



**COMPANY POLICY**

**ANTI-BRIBERY AND  
CORRUPTION POLICY**

Doc No: CG-HRA-ABNC-07

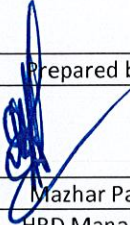

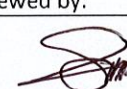
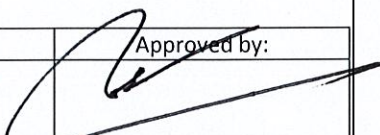
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# ANTI-BRIBERY AND CORRUPTION POLICY

Prepared by:	Reviewed by:	Reviewed by:	Approved by:
			
Mazhar Palil HRD Manager	Lim Yew Hoe ED	Shatar Abd Hamid COO	Mokhtar Hashim MD
Date: 6 April 2020	Date: 14 April 2020	Date: 22 April 2020	Date: 30 April 2020



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**1. INTRODUCTION**

Carimin Petroleum Berhad and its subsidiaries (“the Company”) are committed to ethical, transparent and responsible business practices as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or re-enactments that may be made by the relevant authority from time to time.

This Anti-Bribery and Corruption Policy (“Policy”) sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.

**2. COMPLIANCE WITH LAWS AND REGULATIONS**

This Policy is supplemental to, and shall be read in conjunction with the Code of Conduct and Business Ethic, Whistle Blowing Policy, the MACC Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018.

**3. OBJECTIVE**

This Policy sets out the Company’s position on matters pertaining to bribery and corruption that may be encountered by the Directors and Employees of the Company in the course of business for the purpose of providing guidance in dealing with and preventing acts of bribery and corruption. The Company will take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities for its advantage or benefit.

**4. SCOPE**

This Policy applies to the following:





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

#### 5. DEFINITION AND PUNISHMENT

For the purpose of this Policy:

- a. **Bribery** means the act of giving or receiving something of value in exchange for some kind of influence or action in return, that the recipient would otherwise not offer;
- b. **Corruption** means the act of soliciting, giving, accepting or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services or valuable goods as an inducement or reward to or not to do an act in relation to the person’s principal affairs – in short, corruption is essentially an abuse of entrusted power or position to obtain a personal gain or benefit; and
- c. **Gratification** is defined in Section 3 of the MACC Act 2009 and includes money, donation, gift, loan, fee, reward, valuable security, property or interest in property, employment, appointment, release, forbearance, undertaking, promise, rebate, discount, services employment or contract of employment or services and agreement to give employment or render services in any capacity. The provision or receipt of gratification is not an offence unless it is done corruptly.
- d. **Punishment.** Bribery and corruption are punishable offences under the MACC Act. There are four (4) main offences prescribed by MACC Act:
  - i. Soliciting/receiving gratification as per Section 16 & 17(a);
  - ii. Offering/giving gratification as per Section 17(b);





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- iii. Intending to deceive (false claim) as per Section 18;
  - iv. Using office or position for gratification as per Section 23.
- e. Additionally, any breaches of this Policy may tantamount to a breach of Section 17A of the MACC Act in which in the event any commercial organization commits an offence under Section 17A shall, on conviction, be liable to:-
- i. A fine not less than 10 times the sum or value of gratification or RM1 million, whichever is higher; AND/OR
  - ii. Its officers concerned, imprisonment for a term not exceeding 20 years.

#### 6. ANTI-BRIBERY AND CORRUPTION STATEMENT

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

In the event of an investigation into corruption involving the Company, we shall ensure our full co-operation with the enforcement agencies and other competent authorities.

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

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

#### 7. SPONSORSHIPS AND DONATIONS

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

- a. Donations and sponsorships “must not” be made to influence business decisions or to cover up undue payments or bribery.





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- b. The provisions relating to donations and sponsorships also apply to charitable support and donations, whether of in-kind services, knowledge, time, or direct financial contributions.
- c. All donations and sponsorship payments must be accurately reflected in the Company's accounting books and records, be permitted by the applicable law and be capable of being publicly disclosed.
- d. Written or verbal approval, on a case-by-case basis, must be obtained from the Managing Director before the Company's funds or resources may be utilised for any direct or indirect contributions.

**8. FACILITATION PAYMENTS**

The Employees and Associated Third Parties dealing with the Company shall not accept or obtain or attempt to accept or obtain, solicit, offer, promise or give facilitation payments to secure or expedite the performance of their duty.

