



# **DXN MANUFACTURING (INDIA) PVT LTD**

CIN- U24233PY2001PTC001607

Subsidiary of DXN International Pvt Ltd.

## **ANTI-BRIBERY AND CORRUPTION POLICY**

VERSION	: India Version 1.0
APPROVED BY	: Board of Directors
APPROVAL DATE	: 22 nd May 2023
EFFECTIVE DATE	: 22 nd May 2023
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## 1. DEFINITION

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For the purpose of this Policy, the following definitions and interpretations shall apply in this Policy: -

Associates	<p>An external party with whom the Group has established, or plans to establish some form of business relationship. This includes vendor, suppliers, contractors, sub-contractors, consultants, agents, outsourcing providers, representatives, landlords/lessors, advisors, brokers, lawyers, liaisons personnel, public bodies and other intermediaries who are performing work or services for or on behalf of the Group.</p> <p>Associate (in relation to a person) to mean the following:-</p> <ul style="list-style-type: none"><li>(a) any person who is a nominee or an employee of such person;</li><li>(b) any person who manages the affairs of such person;</li><li>(c) any organisation of which such person, or any nominee of his, is a partner, or a person in charge or in control of, or has a controlling interest in, its business or affairs;</li><li>(d) any corporation within the meaning of the Companies Act 2013, of which such person, or any nominee of his, is a director or is in charge or in control of its business or affairs, or in which such person, alone or together with any nominee of his, has or have a controlling interest, or shares to the total value of not less than thirty per centum of the total issued capital of the corporation; or</li><li>(e) the trustee of any trust, where— (i) the trust has been created by such person; or (ii) the total value of the assets contributed by such person to the trust at any time, whether before or after the creation of the trust, amounts, at any time, to not less than twenty per centum of the total value of the assets of the trust.</li></ul> <p>Notwithstanding the above definitions, DXN distributors are independent distributors and the relationship between DXN and its independent distributors shall in no way fall within above definition of Associates.</p>
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Bribery	<p>Bribery is defined as any action which would be considered as an offence of giving or receiving “gratification”</p> <p>In practice, this means offering, promising, giving, accepting or soliciting of an undue advantage of any value which could be financial or non-financial, directly or indirectly in violation of applicable law, as an inducement or reward for a person acting in relation to the performance of that person’s duties.</p> <p>Gratification is defined to mean the following :-</p> <ul style="list-style-type: none"><li>(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;</li><li>(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</li><li>(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</li><li>(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</li><li>(e) any forbearance to demand any money or money’s worth or valuable thing;</li><li>(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</li><li>(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).</li></ul>
The Act	Refers to The Prevention of Corruption Act, 1988
Commercial Organisation	<ul style="list-style-type: none"><li>(i) A body which is incorporated in India and which carries on a business, whether in India or outside India;</li><li>(ii) Any other body which is incorporated outside India and which carries on a business, or part of a business, in any part of India.</li></ul>
Public Servant	<ul style="list-style-type: none"><li>(i) any person in the service or pay of the Government of remunerated by the Government by fees or commission for the performance of any public duty.</li><li>(ii) any person in the service or pay of a local authority.</li><li>(iii) any person in the service or pay of a corporation established by or under a Central, Provincial or State Act, or an authority or a body owned or controlled or aided by the Government or a Government Company as defined in section 617 of the Companies Act, 2013.</li><li>(iv) any person as defined under Section 2(c) of the Prevention of Corruption Act, 1988.</li></ul>



