



**PGF CAPITAL BERHAD**  
**ANTI-BRIBERY & CORRUPTION**  
**POLICY**

(Version 1: approved on 20 January 2025)

## **1. Introduction**

- 1.1 **PGF CAPITAL BERHAD** (“PGF”) has established and adopted this Anti-Bribery and Corruption Policy (“ABC Policy”). PGF and its subsidiaries is committed to conducting the business ethically, as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission 2009 and any of its amendments that may be made by the relevant authority from time to time.
- 1.2 This Policy provides principles, guidelines and requirements on how to deal with bribery and corrupt practices that may arise in the course of daily business and operation activities within PGF and its subsidiaries.
- 1.3 Unless otherwise stated, any references to “we”, “us” and “our” in this Policy are to our Company and our subsidiaries taken as a whole.

## **2. Purpose**

The purpose of this policy is to:

- 2.1 set out our responsibilities to comply with laws against bribery and corruption;
- 2.2 ensure that PGF and its subsidiaries has adequate procedures in place to prevent and detect bribery and corruption;
- 2.3 provide information and guidance to those working for PGF and its subsidiaries on how to recognize and deal with bribery and corruption issues; and
- 2.4 protect PGF and its subsidiaries against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behavior.

## **3. Scope**

- 3.1 This Policy applies to all individuals working for PGF and its subsidiaries at all levels and grades. This includes Directors, Senior Management, managers, employees (collectively the “Employees”) who are employed full time, on probation, contractually or temporarily by PGF, and the Board and any third parties associated with us.
- 3.2 The associated third parties shall refer to any individual or organization that an associate may come into contact during the course of his/her engagement with PGF and its subsidiaries 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 (hereafter together defined as “Associated Third Parties”).

## **4. Definitions**

- 4.1 **“Bribe” or “Gratification”** is defined in Malaysian Anti-Corruption Commission Act 2009 as:
- 4.2 **“Corruption”** is the act of giving or receiving any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/ her job description.
- 4.3 **“Facilitation Payments”** means a small sums or bribe, unofficial payment made to secure or expedite the performance of a routine action by the Board, the Employees, and the Associated Third Parties.
- 4.4 **“Kickbacks”** meaning any forms of payment intended as compensation for favourable treatment or other improper services. This includes the return of a sum already paid or due as a reward for awarding of furthering business.

## **5. Our Principles**

- 5.1 We take a zero-tolerance approach to corruption and bribery.
- 5.2 We conduct all our business in an honest, ethical and transparent manner. We are committed to acting professionally, fairly and with integrity in all our relationships and business dealings in accordance with our Code of Business Conduct and Ethics Policy, and to implement and enforce effective system to counter bribery.
- 5.3 We will uphold all laws relevant to countering corruption and bribery. We remain bound by the laws of Malaysia, including the Malaysian Anti-Corruption Commission Act 2009 and any of its amendments or re-enactments that may be made by the relevant authority from time to time in respect of our conduct both at home and abroad.
- 5.4 To address these risks, we have taken the following steps:
- 5.4.1 Implement this policy
  - 5.4.2 Perform regular corruption risk assessment on our operations and review the findings;
  - 5.4.3 Take steps to implement training programmes for all individuals operating in areas of the organization that are identified as high risk; and
  - 5.4.4 Regular review and update to this Policy.
- 5.5 PGF and its subsidiaries pledges to conduct business that is always free from corruption and in accordance with the Anti-Corruption Principles for Corporations in Malaysia.

## **6. Corruption, Gifts, Benefits and Entertainment**

- 6.1 All individual who are subject to this Policy shall NOT:
- 6.1.1 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;

- 6.1.2 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;
  - 6.1.3 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
  - 6.1.4 Engage in any activity that might lead to a breach of this Policy.
- 6.2 All individual who are subject to this Policy are dehorted from accepting or receiving Gifts, Entertainment and Other Benefits from a third party or stakeholder of the Company that might create a sense of obligation and compromise their professional judgement or create the appearance of doing so.
- 6.3 All individual who are subject to this Policy shall not accept or receive any Gift, Entertainment and Other Benefits 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, Entertainment and Other Benefits are presented in good faith and below a monetary value of equivalent to RM500, which may be directly or indirectly offered as a result of or in anticipation of the Board's, employee's and Associated Third Party's position or performance of duties with the Company or for cultivating good business relationship.
- 6.4 All individual who are subject to this Policy shall exercise proper care and judgement in respect of giving or receiving any Gifts, Entertainment and Other Benefits on a case-to-case basis.
- 6.5 All Employees shall behave in a manner consistent with the general principles set out below:
- 6.5.1 Conscientiously maintain the highest degree of integrity;
  - 6.5.2 Always exercise proper care and judgment;
  - 6.5.3 Avoid conflicts of interest;
  - 6.5.4 Refrain from taking advantage of position or exercising authority for personal interest at the expense of Group; and
  - 6.5.5 Comply with applicable laws, regulations and policies and procedures.
- 6.6 All individual who are subject to this Policy shall take into consideration the impact of their actions with regards to how their actions are perceived (ie. Influencing their decision) and its impact towards the business operations of the Company prior to giving or accepting any Gifts, Benefits and/or Entertainment.
- 6.7 We encourage the use of good judgement when giving or accepting the Gifts, Benefits and Entertainment. All the Benefits including Gifts and Entertainment must be:
- 6.7.1 Reasonable in value;
  - 6.7.2 Infrequent in nature;
  - 6.7.3 Transparent and open;
  - 6.7.4 Not given to influence or obtain an unfair advantage; and
  - 6.7.5 Respectful and customary

