



**PROLINTAS MANAGERS  
SDN. BHD.**

202201019689 (1465386-M)

**COBE  
Code of Business Ethics**

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## **GLOSSARY**

The Glossary defines some of the terms used in the Code. If these definitions or other words or phrases used in the Code are still unclear, please consult the Integrity Department.

### **Agents of Public Service**

Refers to employees of any government anywhere in the world, even low-ranking employees or employees of government-controlled entities. The term also includes political parties and party officials, candidates for political office, and employees of public international organisations.

### **Bribe**

Refers to any act of giving or offering to give anything of value to a government or private official, or consultant to influence a discretionary decision. Local law may impose a broader definition in some jurisdiction.

### **Code**

This Code of Business Ethics and Conducts as may be amended or supplemented from time to time.

### **Confidential Information**

As more particularly elaborated on in Paragraph 2.1

### **Company Assets**

Includes, among other things, the Company's monetary or non – monetary asset or product, the period of activity during which the employees are at the disposal of the employer and the result of their work, computer systems and software, telephones, wireless communication devices, photocopiers, company vehicles, proprietary information and Company trademarks.

### **Competitive intelligence**

Information about PMSB competitors.

**Competitor**

For the purposes of the Conflicts of Interest and Competitive Intelligence provisions listed out in this Code only. “*Competitor*” means any business or entity, other than PMSB, or any business or entity that is actively involved in similar activity or business.

**Employee**

For the purpose of this Code, this includes all individuals working at all levels and grades (whether permanent, contract or temporary). References to “Members of PMSB” shall refer to the Employees only.

**Facilitation payments**

A form of bribery in which payments are made with the purpose of facilitating the performance by a public official of a routine governmental action. This is not to be equated from payments made to obtain or retain business or any other undue advantage.

**Integrity Department**

Integrity Department, or any department designated to regulate the Code.

**Members of PMSB**

Employees of PMSB.

**PMSB**

Means Prolintas Managers Sdn Bhd, and all its registered subsidiaries and affiliated companies, existing presently and/or at a future date and “Company” refers to any one of them within PMSB.

**Relative**

A spouse, parent, sibling, grandparent, child, grandchild, mother or father-in-law, or domestic partner, as well as any other family members who lives with Members of PMSB or who is otherwise financially dependent on Members of PMSB, or on whom Members of PMSB are financially dependent.

**Supplier**

Any vendor of product or service to the Company, including consultant, contractor and agent. The definition also includes any supplier that the Company is actively considering using, even if no business ultimately is awarded.

## **POLICIES AND PROCEDURES**

The major policies and procedures of the Company are listed below:

1. No Gift Policy;
2. Anti-Bribery and Corruption Policy;
3. Declaration of Interest Policy;
4. Whistleblowing Policy; and
5. Integrity Pact Policy.



## **1.0 APPLICATION**

This Code applies to all Members of PMSB. Every applicable law and regulation shall be complied with. In the event that there are differences between such laws and regulations and the standard set out in this Code, the highest standard consistent with applicable local laws shall be applied. This Code does not attempt to address every situation Members of PMSB may encounter. If Members of PMSB are unsure about certain practices or behaviour, or Members of PMSB have any question on how this Code shall be interpreted or applied, Members of PMSB are encouraged to discuss the matter with Integrity Department.

## **1.1 PURPOSE**

This Code requires a specific level of conduct from all Members of PMSB at all times and in all locations where PMSB does business.

Members of PMSB are responsible for reading, understanding and complying with the Code, understand other group policies and procedures and other applicable laws and regulations and making sure Members of PMSB know the rules that apply to Members of PMSB. Every PMSB Members is expected to seek guidance from the Integrity Department when needed.

### **1.1.1 PMSB COMMITMENTS**

Clients, employees, consultants, subcontractors and suppliers will be treated according to the PMSB's high standards of integrity and reliability.

PMSB has enhanced its standards of governance to strengthen the Company's effectiveness and create value for its stakeholders. Good corporate governance and high standards of conduct are necessary in order to maintain a competitive advantage, a reputation as an employer of choice.

This Code and its associated policies help to ensure that the Company and each of its Representatives are responsible for conducting business in a safe, ethical, integrity, respectful and lawful manner.

## **1.2 ADMINISTRATION OF THE CODE**

This Code of Business Ethics and Conduct (“Code”) is designed to ensure consistency on how Members of PMSB especially employees conduct themselves within the Company, and in their dealings outside of the Company. The procedures for handling potential violations of the Code have been developed to ensure consistency in the process across the organization. No set of rules can cover all circumstances. This Code may be varied as necessary from time to time to conform to any development local laws.

### **1.2.1 RESPONSIBILITY**

The responsibility for administering this Code rests with the Integrity Department, with oversight by the Chief Executive Officer, Human Resource Department, Legal Department, Risk Management & Compliance Department, and Governance, Risk and Integrity Committee of the Board of Directors.

### **1.2.2 INVESTIGATION OF POTENTIAL CODE VIOLATIONS**

The Integrity Department takes all reports of potential Code violations seriously and is committed to uphold confidentiality and a full investigation of all allegations. An investigation officer (“Investigation Committee”) under Integrity Department will be assigned to conduct or manage allegations of Code violations or any complaints made under the Code.

Employees who are being investigated for potential Code violation will have the opportunity to be heard prior to any final determination and subject to the disciplinary proceedings of the Company. The Company follows local grievances procedures as set out in the relevant “Employee Handbook” applicable to the Employee.

