D & O GREEN TECHNOLOGIES BERHAD

Company No 200401006867 (645371-V)

ANTI-BRIBERY AND CORRUPTION POLICY

A) Objective

To uphold the highest standards of integrity by establishing adequate procedures as well as policies and controls to ensure complying with the principle of zero-tolerance on all forms of bribery and corruption in all business interactions.

This policy generally aims to uphold and provide protection for employees who refuse to pay bribes or participate in acts of corruption and allow them to report instances of bribery confidentially without the fear of reprisal. Penalizing employees solely for refusing to engage in illegal activities goes against these principles.

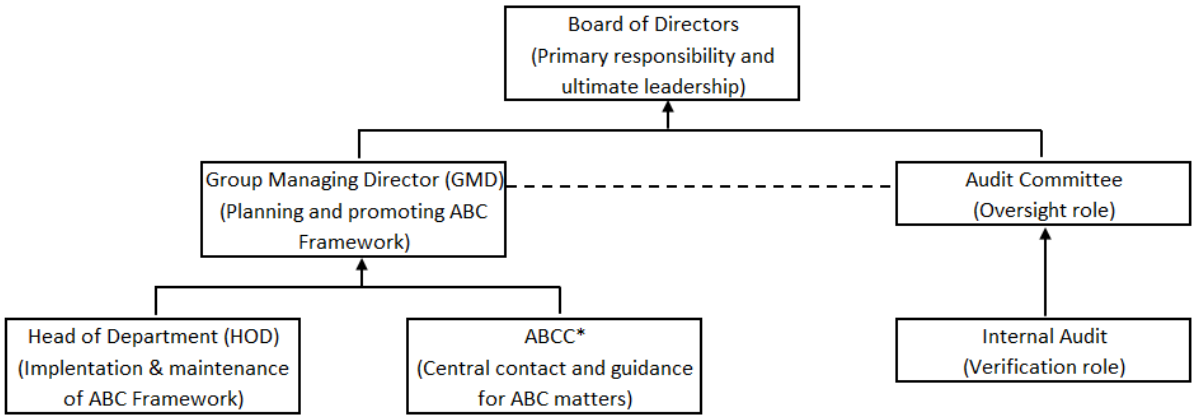
Any conflict between ABC Policy and the laws of the country, the laws of the country shall prevail.

B) Scope

THIS ABC POLICY IS APPLICABLE TO ALL OFFICERS AND EMPLOYEES OF THE GROUP AND CONTROLLED ORGANISATIONS AS WELL AS BUSINESS ASSOCIATES ACTING ON THE GROUP'S BEHALF (hereinafter referred to as "individuals").

Controlled organisation is defined as an entity whereby the Company or any of its subsidiary has the decision-making power over the organisation such that it has the right to appoint and remove the management regardless of the percentage of the voting shares.

C) Governance Structure, Roles and Responsibilities



Anti-Bribery and Corruption Committee (ABCC*)

The ABCC is represented by head of department from Human Resource, Finance, Sales and Purchasing. The ABCC roles and responsibilities are as follows:

i) To provide advice, guidance and training in relation to anti-bribery and corruption to Officers and Employees within the Group;
ii) To oversee the implementation of ABC Policy;
iii) To oversee the risk assessment in relation to bribery and corruption risks of the Group;
iv) To ensure adequate and effective communication of ABC Policy throughout the Group and with all stakeholder groups;
v) To act as recipient of incident-reporting channel, to perform investigation, propose appropriate action to be taken on the incidents reported under the channel;
vi) To protect identity of informer and/or whistleblower as well as protection of informer and/or whistleblower from any form of reprisal;
vii) To monitor activities performed and report to GMD; and
viii) To document all anti-bribery and corruption activities and meetings within the Group.

ABCC is vested with the following authorities:

- have full access to any information which it requires while performing its duties;
- have direct communication channels with Group Managing Director, the Audit Committee and the Board, as the case may be, to obtain information and feedback in performing its duties;
- delegate the roles and responsibilities of ABCC to competent senior personnel in any departments within the Group, except in relation to incident reporting under incident reporting channel and investigation thereof; and
- to obtain the services of the external professional at the expense of the Group in carrying out its duties.

All members of ABCC shall have an obligation to treat all information received and discussed in carrying out its duties and responsibilities in a confidential manner.