**9. GIFTS, HOSPITALITY AND ENTERTAINMENT**

This Policy does not prohibit gifts, hospitality and entertainment ("GHE"), so long as it is reasonable and appropriate to do so in the circumstances that do not influence business decisions. Any such business courtesies offered or received that transacted on behalf of the Company must be approved in accordance with the Company's Financial Limits of Authority.

The following are the judgement when giving or accepting the GHE, it must be:

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

GHE may include the following: -

- a. gifts presented at work-related conferences, seminars and/or business events;



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- b. gifts given in gratitude for hosting business events, conferences and/or seminars;
- c. token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events; and
- d. refreshments or meals during meetings or as participants of work-related conferences and/or seminars or meals for business purposes.

As a general principle, the Employees shall not accept or give a gift to a third party if it is made with the intention of influencing the third party to obtain or retain, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts or hospitality should not be accepted.

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

All persons who are subject to this Policy shall NOT:

- a. offer, give, or promise to give a bribe or anything which may be viewed as a bribe to secure or award an improper business advantage;
- b. offer, give, or promise to give a bribe or anything which may be viewed as a bribe to a government official, agent or representative to facilitate, expedite, or reward any action or procedure;
- c. request or receive a bribe or anything which may be viewed as a bribe from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; or
- d. engage in any activity that might lead to a breach of this Policy.

All persons who are subject to this Policy shall not accept or receive any Gift, Benefits and/or Entertainment from a third party or stakeholder of the Company except if it is made from gestures that are construed to be legitimate contribution and provided that the Gifts, Benefits and/or Entertainment are presented in good faith and the cost is reasonable i.e., "not more than a monetary value of RM300", which may be directly or indirectly offered as a result of or in anticipation of the Employees and Associated Third Parties' position or performance of duties with the Group or for cultivating good business relationship.





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#### 10. CONFLICT OF INTEREST

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

Should the Employees encounter a conflict-of-interest situation, they are required to disclose the said situation.

#### 11. ASSOCIATED THIRD PARTIES

- a. The Associated Third Parties are expected to abide by ethical business practices and avoid corrupt practices, including bribery.
- b. The Associated Third Parties acting on behalf of the Company must contractually agree to abstain from bribery and corrupt practices.
- c. The Associated Third Parties are required to sign the declaration confirming they have been provided with a copy of the Policy and that they undertake to abide by the provisions of the Policy directly or indirectly applicable to them. The declaration or pledge for the associated third parties is at "Annex A" of this document.
- d. Appropriate assessment may be conducted on the Associated Third Parties on their background that they are not implicated in corrupt practices or conflict of interest prior to procurement process with declaration form submitted to the Company.
- e. If there are suspicions of bribery and corruption on the part of the Associated Third Parties in their dealings with the Company, the Company reserves the right to seek an alternative supplier for the goods or services.

#### 12. COMMUNICATION AND TRAINING

The Company will provide appropriate specific training in relation to anti-corruption and bribery laws in compliance to this Policy for its employees as and when required.

This Policy is published on the Company's Corporate website and awareness is reinforced through emails, newsletters, induction training and notices.







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All Employees are required to sign a declaration that they have read and understood and will abide by the Policy. The declaration or pledge is at "Annex B" of this document.

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

**13. CONFIDENTIALITY AND PROTECTION**

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

No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of this Policy. All reports will be treated confidentially.

**14. MONITORING**

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

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

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

**15. RECORDS-KEEPING**

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts,





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invoices, documents and records relating to dealings with the Associated Third Parties are maintained and recorded with accuracy and completeness.

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

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

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

**16. COMPLIANCE TO THE LAW**

The Company will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Company operates. The Employees are expected to understand and comply with the MACC Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (including any amendments thereof). The Company reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

**17. PERIODIC REVIEW**

This Policy will be reviewed at least once every three (3) years to ensure its effectiveness and consistency with the governing legislation and regulatory requirements, or more frequently should there be material changes to the said legislation and regulations or circumstance of the business, if any.

**18. POTENTIAL RISK SCENARIOS - “RED FLAGS”**

The following is a non-exhaustive list of possible red flags (for illustrative purposes only) that may arise and which may raise concerns under various anti-corruption laws.





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If the Employees and Associated Third Parties come across any of these red flags or believe it may occur potentially while working with the Company, he / she must make report promptly in accordance with the procedures as set out in our Whistle blowing Policy.

