



MR D.I.Y. GROUP (M) BERHAD

ANTI-BRIBERY AND CORRUPTION POLICY

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ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- 1.1 Many countries have laws that prohibit people and companies from engaging in corrupt conduct regardless whether it is committed inside or outside the country and Malaysia is no exception. MR D.I.Y. Group (M) Berhad and its group of companies (“**MR. D.I.Y.**”) is committed to operating within the law and as such this Anti-Bribery and Corruption Policy (“**ABC Policy**”) is one of the initiatives taken by MR. D.I.Y. to ensure its compliance with Malaysian laws in the course of its business.
- 1.2 The introduction of Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”), which takes effect on 1 June 2020, enables commercial organizations and associated persons to be subjected to legal proceedings should the person associated with the commercial organization commits corruption offences. Upon conviction, a commercial organization may be liable to a fine of not less than ten (10) times the value of the gratification in question or RM1,000,000.00, whichever is higher, or to imprisonment for a term not exceeding twenty (20) years, or to both; person who committed an offence of giving or accepting gratification may be liable to a fine of not less than five (5) times the value of the gratification in question or RM10,000.00, whichever is higher, or to imprisonment for a term not exceeding twenty (20) years, or to both.
- 1.3 MR. D.I.Y. holds a zero-tolerance position against all forms of bribery and corruption. This is similarly expressed in the Code of Conduct. MR. D.I.Y. is committed to conducting all its business dealings with the highest standards of ethics and integrity and avoiding practises of bribery and corruption of all forms in its daily operations. As such, MR. D.I.Y. expects the same commitment from all MR. D.I.Y. Personnel, Business Associates and Third Parties.
- 1.4 This ABC Policy provides an overview of MR. D.I.Y.’s position regarding bribery and corruption. It elaborates and provides guidance to all whom this policy applies to on how to address improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business.
- 1.5 It is intended that this ABC Policy apply to all MR. D.I.Y. Personnel as well as any Business Associates and Third Parties that MR. D.I.Y. has dealings with.

2. OBJECTIVE

- 2.1 This ABC Policy is intended to fulfil the requirements set forth in the Guidelines on Adequate Procedures issued by the Prime Minister's Office pursuant to Section 17A(5) of the MACC Act.
- 2.2 This ABC Policy provides an overview of MR. D.I.Y.'s position regarding bribery and corruption. It is intended to provide information and guidance on how MR. D.I.Y. combats bribery and corruption and as to the standards of behaviour that have to be adhered with in furtherance of MR. D.I.Y.'s commitment to lawful and ethical behaviour at all times.
- 2.3 This Policy is not intended to provide definitive answers to all questions regarding bribery and corruption. Therefore, if there is any doubt about the scope of applicable laws or the application of this ABC Policy, reference must be made to the Legal Department.

3. APPLICABILITY

- 3.1 This ABC Policy is intended to apply to every MR. D.I.Y. Personnel regardless of their position or role in MR. D.I.Y.
- 3.2 Although this ABC Policy is specifically written for the Employees and Directors of MR. D.I.Y., MR. D.I.Y. expects that Business Associates acting on MR. D.I.Y.'s behalf will comply with this ABC Policy when performing such works or services.
- 3.3 This ABC Policy applies to all Business Associates and Third Parties that are currently engaged with MR. D.I.Y. or have intentions to engage with MR. D.I.Y. in the future.
- 3.4 MR. D.I.Y. is responsible to communicate this ABC Policy to their Employees, Directors, Business Associates and Third Parties engaging with MR. D.I.Y. This ABC Policy must be communicated to both internal and external parties. As part of its efforts to communicate this ABC Policy, MR. D.I.Y. will circulate the said policy by way of email on a periodical basis and to make the said policy easily available to both internal and external parties be it through MR. D.I.Y.'s website or any other similar platforms.
- 3.5 If a law conflicts with a policy as set out in this ABC Policy, the law shall prevail and be complied with. If a provision in this ABC Policy is perceived to be in conflict

with the law in your jurisdiction, kindly consult with the Legal Department rather than disregard this ABC Policy without prior consultation. However, if a local custom or policy conflicts with this ABC Policy, you are called upon to comply with this ABC Policy. If you have any questions about any of these conflicts, please consult the Legal Department.