## **7. Facilitation Payment and Kickbacks**

- 7.1 We do not make and will not accept Facilitation Payments or Kickbacks of any kind. All associates must avoid any activity that might lead to Facilitation Payments or Kickbacks being made or accepted.
- 7.2 Any individual with any suspicious, concerns or queries regarding a payment made on our behalf or improper business practices, he or she should raise these by reporting to the Company via the channel as outlined in our Whistleblowing Policy

## **8. Associated Third Parties and Procurement Process**

- 8.1 We had processes and adheres to the system of internal controls on supplier selection. Supplier selection should never be based on receipt of the Gifts, Benefits, Entertainment or Hospitality.
- 8.2 Bidding process is open to all qualified bidders and no parties having the unfair advantage of separate, prior, close-door negotiations for a contract.
- 8.3 Selection of supplier shall subject to clear adherence to this Policy and compliance with PGF Code of Business Conduct and Ethics.
- 8.4 Appropriate assessment of new suppliers' selection such as the inclusion of corruption risk assessment shall be conducted to individuals or third parties to ensure the business and background of the potential business partners are free from bribery elements or conflict of interest prior to procurement process.

## **9. Political Donations and Contribution**

We do not make charitable donations or contributions to political parties. Whilst our Employees and the Associated Third Parties acting in their personal capacity as citizens are not restricted to make any personal political donations, PGF and its subsidiaries will not make any reimbursement for these personal political contributions back to its Employees or the Associated Third Parties.

## **10. Responsibilities**

- 10.1 The Board has oversight of this Policy. The Executive Director and the Management are responsible for ensuring the compliance with this Policy. Every manager and employee are required to be familiar with and comply with this Policy.
- 10.2 We have a zero-tolerance approach to corruption and bribery. Any violation of this Policy will be regarded as serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.

- 10.3 Any individual and employee with any suspicious, concerns or believes regarding a violation with this Policy has occurred or may occur in future, should raise up, notify and shall make report to the Company via the channel outlined in our Whistle Blowing Policy.
- 10.4 An employee will be accountable individually whether he or she pays a bribe himself or herself or whether he or she authorizes, assists or conspires with someone else to violate the Policy. Punishment for violating the law is against him/her as an individual and may include imprisonment, probation, mandated community service and monetary fines and others which will not be paid by PGF and its subsidiaries.

## **11. Record Keeping**

- 11.1 We must keep all financial records and have appropriate internal controls in place which will evidence, substantiate and justify that business reason for making payments to, and receiving payments from, third parties.
- 11.2 We must ensure all expenses claims relating to gifts or entertainment made to third parties are submitted in accordance with the Company's reimbursement procedures and/or applicable policy and specifically record the reason for such expenditure. All the parties shall further ensure that all expense claims shall comply with the terms and conditions of this Policy.
- 11.3 All documents, accounts and records relating to dealings with 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.

## **12. Confidentiality**

- 12.1 Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 12.2 We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this Policy in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.
- 12.3 PGF Whistle Blowing Policy is available for any individual who shows genuine concern regarding any corrupt and bribery activity within PGF by filing a complaint with appropriate and guided procedure.

### **13. Awareness**

- 13.1 PGF and its subsidiaries will on a continuing basis provide specific and regular briefing on this Policy, and on anti-corruption and bribery laws and on how to implement and comply with this Policy, for all new and existing Employees.
- 13.2 Our zero-tolerance approach to corruption and bribery must be communicated to all the Associated Third Parties at the outset of our business relationship with them and as appropriate thereafter. Wherever possible, all the Associated Third Parties should be sent a copy of this Policy at the outset of the business relationship or shall always refer to this Policy published on PGF website at [www.pgfcapital.com.my](http://www.pgfcapital.com.my)

### **14. Consequences of a breach**

- 14.1 Breach of this Policy by any PGF Employees and Associate Third Parties will be regarded as serious misconduct. PGF Employees and Associate Third Parties may be subject to disciplinary action, which may include termination of employment. In addition to breaching this Policy, PGF Employees and Associate Third Parties may be exposed to personal liability or criminal liability at law if they engaged in any Improper Acts that are illegal.
- 14.2 Any conduct which is not in accordance with the principles set out in this Policy and Guidelines will be dealt according to applicable local laws.