

WOODLANDOR HOLDINGS BERHAD ANTI BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- 1.1. Woodlandor Holdings Berhad (“WHB” or the “Company”) and its subsidiaries (collectively the “Group”) recognise the importance of establishing and upholding good corporate governance and is committed to conducting its business in accordance with the highest ethical standards in compliance with all applicable laws, regulations and guidelines.

2. POLICY STATEMENT

- 2.1. In line with our commitment, the Group is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery or corruption is prevented. The Group is committed to the eradication of bribery and corrupt activities in the conduct of our business. The Group is committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.
- 2.2. The Group will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. All member companies of the Group are bound by the laws in Malaysia relating to anti-bribery and corruption including the Malaysian Anti-Corruption Commission (MACC) Act, 2018 and other anti-bribery laws and provisions in countries in which they operate, in regard to its conduct both at home and abroad.
- 2.3. The Group recognises that if any of its member company is discovered to have taken part in corrupt activities, the member company or the Group may be subjected to fines, be excluded from doing business with its customers, and face serious damage to its reputation. In Malaysia, bribery and corruption are punishable under the MACC Act, 2018 by not less than 10 times the value of the gratification or RM1mil, whichever is higher, or be subjected to imprisonment not exceeding 20 years, or to both. It is with this in mind that the Group is committed to preventing bribery and corruption in its business, and take its legal responsibilities seriously.

3. OBJECTIVES

- 3.1. This anti-bribery and corruption policy (“Policy”) exists to set out the Company and the Group’s responsibilities and those who work within the Group with regard to observing and upholding its zero-tolerance position on bribery and corruption.
- 3.2. This Policy also exists to act as a source of information and guidance for those working for the Group. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

4. APPLICABILITY

- 4.1. This Policy applies to all Board and/or Committee members, employees (whether temporary, fixed-term, or permanent), trainees, seconded staff, casual workers, agency staff, interns, agents of the Group (collectively “Employees”) or any other person or persons associated with any member of the Group (including third parties), no matter where they are located.
- 4.2. In the context of this Policy, third-party refers to any individual, organization or entity the Group meets and works or transacts with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.
- 4.3. Any arrangements we make with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

5. DEFINITION OF BRIBERY

- 5.1. Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- 5.2. A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 5.3. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 5.4. Bribery is illegal. All Employees and associated persons must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the line manager or the General Manager of the respective company.

6. WHAT IS ACCEPTABLE AND NOT ACCEPTABLE

- 6.1. This section refers to 4 main areas in relation to the application of the Policy:
 - Gifts and hospitality;
 - Facilitation payments;
 - Political contributions; and
 - Charitable contributions.

6.2. Gifts and Hospitality

Normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) are acceptable so long as the giving or receiving of gifts meets the following requirements:-

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is in compliance with local law.
- It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- It is appropriate for the circumstances (e.g. giving small gifts around festive season or as a token of appreciation).
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.

6.3 The Group recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

6.4 Facilitation Payments and Kickbacks

The Group recognises that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action.

Kickbacks are typically made in exchange for a business favour or advantage.

The Group recognises that, despite strict policy against facilitation payments and kickbacks, the Employee may face a situation where avoiding a facilitation payment or kickback may severely disrupt or adversely impact the operations or put their/their family's personal security at risk.

Under these circumstances, the following steps must be taken:

- Keep any amount to the minimum.
- Ask for a receipt, detailing the amount and reason for the payment.
- Create a record concerning the payment.
- Report this incident to your line manager.

6.5 Political Contributions

The Group will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

6.6 Charitable Contributions

The Group encourage the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the line manager or the General Manager of the respective company.

7. EMPLOYEES RESPONSIBILITIES

- 7.1. Employees of the Group are required to read, understand, and comply with the information contained within this Policy and any other anti-bribery and corruption briefing or information that may be provide by the Group.
- 7.2. All Employees have the responsibility for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.
- 7.3. If any Employee breaches this Policy, they may face disciplinary actions which may include dismissal for gross misconduct. We have the right to sanction or terminate a contractual relationship with any involved persons if they breach this Policy.

8. REPORTING OF VIOLATIONS

- 8.1 This section of the Policy covers 3 areas:
 - How to raise a concern.
 - What to do if you are a victim of bribery or corruption.
 - Protection

8.2 How to raise a concern

Employees are encouraged to raise their concerns as soon as possible if they suspect that there is an instance of bribery or corrupt activities occurring in relation to any of the Group companies.

If there is uncertainty about whether a certain action or behavior can be considered bribery or corruption, Employees are to refer to their line manager or the General Manager of the respective company.

The Group will familiarise all Employees with its Whistleblowing Policy and procedures so that the Employees can vocalise their concerns swiftly and confidentially.

8.3 What to do if you are a victim of bribery or corruption

Employees are to report to their line manager or General Manager of the respective company if they are offered or asked to make a bribe by anyone or if they suspect that they may be bribed or asked to make a bribe in the near future or if they are a victim of another corrupt activity.

8.4 Protection

The Group will support anyone who raises concerns in good faith under this Policy, even if investigation finds that they were mistaken.

The Group will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

If an Employee has reason(s) to believe that he/she has been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, the Employee should inform his/her line manager or the General Manager of the respective company immediately.

9 TRAINING AND COMMUNICATION

9.1 The Group will provide training on this Policy as part of the induction process for all new Employees. Employees will also receive regular, relevant training on how to adhere to this Policy, and will be asked annually to formally accept that they will comply with this Policy.

9.2 The Group's anti-bribery and corruption policy will be clearly communicated to all suppliers, contractors, business partners and any third-parties at the outset of business relations, and as appropriate thereafter.

9.3 The Group will provide relevant anti-bribery and corruption training to Employees. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

10 RECORD KEEPING

10.1 The Group will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. The Group will keep a written record of the amount and reason for hospitality or gifts accepted and given.

11 MONITORING AND REVIEW

11.1 The Board of Director/ General Manager of the respective operating subsidiaries are responsible for monitoring the effectiveness of this Policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.

11.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.

11.3 Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this Policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the compliance manager.

11.4 This Policy may be amended at any time so to improve its effectiveness at combatting bribery and corruption.

11.5 The Antibribery And Corruption Policy was reviewed and approved on 1 June 2020.