

Contents

BOARD CHARTER.....	2
BOARD DIVERSITY POLICY	11
SHAREHOLDERS' COMMUNICATION POLICY.....	12
DIRECTOR ORIENTATION	13
CODE OF CONDUCT AND ETHICS.....	15
ANTI-BRIBERY AND CORRUPTION POLICY.....	20
WHISTLE-BLOWER POLICY	26
WHISTLE-BLOWER REPORTING FORM.....	30

IBRACO BERHAD

(Company No. 011286-P)

Incorporated in Malaysia

BOARD CHARTER

This Board Charter (“**Charter**”) formalises the various roles and responsibilities of the Board of Directors of the Company (“**Board**”), Board Committees and individual Director in discharging their fiduciary and leadership functions.

This Charter serves as a structured guide. It shall not be construed as an exhaustive blueprint by Directors on corporate governance matters.

INTERPRETATION

“Board Committees”	means committees established by the Board from time to time;
“Company Secretary(ies)”	means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary;
“Group”	means the Company and all its subsidiaries;
“Independent Director”	is defined in accordance with Paragraph 1.01 of the Listing Requirements;
“Listing Requirements”	means the Main Market Listing Requirements of Bursa Malaysia;
“Management”	means the management personnel of the Group; and
“Shareholders”	means the shareholders of the Company.

1 ROLE OF THE BOARD AND ITS PRINCIPAL RESPONSIBILITIES

- 1.1 The Board is collectively responsible for the stewardship of the Group’s business and affairs, setting the Company’s long-term strategic direction and safeguarding interests of the stakeholders.
- 1.2 The principal responsibilities of the Board are as follows:
 - a. reviewing and adopting a strategic plan, as developed by Management, that promote sustainability within the aspect of environmental, social and governance;

- b. overseeing the conduct of the Group's business in accordance with its strategic plan and budget;
- c. monitoring the performance of Management to ensure sound financial and operational management;
- d. identifying principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to manage such risks;
- e. overseeing and review in the identification and management of sustainability matters;
- f. overseeing the development and implementation of investor relations and shareholder communication policy;
- g. ensuring succession planning are in place for the orderly succession of senior management;
- h. reviewing the adequacy and integrity of the Group's management information and internal control systems, ensuring there is a sound framework of reporting internal controls and regulatory compliance; and
- i. overseeing the Group's adherence to appropriate corporate governance structure and ethical corporate behavior.

1.3 The Board has reserved the following matters, amongst others, for its decision:-

- a. appointment and recommendation for removal of Directors
- b. appointment and removal of Chief Executive Officer/Group Managing Director, Chief Financial Officer and Company Secretaries
- c. establishment of Board Committees, members and term of reference
- d. recommendation of Directors' fees to be approved by shareholders
- e. approval of strategies and annual budget;
- f. approval of annual and quarterly results;
- g. material acquisition and disposal of assets not in the ordinary course of business
- h. decision on major investment and award of contracts
- i. treasury policies and authority levels
- j. risk management policies
- k. approval of interim dividend and recommendation of final dividend and other distribution for shareholders' approval

1.4 The Board has adopted a Code of Ethics and has in place a Whistle-Blower Policy.

2 BOARD BALANCE AND COMPOSITION

2.1 The Board shall comprise at least two (2) members or one-third ($\frac{1}{3}$) of the Board, whichever is higher, who are Independent Non-Executive Directors ("ID") in accordance with the Listing Requirements.

- 2.2 The Board also acknowledged that the Malaysia Code of Corporate Governance 2017 called upon companies to have at least half of the board composed of independent directors in order to foster greater objectivity in the board room. However, The Directors, with their diverse professional backgrounds and specialisations, collectively bring considerable knowledge, independent judgments and expertise to the Board. Further, with the current Board composition, there is no disproportionate imbalance of power and authority on the Board between the non-independent and independent directors. Nevertheless, the Board will continue to monitor and review the Board size and composition from time to time.
- 2.3 The tenure of ID shall be for a cumulative term of nine (9) years since appointment as ID. The ID may continue to serve on the Board beyond the nine (9)-year tenure provided the ID is re-designated as a Non-Independent Director. Where the Board is of the view that the ID can continue beyond the nine (9)-year tenure, it must justify and seek shareholders' approval. If the board continues to retain the ID after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.
- 2.4 The Board shall also identify, from amongst its members for inclusion in the Company's Annual Report, a Senior Independent Non-Executive Director to whom concerns of fellow Directors, shareholders or stakeholders may be conveyed.
- 2.5 Time Commitment of Directors - The Board and the Audit Committee currently meet four times a year. Additional committee or Board meetings may be called as circumstances warrant during a given year. Thus, each Director is encouraged to commit at least 4 days per year for attending meetings of the Board and its committees either attending in person or via tele-conferencing.
- 2.6 The respective roles and responsibilities of the Chairman and the Group Managing Director are clearly set up to ensure that there is clear and proper balance of power and authority.