4. REFERENCES

4.1 The following shall be read together with this ABC Policy:

- (a) Code of Conduct;
- (b) Employee Handbook;
- (c) Gifts and Entertainment Policy;
- (d) Payroll Department Standard Process and Job Function;
- (e) Whistleblowers Policy;
- (f) Corporate Social Responsibility Standard Operating Procedures;
- (g) Standard Operating Procedure on Managing Grievance; and
- (h) Standard Operating Procedure on Advertising and Promotion.

5. DEFINITIONS

5.1 “**ABC Policy**” refers to this Anti-Bribery and Corruption Policy.

5.2 “**Bribery and Corruption**” under the MACC Act means any action which would be considered as an offence of offering, giving, promising, receiving or soliciting ‘gratification’ or something of value in an attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation.

5.3 “**Gratification**” is defined in the MACC Act to mean the following –

- (a) 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;

- (b) any offence, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money's worth or valuable thing;
- (f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or 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
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

5.4 “**Employees**” means any individual employed by MR. D.I.Y. including full time, probationary, contract and temporary staff.

5.5 “**Directors**” means any executive or non-executive director of MR. D.I.Y.

5.6 “**Business Associates**” includes contractors, subcontractors, consultants, agents, representatives, tenants, intermediaries and others performing work or services for and/or acting on behalf of MR. D.I.Y.

5.7 “**Third Parties**” means any party currently engaged with MR. D.I.Y. or have intentions to engage with MR. D.I.Y. in the future.

5.8 Any reference to “**MR. D.I.Y.**” includes every member and subsidiary of MR D.I.Y. Group (M) Berhad.

5.9 Any reference to “**MR. D.I.Y. Personnel**” includes all individual who work for MR. D.I.Y., including Employees and Directors.

- 5.10 Any reference to “**you**” in this ABC Policy refers to any person to whom this ABC Policy applies. Where more specific references are used (such as “Employee”), the more specific reference is intended.
- 5.11 “**Facilitation Payment**” refers to a small, unofficial payment made to a low-level or mid-level Government Official to expedite or secure a routine, non-discretionary governmental action that does not involve the exercise of judgment by the Government Official which includes payment to obtain permits, licenses or other official documents, processing government papers, providing utilities and others.
- 5.12 “**Gifts**” refers to any item of value, other than Entertainment, including but not limited to payments in any form, jewellery, food or beverage, flowers, employment and any other type of advantage or thing of value.
- 5.13 “**Entertainment**” refers to benefits which includes but is not limited to travel, sport, events, concerts, theatres, vacations, use of corporate assets and other similar functions and events.
- 5.14 “**Donation**” refers to charitable contributions or payments made to support the community. Example include corporate social responsibility events.
- 5.15 “**Sponsorship**” refers to any financial or in-kind support for an event, person or organisation provided by MR. D.I.Y. by paying money or providing goods, services, or other consideration in return for the opportunity to promote MR. D.I.Y.’s brand.

6. GENERAL PROHIBITION ON BRIBERY AND CORRUPTION

- 6.1 MR. D.I.Y. prohibits all forms of bribery and corruption. This anti-bribery and corruption statement applies equally to MR. D.I.Y.’s business dealings with the private (commercial) or public (government) sector and includes their Employees, Directors, Business Associates and Third Parties.
- 6.2 Bribery and corruption may take the form of anything of value, including but not limited to money, goods, services, property, privilege, employment position or preferential treatment.
- 6.3 MR. D.I.Y. Personnel, Business Associates and Third Parties of MR. D.I.Y. shall not therefore, whether directly or indirectly, offer, give, promise, receive or solicit ‘gratification’ or something of value in an attempt to illicitly influence the decisions

or actions of a person with a position of trust within an organisation, either for the intended benefit of MR. D.I.Y. or the persons involved in the transaction.

7. FACILITATION PAYMENTS

- 7.1 All MR. D.I.Y. Personnel are strictly prohibited from making or accepting, either directly or indirectly, any facilitation payments except in the rare circumstance where there is an actual and imminent threat to the personal health or safety of the said MR. D.I.Y. Personnel if such payment is not made. In dangerous situations like this, you must immediately report to the Head of Department and Legal Department.
- 7.2 All MR. D.I.Y. Personnel shall decline to make or accept the payment. You should immediately contact the Head of Department and Legal Department if you receive a request or if you are offered facilitation payments and/or bribe. In addition, if a payment has been made and you are unsure of the nature, the Head of Department and Legal Department must be notified immediately, and the payment recorded accordingly.