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Undue Advantage	<p>It means any gratification whatever, other than legal remuneration.</p> <p>(a) the word "gratification" is not limited to pecuniary gratifications or to gratifications estimable in money;</p> <p>(b) the expression "legal remuneration" is not restricted to remuneration paid to a Public Servant, but includes all remuneration which he is permitted by the Government or the Commercial Organisation, which he serves, to receive.</p>
Board	Board of Directors of DXN
CEO	Chief Executive Officer of DXN where the CEO is not member of the Board
CFO	Chief Financial Officer of DXN where the CFO is not member of the Board
Company or DXN	DXN Marketing India Private Limited
Directors	Directors of DXN including independent and non-independent directors and executive and non-executive directors.
Employees	All individuals directly employed by DXN whether on permanent, contractual or temporary basis.
GHR	Group Human Resources of DXN
GIA	Group Internal Audit of DXN
Gift and Hospitality	<p>Gifts include goods (such as flowers and fruits), services, cash or cash equivalents (such as vouchers), or any other monetary or non-monetary offerings.</p> <p>Hospitality is the collective term referring to any form of accommodation, drink, meal, entertainment (such as golf and movies), cultural or sporting event (such as basketball matches and golf tournaments), recreation and travel or transportation.</p>
KSM	Key Senior Management of DXN. A person, who in the opinion of DXN, is one who generally holds highest level of management responsibility and decision-making authority within the Group and must include a person who is primarily responsible for the business operations of the Company's core business and principal subsidiaries. Essentially, KSM is a member of the C-Suite or persons as identified as KSM
Group	DXN Holdings Bhd. and subsidiaries of DXN Holdings Bhd., collectively
RMC	Risk Management Committee of DXN Holdings Bhd.
Third Parties	Any individuals or organisation that an associate may come into contact with during engagement with DXN and includes actual and potential clients, customers, suppliers, vendors, business contacts, agents, advisors, government and public bodies including their advisors, representative and officials.



## **2. INTRODUCTION**

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- 2.1 DXN has established this Anti-Bribery and Corruption Policy (“**this Policy**”) with the objective to provide a formal and confidential channel to enable all employees and stakeholders of the Group to report serious concerns of any improper conduct (defined in Section 3 below) involving the Group’s resources in good faith.
- 2.2 This Policy shall be read together with DXN’s other internal policies/ procedures/ guidelines/ manuals including but not limited to DXN’s Employee Handbook.
- 2.3 This Policy is not intended to provide answers to all questions regarding bribery and corruption, instead it is intended to provide the Directors, Employees and Associates with guide on how to prevent and detect bribery and corruption in pursuant to DXN’s zero tolerance on bribery and corruption.

## **3. PURPOSE**

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- 3.1 The purpose of this Policy is aimed to:-
  - (a) set out DXN’s responsibilities and responsibilities of the Directors and Employees to observe and uphold DXN’s stance on zero tolerance to bribery and corruption;
  - (b) provide information and guidance on how DXN expects its Directors, Employees and Associates to conduct themselves;
  - (c) provide guidance on how to recognize bribery and corruption and to set out the procedure on how to raise concerns on breaches of this Policy without fear of reprisal;
  - (d) ensure DXN has adequate procedure in place to prevent and detect bribery and corruption; and
  - (e) protect DXN against the possible penalties and repercussions resulting from acts of bribery and corruption.

## **4. POLICY STATEMENT**

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- 4.1 The Board and the management of DXN take zero tolerance approach to and strong stance against all forms of bribery and corruption. DXN is committed to conduct its business in honest and ethical manner, and in compliance with all applicable laws and regulations which include compliance with the Prevention of Corruption Act, 1988 and any amendments or re-enactments that may be made by the relevant authority from time to time



## **5. APPLICATION**

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- 5.1 This Policy applies to the Group's Directors, Employees, Associates and any other person associated with the Group, unless otherwise stated in the specific policies.
- 5.2 This Policy is also applicable to all of the Group's business dealings with commercial (private sector) and government (public sector) entities.
- 5.3 The Company, its subsidiaries and affiliates shall conduct its business in compliance with Group's anti-bribery and corruption policy and shall continue to maintain and enforce said policy and procedures designed to promote and ensure compliance with all applicable anti-bribery and anti-corruption laws in respective foreign jurisdiction.

## **6. SUPPORT**

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- 6.1 The Directors, Employees and Associates requiring support or advice pertaining to compliance of this Policy shall consult GHR.