3 ROLES OF CHAIRMAN

The Chairman is responsible for leadership of the Board. In particular, the Chairman is responsible to:-

- a) Ensure effective operation of the Board and its committees in conformity with the standards of corporate governance.
- b) Ensure effective communication with shareholder and other stakeholders.
- c) Ensure orderly conduct and proceedings of the Board, where healthy debate on issues being deliberated is encouraged to reflect an appropriate level of scepticism and independence.
- d) Takes the lead to ensure the appropriateness and effectiveness of the succession planning programme for the Board.
- e) Ensure that all Board committees are properly established, composed and operated.
- f) Support the Managing Director in the development of strategy and to support and advise the Managing Director.

- g) Ensure that the performance of the Board, its main committees and individual directors is formally evaluated on an annual basis.
- h) Establish a harmonious and open relationship with the Managing Director.

4 ROLES OF CHIEF EXECUTIVE OFFICER/GROUP MANAGING DIRECTOR

The Managing Director is responsible for leadership of the business and managing it within the authorities delegated by the Board. In particular, the Managing Director is responsible to:-

- a) Develop strategy proposals for recommendation to the Board and ensure that agreed strategies are reflected in business.
- b) Plan human resourcing to ensure that the Group has the capabilities and resources required to achieve its plans.
- c) Develop an organisational structure and establish processes and systems to ensure the efficient organisation of resources.
- d) Primarily accountable for overseeing the day-to-day operations to ensure the smooth an effective running of the Group.
- e) Develop and promote effective communication with shareholders and other stakeholders.
- f) Develop processes and structures to ensure that capital investment proposals are reviewed thoroughly, that associated risks are identified and appropriate steps taken to manage the risks.
- g) Develop and maintain an effective framework of internal controls over risk in relation to all business activities.
- h) Ensures that the financial management practice is performed at the highest level of integrity and transparency for the benefit of the shareholders and that the business and affair of the Group are carried out in an ethical and in full compliance with the relevant laws and regulations.

5 ROLES OF INDIVIDUAL DIRECTORS

Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities, including:-

- a) Acting in good faith and in the best interest of the Group;
- b) Acting with care and diligence;
- c) Refraining from making improper use of information gained through the position of director and from taking improper advantage of the position of director; and
- d) Expecting to comply with their legal and statutory obligations.

6 COMPANY SECRETARY

- 6.1 The Company Secretary shall be suitably qualified and capable of carrying out the duties required of the post.
- 6.2 The Company Secretary is expected to provide advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and regulatory compliance.
- 6.3 The primary responsibilities of the Company Secretary include the following:
- a. ensuring that Board procedures and applicable rules are observed;
 - b. maintaining records of the Board and Board Committees and their respective meetings and ensuring effective management of the Company's records;
 - c. preparing comprehensive minutes to document Board and Board Committee proceedings and ensure conclusions are accurately recorded;
 - d. timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements; and
 - e. carrying out other functions as deemed appropriate by the Board from time to time.

7 BOARD COMMITTEES

- 7.1 The following Committees have been established by the Board:
- a. **Audit Committee**
The Audit Committee assists and supports the Board primarily in the area of financial reporting in liaison with the external auditors and the Group's system of risk management and internal control in liaison with the internal auditors.
 - b. **Nomination Committee**
The Nomination Committee assists the Board on matters relating to the selection and assessment of Directors.
 - c. **Remuneration Committee**
The Remuneration Committee assists the Board on matters relating to the remuneration of Directors and senior management.
 - d. **Risk Management Committee**
The Risk Management Committee assists the Board on matters relating to identification of principal risks faced by the Group and continuously reviewing the adequacy of its internal control system to mitigate the risks.

e. **Option Committee**

The Option Committee assists the Board to administer the implementation of the Employee Share Option Scheme.

f. **Sustainability Committee**

The Sustainability Committee assists the Board on matters relating to identification of sustainability matters by the Group and continuously reviewing the adequacy of management of sustainability performance.

8 THE BOARD'S RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

8.1 The Board shall maintain a communications policy that enables both the Board and Management to communicate effectively with all stakeholders.

8.2 The Board shall arrange for the General Meetings of the Company to be conducted in an efficient manner to enhance shareholder communications. The Board shall also provide timely and relevant information to shareholders and encourage their active participation at the meetings.

9 BOARD PROCEDURES

9.1 Board meetings

9.1.1 Meetings shall be conducted at least on a quarterly basis. The Company Secretary shall prepare and distribute to all Directors in advance a timetable for the meetings for the year.

9.1.2 Except in the event of urgency, seven (7) day notice of every Board meeting will be provided in writing. Notices may be sent via facsimile, electronic mail or by any means of telecommunication.

9.1.3 The Chairman, assisted by the Company Secretary, shall assess the type of information needed to be supplied to the Board and the contents of the agenda.

9.1.4 Resolutions at any meeting of the Directors shall be decided by a majority of votes.

9.1.5 Should matters requiring Board's decision arise between meetings, such matters shall be resolved through circular resolution which shall be supported by relevant papers setting out details of the subject matter. All such resolutions shall be submitted for confirmation at a meeting of the Board following the passing of the circular resolutions.