8. GIFTS AND ENTERTAINMENT

(For details kindly refer to the Gifts and Entertainment Policy)

- 8.1 All MR. D.I.Y. Personnel are strictly prohibited from receiving, providing or offering to provide entertainment and gifts with a view to improperly cause undue influence on any party in exchange for some future benefit or result.
- 8.2 MR. D.I.Y. Personnel shall exercise proper care and judgment in respect of giving or receiving Gifts and/ or Entertainment on a case-to-case basis and shall take into consideration the impact of their actions with regards to how their actions are perceived (i.e influencing their decision) and its impact towards the business operations of MR. D.I.Y. prior to giving or receiving any Gifts or Entertainment.
- 8.3 We encourage the use of good judgment when giving or receiving the Gifts and Entertainment. All the benefits including Gifts and Entertainment must be:-
- a) reasonable in value;
 - b) infrequent in nature;
 - c) transparent and open;

- d) not given to influence or obtain an unfair advantage; and
- e) respectful and customary.

9. DONATIONS AND SPONSORSHIPS

- 9.1 MR. D.I.Y. Personnel are prohibited from making donations or sponsorships that could be perceived as bribes or payments to gain an improper business advantage and are to ensure that donations or sponsorships are not used as a cover for bribery or used to circumvent or avoid any of the Malaysian law on bribery and corruption.
- 9.2 MR. D.I.Y. only allow donations and sponsorships for legitimate reasons and as permitted by existing laws and regulations. As such, MR. D.I.Y. must conduct due diligence to ensure that donations to local or foreign-based charities or beneficiaries are not disguised illegal payments to government officials, and must ensure that the charity does not act as a platform to fund illegal activities in violation of international anti-money laundering, anti-terrorism and other applicable laws.
- 9.3 All sponsorships and donations should preferably be offered to organizations rather than individuals.
- 9.4 When receiving any request of donation and sponsorship:-
 - a) all MR. D.I.Y. Personnel must bring such request to the attention of the respective Head of Department; and
 - b) the respective Head of Department shall then forward the request to Corporate Social Responsibility Unit/ Human Resource Management for donation request or to Marketing Department for sponsorship request.

[The details including limitation and approval process are set out in the Corporate Social Responsibility Standard Operating Procedures (for donation request) and Standard Operating Procedure on Advertising and Promotion (for sponsorship request)].
- 9.5 All donations and sponsorships must be evidenced and supported by relevant documents, including request letter and/ or agreement.

9.6 All MR. D.I.Y. Personnel must keep a record of all donations and sponsorships made and to be submitted to the respective Head of Department and Legal Department. These records will then form part of the subject of MR D.I.Y.'s review and audit by the Legal Department.

10. CONDUCTING DUE DILIGENCE

10.1 MR. DI.Y. shall conduct due diligence on all MR. D.I.Y. Personnel, Business Associates and Third Parties in dealings, in particular where there is significant exposure to bribery and corruption risk. The due diligence process should be aimed at obtaining sufficient information in order to assess if there are bribery risk posed by these parties.

10.2 Due diligence is the process undertaken to assess risk by gathering, analyzing, managing and monitoring information about a potential party. Due diligence includes checking the legitimacy and backgrounds of the party before undertaking a new personnel or engaging into a business relationship and monitoring the party throughout the course of the relationship.

A. MR. D.I.Y. Personnel

(For better understanding, this clause must be read together with the MR. D.I.Y.'s Payroll Department Standard Process and Job Function)

10.3 It is the duty of the respective Head of Department or Human Resource Management or interviewer to conduct an appropriate due diligence before onboarding a new MR. D.I.Y. Personnel or in instances of misconduct on the part of a MR. D.I.Y. Personnel as means of ensuring that the potential MR. D.I.Y. Personnel has not been convicted in any bribery or corruption cases or are involved in such activities.

10.4 The respective Head of Department or Human Resource Management or interviewer shall undertake background checks, document verification and conduct interviews where necessary before entering into a formalised relationship with a MR. D.I.Y. Personnel.

10.5 All MR. D.I.Y. Personnel shall certify in writing that they have read, understood and will abide by this ABC Policy. A copy of this declaration shall be documented

and retained Human Resource Management, for the duration of the Personnel's employment.