- a. Become aware that a third party engages in, or has been accused of engaging in improper business practices, improper conduct or has a reputation for paying bribes or requiring bribes ;
- b. A third party demands gifts, benefits, commission or fees before committing or continue to sign up a contract;
- c. A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- d. A third party refuses to provide or provide insufficient, false, or inconsistent information in response to due diligence questions;
- e. A third party requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us, or a shell entity serves as a middleman especially when domiciled in secrecy haven;
- f. There are signs that the third party is not acting on his own behalf, but is trying to conceal the true beneficial owner's identity;
- g. A third party refuses to sign a commission or fee agreement or insists on the use of a side-letter relating to the payment of funds;
- h. A third party requests an unusually large or inappropriate commission, retainer, bonus or other fee or an unexpected additional fee or commission to "facilitate" a service;
- i. A third party requests payment in cash or cash equivalent or refuses to provide an invoice or receipt;
- j. A third party refuses to provide an invoice or receipt for a payment, or you receive an invoice or receipt that appears to be non-standard or customized;
- k. A third party requests that a transaction is structured to evade normal record-keeping or reporting requirements;
- l. A third party refuses to abide by this Policy or does not demonstrate that it has adequate internal anti-corruption policies and procedures in place;
- m. Been offered an unusually generous gift or lavish benefits or entertainment by a third party;





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**19. BOARD APPROVAL**

This Policy was reviewed and approved by the Board of Directors of the Company on 29 May 2020.





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**Annex A**

Third Party's Logo

**INTEGRITY DECLARATION  
(ASSOCIATED THIRD PARTY)**

We, .....are the contractors / vendors / suppliers / agents / consultants / joint-venture partners / intermediaries\* of Carimin Petroleum Berhad or its subsidiaries ("the Company") hereby solemnly and sincerely pledge the following:

- a) We shall fully abide by the nation's law, rules, policies and procedures on corruption prevention and abuse of power;
- b) We further undertake to promptly inform the Company of any actual or suspected / alleged breach of the Anti-Bribery and Corruption Policy ("Policy") involving the Company's Directors or Employees (as defined in the Policy) and cooperate with the Company in any investigation of such a breach;
- c) We shall take proactive steps to ensure that our employees shall not indulge in any act of corruption and abuse of power in any dealings concerning the Company;
- d) We acknowledge that the provisions as stated in this declaration form shall constitute part of the terms and conditions of our appointment and / or contract of service and, if we are found to have breached the Policy, the Company has the right to immediately suspend or terminate the contract / agreement and disqualify us from tendering for future contracts without any liability whatsoever on the part of the Company to the Associated Third Party. This is without prejudice to any other rights or remedies that the Company may have or any other appropriate action which the Company may seek under the terms of the applicable tender/contract or applicable laws and regulations;
- e) We confirm that we have been provided with a copy of the Policy and undertake to abide by the provisions of the Policy directly or indirectly applicable to us.

*\* Please delete where not applicable.*

Declared by,

\_\_\_\_\_  
Name of Authorised Signatory:  
NRIC / Passport No. :  
Designation :  
Company :  
Date :  
Company Stamp :





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Annex B



**EMPLOYEE INTEGRITY PLEDGE**

I ..... (NRIC No: .....) solemnly swear and  
pledge as employee that I :-

- a) Shall always comply to all terms, conditions and rules under any provision of law and procedure, including but not limited to the Code of Conduct and Business Ethic 2019, the Anti-bribery and Corruption Policy, Whistle Blowing Policy, the MACC Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018;
- b) Shall not conduct or involved in fraudulent, misappropriation, making false declaration, give and / or receive bribes to obtain benefits from any parties;
- c) Shall not tolerate and reject all forms of corruption and abuse of power, and shall give full cooperation to the Company or the authority in preventing corruption and abuse of power;
- d) Shall adopt a code of ethic to ensure ethical behavior and take appropriate action for any transgressions of the code;
- e) Shall instantly report any form of corruption and abuse of power by any parties, utilizing the Company's Whistle Blowing Policy or to the Malaysian Anti-Corruption Commission.
- f) Any infringement of the Policy shall be constituted a serious misconduct or offence that warrants a disciplinary action up to and including dismissal against the offender.

Signed by;        ) .....  
 Name;            )  
 Designation;    )  
 Date;             )

Witnessed by;  
 Signed ;         ) .....  
 Name;            )  
 NRIC No;        )  
 Designation;    )  
 Date;             )