- 9.1.6 The Directors may participate at a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation at the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting.
- 9.1.7 A Director shall abstain from deliberation and voting on contracts or proposed contracts or arrangements in which the Director has direct and/or indirect interests.
- 9.1.8. Board papers are to be circulated timely to provide reasonable time for Directors to consider board papers prior to the meeting.
- 9.1.9 Proceedings of all meetings and the decisions of the Board are recorded in the minutes of the meeting. The draft minutes shall be tabled at the following meeting for confirmation and signing.

10 ACCESS TO INFORMATION

All Directors shall have unrestricted access to Management and to information pertaining to the Company and its subsidiaries, including access to the Company auditors and consultants, relevant to the furtherance of their duties and responsibilities as Directors of the Company.

11 INDEPENDENT PROFESSIONAL ADVICE

In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the Company's expense with the Chairman's prior consent.

12 DIRECTORS' TRAINING

- 12.1 The Board shall maintain an induction programme for new Directors.
- 12.2 In addition to the Mandatory Accreditation Programme as required by Bursa Malaysia Securities Berhad, the Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors as well as technical matters. The Nomination Committee shall decide on the continuous education training programme for Directors.
- 12.3 All trainings attended by Directors shall be disclosed in the Annual Report. In the event of non-attendance of any training by Directors, justifications for non-attendance shall also be disclosed.

13 ROLE OF SENIOR INDEPENDENT DIRECTOR

The Board has appointed Mr. Guido Paul Philip Joseph Ravelli as the Senior Independent Director to whom concerns pertaining to Group may be conveyed by shareholders and the public.

14 CONFLICT OF INTEREST

- 14.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the Director's interest in accordance with the Companies Act, 2016. The Director concerned shall not participate in deliberations and shall abstain from casting votes in any matter arising thereof unless as otherwise provided for in the Companies Act, 2016.
- 14.2 Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure (through the Chairman or Company Secretary) and act honestly in the best interest of the Company.

15 DIRECTORS' REMUNERATION

- 15.1 Non Executive Directors will be paid a fee for acting as Directors of the Company, subject to approval by shareholders, recommended by Remuneration Committee based on the Company's Remuneration Framework.
- 15.2 The remuneration of Executive Directors shall be recommended by the Remuneration Committee with the individual Director concerned abstaining from discussing his individual remuneration. The amount of remuneration payable shall be determined with reference to corporate and individual performance of Directors giving consideration to the compensation level for comparable positions among other similar companies.

16 BOARD AND MEMBER ASSESSMENT

- 16.1 The Nomination Committee is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, experience and other qualities of Board members for discussion at the full Board.

16.2 The Board shall undertake an assessment of its Independent Directors annually taking into consideration, amongst other, the following criteria:-

- Is not an executive director of the listed issuer or any related corporation of the listed issuer;
- Has not been within the last 2 years and is not an officer (except as a non-executive director);
- Is not a major shareholder;
- Is not acting as a nominee or representative of any executive director or major shareholder;
- Is not a family member of any executive director, officer or major shareholder;
- Has not been engaged as an adviser by the listed issuer; and
- Has not engaged in any transaction with the listed issuer or is not presently a partner, director or major shareholder of a firm or corporation which has engaged in any transaction with the listed issuer.

17 REVIEW OF BOARD CHARTER

The Board shall review and amend it from time to time where appropriate to reflect changing legal, regulatory and business practices.

Revised Feb 2019

IBRACO BERHAD

(Company No. 011286-P)

Incorporated in Malaysia

BOARD DIVERSITY POLICY

PURPOSE

The purpose of this Diversity Policy (“**Policy**”) is to set out the approach to diversity on the Board of Directors of IBRACO BERHAD (“**Board**”).

POLICY STATEMENT

The Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element towards achieving sustainable business growth.

Board diversity includes but not limited to gender, age, cultural and educational background, ethnicity, experience, skills, knowledge and length of service.

All Board appointments shall take into consideration diversity criteria.

MEASURES ON GENDER DIVERSITY

Selection of Board candidates will be based on a range of diversity perspectives and recognise the importance to promote gender diversity. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee shall ensure gender diversity objectives are adopted in Board recruitment, Board performance assessment and succession planning process.

The Board annually will review the report on the gender composition of the organisation, in particular, the mix of genders in management role.

MONITORING AND REPORTING

The Nomination Committee will report annually, in the Corporate Governance Statement and monitor the implementation of this policy.

IBRACO BERHAD

(Company No. 011286-P)

Incorporated in Malaysia

SHAREHOLDERS' COMMUNICATION POLICY

OBJECTIVE

This policy sets out the standards and the requirements of the Company in relation to communicating with its shareholders. The Company shall keep shareholders fully informed about the Company and allow shareholders and other stakeholders to access Company's latest information available in a timely manner.

APPROVAL

This policy is subject to the Board's approval. The Board may approve updated and amendments to this policy from time to time.

MEETINGS

The annual general meeting and other general meetings of the Company are primary forum for communication by the Company with its shareholders and for shareholders' participation. Notice of meetings will be circulated to existing shareholders via mail, advertised in national newspaper and announced to Bursa Malaysia Securities Berhad.

Shareholders are encourage to participate in general meetings or to appoint proxies to attend and vote at the meetings.

REPORT

The Company's Annual Report and Circular to Shareholders aims to communicate to shareholders the Company activities, operations and performance.