10.6 If you find or suspect that the potential MR. D.I.Y. Personnel has violated or is about to violate this ABC Policy or applicable law, you must forthwith report the same to the Human Resource Management and Legal Department. Reporting via whistle-blower form is available, kindly refer to the Reporting Channel clause in this Policy and Whistleblower Policy.

B. Business Associates and Third Parties

10.7 All dealings with Business Associates and Third Parties must be carried out in compliance with all relevant laws and consistent with the values and principles of MR D.I.Y.. MR D.I.Y. expects all Business Associates and Third Parties to conduct their affairs with utmost integrity and afford the same standard of compliance to Malaysian laws, especially laws on the prohibition of bribery and corruption, as MR D.I.Y. does.

10.8 Business Associates and Third Parties that violate applicable anti-bribery and corruption laws can put MR D.I.Y. at risk of reputational damage, fines and penalties. As such, it is the duty of the respective Head of Department to conduct appropriate risk-based due diligence on all Business Associates and Third Parties.

10.9 For the purpose of managing ethical and legal risks that a Business Associate or Third Party may pose to MR D.I.Y., a due diligence must be done prior to entering any formal relationships with said parties as well as during the course of the business relationship. Based on the result of the due diligence, each respective Head of Department must assign a risk rating against the Business Associate or Third Party. For Business Associate or Third Party that poses a high risk, a subsequent due diligence with the appropriate methodology set by MR. D.I.Y. must be conducted as long as the business relationship persists. All documents relating to the due diligence exercise must be kept and constantly updated to reflect the latest results.

11. AUDIT AND COMPLIANCE

11.1 Regular audit must be conducted by Legal Department to survey and determine the effectiveness of all policies, procedures and the anti-corruption monitoring

framework. If there are any inadequacies found, corrective measures must be recommended and implemented. All policies must also be reviewed to ensure that they are up-to-date.

11.2 Regular review must be conducted to assess the performance, efficiency and effectiveness of the anti-corruption programme. The review should form the basis of any efforts to improve the existing anti-corruption controls in place in MR. D.I.Y.

11.3 Audit results must be reported to the top-level management including Board of Directors to ensure that they are well informed and aware of the affairs of the company.

12. TRAINING AND MANAGEMENT

12.1 Legal Department and/ or Human Resource Management must provide an anti-corruption education and training sessions for all MR. D.I.Y. Personnel. For all new MR. D.I.Y. Personnel this training session must be integrated as a session during their orientation period whereas for existing employees a training session must be provided on an annual basis.

12.2 It is compulsory for all MR. D.I.Y. Personnel to attend and participate in the training session.

12.3 Legal Department and/ or Human Resource Management must ensure that all MR. D.I.Y. Personnel are aware of MR D.I.Y.'s position on bribery and corruption and existing policies.

12.4 All MR. D.I.Y. Personnel must also declare and disclose any relationship they have that might create a conflict of interest to the Legal Department and/ or Human Resource Management.

13. REPORTING CHANNEL

(For better understanding, this clause must be read together with the Whistle-blower Policy)

13.1 MR. D.I.Y. encourages openness and transparency in its commitment of anti-bribery and corruption to the highest standard of integrity and accountability. All MR. D.I.Y. Personnel must be aware and alert to warning signs in relation to bribery and corruptions and must report any actual or suspected violations.

13.2 If a MR. D.I.Y. Personnel makes a report about any actual or perceived bribery or corruption in good faith, belief and without malicious intent, he will be accorded protection of confidentiality, to the extent reasonably practicable, even if after investigation is shown that he was mistaken.

13.3 MR. D.I.Y. will also ensure that there will be no retaliation action taken against any said MR. D.I.Y. Personnel.

13.4 Any MR. D.I.Y. Personnel who suspects the occurrence of any violation or breach may fill up the Grievance Form or Whistle-blower Form and submit it to the reporting channel stated in the whistleblowing policy. Upon receiving the Form, investigation will be carried out accordingly.

14. ADHERENCE TO ABC POLICY

14.1 Violation of Malaysian laws on anti-corruption by employees may expose MR. D.I.Y. to fines and penalties including imprisonment.

14.2 As such, failure to comply with this ABC Policy and other related policies, whether intentional or unintentional, may lead to disciplinary action up to and including termination. For more detailed disciplinary action that may be imposed pursuant to non-compliance, reference may be made to the Retail Operation Handbook and the Code of Conduct.

15 UPDATES AND REVIEW

15.1 This Policy may be updated from time to time and any amendments and update will be immediately made available.