### **1.2.3 DECISIONS**

The Investigation Committee shall, upon deliberating, decide on whether a violation of the Code has occurred, and shall issue recommendations on actions to be taken. If appropriate, the Human Capital Division may take disciplinary measures based on Company's policies and rules.

## 1.3 GUIDING PRINCIPLES

### 1.3.1 PMSB' VALUES AND CULTURE

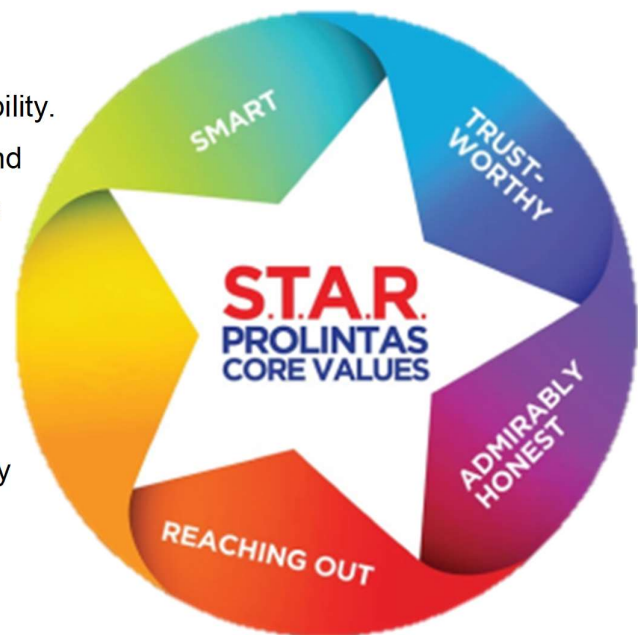
All Members of PMSB are to operate under PMSB Core Values and Culture, which is the cornerstone of the Company and this Code. PMSB's core values closely mirror and align with those upheld by its holding company, Projek Lintasan Kota Holdings Sdn Bhd. This alignment ensures that PMSB's corporate culture and principles remain consistent and in harmony, enabling all members of PMSB to work cohesively towards our shared goals and objectives.

#### A. SMART

Being smart is about behaving the right way, guided by the right knowledge in our day to day's work. In other words, all of our actions should be based on the right set of attitude, skills and knowledge. As part of PMSB, we must always strive for betterment by acquiring more knowledge in the quest to meet the expectation of stakeholders.

#### B. TRUSTWORTHY

Trustworthiness means reliability. Naturally it takes some efforts and integrity to win people's confidence in us. As part of PMSB we should maintain a high level of reliability and trustworthiness. Maintaining a high level of work and self-discipline is one of many ways to achieve it.



### **C. ADMIRABLY HONEST**

Honesty is being truthful, fair, straightforward and sincere. Being honest is being truthful in what is said or done in daily affairs. The attitude of being honest demands a clear understanding of why, what, where, when and whom our actions will affect. As part of PMSB, we are accountable and responsible for what we say or do, be it formal or informal in nature.

### **D. REACHING OUT**

Reaching out means acting proactively in all situations or environments. In the context of working environment, it is about servicing and anticipating the expectation of our stakeholders; making that first move within the acceptable boundaries of established set of principles, standards and regulations. All Members of PMSB must strive to propagate this attitude of service, making sure we add value to what we do.

## 2.0 STANDARDS OF BUSINESS ETHICS AND CONDUCTS

The following guidelines help define the corporate philosophy of the Company and business ethic and conduct of its Representatives. This Code will provide direction on what PMSB considers ethical business practice and behaviour.

### 2.1 CONFIDENTIAL INFORMATION

#### A. What is Confidential Information?

In the context of this Code, “*Confidential Information*” includes information concerning the Company, its business, properties, affairs and other non-public information about the Company and about those with whom the Company does business.

This includes a broad category of information, such as but not limited to financial information, personnel files, customer lists, third-party bid documents, pricing, investments, technical information, processes, procedures and client-furnished information. Information provided to the Company by its customers, partners or suppliers in confidence is also deemed “Confidential Information” under this Code.

#### B. Who has Access to Confidential Information?

Any individuals and entities covered by this Code may from time to time, have access to Confidential Information concerning PMSB’s business, technical operations, employees, clients, suppliers, business partners, contractors and suppliers. Members of PMSB are expected to use the utmost care and discretion in the handling of Confidential Information.

### C. Obligation to preserve Confidential Information

Confidential Information is not to be disclosed unless the appropriate person at PMSB gives specific authorization or such disclosure is legally required from any Members of PMSB. If the disclosure is legally required, the concerned Members of PMSB need to inform the Company as soon as they have received the request. (**Remark:** PMSB cannot interfere with any authorities' directive or court order.)

Unless authorised or legally required as above, Members of PMSB are not permitted to disclose Confidential Information and Members of PMSB are required to take the necessary measures to prevent the disclosure or loss of such information. Members of PMSB are also required to follow PMSB' Confidential Information Policy, whether stated in Members of PMSB contract of employment or contract for employment, or as laid down in the Employee Handbook or as otherwise stated or announced from time to time by the Company.