## **7. COMPLIANCE AND RESPONSIBILITIES**

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- 7.1 The Directors, Employees and Associates are expected to refuse to give or receive a bribe when solicited or offered one even if such refusal to give or receive a bribe will lead to monetary loss to the Group. The Group is committed to ensuring that no one including Employees to suffers from any detrimental treatment (demotion of position or penalty) for refusing to give or accept bribe.
- 7.2 The Directors and Employees shall be responsible to:-
- (a) be familiar with applicable requirements and directives of this Policy and communicate them to subordinates;
  - (b) promptly record all transactions and payment accurately and in reasonable details;
  - (c) always raise suspicious transaction or red flags transaction/situation to immediate superiors or Head of Department for guidance and next course of action; and
  - (d) promptly report violations or suspected violations reported via the Company's whistleblowing mechanism
- 7.3 Compliance of the Directors, Employees and Associates with this Policy is mandatory. Any violation of this Policy shall constitute a serious misconduct or offence that warrants an action which may lead to, but not limited to, disciplinary action, dismissal of employment, review of contract, cessation of business relationship, termination of service (whichever applicable) against the offender and/or reporting to the authorities consistent with relevant laws and regulations.



## **8. WHAT IS BRIBERY AND CORRUPTION?**

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- 8.1 Corruption refers to act of abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.
- 8.2 Bribery is the most common form of corruption and it refers to the act of corruptly giving, agreeing to give, promising, offering, soliciting, receiving or agreeing to receive any gratification. Gratification can take various forms, including monetary, non- monetary, services, favours, or any form of benefit or advantage. Bribes can be direct (e.g: Mr X give a bribe to someone) or indirect (e.g: Mr X gets someone else to give a bribe to another person).
- 8.3 The Prevention of Corruption Act, 1988 prohibits a person or a commercial organisation from giving and receiving bribes, including via person acting on behalf of the commercial organisation or its associates. It should be noted that it will be irrelevant whether the bribe was accepted or not, was given or not, as merely offering the bribe would be sufficient for an offence to be committed.
- 8.4 Bribery is punishable as per India's Criminal Code : The Indian Penal Code, 1860. and includes :-
- (a) Soliciting/ receiving gratification;
  - (b) Promising/ offering/ giving gratification;
  - (c) Intending to deceive (false claim).; and
  - (d) Using office or position for gratification.
- 8.5 Where offences of nature as defined under this policy in consonance with the Prevention of Corruption Act, 1988 are committed by a commercial organisation, such organisation shall be punishable with fine, if any person associated or employed in such commercial organisation gives or promises to give any Undue Advantage to a Public Servant intending -
- (a) to obtain or retain business for such commercial organisation; or
  - (b) to obtain or retain an advantage in the conduct of business for such commercial organisation
- Notwithstanding anything contained in the Code of Criminal Procedure, 1973, the offence under this clause and section 8 of the Prevention of Corruption Act, 1988 shall be cognizable.
- Any person shall be said to give or promise to give any Undue Advantage to a Public Servant, if he/she is alleged to have committed the offence of bribing a Public Servant under section 8 of the Prevention of Corruption Act, 1988, whether or not such person has been prosecuted for such offence therein.
- 8.6 Under Section 10 of the Prevention of Corruption Act, 1988, where an offence under section 9 is found to have committed with the consent or connivance of of any





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director, manager, secretary or other officer, such director, manager, secretary or other officer shall be guilty of the offence and shall be liable to be proceeded against and shall be punishable with imprisonment for a term which shall not be less than three years but which may extend to seven years and shall also be liable to fine.

Explanation.--For the purposes of this section, "director", in relation to a firm means a partner in the firm."

- 8.7 Under Section 12 of the Prevention of Corruption Act, 1988, the abetment of the offence defined hereinabove shall also be punishable irrespective of the fact whether the offence is committed or not and shall be punishable with imprisonment for a term which shall not be less than three years, but which may extend to seven years and shall also be liable to fine.