THE COMPANY WEBSITE

A dedicated Investor Relations section is available on the Company's website (www.ibraco.com). Information released by the Company to Bursa Malaysia Securities Berhad is made available immediately after the announcement. All newsletter issued by the Company will be made available on the Company's website.

SHAREHOLDERS' ENQUIRIES

Shareholders should direct their questions about their shareholdings to the Share Registrar or the Company Secretary.

IBRACO BERHAD

(Company No. 011286-P)

Incorporated in Malaysia

DIRECTOR ORIENTATION

This orientation program is aimed at increasing a Director's familiarity with the Group, its industry and the responsibilities of Directors.

The orientation program will utilize materials and resources that inform and educate Directors on the Company's corporate governance framework, its businesses, operations, and current issues and strategies.

ORIENTATION PROGRAMME

Each new Director will be required to participate in an orientation program consisting of the following as soon as possible after appointment of the new Director:-

Initial meeting

1. Receiving the following documentation:-
 - Board Governance Manual
 - Corporate Profile
 - Bursa Malaysia Listing Requirements (follow by Director Mandatory Accreditation Programme)

2. Meeting with the following personnel:
 - Chairman
 - Managing Director
 - Executive Directors
 - Company Secretary

Briefing

The briefing is to be led by the Managing Director, assisted by the Company Secretary, on the following areas:-

1. The Group
 - History
 - Assets
 - People
 - Organisation Structure

2. Corporate vision and mission and strategic direction

3. Financial overview and forecast
4. Current projects and emerging issues
5. Corporate governance
 - Duties and obligations of Directors
 - Risk management
 - Board and committee organization

Site tours lead by the Project Director.

IBRACO BERHAD

(Company No. 011286-P)

Incorporated in Malaysia

CODE OF CONDUCT AND ETHICS

1.0 INTRODUCTION

Ibraco Berhad and Group of Companies (“Ibraco”) commits to maintain good corporate governance, where all employees are required to maintaining a high standard of code of conduct and ethics (“the Code”).

All Directors and employees hold responsibility and accountability to comply this Code and keep themselves abreast of the latest update of this Code. Directors and employees (including permanent, contract, probationary, and trainees) are bound to this Code and shall act professionally with integrity in their performance of their duties.

All Directors and employees in Ibraco shall read and understand the Code. Any breaches to this Code by any Director or employee shall be taken to disciplinary action, including possibility of suspension or dismissal. If a Director requires further clarification on the Code, the Director may refer or highlight any concern to the Chairman of the Board. Whereas for an employee may refer or highlight any concern to his/her immediate superior, or alternatively, he/she may choose to call Human Resource Department.

2.0 OBJECTIVE

This Code is served as guidelines for Directors and employees when work for Ibraco to commit themselves to ethical standards and conduct at work as Ibraco aims to grow a sustainable business. The Code is not intended to be exhaustive, and there may be additional obligations that Directors and employees are expected to behave or conduct when performing their duties. All Directors and employees shall always observe the highest standards of ethical conduct and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

3.0 CORE AREAS OF CONDUCT

3.1 Confidential Information

Directors and employees are prohibited from disclosing any confidential, proprietary and sensitive information of Ibraco to any person, including family, friends or third parties, unless the disclosure is duly authorized or required by law.

In the event that a Director or an employee knows of material information affecting the Group which has not yet been publicly released, the material information must be held in the strictest confidentiality by the Director or employee involved until it is publicly released.

Directors or employees who holding positions that allow access to price sensitive information (“inside information”) are prohibited to trade securities or tip others to trade securities of Ibraco on the basis of material information before it is made publicly available to ordinary investors through appropriate media.

If Directors or employees are required to disclose Confidential Information by the law, they should inform the Board, if practical in advance.

Investor Relations/Corporate Communication is the channel to handle all queries from media or third parties about Ibraco’s business for a consistent and professional approach in handling of such matters.

Vendors or any third party who may have access to confidential and proprietary information of Ibraco shall sign a non-disclosure agreement so as to protect the interest of Ibraco.

3.2 Protection of Assets, Properties and Facilities

Directors and employees are expected to protect the assets, properties and facilities of Ibraco to ensure these are safeguarded to avoid any loss, damage, misuse or theft.

Communication system, including internet and email system, are the property of Ibraco and such facilities are primarily for business purposes. Directors and employees are prohibited from sending, willfully receiving, displaying, printing or otherwise disseminating material that is fraudulent, harassing, bullying, illegal, embarrassing or sexually explicit. This includes but is not limited to messages containing sexual comments or offensive comments relating to gender, age, race, sexual orientation, religious or political beliefs or other ground of discrimination.

3.3 Social Media

Social media is an interactive internet-based application used in sharing and discussion of information among people in digital networks. Social media includes but is not limited to:

- Instant messaging (e.g. SMS, Whatsapp, Wechat)
- Websites
- Social networking sites (e.g. Facebook, Instagram, LinkedIn, Twitter)
- Video and photo sharing websites (e.g. YouTube)
- Podcasting
- Blog, including corporate blogs and personal blogs.