Members of PMSB are obligated to protect the Company's Confidential Information at all times, including outside of the workplace and working hours, and even after Members of PMSB' employment or relationship with the Company ends. They are strictly prohibited from making any unauthorised disclosure of Confidential Information to any unauthorised recipient, or use it for personal benefit or for the benefit of Members of PMSB family, friends or associates. Unauthorised disclosure of Confidential Information includes public disclosure, such as conducting sensitive telephone discussions in public areas or the posting or circulation of Confidential Information via social media.



This confidentiality obligation remains in effect even after the termination of Members of PMSB employment or contract with PMSB. Disclosure without prior consent on behalf of PMSB constitutes a breach of confidentiality that could lead to disciplinary and/or legal action. (**Remark:** Contract of employment is between PMSB and the employee. Even PMSB has terminated its strategic labour provider's contract, it would not affect the employee's contract.)

#### **D. WHAT IS NON-PUBLIC OR CONFIDENTIAL INFORMATION?**

It is any information that the Company has not disclosed or made generally available to the public. Examples include information related to:

- Employees;
- Inventions;
- Contracts;
- Strategic and business plans;
- Major management changes;
- Mergers and acquisitions;
- Technical specifications;
- Pricing;
- Proposals;
- Financial data; and
- Product cost.

## 2.2 PRIVACY AND PERSONAL DATA PROTECTION

PMSB respects the privacy of all its employees, business partners and consumers. PMSB handles personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with applicable law (including Personal Data Protection Act 2010 (“PDPA”));
- Act in accordance with any relevant obligations;
- Collect, use and process such Confidential Information only for legitimate business purposes;
- Limit access to the Confidential Information to those who have a legitimate business purpose for seeing the Confidential Information; and
- Take care to prevent unauthorised disclosure.

## 2.3 GIFTS AND ENTERTAINMENTS

PMSB has formulated a gift and entertainment policy which are elaborated below. The No Gift Policy, (which is set out in brief in Article 2.4 with its full text can be found in 2.4.1 No Gift Policy) is designed to guide Members of PMSB in regard to this question, whether it is appropriate to give and accept gift and entertainment, and what types of gift and entertainment are deemed appropriate.

Transparency and exercise of good judgment are fundamental expectations to all Members of PMSB. They should decline any gift or offer of entertainment, the acceptance of which could be reasonably perceived by a dispassionate third party to compromise Members of PMSB ability to make objective, impartial and fair business decisions.

If Members of PMSB are authorised under the No Gift Policy to provide gifts or entertainment, they may only provide gifts or entertainment that have a legitimate business purpose, and only in accordance with the said No Gift Policy. Members of PMSB shall not, in any case, accept gifts or entertainment that are illegal, unethical, unduly dangerous or indecent.

Any instances of uncertainty should be discussed with Integrity Department, prior to acceptance of the gift or entertainment. Unless the situation falls under any exception as laid down in 2.4.1.1 No Gift Policy, you are required to comply with the NO GIFT POLICY at all times.

## 2.4 PMSB' POLICIES AND PROCEDURES

### 2.4.1 NO GIFT POLICY

Although PMSB recognises that the giving of gifts is part and parcel of the Malaysian culture, as a rule PMSB practises the **NO GIFT POLICY**. Unless otherwise stated here, no gifts, especially personal gifts, are allowed to be given or received by Members of PMSB due to the potential or perceived consequences.

Members of PMSB should not and are prohibited from accepting gifts from vendors, suppliers, customers, potential employees, potential vendors or suppliers, or any other individual or organisation, under any circumstances.

#### **A. The prohibition shall include, but is not limited to:**

- i. Sponsorship in any form of any of the internal programs, activities, and affairs of PMSB, such as any parties, anniversary, commemorations, and other similar activities;
- ii. Discounts, rebates, waivers and other forms of monetary incentives or benefits given to the Members of the Board of Directors, management team and employees of PMSB, in availing of the services not generally available and offered equally to the public;
- iii. Gifts which would be illegal or in violation of law.

The Members of PMSB are required to professionally inform any individual or organisation with any actual or potential business with PMSB, of the **No Gift Policy** and the reasons why PMSB has adopted the policy, and request that such individual or organisation respect such policy.

If any Members of PMSB receives a gift covered by this policy, such gift, if feasible, shall immediately and politely be declined. In the event that it is not feasible or it is inappropriate or impractical to return the gift, e.g., it is a perishable item, the recipient is advised to seek proper direction from the Integrity Department.

### **2.4.1.1 EXCEPTION TO THE “NO GIFTS” POLICY**

The No Gift Policy does not apply to corporate gifts as long as it complies with policies and procedures set by the Company. Members of PMSB are advised to adhere to the guidelines in the **No Gift Policies**, including as follows:

### **2.4.1.2 GIFTS THAT MAY BE ACCEPTED**

- Gifts of symbolic value, such as plaques, souvenir or mark of courtesy that are inscribed in recognition of a business relationship, may be accepted;
- Acceptance of books, publications and other reading materials, which books and other materials are given by individuals or organizations that have no pending business with the Company as to create an actual or potential conflict of interest;
- Gifts or discount offered to a large group of employees of the Company, as part of an agreement between the Company and a customer or supplier, may be accepted and used as intended by the customer or supplier; and
- Gifts that may be given among Members of subsidiaries or parent’s company to which that company belongs, in the customary and normal course of business, as may be determined and approved by the Chief Executive Officer of the company.