## **9. GIFTS AND HOSPITALITY**

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- 9.1 DXN generally adopts a "No-Gift Policy", subject to few exceptions, whereby all Directors, Employees and Associates shall not solicit or accept or give or offer any gifts that may have direct or indirect business interest or relationship (including any potential interest or relationship) with the Group.
- 9.2 The Directors, Employees and Associates shall at all times observe the following guiding principles: -
- (a) **Transparency.** The Directors or Employees should be comfortable to disclose to its colleagues the gifts or hospitality offered/ received.
  - (b) **Recipients.** The Directors or Employees should only offer or accept gifts or hospitality from those who will not put the Directors or Employees in position of conflict.
  - (c) **Ability to influence.** The gifts or hospitality must not be offered or accepted when there is pending business decision related to the offer or recipient of such gifts or hospitality.
  - (d) **Value.** The gifts or hospitality must be modest and not so frequent as to place the recipient under any obligation.
  - (e) **Purpose.** The intention behind the gifts or hospitality must not be interpreted or be perceived as to gain any unmerited advantage.

#### Receiving Gifts and/or Hospitality

- 9.3 The Directors, Employees and Associates are not allowed to receive any gifts and/or hospitality save for those gifts and/or hospitality that are non-cash such as food, fruits, flowers and token gifts (such as planner, diaries, etc.) that are offered during special occasions or festive seasons (e.g. Diwali, Chinese New Year, Hari Raya, New Year, etc.).



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- 9.4 If Directors, Employees or Associates are unsure or doubtful of the appropriateness of the gifts and/or hospitality offered or given, the offer of such gifts and/or hospitality should either be declined or the Employees and Associates may consult GHR or if Directors, may consult Board.
- 9.5 Any Directors, Employees or Associates who were offered or have received a gift and/or hospitality in violation of the clause 9.3 above are required to politely declined the gifts and/or hospitality offered and return the gifts and/or hospitality with a note explaining the Group's "No-Gift Policy". For any gifts and/or hospitality received or where it is not possible to refuse or return the gifts and/or hospitality, then the following shall be adhered to:-
- (a) The Employees and Associate shall:
- i. Submit the gifts and/or hospitality received (if possible) to GHR;
  - ii. Record the details in the *Giving & Receiving Gift Declaration Form* (Appendix A); and
  - iii. Submit the duly filled *Giving & Receiving Gift Declaration Form* to GHR (to define email address) who will seek approval from CFO on whether the gifts and/or hospitality can be accepted or rejected and to determine the treatment of the gifts and/or hospitality.
- (b) The CEO and Directors shall complete and submit the duly filled *Giving & Receiving Gift Declaration Form* to the RMC for record purpose.

Offering Gifts and/ or Hospitality

- 9.6 In general, gifts to Associates or Third Parties shall only be given as business courtesy and gifts such as Company's products may be offered during company events or functions. The Directors and Employees are not allowed to offer or give any gifts and/or hospitality to Associates or Third Parties if offering any gifts and/or hospitality shall be unsolicited and affecting or be perceived as affecting business judgment.
- 9.7 Gifts and/ or hospitality to Associates or Third Parties shall only be offered or given in adherence to the following: -
- (a) The Employees and Associate shall:
- i. Filled in the details in the *Giving & Receiving Gift Declaration Form* (Appendix A); and
  - ii. Submit the duly filled *Giving & Receiving Gift Declaration Form* to GHR (to define email address) who will seek approval from CFO on whether the gifts and/or hospitality can be accepted or rejected and to determine the treatment of the gifts and/or hospitality.
- (b) The CEO and Directors shall complete and submit the duly filled *Giving & Receiving Gift Declaration Form* to the RMC for record purpose.



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- 9.8 The following items are prohibited to be offered as gifts and/or hospitality to Associates or Third Parties:
- (a) Any gift of cash or cash vouchers;
  - (b) Any gifts and/or hospitality which is lavish and/or excessive or may adversely tarnish the reputation of the Company; or
  - (c) Any gifts and/or hospitality that would be illegal or in breach of applicable laws on bribery and corruption.
- 9.9 All expenses incurred to provide the gifts and/or hospitality must be properly recorded in the *Giving & Receiving Gift Declaration Form*.