Responsibilities of Officers and Employees

Individuals are required to carry out those responsibilities and obligations relating to the Group's anti bribery and corruption stance, alongside that already in existence, which include the following:

a. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
b. Promptly record all transactions and payment accurately and with reasonable details;
c. Ask the ABCC if any questions about this policy arise or if there is a lack of clarity about the required action in a particular situation;
d. Always raise suspicious transactions and other 'red flags' to immediate superiors for guidance on the next action;
e. Be alert to indications or evidence of possible violations of this policy;
f. Promptly report violations or suspected violations through appropriate channels;
g. Attend required anti-bribery and corruption training as required;
h. Not misuse their position or the Group's name for personal advantage;
i. Refrain from engaging in any form of dishonesty, improper influence or corrupt practices, such as offering bribes or making promises or payments to obtain personal benefits; and
j. Avoid from receiving any gifts from external parties except for corporate gifts within appropriate boundaries especially individuals involved in tender exercise or procurement process.

HODs have a particular responsibility to ensure that the ABCC requirements are complied with within their department or functions and to monitor compliance with the policy.

D) Risk Assessment

The risk assessment process shall be governed by the Risk and Opportunity Management Policies and Procedures approved by the Board and shall be performed by the Company and individual subsidiaries.

E) Scope of Bribery and Corruption

Bribery is a specific form of corruption that involves the offering, giving, promising, accept, agree to accept or soliciting of something of value, typically money, gifts, or favors, to influence the actions or decisions of an individual in a position of authority or power.

The Group operates in various countries around the world with diverse practices, laws and cultures. The relevant Controlled Organisation have its own Anti-Bribery and Corruption Standard Operating Procedure adapted and consistent with the objectives and principles of this Policy after taking into consideration local laws, customary practices, standards of living and cultures, subject to review of ABCC and approved by the Controlled Organisation's Managing Director.

1. Gift Policy

The Group has adopted a **"No Gift" policy** whereby, subject only to exceptions listed in this policy, individuals are prohibited from directly or indirectly receiving or providing gifts.

It is the responsibility of the individuals to inform all parties involves in any business dealings with the Group that the Group practices a **"No Gift" Policy** and to request the external party's understanding for and adherence with this policy.

There are certain types of gifts which are never permissible and should immediately refuse if it involves the below (including but not limited to):

- Any gifts of cash or cash equivalent. Cash equivalent could be in the form of vouchers, discounts, coupons, gift cards, etc;
- Any gift that would be illegal or in breach of local or foreign bribery and corruptions laws;
- Any gift which is lavish or excessive that may adversely affect the reputation of the Group;
- Any gift which is given in conflict of interest situation *(Refer to item 4 Conflict of Interest / Personal Interest / Gratification);* or
- Any gift that comes with a direct / or indirect suggestion, hint, understanding or implication that in return for the gift some expected or desirable outcome is required.

Receiving or Providing Gifts

Receiving or providing a gift on behalf of the Company or Controlled Organisation is allowed only in very limited circumstances where declaration must be made and approval is obtained.

In the event if receiving of gift is not approved, the gift must be politely returned with a note of explanation about the Company's "No-Gift Policy".

Receiving or providing gifts are permitted in the following situations:-

i) Exchange of gifts at the Company-to-Company level;

ii) Token gifts received or given out during events such as conferences, official visit, exhibitions, training, job fair, cultural celebrations, funeral, etc and deemed as part of the Group's brand-building or promotional activities;

iii) Gifts from the Group to individuals in relation to an internal or externally recognised Company function, event and celebration; or

iv) Gifts to external parties (mainly for monetary gifts or gifts in-kind to charitable organizations) who have no business dealings or future business dealing(s) in the foreseeable future with any Controlled Organisation or the Company.

2. Entertainment and Corporate Hospitality

Any entertainment and corporate hospitality activities that would involve public officials shall require approval from the individual subsidiary Managing Director or Group Managing Director.

Certain types of entertainment and corporate hospitality activities are never permissible and employee should immediately refuse if the entertainment and/or corporate hospitalities:

a) comes with a direct/indirect suggestion, hint, understanding or implication that in return for the entertainment and corporate hospitality provided some expected or desirable outcome is required;
b) is illegal or in breach of local or foreign laws;
c) would be perceived as extravagant, lavish, and excessive or may adversely affect the reputation of the Group; or
d) is sexually oriented or may otherwise tarnish the reputation of the Group.

Individuals are strictly prohibited from receiving, providing or offering to provide entertainment and corporate hospitality with a view to improperly cause undue influence on any party in exchange for some future benefit or results.

3. Travelling Benefit

Receiving or providing any form of travelling benefit from/to customers, suppliers or business associates are only permitted (restricted to the necessary travel, accommodation and meal expenses), if it does not result in conflict of interest situation, approval obtained and in order to facilitate the products and services provided by the Group to its customers for customer's satisfaction.

The following travelling benefit are prohibited:

a) receiving or provision of holiday or recreational expenses;
b) receiving or provision of travelling expenses of family members or friends of individuals; or
c) receiving or provision of travelling benefit that would be illegal or in breach of any local or foreign bribery laws.