### **2.4.1.3 GIFTS THAT MAY BE GIVEN**

- The only form of gift allowed to external parties is a corporate gifts. All corporate gifts shall bear the PMSB name or logo;
- The personal gifts are prohibited. If the requestor still insist to make a request for giving gift, attach details of intended recipients and notify the Integrity Department; and
- All Member of PMSB are prohibited from giving cash gifts including loans to external parties in the course of performing their duties with PMSB.

## **2.4.1.4 PROHIBITION ON SOLICITATION AND ACCEPTANCE OF GIFTS**

- Do not solicit and accept gifts in exchange for doing, or promising to do, anything for any contractors, sub-contractors, bankers, consultants, suppliers or vendors;
- Do not solicit for gifts from any customers, suppliers, contractor, sub-contractors, bankers, consultants or vendors;
- Do not solicit or accept gifts of cash or cash equivalents, such as gift cards; and
- Do not solicit or accept gifts which could create the appearance of a conflict of interest.

## **2.4.1.6 LIMIT OF GIFTS TO BE GIVEN**

Please refer to the **No Gift Policy** or seek from Integrity Department for the acceptable limits for the giving or receiving gifts.

## **2.4.1.6 MEALS AND ENTERTAINMENT**

- Do not solicit or accept meals or entertainment in exchange for doing, or promising to do, anything for any customers, suppliers, contractor, sub-contractors, bankers, consultants or vendors;
- Do not solicit for meals or entertainment from any customer, supplier, contractor, sub-contractor, banker, consultants or vendor; and
- Members of PMSB may accept occasional meals and entertainment from a customer or a supplier if the event is attended by the customer or the supplier, and the costs involved are in line with local custom for business-related meals and entertainment. For example, ordinary business meals and attendance at local sporting events generally are acceptable.

### **2.4.1.7 REFUSING GIFTS**

If Members of PMSB are offered a corporate gift that exceeds the acceptable limit, Members of PMSB must politely decline and explain the Company's No Gift Policy to the giver. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, Members of PMSB may accept the gift, but should notify Integrity Department. Integrity Department will work with Members of PMSB either to donate the item to a charity, or to distribute or raffle the item among a large group of employees.

### **2.4.1.8 EXAMPLES**

Circumstances where gifts may not be appropriate:

#### **A. SPECIAL DISCOUNTS**

An employee who manages the Company's relationship with a travel agency should refrain himself from accepting any, discounted rates for personal travel by the travel agency that are not made available to other employees. The employee will violate the Code provisions on conflicts of interest by accepting this personal benefit.

#### **B. TRAVEL AND PREMIUM EVENTS**

If a Members of PMSB is invited by a contractor or supplier to an event involving an out-of-town travel or overnight stay, or to a premium event such as the World Cup, Olympics, concerts or any such prestigious awards ceremony, the Members of PMSB needs to firstly consult the Integrity Department to determine if there is adequate business rationale for his attendance at that event. If there is, all travel attendance expenses shall be paid by PMSB and not the contractor or supplier.

### C. TICKETS AND HOUSING FOR PERSONAL USE

Tickets to sporting events or other entertainment venues that are offered by a customer or supplier for Members of PMSB' personal use, without attendance by the customer or supplier, are considered gifts. They **should not be accepted**, unless offered to a large group of employees as part of an agreement between the Company and the customer or supplier. The same is true of personal use of condominium or vacation home, or personal travel on a private transportation.



### 2.4.1.9 QUESTIONS AND ANSWERS

**Q:** A customer has presented me with a very expensive gift. In his home country, it is considered extremely impolite to reject a gift and doing so might irreparably harm our business relationship. What should I do?

**A:** You should immediately consult Integrity Department. In some circumstances it may be possible to accept it as company property, rather than as a personal gift, which should then be displayed in a place where it could be enjoyed by everyone. The gift should be returned immediately with regrets if it was offered on condition of (or with the obvious expectation of) some concession or favour (i.e. as a bribe). It should not be accepted at all if it is a gift of cash or cash equivalents.

**Q:** I went out to lunch with a contractor who is interested in bidding on a PMSB project. The lunch treat was purely social, we did not discuss anything about the project. When I came back to the office, I found an envelope with RM 3,000 in cash left in my jacket pocket. I have no idea how it got there. Now, what should I do with the money?

**A:** In this situation, you **need to contact the Integrity Department immediately**. Although there may be some legitimate explanation for the appearance of the cash, it seems very possible that it was an attempted bribe or an effort to compromise Members of PMSB. You should then follow the Integrity Department's instructions.

**Q:** The head of the purchasing department of one of our major customers has asked whether we could arrange a golf outing for some Members of his team and some of our personnel. Can we accommodate him?

**A:** Normal business entertainment for the purpose of building good interpersonal relationships is generally unobjectionable, but it needs to be appropriately authorised and care needs to be taken to avoid leaving the impression that the entertainment is in exchange for some improper favour.

## 2.4.2 ANTI-BRIBERY AND CORRUPTION POLICY

No Members of PMSB may, directly or indirectly, offer a bribe to any person or entity, and all requests or demands for bribes must be expressly rejected. Prior approval from the Integrity Department **MUST BE OBTAINED** before providing anything of value to any person, entity or agent of public service.

Contractors, sub-contractors, consultants, representatives and any other person acting for or on behalf of PMSB are expected to comply strictly with PMSB policies that prohibit improper solicitation, bribery and corruption.

PMSB' business must comply with the Malaysian Anti-Corruption Commission Act 2009 and other such anti-corruption laws as may be applicable. Breaches may result in severe penalties including disciplinary actions, termination, fines and imprisonment.