## **10. POLITICAL DONATIONS, CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS**

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### Political donations and sponsorships

- 10.1 Any request for political donations or sponsorship must be escalated to the CEO for review and approval by the Board subject always to the prevailing laws, bylaw, and regulations.
- 10.2 Political donations or sponsorships should never be made in exchange for any business implications to the Company, whether it is to obtain a business, or to obtain some form of advantage to the business of the Company.
- 10.3 The Directors, Employees and the Associates in their personal capacity are not prohibited from making personal political donations or sponsorships (in any form including monetary or goods) to any political parties in their personal capacity and shall expressly make clear that such political donations or sponsorships are made under the Directors, Employees and the Associates' personal capacity and in no way associated with DXN.

### Charitable contributions and sponsorships

- 10.4 As general principle, to avoid any situations where there could be actual or perceived conflict of interest, DXN shall not make any charitable contributions or sponsorships (in any form including monetary or goods) to Associates, Third Parties, government authorities or any entities directly related to government authority or for any events of Associates, Third Parties, government authorities or any entities directly related to government authority if:-
- (a) DXN is expecting to apply, obtain or renew any licenses/permits from the government authority in the near future; or
  - (b) DXN has just applied, obtained, renewed any licenses/permits from the government authority for DXN's business activities in the recent past; or
  - (c) DXN is expecting or just had dealings with the Associates, Third Parties or entities directly related to government authority.



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- 10.5 The Company shall only contribute to legitimate body and a registered charity. The recipient will be required to provide a proof of payment for the contribution.
- 10.6 However, should charitable contributions or sponsorships be made to the contrary of the preceding item in a rare or selective situation without favoritism or in exchange for any business implications to the Group whether it is to obtain a business or to obtain some form of advantage to the businesses of the Group, then prior approval from CEO and CFO is required subject always to the prevailing laws, bylaw, and regulations.

## **11. DEALINGS WITH ASSOCIATES**

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- 11.1 The Group could be liable for acts of Associates, as such, the Group is committed to promoting compliance with this Policy by Associates.
- 11.2 DXN requires that all Employees to conduct the requisite due diligence on Associates that the Group engages, appoints, contracts with or hires to carry out any external functions on behalf of the Group, which includes without limitation to agents, consultants, contractors, subcontractors, resellers, customs brokers, business contacts, professional advisors, joint venture partners, any other parties supplying goods and services to Group, any other entity within the definition of “Associate” in reference to the present policy only. . High risk transaction will require further due diligence which may require additional investigation.
- 11.3 The Group is to ensure that any payments made are for actual service provided or contractual obligations performed and not for payments that can be tied to giving any form of gratification for improper purposes.
- 11.4 The Group expects Associates to have anti-bribery and corruption policies in place within their organisation or part of their work ethics which are consistent with this Policy.
- 11.5 As part of the Group’s effort to ensure compliance of this Policy, the management will be implementing anti-bribery and corruption clause in all its agreements and contracts which gives right to the Group to take any action it deems fit including to cease any business relationship or void the agreements and contracts if the Group finds that the other contracting party has committed or have reasonable reason to believe that it will be committing act of bribery or corruption which relates to the service in the agreements and contracts.
- 11.6 The Group has zero tolerance of Associates who do not conduct themselves in accordance to the principles of this Policy where it brings disrepute or legal implications to the Group. Any non-compliance with the principles of this Policy by the Associates may lead to the review and/or termination of any agreements and contract with such parties.