Providing any travelling benefit to public officials shall require approval from the individual subsidiary Managing Director or Group Managing Director.

4. Conflict of Interest / Personal Interest / Gratification

All individuals must avoid situations in which personal interest could conflict with their professional obligations or duties and must not use their position and authorities, the Group's resources and assets, or information available to them for personal gain or for the benefit of the person connected to such person (including their friends) or to the Group's disadvantage.

This include but not limited to:

- Instructing Officers or/and Employees to carry out activity(ies) for any gratification that is not related to the Group day-to-day business operation;
- Instructing Officers or/and Employees to carry out activity(ies) for any gratification that is not within employees benefits entitlement defined by Human Resource Department; or
- Carrying out instructions from higher authority to conduct inappropriate activities.

5. False Claim

All individuals must avoid making false claim under any circumstances. A false claim typically refers to making a misleading or dishonest statement or representation with the intention of influencing a bribe or covering up a bribe. It includes but not limited to providing false information, making false representation, making false assertions, making false justification/rationale or making false reporting to deceive or mislead others involved in the bribery or corruption.

6. Corporate Social Responsibility / Donation / Sponsorship

All charitable donations, contributions and sponsorship provided by the Group must be compatible with our business activities and reflect the Group's commitment to operate in an ethical manner.

Charitable donations or sponsorship may only be made to a properly established charity or organization (subject to approval from ABCC and Group Managing Director or individual Controlled Organisation's Managing Director) where:

- There is a valid charitable purpose for the donation and the donation or sponsorship is not prohibited by local law;
- The donation or sponsorship is not made to secure an improper business advantage;
- The transaction is properly recorded as a 'donation' or 'sponsorship'; and
- Human Resource Department shall perform a know-your charity organization due diligence on a case-to-case basis and report to the Group Managing Director before conducting any charity donations or sponsorship activities.

The Group does not make political donations and the Group is not affiliated with any political party, independent candidate or with any other organization whose activities are primarily political.

Officers and Employees are free to make personal donations provided such payments are not purposely made on behalf of the Group and are not made to obtain any form of advantage in any business transaction.

7. Facilitation Payment / Kickback

All individuals must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. Facilitation payment or kickback is defined as illegal payments made with a motive to expedite some action or performance and to garner preferential treatment which can be perceived as a small bribe.

8. Money Laundering

All individuals must not be involved, directly or indirectly in any money laundering activities. Money laundering include activities such as overstating or understating the value of goods or services, manipulate invoices or use fraudulent shipping or import/export documents in attempt to manipulate trade transaction. This may involve moving money across borders through multiple transactions to create layers of financial transactions and obscure the money trail.

9. Dealing with Public Officials and Political Exposed Person

All individuals must not offer, promise, give anything which might reasonably be regarded as a gift, entertainment, corporate hospitality, CSR programme, donation, sponsorship to Public Officials or Political Exposed Person or Person Connected to them unless it is permissible under the applicable laws and regulations and subject to approval from the individual subsidiary Managing Director or Group Managing Director.

10. Lobbying

Lobbying is defined as any direct or indirect communication with public officials, political decision-makers or representatives for the purposes of influencing public decision-making and carried out by or on behalf of any organised group.

All individuals must not participate in any lobbying activities and must not offer, promise, give anything which might reasonably be regarded as lobbying fees.

11. Recruitment and Background Check of Officer and Employee

The Group recognizes the importance of integrity in its Officers and Employees. Human Resource Department shall perform employee background check on position deemed sensitive during recruitment process and other recruitment procedure accordingly to Human Resource Department standard operating procedure before proceeding with any recruitment.

The Group must not offer employment to prospective personnel in return for their having improperly favored the Group in a previous role.

F) Financial & Non-Financial Controls / Record Keeping

All provision or receiving of gifts, entertainment and hospitality as well as promotional or marketing payments, charitable contributions, donations and sponsorships must be properly declared, approved and recorded. All documents and records must be retained for 7 years.

G) Advice and Speak-Up Channel

i. Advice Channel

If the individuals are unsure of any actual, potential or perceived conflict of interest, they should consult ABCC for advice.

ii. Speak-Up Channels

Speak-Up Channels consists of two independent channels:

a) **ABCC** – Individuals may report incident directly to any ABCC members and investigation will be carried out to determine appropriate action to be taken. In the event where the members of ABCC are involved directly or indirectly in the incident reported, they will be excluded from the investigation process to ensure uncompromised investigation.

b) **Whistleblowing Channel** – report the incident directly to the Audit Committee at auditcommittee@do.com.my

All members of ABCC or Audit Committee shall have an obligation to treat all information received and discussed in carrying out its duties and responsibilities in a confidential manner.