A “bribe” for the purposes of this policy has the definition used in the Malaysian Anti-Corruption Commission Act 2009, and includes, but is not limited to, any offer, promise, or gift of any monetary or other advantage, whether directly or indirectly, given or offered to any employee, official, or agent of any government entity, commercial entity, or individual with the intent to gain any improper advantage for the Company or a bribe offered to any Members of PMSB for the purposes of gaining an improper advantage for the individual or company offering the bribe.

### A. “ANYTHING OF VALUE”

This phrase literally means anything that might have value to an agent of public service or entity (*runner, lobbyist, agent, contractor, consultant, licencing body etc.*), including cash, gifts, meals, entertainment, business opportunities, company product, offers of employment and more. There is no monetary threshold; any amount can be construed as a bribe.

## B. “AGENTS OF PUBLIC SERVICE”

The “Agents of Public Service” shall include, but not limited to the following:

- Employees of any public organization or government-controlled entity anywhere in Malaysia or abroad;
- Political parties and party officials;
- Candidates for political office or its representatives; and
- Employees of public international organizations.

## C. “THING OF VALUE”

The “**thing of value**” need not be money, and often is not. Any tangible benefit given or received with corrupt intent can be a bribe. Bribes provided by bidders, contractors and consultants to project and government officials have included:

- Expensive gifts, paid travel and lavish entertainment;
- “*Loans*” whether or not repaid;
- Leasing vehicles for project officials;
- Employment of the children or spouses of project officials;
- Payment of educational expenses and scholarships for the children of project officials;
- “*Study tours*” of the contractor’s facilities (which in reality are just shopping or traveling excursions) for project personnel and spouses;
- Leases by contractors of office and living accommodations owned by project officials, usually at inflated rates;
- Gifts by contractors of their inventory or services, e.g., improving the house of a project official;
- Prostitutes provided by contractors to project officials and site inspectors;
- “*Donations*” to “*social programs*” at the direction of project officials;
- Overpaying for assets purchased from project officials;
- Subsidizing rents or mortgages of project officials;

- Direct cash payments to project officials and inspectors, or payments through subcontractors or local agents, recorded on the contractor's books as legitimate fees and commissions. The latter is the most common method used by large companies to pay and conceal bribes. Cash for corrupt payments can be generated by raising false invoices for goods, works or services that were not performed, and turning the payments into cash. Bribes also can be funded by collecting payments from subcontractors; and
- Providing hidden interests in other companies or enterprises to project officials.

### **2.4.2.1 IMPROPER PAYMENTS BY THIRD PARTIES**

Any Members of PMSB may be held liable for bribes paid by third-party agents or consultants acting on the Company's behalf. Take particular care when evaluating a prospective third party who might interact with the authorities on behalf of the Company.

Members of PMSB must not engage a third-party agent or consultant if there is reason to believe that the agent or consultant may attempt to bribe an official. Also, Members of PMSB must ensure that all agents and consultants agree to abide by the Suppliers' Code of Conduct, which contains anti-bribery provisions.

Refer to the **Anti-Bribery and Corruption Policy** or seek for Integrity Department for more specific guidance about payments to agents of public service and engaging third parties.

### 2.4.2.1 EXAMPLES

Gratification under MACC Act 2010 includes:

1. Money, donation, gift, loan, property, financial benefit, or other similar advantage;
2. Any office, dignity, employment, contract or services;
3. Any payment, release or discharge of any loan, obligation or other liability;
4. Any discount, commission, rebate, bonus or percentage; and
5. Any offer or promise of any gratification within the meaning of any of the preceding item.

### 2.4.2.3 QUESTIONS AND ANSWERS

**Q:** A licensing officer has arrived at a Company's construction site for an inspection. Can I present a case of product or gift to the officer after the inspection as a sign of goodwill and for the purpose of building a working relationship?

**A:** NO. Members of PMSB should never give **anything of value** to an official without prior approval from the Integrity Department. Giving the product, gift or anything else of value, to the licensing officer under these circumstances can be perceived as a bribe intended to influence the licensing officer's review of the construction work.

### 2.4.3 DECLARATION OF INTEREST POLICY

This policy is intended to cover conflict of interest situations that may affect Members of PMSB and is designed to protect the interests and reputation of PMSB. A conflict of interest can arise when an individual has personal interests that may interfere with his unbiased and competent performance at work.

Members of PMSB are expected to avoid any actual or apparent conflicts between their own personal interests and those interests of PMSB. Members of PMSB are generally expected to avoid conflicts of interest, and situations that have the potential to generate conflicts of interest. The use of PMSB' office position, Confidential Information, assets or other resources for personal gain, or for the advantage of others with whom Members of PMSB are related or associated, is **strictly prohibited**.

**Any individual who has a conflict of interest or a potential conflict of interest, must immediately disclose the matter to the Integrity Department and refer Declaration of Interest Policy.** A failure to disclose fully the nature and scope of a conflict of interest may result in disciplinary or legal action against that individual.

## **2.4.3.1 EXAMPLES**

### **A. WHO IS MY “RELATIVE” UNDER THE CODE?**

A spouse, parent, sibling, grandparents, child, grandchild, mother or father-in-law, uncle, auntie or same or opposite sex domestic partner are all considered relatives. Also included is any family Members who lives with Members of PMSB or who is otherwise financially dependent on Members of PMSB, or on whom Members of PMSB are financially dependent.