## **12. DEALINGS WITH GOVERNMENT OFFICIALS/ FOREIGN OFFICIALS**

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- 12.1 DXN recognises that the practice of offering and receiving gifts varies between countries, regions, cultures, and religions, so the definitions of what is acceptable and not acceptable will inevitably differ for each situation.
- 12.2 When dealing with public officials, Directors and Employees should ensure that any giving or receiving of gifts, entertainment or hospitality do not relate to, in any form whatsoever, the public official's official dealings or public duty. At all material times, Directors and Employees are to ensure compliance with laws of their respective jurisdictions, and the higher standard will be applicable to Employees to avoid non-compliance of any laws on anti-bribery which may be applicable to the Company as a whole.
- 12.3 Any offering or giving gifts, entertainment or hospitality by Directors or Employees to public officials is for circumstances where it is to reasonably facilitate genuine promotional, business or educational meetings and shall be made in compliance with item 9.5 (for receiving) and item 9.7 (for offering) above.
- 12.4 Any offering or giving gifts, entertainment or hospitality by Associates to public officials are for circumstances where it is to reasonably facilitate genuine promotional, business or educational meetings.
- 12.5 Any gifts, entertainment and hospitality provided must be without expectation of any influence exerted on the public official in exchange for any commercial outcome, and should always be at a reasonable and modest value.

## **13. FACILITATION PAYMENTS AND KICKBACKS**

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- 13.1 DXN adopts a strict policy of disallowing the use of facilitation payments or kickbacks of any kind in its business. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage.
- 13.2 The Directors, Employees and Associates must not offer, promise, give, request, accept or receive anything that may be regarded as facilitation payments. Any Employees who receive or are requested to make such facilitation payments or kickbacks must immediately report to GHR, or if Directors then to report to Board and to inform GHR, or if Associates then to report to DXN's Employees that the Associates liaise with for further investigation and determination of next course of action.
- 13.3 The Directors, Employees and Associates shall insist on receipt or an official record of payment for every monetary transaction.



## **14. CONFLICT OF INTEREST**

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- 14.1 Conflict of interest refers to situation whether actual, potential or perceived which might be considered to interfere with that person's objectivity while performing duties or exercising judgment. The Directors, Employees or Associates should be transparent and shall declare if there is or potential to be any conflict of interest.
- 14.2 The Directors, Employees or Associates should avoid or deal appropriately with situations in which personal interest could conflict with his obligations or duties. The Directors, Employees or Associates must not use their position, official working hours, Group's resources and assets for personal gain or to the Group's disadvantage.

## **15. DECLARATION OF CONFLICTS OF INTEREST**

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### The Directors and Employees

- 15.1 The Directors and Employees are required to execute declaration of conflicts of interest by filing up Conflict of Interest Declaration Form provided by GHR (which may be revised from time to time), or any other form as provided by GHR from time to time. The Directors and Employees are also required to fill in the Conflict of Interest Declaration Form if there is any change of the situation which will create conflict of interest.
- 15.2 The Directors and Employees are required to execute declaration of any conflicts of interest on an "ad hoc" basis if they become aware of any conflict, regardless of whether such conflict is an actual or potential conflict of interest.
- 15.3 If the Directors or Employees are unsure whether the situation of conflict is acceptable or manageable, Employees shall consult GHR, and Directors shall consult the Board.

### Associates

- 15.4 Associates are required to declare any conflict of interest to the Employee of the Company that the Associates liaise with prior to establishing or entering into a relationship with the Company. Existing Associates must declare any conflict of interest in the same way upon this Policy being disseminated to them.
- 15.5 If the Associates are unsure of whether there is an actual or potential conflict of interest, the Associates is advised to make a declaration to the Employee of the Company that the Associates liaise with.