H) Incident Management

- Incident management is a procedure to anticipate and manage incidents promptly, thoroughly and efficiently. When ABCC or Audit Committee received information or allegation of an incident, they should report the incident to Board of Directors. The whole investigation process will be conducted by Audit Committee with support from Management.

- ABCC and Audit Committee needs to ensure that the identity of the informer is kept confidential and protected from any reprisal, including any form of harassment and victimisation.

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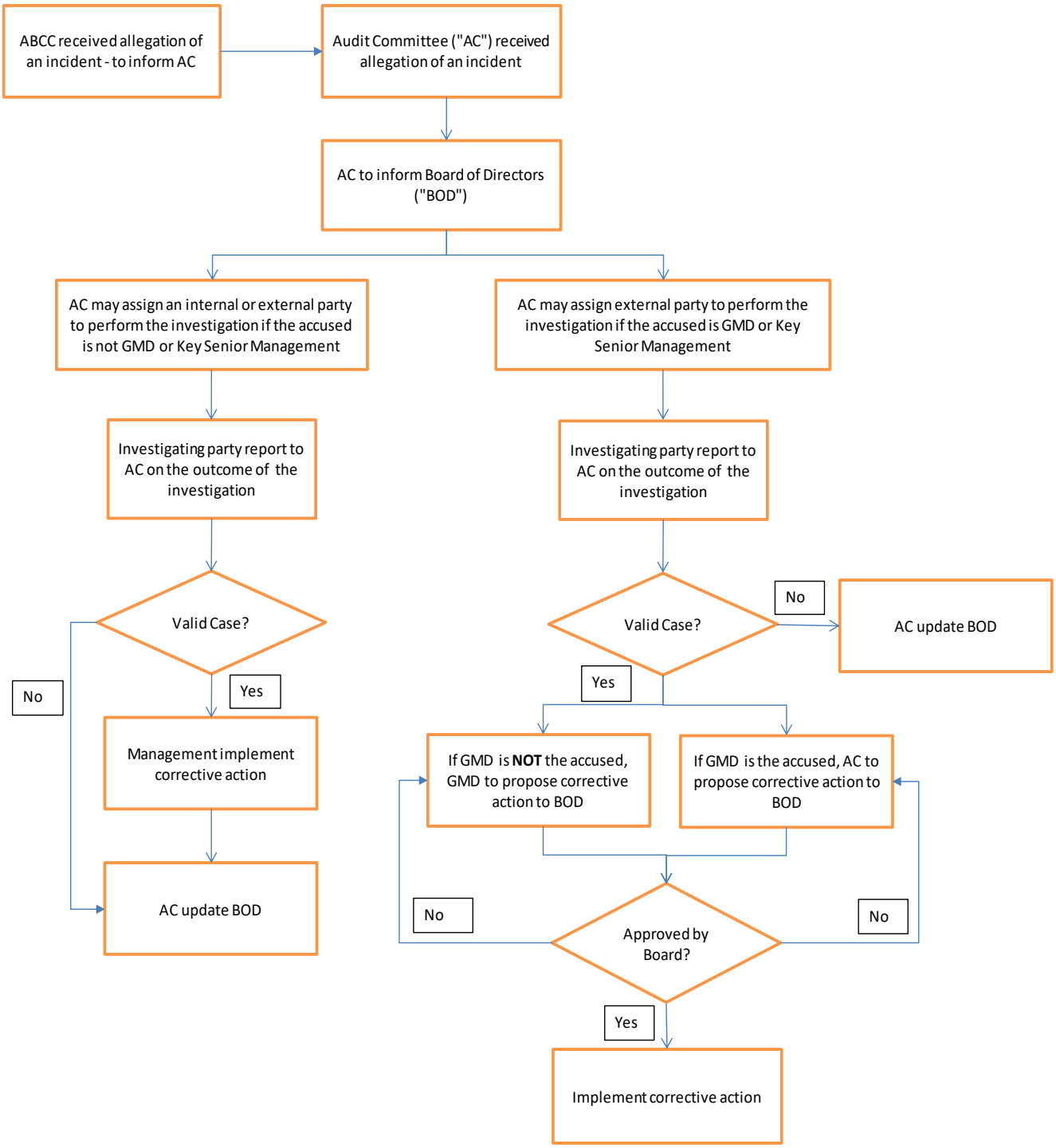
Allegation of Incident to Audit Committee



I) Training and Communication

Refresher training shall be provided once every three (3) years or as and when the Head of Human Resource or ABCC deem fits. All employees shall be given appropriate briefing upon employment on the Group's ABC Policy.

The Group shall communicate to Business Associates on the Group's ABC Policy and the expectation that Business Associates shall comply with all applicable bribery and corruption laws and regulations.