Even when dealing with family Members beyond this definition, Members of PMSB must take care to ensure their relationship does not interfere with the Employee’s ability to act in the best interest of PMSB.

### **B. WHAT ARE COMMON EXAMPLES OF CONFLICTS OF INTEREST?**

- Having a financial interest in a supplier, competitor or client where Members of PMSB are involved in PMSB’ decisions relating to, or of relevance, to them.
- Providing or disclosing any PMSB’ Confidential Information to any third party (relatives, friends, contractors, suppliers or vendors) in order to give the third party an advantage in dealing with PMSB.

### 2.4.3.2 QUESTIONS AND ANSWERS

**Q:** My uncle owns a construction company with specific expertise and happens to meet the requirements of PMSB in managing its new project. I am in charge of the contract negotiations with that company. The situation will be much easier for negotiation since the owner is my uncle. Is this allowable under the Code?

**A:** If you deal with such situation, take care to ensure that this relationship does not affect, or appear to affect, your ability to act in the best interest of the Company. If you are uncertain whether your relationship may create an issue, please consult the Integrity Department.

The best course of action is either for you not to be involved in the selection process, or for your relatives' (*in this case your uncle*) or friends' business to be eliminated from consideration. In either case you are to immediately disclose this situation to the Integrity Department.



## 2.4.4 WHISTLEBLOWING POLICY

PMSB' Whistleblowing Policy is established to provide a channel to any individual who wishes to report his concern regarding any accounting, audit, procurement, contract or other violation of this Code or other business practices or conduct that may be or appear to be illegal, unethical or improper.

The policy further provides that any individual who in good faith, reports a concern ("whistleblower"), will be protected from any recrimination, retaliation or harassment, and that the report can be directly to the Integrity Department.

A whistleblower must report his finding or suspicion in writing to the Integrity Department, or may file a report using the whistleblowing channel provided by PMSB.

It is the responsibility of all who work at PMSB to bring any illegal, unethical or improper practices to the attention of the management. For further understanding, please refer to **PMSB Whistleblowing Policy**.

### REMINDER

- If any of the employees make a report to PMSB Integrity Department with genuine belief and without malicious intent, that a breach may have occurred or may likely to occur, the employee will not be penalised or be subject to any form of victimisation or retaliatory action notwithstanding that, after investigation, it is shown that the employee was mistaken.
- Any form of reprisal against a person who, in good faith and without malicious intent has raised a concern, is forbidden, and such reprisal will itself be regarded as a serious misconduct subject to disciplinary action.

#### **2.4.4.1 PRIVACY**

PMSB respects the need to maintain the privacy of all persons, suppliers, and clients, and we protect this information against loss, theft, unauthorised access, disclosure, copying, use or modification.

The Company is committed to ensuring that it will only collect, update, use, retain or disclose personal, supplier, customer and competitive information for legitimate business purposes and in accordance with the purpose and consent granted by the employees or employment applicant, customer or third party, as stipulated by the Personal Data Protection Act 2010 (“PDPA”).

#### **2.4.4.2 QUESTIONS AND ANSWERS**

**Q:** Adam receives a call from MAYBANK, saying that one of his staff has applied for a personal loan. The bank officer asks him to verify his staff’s employment details, including salary, address, identification number etc. What should Adam do?

**A:** Adam should not provide any personal information over the phone. He should ask the bank officer to write in formally, using the Bank letterhead, to request information which then can be passed to Human Capital Department for processing.

## 2.4.5 INTEGRITY PACT POLICY

Integrity Pact is an agreement between the entity offering the contract and the company or companies bidding for it, which imposes that all parties will abstain from bribery, collusion and other corrupt practices in the period leading up to the award and during the contracting period. To ensure accountability, Integrity Pact should also include monitoring by the Integrity Department, Risk Management & Compliance or other similar department, complemented by whistleblowing reporting lines.

Integrity Pact is included as part of any agreement for the contracting activities with external parties. Members of PMSB who deal with contractor or suppliers need to understand on Integrity Pact before signing any agreements and contracts.

### 2.4.5.1 SANCTIONS FOR NON-COMPLIANCE

If vendor violate any of the terms and conditions of the Integrity Pact, Members of PMSB may apply, at its absolute discretion, to the extent permitted by law, any or all of the following sanctions:

- Cancellation of the contract;
- Non-payment of fees/expenses;
- Debarment by PMSB of selling company and its Director from being considered for further contracts, for such period as the company may deem appropriate; and
- Other legal proceedings as PMSB may deem appropriate.

Please refer to the **Integrity Pact Policy** and consult with **Integrity Department** for more specific guidance about the procedures.

## **2.5 INTEGRITY IN RELATIONS WITH OTHERS**

PMSB expects its employees to always deal fairly with customers, suppliers and business partners, treating them with honesty and respect. Two principles are to be upheld:

- Do not engage in unfair, deceptive or misleading practices; and
- Always provide service in an honest and forthright manner.

PMSB expects all suppliers to not act in any way contrary to the principles of this Code. Accordingly, each supplier, contractor, and business partner acknowledge and should ensure that adherence to the Supplier Code of Conduct (S-COC) provided by PMSB is a condition of the supplier's agreement.

PMSB is committed to ensure all of its Members treat each other in a fair, respectful and honest manner in all interactions in the workplace. Good communication is key to successful teamwork. We owe it to each other to be respectful and professional, even when we disagree. Our diversity of people and ideas is what makes us great.

### **2.5.1 EQUAL OPPORTUNITY FOR EMPLOYEES**

At PMSB, we practise good judgement by making decisions that are right for the Company, our business communities and each other. We begin by hiring, promoting and compensating employees based on their ability to perform the job, without regard to age, race, physical disability, gender, religion, sexual orientation or marital status. We do not tolerate employment discrimination in the workplace.

## **2.6 RELATIONSHIP WITH COMPETITORS**

PMSB' employees are reminded to exercise care in dealing with competitors, and gathering information about competitors. Various laws govern this sensitive relationship.

PMSB competes fairly, and complies with all applicable competition laws around the world.

### **2.6.1 COMPETITIVE INTELLIGENCE**

Employees are encouraged to collect, share and use information about the competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects its own non-public confidential information, we respect the non-public information of other companies.

### **2.6.2 ACCEPTABLE INTELLIGENCE GATHERING**

It is acceptable to collect competitive intelligence through publicly available information or through ethical enquiries. For example, Members of PMSB may gather and use information from sources such as:

- Publicly available filings with government agencies;
- Public speeches of company executives;
- Annual reports; and
- News and trade journal articles and publications.

Employees also may ask third parties about the competitors, or accept competitive intelligence offered by third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information. It is always best practice to enquire the third party regarding the origin of the information and how it was obtained.

## 2.6.3 PROHIBITED ACTIVITIES

The following basic restrictions apply to Members of PMSB in gathering competitive intelligence:

- Do not engage in any illegal or illicit activity to obtain competitive information. This includes theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, bribery, misrepresentation, coercion, espionage or threats;
- Do not accept, disclose or use competitive information that Members of PMSB know or have reason to believe was disclosed to Members of PMSB as a result of a breach of a confidentiality agreement between a third party and one of PMSB competitors; and
- Do not disclose or use competitive information that is, or Members of PMSB believe should have been, marked with “proprietary” or “confidential” without consulting PMSB’ Legal Department.

## 2.6.4 QUESTION AND ANSWERS

**Q:** PMSB had just hired an employee who recently worked for one of its competitors. Can I ask the employee to provide information about our competitor?

**A:** Please consult the Human Capital Department before asking the new employee anything about his/her former company’s business information. Never ask a former employee of a competitor about any information which the person is under a legal obligation not to reveal. This would include any of our competitors’ trade secrets, and probably other information that is deemed as confidential information.

## 2.7 ETHICAL REPORTING OF FINANCIAL INFORMATION

PMSB is committed in producing quality, reliable and accurate financial reports. Employees are expected at all times to comply with applicable laws and professional standards relating to the reporting and disclosure of financial results.

PMSB' project records, financial records, financial reports, accounting records, and all other related documentation are expected to be recorded and prepared accurately in accordance with legal and professional standards.

Prohibited activities include:

- Falsifying or providing incorrect or misleading financial or accounting reporting;
- Charging cost on unrelated projects where not permitted by contract or law;
- Charging personal expenses to the Company or projects;
- Knowingly withholding information that could result in incorrect or misleading financial or accounting reports;
- Concealing or failing to report any improper or potentially improper transaction; or
- Acting in any way that may hinder an internal or external audit.

All financial transactions must comply with the approved levels of authority and be recorded in accordance with generally accepted accounting principles. If any of the employees become aware of any questionable transactions or entries, they are required to disclose the matter immediately to Integrity Department.

## 2.8 KICKBACKS

A *kickback* is a method of bribery in which something of value is exchanged for a favourable decision.

### 2.8.1 EXAMPLES

A *kickback* can take many forms, all of which are illegal. For example, a building contractor might give a portion of what he is paid to a government official who approved the building plans for the project. Or, he might offer another incentive like traveling, or other benefits to the person who recommends his company to the procurement department or those who can make decision to appoint his company for the project.

Kickbacks are often associated with procurement contracts. This should be prevented and contractors and sub-contractors interested in winning any contract are required to bid against each other. A contractor may reach out to a procurement employee within the Company and indicate that, if the contractor is awarded with the contract, the officer may receive compensation. The compensation can be in the form of cash or hospitality.

#### REMINDER

- No representative of PMSB may provide/accept any “*kickback*” for any portion of a contract payment, to or from employees of other parties to a contract nor use legal instruments such as subcontracts, purchase orders or consulting agreements to channel payments to government officials, political candidates, or employees of the other parties to a contract, their relatives or business associates.



## 2.9 QUALITY, SAFETY, HEALTH AND ENVIRONMENT (QSHE)

Quality, Safety, Health and Environment and Quality (QSHE) in the workplace is a key priority at PMSB. This is in keeping with PMSB' enduring values of commitment, integrity and reliability, and is very much a part of the culture of caring for every person in the organization. PMSB strives to be a leading highway concessionaire in safety.

Employees are expected to actively engage in creating a safe and incident-free work environment by adhering to PMSB' safety policy; and by ensuring all PMSB personnel and subcontractors are properly trained and protected from hazardous materials and injury. Employees are expected to report all incidents, environmental concerns and potentially dangerous situations.

### REMINDER

- Any form of harassment should be brought to the attention of Integrity Department. Integrity Department promises to respond quickly to any allegation or complaint in relation to any inappropriate behaviour and to resolve the said issues in a timely manner, with appropriate consideration for privacy and confidentiality

## 2.9.1 RESPECTFUL WORKPLACE

PMSB' greatest resource is its employees. It is essential to PMSB' business that every individual within the Company is provided with, and contribute towards, a respectful workplace that creates and sustains an environment that:

- Values the diversity and human rights of others;
- Demonstrates the dignity of a person, courteous conduct, mutual respects, fairness and equality; and
- Fosters positive communications between people and collaborative working relationships.

We strive to create a work environment free of discrimination and harassment. We do not tolerate bullying, abuse or any behaviour that interferes with someone's work or that creates a hostile work environment. No matter what form harassment takes – whether physical, sexual, verbal or non-verbal, in person, via email, over the phone or on the internet – **it is unacceptable.**

## 2.9.2 QUESTION AND ANSWERS

**Q:** Does sexual harassment necessarily involve physical contact or unwelcome touching?

**A:** No. Sexual harassment can also be verbal or non-verbal. Words or gestures can be just as offensive as physical acts and contact. Jokes, stories and off-colour comments can be sexually harassing and may potentially create a hostile work environment.

## 2.10 CORPORATE PROPERTY

All employees are responsible for the proper acquisition, usage, self-keeping, storage, maintenance and disposal of Company's materials, vehicles, equipment, tools, and property in accordance with the Company's equipment manual, vehicle manual and process guidelines.

Employees are expected to endeavour to protect Company's assets from damage, waste, loss, misuse or theft.

### REMINDER

- Personal use of Company's equipment will only be permitted with prior management approval, on such terms as management may require. In no circumstances should the Company's equipment or facilities be used to support outside business ventures or opportunities.

### 2.10.1 QUESTION AND ANSWERS

**Q:** You have friends visiting and want to take them for a city tour. However your car is too small and not in a good condition. Knowing that the company's vehicle is available on that day, you took the opportunity to borrow or make use the vehicle for your own use. Is this acceptable?

**A:** Please take note that all company's vehicles are provided for business use only. The use of company's vehicles have to be for official and work related and must be sanctioned by the management. Utilisation for your own private use is strictly prohibited. As to the question above, you should find an alternative by hiring a car or asking another friend to loan to you, his or her car.

## **2.11 INTERNET AND EMAIL USAGE**

The use of PMSB' technology systems and all forms of internet access are for Company business. Technology resources are provided to improve productivity and enhance the effectiveness of communication.

Brief and occasional personal use of email or the internet is acceptable, as long as it is not excessive, inappropriate or offensive. PMSB reserves the right to monitor email and internet traffic of any employee, should there be any complaint and every employee is expected to exercise prudent judgement when using the Company's email and internet.

## 2.12 MONEY LAUNDERING

PMSB strongly objects to practices related to money laundering, including dealing in the proceeds of criminal activities. Money laundering is a very serious crime and the penalties for breaching anti-money laundering legislation are severe.

In relation to anti-corruption initiatives, several offences under the MACC Act (i.e. Section 16, 17, 18, 20, 21, 22, 23, 25, 27, 28 and 48) have been laid down as serious offences listed in the Second Schedule of **Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act (AMLATFA)**. To avoid violating anti-money laundering laws, employees are expected to always conduct counterparty due-diligence to understand the business and background of PMSB' prospective business counterparties and to determine the origin and destination of money, assets and services.

Counterparty means any party that PMSB is currently in relationship with or intends to do business with in the future, either on a regular or once-off basis. Counterparties include but are not limited to customers, contractors, suppliers, consultants, JV partners and any other business partners.

## 2.12.1 QUESTION AND ANSWERS

**Q:** A supplier / contractor has asked you (being in the finance department) to divide a payment into two payments, with one payment going to a company you have never heard of and that is not mentioned on the invoice. Is that OK?

**A:** You have to discuss with your Head of Department (HOD) or supervisor. This request might be legitimate, or it might be a sign of an effort to illegally evade taxes, embezzle funds, circumvent, exchange controls or engage in other illegitimate activity.

### **3.0 SIGNATURE AND ACKNOWLEDGEMENT**

All new and existing employees must sign an acknowledgement form to confirm that they have read this Code and agree to abide by its provisions. The Code forms part of the contract between the Company and the employees.

All employees will be required to make similar acknowledgements on a periodic basis. Failure to read the Code or sign the acknowledgement form does not excuse any employee from complying with the Code.

Failure to comply with this Code, and its related policies, and to cooperate with related investigations may be cause for disciplinary action that may include suspension, termination, or cancellation of contracts and if necessary, legal action

## DECLARATION

We hereby consent to comply with the requirements of the Code while providing services to the TRUST and INTEGRITY. We agree to the terms and principles of the COBE and accept that this COBE shall form a part of any policies and procedures entered into by PMSB with us. We shall ensure that we, and any of third parties (which shall include the sub-contractor's staff, agents or representatives) comply with the COBE.

We agree that non-compliance may be considered a breach of the contract terms and PMSB may take any action against us including termination of the contract.

By signing this declaration of consent, we shall uphold the contents of the COBE herein and act accordingly with the manners prescribed herein and we shall not perform, omit or cause by any action, whether directly or indirectly, whether through ourselves or our employees, affiliate persons, or agents, anything that will cause or may likely to cause damage to PMSB or bring PMSB into disrepute.

**Signed:**

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Name:

Designation:

Date:



## **4.0 ADMINISTRATION**

Integrity Department is responsible for the content of this Code as well as its clarifications and interpretation. Any modification can only be made with the approval of the PMSB's Board.