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## 16. RED FLAGS

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- 16.1 This list is not exhaustive and all Directors, Employees and Associates should be alert to other indicators that may raise a suspicion of corrupt activity. The Directors, Employees and Associates must report to the Whistleblowing Channels defined in section 17 below if any of the red flags transaction/ situation is encountered.
- 16.2 The following is a list of red flags that may indicate the possible existence of corrupt practices and for illustration purpose only:-
- (a) Request an unexpected additional fee or commission to “facilitate” a service;
  - (b) When additional fee or commission payment is requested for carrying out normal work;
  - (c) Payments to be made through third party account or to account in geographic location which is different from where the Third Parties resides or conduct business;
  - (d) Demand of lavish gifts, entertainment or hospitality before commencing or continuing contractual negotiations or provisions of service;
  - (e) Refusal to divulge adequate information during due diligence procedure;
  - (f) Private meetings requested by Associates or Third Parties hoping for tender for contracts;
  - (g) Abusing decision making process by not following company policies, procedures or guidelines;
  - (h) Unexplained preferences for certain contractors, vendors, suppliers and refuse to put term of engagement into writing;
  - (i) Invoices rendered or paid are in excess from actual contractual amount;
  - (j) Associates or Third Parties engages in or has been accused to engage in any improper business practices;
  - (k) Associates or Third Parties has a reputation for paying bribes or requiring bribes to be paid to them or has a reputation of “special relationship” with government officials, foreign officials or any other entity;
  - (l) Associates or Third Parties insist on receiving commission or fee payment before committing to sign up a contract with the Company or before carrying out government function or process for the Company;
  - (m) Associates or Third Parties request that payment is made to itself or any party “overlook” potential legal violations;
  - (n) Associates request or requires the use of an intermediary such as agent or consultant that is not typically familiar, used or known by the Company;
  - (o) Associates or intermediary request fee that is higher than the market level for comparable work without substantive justification;
  - (p) Where expense claim and report or petty cash payments are made and contain insufficient documentation or evidence;
  - (q) Associates who operate business that seems inappropriate for the type of work being undertaken or ill equipped to undertake the work;
  - (r) When the intermediary is introduced into contract to carry out ill-defined works;
  - (s) Unnecessary request to or for travel which includes family members; or
  - (t) Refusal to provide written declaration about assurance of compliance of anti-bribery and corruption policy or declaration of conflict of interest.



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## 17. WHISTLEBLOWING

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- 17.1 The Group encourage its Directors, Employees, Associates, Third Parties and public to disclose any real or suspected incidents of bribery or corruption which has come to their knowledge.
- 17.2 The Company has put in place the Whistleblowing Policy which sets out guidelines and procedures to enable Employees and members of the public to lodge any genuine concerns pertaining to any actual or suspected unlawful, illegal, wrongful or improper conduct. The Whistleblowing Policy can be obtained from GHR.
- 17.3 Disclosure of an improper conduct shall be made to the designated person through the Whistleblowing Channels set out below:

- Chairman of RMC: [stefanheitmann@dxn2u.com](mailto:stefanheitmann@dxn2u.com) and/or [whistleblowing\\_abc@dxn2u.com](mailto:whistleblowing_abc@dxn2u.com)

*\*If Chairman of RMC is not reachable, the whistleblower may email to Chairman of Audit Committee: [abraham\\_verghese@dxn2u.com](mailto:abraham_verghese@dxn2u.com)*

- Letters in sealed envelope to be addressed to: Chairman of RMC  
DXN Holdings Bhd.  
No.113, Jalan BGS2, Bandar Stargate,  
Lebuhraya Sultanah Bahiyah,  
05400 Alor Setar Kedah.

- 17.4 For improper conduct concerning the Chairman of RMC the report should be escalated to the Chairman of Audit Committee: [abraham\\_verghese@dxn2u.com](mailto:abraham_verghese@dxn2u.com) and/or to the Chairman of the Board at the following address:

Chairman of the Board  
DXN Holdings Bhd  
No.113, Jalan BGS2, Bandar Stargate,  
Lebuhraya Sultanah Bahiyah,  
05400 Alor Setar Kedah.

- 17.5 Reports made in good faith, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.





## **18. COMMUNICATION, AWARENESS AND TRAINING**

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- 18.1 DXN adopts zero tolerance stance on bribery and corruption, and this Policy must be communicated to the Directors, Employees and Associates and is also available at DXN's official website. The Directors, Employees, and Associates of DXN must read, understand, comply with and declare their acceptance and compliance with this Policy. All Associates shall ensure their employees who have direct dealing with the Company have adequate training in order to comply with this Policy.
- 18.2 The Employee Handbook which is disseminated to Employees also specified detailed out DXN's zero tolerance stance on bribery and corruption and contains Code of Conduct for Employees' compliance.
- 18.3 DXN shall conduct awareness programmes for all Directors and Employees to refresh their awareness of anti-bribery and corruption measure and to continuously promote integrity and ethics among its Directors, Employees and Associates.
- 18.4 Training on this Policy forms parts of the induction/ orientation process for new Employees. All existing Employees will receive regular and relevant training at intervals to be determined by the Company.