Directors and employees should be aware of and understand the potential risks and damages to Ibraco's reputation that may occur, either directly or indirectly, in their personal use of social media and beyond. Directors and employees, except for authorized personnel, are prohibited from commenting or disclose any information relating to Ibraco in the social media, and neither imply that you are authorized to speak as Ibraco's representative nor give the impression that the views expressed are those of Ibraco's.

3.4 Conflict of Interest

Directors and employees shall carry out their responsibilities to the exclusion of any personal advantage in performing their duties, either directly or indirectly.

Directors should immediately notify to Chairman of the Board, whereas employees should immediately notify to their immediate superior or Head of Department in writing upon becoming aware of any such real potential or perceived conflict. Where an employee is in any doubt about whether there is a real or potential conflict of interest, clarification should be sought from his/her immediate superior or Head of Department, or the Head of Department will take all reasonable steps to either resolve the conflict or to advise what steps need to be taken to avoid or handle the situation.

Directors shall take action, as appropriate, to address any conflict of interest, or the appearance of a conflict of interest arises with Ibraco, and inform the Board.

Employees shall not engage in any conduct involving a real, potential or perceived conflict without having first received prior written consent from the Managing Director.

3.5 Business Records and Control

Employees shall be committed to ensure:

- (i) all books, records and accounts comply with all applicable accounting and financial reporting rules and regulations, and laws and regulations;
- (ii) preparation and maintenance of accurate and adequate business records;
- (iii) all transactions are properly authorized and accurately and completely recorded in the relevant accounts with no false, improper or misleading records made in the books and records under any circumstances; and
- (iv) all business records are appropriately retained and disposed of according to Ibraco's data retention and disposal practices, applicable laws and regulations.

3.6 Gifts and Entertainment

Ibraco recognizes that offering or accepting gifts and entertainment during festive or special occasions and from social functions attended by employees on behalf of the Group, if done in an appropriate way and on an appropriate scale, are permissible.

Other than the above, no Director or employee should accept personal gifts, favours, entertainment, services or gratuities given, in cash or in kind, by third parties who have business dealings with Ibraco. It is not acceptable to offer, give, solicit, or receive any forms of bribe or kickbacks under any circumstances.

3.7 Anti-Money Laundering

Money laundering is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate.

Ibraco will to the best of its ability and knowledge conduct businesses with reputable customers with legitimate funds and for legitimate business purposes. If any Director or employee suspects any money laundering activities occurs within Ibraco, he/she should report it to the Chairman of the Board or respective immediate superior or Head of Department.

3.8 Health and Safety

The well-being and safety of our Directors and employees is our priority of concern. Ibraco strives to continuously improve the health and safety aspects in the operations to provide healthy and safe products and services, as well as a healthy and safe work environment to every Director and employee. All Directors and employees should familiarize themselves and commit to comply with all applicable laws, regulations and standards.

3.9 Protecting the Environment

Ibraco strives to maintain the environment for future generations. Directors and employees shall endeavor to demonstrate commitment to embedding sustainability as an integral part of our culture, skills and deliverables, through:

- (i) reducing the carbon footprint of our operations;
- (ii) increasing our sustainability knowledge, skills and tools to add value;
- (iii) incorporating sustainability considerations into our products and services; and
- (iv) dispose of construction wastes in a proper and environment friendly manner.

3.10 Equal Employment Opportunity

Ibraco values the employees are the main drivers that build up the sustainable business. Ibraco holds the principle to respect employees and one another, and is committed to ensuring fair and equal treatment for all employees and that all working in an environment free of discrimination and harassment. Ibraco has zero-tolerance to accept, under any circumstances, any bullying, sexual harassment, discrimination or general harassment in the workplace.

4.0 RESPONSIBILITY FOR REPORTING BREACHES OF THE CODE

All employees are expected to report unethical or improper conduct or breaches or suspected breaches of the Code with the applicable reporting procedures. Employees who wish to report breaches of the Code should refer to the Whistle-blower Policy, which is available on Ibraco's website.

All reports of unethical conduct or a breach of this Code will be treated in strict confidential, and Ibraco will take appropriate action against anyone who engages in retaliatory action against any person who reported in good faith on breaches or suspected breaches of the Code.

5.0 REVIEW OF THE CODE

The Code shall be reviewed periodically or whenever necessary by the Board to ensure that it remains current and relevant.



IBRACO BERHAD

(Company No.: 011286-P)

ANTI-BRIBERY AND CORRUPTION POLICY

1.0 INTRODUCTION

The Board of Directors of Ibraco Berhad has established and adopted this Anti-Bribery and Corruption Policy (“Policy”) in accordance to guidance of the Guidelines on Adequate Procedures issued pursuant to section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009.

Ibraco Berhad and Group of Companies (“Ibraco”) commits to conduct its business with integrity, as well as complying with all applicable laws.

2.0 OBJECTIVE

This Policy is served as Ibraco’s overall position on bribery and corruption in all its forms. The Policy is not intended to be exhaustive, and all relevant parties shall uphold and practice compliance with all applicable laws and regulatory requirements to which they are bound to in carrying out their duties.

3.0 ANTI-BRIBERY AND CORRUPTION POLICY

- 3.1 Ibraco prohibits bribery and corruption in any form. Bribery and corruption may be in the form of anything in value, for instance, money, goods and services, property, privilege, employment position or preferential treatment. Ibraco prohibits its Directors and employees to offer or accept, give or promise to give any bribes, whether directly or indirectly, to any employee of commercial (“private sector”) or Government (“public sector”) entities when conducting all business or affairs of Ibraco, whether in or outside of Malaysia.
- 3.2 Ibraco acts with due care before engaging with a business partner and ensure that our business associates know and respect this Policy through written statements and official website.

- 3.3 No employee or business associates will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or other illicit behavior.

4.0 RESPONSIBILITIES

- 4.1 All Directors and employees hold responsibility and accountability to comply this Policy. Directors and employees (including permanent, contract, probationary, and trainees) are bound to this Policy and shall act professionally with integrity in their performance of their duties.
- 4.2 All Directors and employees in Ibraco shall read and understand the Policy. This Policy shall be read in conjunction with Ibraco's Code of Conduct and Ethics, Whistle-blower Policy and Employees Handbook. Any breaches to this Policy by any Director or employee shall be taken to disciplinary action, including possibility of suspension or dismissal. If a Director requires further clarification on the Policy, the Director may refer or highlight any concern to the Chairman of the Board. Whereas for an employee may refer or highlight any concern to his/her immediate superior, or alternatively, he/she may choose to call Human Resource Department.
- 4.3 Associates companies and joint ventures are encouraged to adopt the principles set out in this Policy. Business associates are also expected to comply with this Policy when dealing in business work with or on behalf of Ibraco.

5.0 CONFLICTS OF INTEREST

- 5.1 Directors and employees shall carry out their responsibilities to the exclusion of any personal advantage in performing their duties, either directly or indirectly.
- 5.2 Directors should immediately notify to Chairman of the Board, whereas employees should immediately notify to their immediate superior or Head of Department in writing upon becoming aware of any such real potential or perceived conflict. Where an employee is in any doubt about whether there is a real or potential conflict of interest, clarification should be sought from his/her immediate superior or Head of Department, or the Head of Department will take all reasonable steps to either resolve the conflict or to advise what steps need to be taken to avoid or handle the situation.
- 5.3 Directors shall take action, as appropriate, to address any conflict of interest, or the appearance of a conflict of interest arises with Ibraco, and inform the Board.
- 5.4 Employees shall not engage in any conduct involving a real, potential or perceived conflict without having first received prior written consent from the Managing Director.

6.0 GIFTS, ENTERTAINMENT, BENEFITS AND HOSPITALITY

- 6.1 Ibraco adopts “No-Gift” Policy. Directors and employees shall not accept or receive any gift, entertainment, benefits or hospitality from any third party that may have direct or indirect business interest with Ibraco. All Directors and employees shall abide to this Policy to avoid conflict of interest for business benefit, personal benefit, which including benefit of his/her family members. Directors and employees shall exercise due care, judgement and take into consideration the impact of their actions towards Ibraco’s business operation in respect of accepting or giving any gifts, entertainment, benefits or hospitality.
- 6.2 Gifts in cash or cash value or in-kind (for example but not limited to coupons, vouchers, shares, commissions and hampers) are strictly prohibited at all times.
- 6.3 There are exceptions where token gifts/promotional items (for example food, diaries, umbrellas etc.) with an approximate value of less than RM100 (the recipient must properly estimate the gift value), which shall be shared amongst the employees or placed in common area or pantry for staff consumption. In such circumstances, the recipient could choose to accept the item without making any declaration to Human Resource Department.
- 6.4 Any gift, entertainment, benefits or hospitality given to Directors or employees must be declined/returned with an explanatory note from the recipient, thanking the third party but explaining politely the “No Gift Policy” and proceeds to decline/return the offer accordingly.
- 6.5 Ibraco is aware that in certain cultures and occasions, gift-giving is a central part of business etiquette and building good business relationships. Despite acknowledging the “No Gift Policy”, certain third parties might still insist in providing gift offer to Directors or employees or his/her family members. In the event of individual unable to decline/return a gift offer with an approximate value of approximate or more than RM100 (the recipient must properly estimate the gift value), the individual must declare and surrender such gift to Human Resource Department. Human Resource personnel will in turn seek to Managing Director’s direction on the best way to dispose the gift. The Managing Director, subject to his due considerations, will have the right to decide based on the following:
 - (a) Donate the gift to charity; or
 - (b) Register it as a Company’s property and to be used publicly by all employees;
or
 - (c) Share it with other employees; or
 - (d) Retain all the gifts and consume later as lucky draw during the Company’s event; or
 - (e) Permit it to be retained by the individual.

- 6.6 Directors and employees are allowed to accept meals provided/paid by third party regardless of value but must declare it via quarterly declaration form and to be submitted to Human Resource Department. All declarations (with or without any gift, including entertainment and corporate hospitality) must be submitted to Human Resource Department on quarterly basis by the 10th of the following month, to be signed by the employee and Head of Department. For example, 1st Quarter declaration must be submitted to Human Resource Department latest by 10th April.
- 6.7 Ibraco recognizes providing corporate gifts and hospitality to third parties is a legitimate way to network and build goodwill in business relationships. Directors and employees must not offer, give or promise to give any gift to third parties with the exception of Managing Director or appointed person (approved by the Managing Director) whereby the gift-giving are corporate gifts or event of hospitality mainly as a business courtesy, and must fulfil the following conditions:
- (a) They are limited, customary and lawful under the circumstances;
 - (b) The independent business judgement of the intended recipients must not be affected;
 - (c) There must be no expectation of any specific favour or improper advantages from the intended recipient;
 - (d) There must not be any corrupt intent involved; and
 - (e) The gift-giving and hospitality must be done in an open and transparent manner.

7.0 DONATIONS AND SPONSORSHIPS

- 7.1 Donations and sponsorships are permitted to community projects or to fulfil corporate social responsibilities in good faith.
- 7.2 Political contributions through funds or resources of Ibraco are disallowed except for approval granted from Managing Director or Board of Directors. Any appearance of making such contribution or expenditure to any political party, candidate or campaign, must be avoided.

8.0 FACILITATION PAYMENTS

- 8.1 Ibraco disallows facilitation payments. Any individual who suspects or encounters any requests for a facilitation payment are expected to report to Ibraco through the channel as outlined in the Whistle-blower Policy, which is available on Ibraco's website.

9.0 BUSINESS ASSOCIATES

- 9.1 Business associates (for example but not limited to consultants, contractors and suppliers) are expected to comply with this Policy when dealing in business work with or on behalf of Ibraco.
- 9.2 Due diligence shall be conducted to individual or third party to ensure the business and background of the potential business partners are free from bribery elements or conflict of interest prior to procurement/bidding process.
- 9.3 Business associates will be informed on this Policy through written statements and official website.

10. EMPLOYEE DECLARATIONS

- 10.1 All Ibraco's employees shall certify in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be documented and retained by the Human Resource Department for the duration of the employee's employment.
- 10.2 The Human Resource Department reserves the right to request information regarding an employee's assets in the event that the person is implicated in any bribery and corruption-related accusation or incident.

11. TRAINING AND COMMUNICATION

- 11.1 Human Resource Department shall brief all new recruits about this Policy during orientation, and for existing employees, constant sharing and raising awareness of this Policy and procedures at meetings, discussions or through staff newsletters.
- 11.2 Human Resource Department shall maintain records for all trainings or awareness programs in relation to anti-bribery and corruption.
- 11.3 This Policy is available publicly through official website at www.ibraco.com.

12. RECORD KEEPING

- 12.1 All business transactions shall be maintained with complete records that comply to accounting and financial reporting rules and regulations, and laws and regulations.
- 12.2 Directors and employees must declare acceptance of gifts or any other benefits from third parties either to Company Secretary or Human Resource Department.

13. RESPONSIBILITY FOR REPORTING BREACHES OF THE POLICY

- 13.1 All employees are expected to report unethical or improper conduct or breaches or suspected breaches of the Policy with the applicable reporting procedures. Employees who wish to report breaches of the Policy should refer to the Whistle-blower Policy, which is available on Ibraco's website.
- 13.2 All reports of unethical conduct or a breach of this Policy will be treated in strict confidential, and Ibraco will take appropriate action against anyone who engages in retaliatory action against any person who reported in good faith on breaches or suspected breaches of the Policy.

14. MONITORING AND REVIEW

- 14.1 Regular internal audit reviews will be conducted to provide assurance on the effectiveness of the anti-bribery and corruption controls.
- 14.2 The Policy shall be reviewed periodically, or whenever necessary by the Board to ensure that it remains current and relevant.

Approved Feb 2020

IBRACO BERHAD

(Company No.: 011286-P)

WHISTLE-BLOWER POLICY

INTRODUCTION

All Ibraco employees or members of the public are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, and in an appropriate way.

This Policy is designed to:

- (a) Support the company's values;
- (b) Ensure Ibraco employees or members of the public can raise concerns without fear of reprisals and safeguard such person's confidentiality;
- (c) Protect a whistle-blower from reprisal as consequence of making a disclosure;
- (d) Provide a transparent and confidential process for dealing with concerns.

This policy not only covers possible improprieties in matters of financial reporting, but also:

- Fraud;
- Corruption, bribery or blackmail;
- Criminal offences;
- Failure to comply with a legal or regulatory obligation;
- Miscarriage of justice;
- Endangerment of an individual's health and safety; and
- Concealment of any, or a combination, of the above.

PRINCIPLES

The principles underpinning the Policy are as follows:

- (a) internal procedures to facilitate necessary whistle-blowing, in a timely and responsible manner, are in place and made known to all Ibraco employees and members of the public;
- (b) all disclosures will be treated fairly and properly, and addressed in an appropriate and timely manner;
- (c) the Company will not tolerate harassment or victimization of anyone raising a genuine concern;
- (d) the identity and personal information of the whistle-blower will be protected and kept confidential, unless the individual agrees otherwise or unless otherwise required by law;

WHISTLE-BLOWER POLICY (Continue)

- (e) the whistle-blower and the alleged wrongdoer will be treated fairly. The wrongdoer will be informed of the status of his disclosure and the alleged wrongdoer will be given an opportunity to respond to all allegations at an appropriate time (not necessarily at the start, or during, the investigation);
- (f) personal information, including the identity, of the whistle-blower and the alleged wrongdoer shall only be revealed on a ‘need-to-know’ basis; and
- (g) the Company will ensure no one will be at risk of suffering some form of reprisal as a result of raising a concern even if the individual is mistaken. The Company, however, does not extend this assurance to someone who maliciously raises a matter he knows is untrue.

IMPROPER CONDUCT

A disclosure relating to, but not limited to, either of the following concerns or wrongdoings by any person in the conduct of the business shall be reported:

- (a) corruption, bribery and fraud;
- (b) criminal offence or any breach of the laws of Malaysia;
- (c) unauthorized acceptance of gifts/favour;
- (d) misuse and/or misappropriation of the Company’s funds or assets;
- (e) impropriety (including financial and operational, etc.) within the Company;
- (f) gross mismanagement within the Company (including serious potential breach to the interest of society and environment);
- (g) breach of code of ethics of the Company, including sexual, physical or other abuse of human rights; and
- (h) act or omission jeopardizing the health and safety of the Company’s employees or members of the public.

REPORTING PROCEDURE

If any Ibraco employee believes reasonably and in good faith that malpractices exist in the work place, the employee should report this immediately to the Head of Department. The report must be in writing, submit via hand, post or email using the prescribed Whistleblower Reporting Form as appended. However, if for any reason the employee is reluctant to do so, then the employee should report the concerns to either the:

- Group Internal Auditor; or
 - Company Secretary
- (Referred as “**Appointed Person**”).

WHISTLE-BLOWER POLICY (Continue)

If these channels have been followed and if employee still has unresolved concerns or if employee feel the matter is grave in nature that it cannot be discussed with any of the Appointed Person, they should contact the Senior Independent Director at ravelli@ibraco.com, being the director identified in the Company's annual report as one to whom concerns may be conveyed.

If any member of the public has knowledge or is aware that any misconduct has been, is being, or likely to be committed within the Company, the report of the misconduct must be made in writing using the prescribed Whistleblower Reporting Form as appended, and should be sent directly via email to whistleblower-ibraco@ibraco.com, or by hand to the Company Secretary at Ibraco's registered office at No. 898, Jalan Wan Alwi, Tabuan Jaya, 93350 Kuching, Sarawak.

All Whistle-blower must provide sufficient evidence such as documents, images, footages, email or audio and etc. in the report to facilitate further investigation.

PROTECTION

The identity and personal information of the whistle-blower will be protected and kept confidential, unless the whistle-blower agrees otherwise or unless otherwise required by law. The whistle-blower will be protected from reprisal, including any form of harassment and victimization, as a consequence of his or her disclosure.

The whistle-blower will be protected under the Whistle-blower Protection Act 2010 if he or she makes a disclosure in good faith to an enforcement agency. If a whistle-blower reasonably believes that he or she is being subjected to reprisal, including harassment and victimization, as a consequence of whistle-blowing, he or she may consult or report to the Appointed Person.

CONSEQUENCES OF WRONGDOING OR WRONGFUL DISCLOSURE

If the employee or member of the public (i.e. the whistle-blower) has, or is found to have:

- committed a wrongdoing;
- taken serious risks which would likely cause a wrongdoing to be committed;
- made a disclosure not in accordance with the requirements of this policy (for instance, dishonest, mischievous or malicious complaints); or
- participated or assisted in any process pursuant to this policy otherwise than in good faith,

it shall be viewed as serious offence and appropriate action, including legal action, could be taken against the false whistle-blower.

WHISTLE-BLOWER POLICY (Continue)

INVESTIGATION AUTHORITY

Only the Board Committees and Group Internal Auditor or specific persons specifically directed by the Audit Committee have the right to carry out investigation and has the authority to engage advisers or otherwise obtain such independent legal or other professional services, as require, at the expense of the Company, with prior consent of the Board.

Revised Mar 2019



IBRACO BERHAD
(Company No.: 011286-P)

WHISTLE-BLOWER REPORTING FORM

Please provide the following details for any suspected malpractice/misconduct and submit via email or by hand. Please note that you may be called upon to assist in the investigation, if required.

Whistle-blower's Contact Information:	
Name:	
Occupation:	
Division/Department (where applicable):	
Contact Number:	
Email Address:	
Suspect's Information:	
Name:	
Occupation:	
Division/Department (where applicable):	
Contact Number:	
Email Address:	
Witness(es) Information (if any):	
Name (1):	
Division/Department (where applicable):	
Contact Number:	
Email Address:	
Name (2):	
Division/Department (where applicable):	
Contact Number:	
Email Address:	

Complaint:

Briefly describe the malpractice/misconduct and how you know about it. Specify what, who, when, where and how. If there is more than one suspect or allegation, number each suspect or allegation and use as many pages as necessary.

1. What was the malpractice/misconduct which had occurred?

2. Who had committed the malpractice/misconduct?

3. When did it happened and when did you notice it?

4. Where did it happen?

5. Are there any other parties involved other than the suspect stated above?

6. Do you have any details or information (evidence such as documents, images, footages, email or audio and etc.) which would assist us in the investigation?

7. Any other comments?

Date:

Signature: