potential or perceived conflicts of interest that could compromise their impartiality, objectivity or loyalty to the Group.

5.2.5 **Code for Suppliers and Business Associates** - This Code sets out the ethical standards expected of external parties seeking to establish or maintain a business relationship with the Group. It extends beyond legal compliance to embrace broader commitments across three (3) key pillars:

- Environmental - including pollution prevention and responsible resource management;
- Social - including respect for human rights, fair labour practices and workplace safety and health standards;
- Governance - including transparency, disclosure, effective reporting mechanisms and adherence to applicable laws and regulations.

## 5. ABAC Related Documents (Cont'd)

### 5.3 Due Diligence on Stakeholders

5.3.1 A structured due diligence process is undertaken to assess and screen internal and external parties associated with the Group. The objective is to identify any potential red flags indicating elevated risks related to bribery, corruption or other unethical conduct.

5.3.2 Assessment will be conducted across the various categories of Stakeholders to evaluate their exposure to bribery and corruption risks. Based on the identified risk levels, appropriate due diligence procedures have been designed and implemented to ensure effective mitigation and compliance.

5.3.3 Generally, the Group will conduct due diligence on various risk level of stakeholders prior to any engagement and upon any change in circumstances, with the intention to:

- (a) Avoid establishing formal relationships with parties that do not share the Group's ethical values, particularly its Zero-Tolerance stance on bribery and corruption;
- (b) Ensure that stakeholders do not pose legal, compliance, financial or reputational risks to the Group;
- (c) Prevent association with parties that may expose the Group to the perception of supporting corrupt activities or unethical business practices;
- (d) Identify and avoid parties or entities that could be used as vehicles, intermediaries or disguises for bribery, corruption, facilitation payments, political contributions or inducements intended to secure or retain business or gain unfair advantage;
- (e) Screen out parties previously convicted of financial or commercial crimes, including fraud, bribery, money laundering or terrorism financing;
- (f) Detect and reject stakeholders who provide false, inaccurate or misleading information or submit falsified or forged documents during the due diligence process; and
- (g) Assess politically exposed persons with adverse media coverage that may raise integrity concerns about them.

5.3.4 All Stakeholder due diligence processes are documented and formally signed off by the respective Entities' authorised personnel.

## 5. ABAC Related Documents (Cont'd)

### 5.4 Conflict of Interest

5.4.1 A Conflict of Interest (COI) arises when a personal interest, whether direct or indirect, interferes or may potentially interfere with the ability to exercise objective and impartial judgment in the best interests of the Group.

Note: Although Related Party Transactions (RPT) may constitute a form of Conflict of Interest, they are governed separately under the Group's Related Party Transaction and Recurrent Related Party Transaction Policy and Procedure.

5.4.2 All Directors and Employees shall avoid any actual or potential bribery and corruption practices including but not limited to the following: -

- (a) Equity ownership in organisations or entities that have a business relationship with the Group;
- (b) Having interest in person, entity or contract that has dealings with the Group;
- (c) Holding directorships or management positions in entities that overlap with the Group's interests;
- (d) Personal use of the Group's assets;
- (e) Personal gain through business related opportunities with the Group.

5.4.3 Additionally, all Suppliers, Business Associates and Customers shall avoid any actual or potential COI practices including but not limited to the following: -

- (a) Ownership or financial interest in entities that compete with or conduct business with the Group;
- (b) Personal relationships with Group's Directors and/or Employees (including their family members) or decision makers that could influence business dealings;
- (c) Offering gifts, hospitality or other benefits to Directors or Employees of the Group with the intent to influence decisions;
- (d) Engaging in side agreements, arrangements or informal understandings that are not disclosed to the Group;
- (e) Misusing confidential information obtained through business with the Group for personal gain or to benefit third parties.

5.4.4 All Group's Stakeholders are expected to act with integrity by disclosing any conflicts of interest, prioritizing the Group's and its shareholders' best interests, adhering to applicable laws and regulations, ensuring transparency in decisions and consistently upholding ethical standards.

## 5. ABAC Related Documents (Cont'd)

### 5.5 Whistleblowing

5.5.1 Whistleblowing is a form of disclosure whereby an individual (the Whistleblower) raises serious concerns regarding potential or actual wrongful activities or reports a known wrongdoing.

5.5.2 The Group expects all actual or potential instances of wrongdoing such as fraud, bribery and corruption, serious financial misconduct, and gross mismanagement (collectively referred to as "Wrongdoings") to be reported. Any individual who becomes aware of or suspects a violation or potential violation of this Policy is encouraged to report their concerns through the whistleblowing mechanism outlined in the Group's Whistleblower Policy, available on the Group's corporate website.

5.5.3 A disclosure may be made if it relates to a wrongdoing by any person in the conduct of the Group's businesses or affairs including but not limited to the following: -

- (a) acceptance of illegal or questionable favour;
- (b) acts of corruption or fraud;
- (c) commission of a criminal offence;
- (d) misuse of Group's funds or assets;
- (e) gross mismanagement within the Group;
- (f) serious financial irregularity or impropriety within the Group;
- (g) serious breach of Group's Code of Business Ethics;
- (h) any act or omission which creates a substantial or specific danger to the lives, health or safety of Group's employees, the public or the environment;
- (i) serious breach of social responsibilities, including acts of discrimination, harassment, exploitation or violation of labour rights;
- (j) failure to comply with applicable laws and regulations where the wrongdoer knowingly disregards or fails to comply with such provisions;
- (k) offering, requesting or making facilitation payments, which are unofficial or improper payments intended to secure or expedite routine actions; and
- (l) knowingly directing or advising a person to commit any of the above wrongdoings.

5.5.4 Whistleblowers who report any misconduct in good faith and in compliance with the Group's Whistleblowing Policy and procedures are afforded legal protection, including confidentiality and immunity from retaliation. The identity of the whistleblower shall remain confidential unless disclosure is required by law.

## 5. ABAC Related Documents (Cont'd)

### 5.6 Anti-Facilitation Payment

- 5.6.1 Facilitation payments refer to unofficial and improper payments or benefits, including gifts or entertainment, offered or solicited to secure or expedite a routine or necessary action that the Group is legally entitled to receive or provide. Despite often being small in value, these payments or benefits are considered bribes. Such payments or benefits may be solicited by individuals in both the public and private sectors and pose significant legal and reputational risks to the Group.
- 5.6.2 The Group, its Directors, Employees, Suppliers and Business Associates are prohibited from giving or receiving any form of facilitation payments, either directly or through a third party and must comply strictly with the Group's Anti-Facilitation Policy.
- 5.6.3 In exceptional circumstances where the Group, its Directors, Employees, Suppliers or Business Associates are compelled to make a payment to protect the safety, liberty or well-being of themselves, colleagues, family members or others under immediate threat, such kind of protection of human life and dignity shall take precedence.
- 5.6.4 When confronted with threats or pressure to make facilitation payments, the matter must be promptly reported to the immediate superior within the Group and appropriately documented in accordance with the Group's Anti-Facilitation Policy. Where deemed necessary, the Group will report the incident to the relevant regulatory authorities. This approach ensures transparency, enables timely and appropriate follow-up actions and reinforces the Group's commitment to ethical conduct even in challenging circumstances.

## 5. ABAC Related Documents (Cont'd)

### 5.7 **Gift, Entertainment, Hospitality and Third-Party Travel (GEHT)**

5.7.1 The giving or receiving of GEHT that may influence or be perceived to influence any business-related decisions or confer a material benefit may constitute an act of bribery or corruption. Such conduct is prohibited under the MACC Act 2009 and other applicable legislation containing statutory provisions governing bribery and corruption offences.

5.7.2 Directors, Employees, Suppliers and Business Associates of the Group must avoid offering or accepting GEHT that may be construed as bribery and corruption.

5.7.3 Any business dealings within the Group, such as purchase orders, sales transactions and contractual arrangements shall be conducted based on business merits including but not limited to price competitiveness, quality of goods and services as well as demonstrated performance history.

5.7.4 To avoid actual or perceived conflicts of interest, the Group prohibits the giving of GEHT to any parties such as auditors, regulators, government departments, agencies, or their officers under the following circumstances:

- (a) When the Group is seeking, expecting or undergoing an audit, or applying for, obtaining, or renewing any licence, permit, approval, audit report, or other form of clearance ("Clearance"); or
- (b) When the Group has recently applied for, obtained or renewed such Clearance.

5.7.5 Similarly, in the context of bidding for payments or bulk purchase tenders, the giving of GEHT shall be strictly avoided under all circumstances. This prohibition applies to all stages of the tender process.

5.7.6 The exceptions to the GEHT prohibition above are limited to offering the Group's own products of nominal value or modest meals, provided always such gesture does not create undue influence or breach the Group's policies.

5.7.7 Any non-business related travel involving the Group's business counterparts, such as travel tickets, meals, accommodations, vacations, tours, holidays or similar leisure activities, shall be considered a form of GEHT. Such arrangements are strictly prohibited and must neither be offered nor accepted, as they may be perceived as attempts to improperly influence business decisions or create a conflict of interest.

5.7.8 All GEHT provided or received by the Group shall be authorised, processed and recorded in accordance with relevant policies and procedures of the Group.

## 5. ABAC Related Documents (Cont'd)

- 5.7.9 In circumstances where declining GEHT could risk offending or straining the relationship with a business counterparty, the recipient must promptly report the offering to their respective Heads for appropriate guidance and handling.
  
- 5.7.10 When GEHT is accepted to preserve a business relationship and avoid causing offense, the Group may, at its sole discretion and judgement, make reasonable efforts to return the GEHT as a gesture of goodwill. Such decisions will be guided by the nature of the GEHT and the specific circumstances involved.
  
- 5.7.11 All approvals for GEHT shall be conducted in accordance with the Group's Limits of Authority.

## 5. ABAC Related Documents (Cont'd)

### 5.8 Donations and Sponsorships

5.8.1 Charitable contributions and donations made by the Group are philanthropic in nature and must never be made with the intention to, or under the perception of being able to, influence any business-related decisions or outcomes.

5.8.2 Generally, to avoid a situation of actual or perceived conflict of interest, the Group shall not make contributions or donations to, or sponsor any events of, any authorities, or entities directly related to them if:

- (a) the Group is expecting, in the near future, to be audited by, or to apply, obtain, or renew a clearance from the said Authority; or
- (b) the Group has recently applied, obtained, or renewed a clearance from the said Authority;

unless:

- (a) the contribution or donation is ringfenced specifically for a clear environmental or social cause; or
- (b) the sponsorship event has a clear environmental or social cause.

5.8.3 The Group has no political affiliations and it shall not make any political contribution or donation to, or sponsor any events of, political parties. Whilst Directors and Employees are not prohibited to make personal political contributions or donations to political parties, the said contributions or donations shall never be associated with the Group and must always be made under the Director's or Employee's personal capacity, as the case may be.

5.8.4 When evaluating the appropriateness of a donation or sponsorship, the Group shall take into account, among other factors, the following considerations:

- (a) due diligence on the intended recipient of donation or sponsorship;
- (b) reasonableness of the amount, value and objectives;
- (c) alignment with the Group's values; and
- (d) formal documentation support including justification and intended use.

5.8.5 The Group has established clear guidelines and restrictions to prevent improper or excessive donations and sponsorships that may compromise its reputation, result in financial loss, or lead to legal repercussions. Accordingly, all approvals for donations and sponsorships permitted under Donations and Sponsorships Policy must be carried out strictly in accordance with the Group's Limits of Authority.

5.8.6 To safeguard against the risk of donations and sponsorships being misused for fraudulent or corrupt purposes, the Group shall ensure that all recipients are subject to appropriate due diligence. This includes verifying the legitimacy and integrity of the recipient organisation and confirming that the funds will be used solely for their intended purpose. Contributions shall not be made to entities that lack transparency or present reputational or compliance risks.

## 5. ABAC Related Documents (Cont'd)

### 5.9 Business Rewards, Rebates, Commissions or Other Incentives

5.9.1 As a general rule, the Group does not offer or accept business rewards, rebates, commissions or other incentives which are questionable in nature or are contradictory with anti-bribery and anti-corruption laws.

5.9.2 However, the Group recognizes that various promotional and marketing tools such as business rewards, rebates, commissions or other incentives may be legitimately used for the purpose of promoting and encouraging business or for establishing new business opportunities provided that such practices remain consistent with the Group's overall business strategy.

5.9.3 To ensure compliance with anti-bribery and anti-corruption laws as well as to uphold ethical standards, all business rewards, rebates, commissions or other incentives must meet the following criteria:

- (i) Formally documented as part of the provider's incentive program (e.g., rewards program), contract, policies (e.g., credit policy) or minutes of meeting or discussion;
- (ii) Applicable to all or its applicability is based on business-related parameters (e.g., applicable to all customers or applicable to customers exceeding certain order amount);
- (iii) necessary, reasonable and proportionate to its intended objective, such as supporting a sales strategy or achieving specific business objectives;
- (iv) where relevant and appropriate, to be comparable against market benchmark and industry practices, in terms of structure, rate, quantum or percentage.

5.9.4 In no circumstances are business rewards, rebates, commissions or other incentives to be accepted for personal gain purposes. Exceptions to this rule (if any) are permitted only if formally or explicitly provided for under the Group's internal policies and procedure and in accordance with the Group's Limit of Authority.

## 5. ABAC Related Documents (Cont'd)

### 5.10 Managing External Stakeholders

- 5.10.1 When faced with an implicit solicitation or offer, the Group's Directors and Employees must seek clarification from the relevant Stakeholder to ascertain the nature and intent of the request or offer.
- 5.10.2 If it is determined that the request or offer violates the Group's principles or policies or may constitute a bribe or corruption, the Group's Directors and Employees must politely decline the Stakeholder's request.
- 5.10.3 If a Group Director or Employee is uncertain whether a request or offer constitutes bribery or corruption, or whether it aligns with the Group's principles and policies, they must seek guidance from their immediate superior or manager, or escalate the matter to a higher authority within their reporting line. If these individuals are unavailable or unable to provide a clear assessment or direction, the issue must be further escalated to the following for appropriate guidance:
  - (a) A higher authority within the reporting line (e.g., Managing Director, Chief Operating Officer, General Manager, or Head of Business Unit); or
  - (b) The designated ABAC Compliance Officer; or
  - (c) Personnel from the Group's Risk Management Unit (RMU).
- 5.10.4 The Group may conduct periodic reviews of its external stakeholders to assess alignment with its anti-bribery and anti-corruption standards. Stakeholders are expected to cooperate fully during such reviews and consistently demonstrate conduct that reflects the Group's values of integrity, transparency, and ethical business practices.

## 5. ABAC Related Documents (Cont'd)

### 5.11 Communications and Training

- 5.11.1 The Group is committed to promoting a culture of integrity through effective training and communication on anti-bribery and anti-corruption practices.
- 5.11.2 The Group is committed to providing stakeholders with the necessary knowledge and guidance to act with integrity in the performance of their duties.
- 5.11.3 Stakeholders shall not offer, give, solicit or accept any form of bribe or corruption, whether directly or indirectly. They are encouraged to report any suspicious, unethical or unlawful conduct through the Group's whistleblowing channels. While not all stakeholders are under the Group's direct control, the Group continues to promote ethical conduct and responsible reporting.
- 5.11.4 For internal stakeholders, the Group may impose ongoing communication and training requirements to ensure continued awareness and compliance with its anti-bribery and anti-corruption standards.
- 5.11.5 For external stakeholders, the Group will communicate its expectations and standards, where deemed appropriate, through suitable channels to ensure they are informed of the Group's commitment to integrity, transparency and ethical business practices. Such communication may include the dissemination of policy statements, codes of conduct or other relevant materials that reinforce the Group's Zero-Tolerance stance on bribery and corruption.

## 5. ABAC Related Documents (Cont'd)

### 5.12 Review of Payments made by the Group

- 5.12.1 The Group has implemented strong financial controls to uphold integrity and prevent bribery and corruption in financial transactions.
- 5.12.2 Key control mechanisms include the segregation of duties, tiered approval levels, reduced cash usage, mandatory receipts for reimbursements, accurate documentation and regular financial audits in compliance with statutory legislation across all jurisdictions where the Group operates.
- 5.12.3 Payments across various areas including petty cash, third-party transactions, travel, entertainment and donations are subject to ongoing monitoring by designated functions within the Group. This oversight focuses on identifying high-risk or irregular activities and ensuring adherence to internal financial controls and governance practices.
- 5.12.4 To assess the appropriateness of the payments, analytical reviews such as trend and ratio analysis are conducted to ensure payments align with strategic goals, budgets, industry norms and performance metrics.

## 6. Reporting and Recording

It is essential that proper and complete records of all transactions carried out by the Group or in connection with its business activities, are accurately maintained. Such documentation serves as evidence that transactions were legitimate and conducted in accordance with the Group's commitment to preventing bribery and corruption. All accounts, invoices, documents and records must be prepared and maintained with accuracy, integrity and completeness to ensure transparency and compliance with anti-bribery and anti-corruption policies.

In addition, all stakeholders are responsible for reporting any suspicious, unethical or unlawful conduct, including potential bribery or corruption, through the Group's established reporting channels, as outlined in the Whistleblower Policy available on the Group's corporate website at <https://ql.com.my/corporate-governance/>. Timely reporting ensures that concerns are addressed, investigated and resolved in line with the Group's Zero-Tolerance stance.

## 7. Compliance and Support

Compliance with this Policy is mandatory for the Group, its Directors, Employees, Suppliers and Business Associates. Violations will be addressed seriously and may result in contract or employment reviews, disciplinary measures, termination of relationships and/or reporting to Authorities in accordance with applicable laws. All individuals and entities associated with the Group must refuse to give or receive bribes and corruption. The Group strictly prohibits retaliation against anyone who refuses to engage in bribery and corruption. For any concerns or guidance related to this Policy, Directors, Employees, Suppliers and Business Associates should consult their designated internal reporting channels or liaisons.

## 8. Systematic Review, Monitoring and Enforcement

This section outlines the review, enforcement and monitoring processes for the Group's Anti-Bribery and Anti-Corruption measures. It consists of the following two (2) key components:

- (a) **Monitoring and Review** – Involves ensuring that the Group's ABAC Policy are consistently followed and that any potential gaps or weaknesses are identified and addressed in a timely manner. This is achieved through regular internal audits or external assessments to verify compliance with the Policy. For example, periodic audits of financial transactions can help identify irregularities, such as unauthorized payments, which could signal potential bribery or corruption.
- (b) **Enforcement and Improvement** - Involves promptly addressing any gaps or breaches of the ABAC Policy through appropriate enforcement actions. This shall include investigations, disciplinary measures, termination of business relationships or employment where serious non-compliances are identified. In addition, regular compliance reviews serve not only to detect and respond to violations but also to identify opportunities for strengthening existing policies and enhancing control measures to further mitigate bribery and corruption risks.

## **8. Systematic Review, Monitoring and Enforcement (Cont'd)**

These processes are essential in ensuring that the Group remains vigilant, responsive and proactive in managing bribery and corruption risks. Through continuous monitoring, timely enforcement and regular compliance reviews, the Group is well-positioned to detect and address potential risks effectively, thereby reinforcing its commitment to integrity and ethical business conduct.

## **9. Review of the Policy**

This Policy, including the policies and procedures referred herein, shall be reviewed periodically, at least once in every three (3) years.