## **19. RECORD KEEPING**

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- 19.1 The Group must keep the financial records and have appropriate internal controls in place including financial and organisational checks and balances over the Company's accounting and record keeping practices which will evidence the business reason for payments made to Associates or Third Parties.
- 19.2 The Directors and Employees must ensure that all expenses relating to gifts, entertainment and hospitality incurred are properly recorded in accordance with the Group's expense policy.
- 19.3 All accounts, invoices and records relating to dealing with Associates or Third Parties must be maintained with strict accuracy. No account shall be kept "off-book" to facilitate or conceal improper payments.
- 19.4 As to ensure the transaction are executed in accordance with appropriate authorization or Company guidelines, all accounts, invoices and record relating to Associates or Third Parties shall be kept by the relevant department for at least seven (7) years from date transaction is made or any other duration as may be required under the relevant law.
- 19.5 Information relating to conflicts of interest situation as declared by the Directors, Employees or Associates shall be compiled and kept by the relevant department.
- 19.6 GHR shall keep all forms and reports received pursuant to this Policy and shall maintain all records of training conducted for and in conjunction with this Policy.



## **20. BRIBERY RISK ASSESMENT**

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- 20.1 Annual bribery and corruption risk assessment will be performed by GHR to identify potential risk related to bribery and corruption;
- (a) Estimate the impact and likelihood of each risk identified; and
  - (b) Identify the gaps and design and implement appropriate remedial action for bribery and corruption risk identified.
- 20.2 Results from the bribery and corruption risk assessment shall be reported to the RMC on an annual basis, or more frequently where necessary.

## **21. AUDIT, REVIEW AND CONTINUOUS IMPROVEMENT**

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- 21.1 Audit procedure will be conducted from time to time to review compliance with the Anti-Bribery and Corruption program.
- 21.2 DXN is committed to continually improving its policies and procedure relating to anti-bribery and anti-corruption. DXN shall review this Policy every two (2) years, taking into accounts relevant legal developments, regulatory requirements and evolving industry standards.
- 21.3 GHR shall report their findings and recommendation for improvement to RMC for review and subsequently to Board for endorsement.

*[remainder of this page is purposely left blank]*



Anti-Bribery and Corruption Policy

**Appendix A: Giving & Receiving Gift Declaration form**  
(The form is for reference purpose only)



**DXN GROUP**  
**HR037V2**  
**GIFT / ENTERTAINMENT / HOSPITALITY**  
**DECLARATION FORM**

*Directors/Employees who receive or offer any Gift / Entertainment / Hospitality are required to fill in this declaration form in accordance with DXN's Anti Bribery and Corruption Policy.*

Name:		Employee ID:	
Position:		Department:	

Receive (Please complete Part A only)       Offer (Please complete Part B only)

**PART A (Receiving Gift / Entertainment / Hospitality)**

*Please provide the details of the gift / entertainment / hospitality received:*

Type: (Please select)	Gift / Entertainment / Hospitality	Estimated Value:	RM
Date Received:		At Which Occasion:	
Name of Giver:		Giver's Organization:	
Giver's Position in the Organization:			
Relationship between Giver's Organization and DXN:			
Description of the Gift / Entertainment / Hospitality:			

**Declaration**

I, \_\_\_\_\_ hereby declared that all the information and disclosure provided above as well as the documents and materials submitted are complete and true to the best of my knowledge.

Declared by

Noted by (HOD)

\_\_\_\_\_  
Name:  
Date:

\_\_\_\_\_  
Name:  
Date:

**FOR BOD / CFO USE ONLY**

Accept     Decline     Others (please specify) \_\_\_\_\_

Remarks
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Approved by

\_\_\_\_\_  
Name:  
Date:

**FOR GHR DEPARTMENT USE ONLY**

This requisition is acknowledged by

\_\_\_\_\_  
Name:  
Date: