

ANTI BRIBERY AND ANTI CORRUPTION POLICIES & GUIDELINES

December 2021

FOREWORD BY CHAIRMAN OF EDRA POWER HOLDINGS SDN BHD

Dear Edrans,

According to the International Organization for Standardization (ISO), the World Bank estimates that over USD 1 trillion is paid in bribes each year, with disastrous impacts such as eroding political stability, increasing the cost of business and contributing to poverty. On a global level, corruption is a significant barrier to international trade, whilst within an organization it has a highly negative impact on employee morale.

Many governments have taken measures to address bribery and corruption through national laws as well as international agreements such as the United Nations Convention against Corruption, and Malaysia is no exception. Malaysia signed the United Nations Convention against Corruption in 2003 and ratified it in 2008. In 2009, the Parliament of Malaysia enacted the Malaysian Anti-Corruption Commission Act in 2009 to spearhead Malaysia's efforts to curb bribery and corruption, and since then the law has been amended to enhance its effectiveness in the nation's battle against bribery and corruption.

However, the Government cannot fight and win this battle alone, and we have an important role to play. As a responsible corporate citizen, it is incumbent upon us to institute change and inculcate an anti-bribery and anti-corruption culture within our organisation so that we can contribute to and complement national and international efforts to curb bribery and corruption in all its forms.

At Edra Power Holdings Sdn Bhd ("EPH"), our position is clear. We have **ZERO TOLERANCE FOR ALL FORMS OF BRIBERY AND CORRUPTION**.

What this means is, the directors, senior management and employees of EPH will not tolerate any form of bribery or corruption committed by persons associated with EPH (which includes its directors, officers, employees, contractors, agents, representatives, business partners, advisors and consultants). Engaging in bribery or corrupt practices, whether the act is in connection with the company's business or not, will have serious consequences for you and/or for the company. We have to play our part to practice the highest personal, ethical and corporate standards in everything we do.

With that in mind, the EPH Anti-Bribery and Anti-Corruption Policies and Guidelines ("ABC Policies & Guidelines") have been formulated to demonstrate EPH's strong commitment to fighting bribery and corruption and to provide guidance to employees concerning how they should deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of their work or the company's business activities. The ABC Policies & Guidelines are not intended to be exhaustive or to provide definitive answers to all questions regarding bribery and corruption. Rather, they are intended to provide employees with a basic understanding of EPH's policies in relation to the matters contained in the ABC Policies & Guidelines and simple guidelines which employees should follow, in furtherance of the company's commitment to fight bribery and corruption and ensure that its business is conducted in a lawful and ethical manner at all times. EPH will continue to introduce and/or enhance its existing policies and procedures to ensure that they are in line with international best practices and remain relevant and effective.

Edrans, I sincerely hope that you will find the ABC Policies & Guidelines a useful, informative and instructive guide. Together, we will set a strong foundation to protect the good reputation of ourselves and the company as we take a firm stand against bribery and corruption by choosing to do things right. Therefore, if you have any questions or doubts as to the scope of the applicable laws, or if you need clarification or more specific information regarding the application of the ABC Policies & Guidelines, please do not hesitate to contact the EPH Group Legal department.



Shi WeiQi

Chairman

EDRA POWER HOLDINGS SDN BHD

GLOSSARY OF TERMS

The terms used in this policies and guidelines shall have the meanings set out below:

Terms	Meaning
ABC Policies & Guidelines	this EPH Anti-Bribery and Anti-Corruption Policies and Guidelines, as may be revised, amended and/or supplemented from time to time;
Board	the board of directors of EPH;
consultant	includes natural persons and entities providing professional expert advisory services;
director	any person occupying the position of director of EPH and/or any company within the Group, and includes an alternate or substitute director;
employee	<ul style="list-style-type: none">a) any person employed by EPH and/or any company within the Group, and includes:b) employees employed on a full-time permanent basis;c) part-time employees or casual workers employed on daily wage;d) fixed-term contract employees; ande) seconded employees under international assignment;
EPH	Edra Power Holdings Sdn. Bhd., and includes its successors-in-title;
EPH Group Legal	the department in charge of legal affairs of the Group;
Gift	includes gifts in the form of items, cash or cash equivalents, entertainment, hospitality or travel in any form as are further elaborated in Section 2 (Gifts) of this ABC Policies & Guidelines;
Group	EPH and its subsidiaries collectively, and references to “Group” include any individual company within the Group;
Intermediaries	third parties engaged to provide services for or on behalf of the Group or to represent the Group’s interests, and includes but is not limited to agents, business consultants, sales agents, introducers, facilitators, lobbyists, professional advisors, business partners and any other third parties retained by the Group in relation to government business or actions;
officer	includes a director, secretary or employee, a receiver and manager appointed under a power contained in any instrument and a liquidator appointed in a voluntary winding up;

person associated with the Group	includes a director, officer, employee, partner, advisor, consultant, supplier, vendor, service provider, agent, authorized representative or other natural person or entity who performs services for or on behalf of EPH and/or its subsidiaries.
politically exposed person	an individual who is or has been entrusted with a prominent public function, and includes government ministers or members of the cabinet, members of Parliament and high-ranking military officers.
President and Executive Director	the person serving in the capacity as the president and executive director of EPH.

1 INTRODUCTION

Policy Statement

Edra Power Holdings Sdn Bhd (“EPH”) and all its subsidiaries (collectively, the “Group”) has adopted a **ZERO TOLERANCE POLICY AGAINST BRIBERY AND CORRUPTION IN ALL ITS FORMS**. Accordingly, the Board of Directors (the “Board”) and senior management of EPH will not tolerate any act of bribery or corruption committed by directors, employees and persons associated with the Group (which include, without limitation, the Group’s contractors, agents, representatives, vendors, suppliers, service providers, business partners, advisors and consultants).

The Group is committed to implementing adequate measures and procedures to prevent and/or mitigate against the risk of acts of bribery or corruption being committed by directors, employees and persons associated with the Group in connection with its business operations and activities.

The Group encourages all of its directors, employees and persons associated with it to report any actual or suspected bribery or corruption committed in connection with the Group’s business in accordance with the procedures established by the Group. The Group will investigate thoroughly all cases of actual or suspected bribery or corruption involving its directors, employees and persons associated with it, which are reported in accordance with the Group’s whistleblowing policy and guidelines (Please refer to *Section 9 (Whistleblowing)* of the EPH Anti-Bribery and Anti-Corruption Policies and Guidelines).

Bribery and corruption are classified as major misconduct under the Group’s human resource policies and procedures. The Group will take strict disciplinary action, which may include summary dismissal from employment, against any director or employee of the Group who commits any act of bribery or corruption. The Group will also actively pursue the recovery of any losses suffered by the Group as a result thereof in the civil courts.

As bribery and corruption are criminal offences, the Group will not hesitate to report any person suspected to have committed or engaged in bribery or corruption to the relevant law enforcement authorities for further investigation and prosecution and will render all assistance and cooperation required by the relevant law enforcement authorities in relation to such investigation and prosecution.

Purpose of EPH Anti-Bribery and Anti-Corruption Policies and Guidelines

In view of the Group’s policy against bribery and corruption, the Board has endorsed the EPH Anti-Bribery and Anti-Corruption Policies and Guidelines (hereinafter referred to as the “ABC Policies & Guidelines”) for adoption by the Group.

The ABC Policies & Guidelines apply to all directors (whether executive or non-executive) and employees at all levels (whether permanent or under contract) of the Group, including the directors and employees of EPH’s overseas subsidiaries. Although the ABC Policies & Guidelines are specifically written to apply to all directors and employees of the Group, the suppliers, contractors, sub-contractors, consultants, advisors, agents, representatives, business partners and other parties performing work or services for the Group are also expected to comply with the ABC Policies & Guidelines when performing work or services for and on behalf of the Group or dealing with the Group.

The ABC Policies & Guidelines are by no means exhaustive or intended to provide definitive answers to all questions regarding bribery and corruption. Rather, they are intended to provide directors, employees and persons associated with the Group with a basic understanding of what constitutes bribery and corruption, the policies adopted by the Group in relation to certain aspects of the Group’s business which are susceptible to, or which may be used as a guise for, bribery and corruption, and to guide individuals concerning how they should deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of their work or the Group’s business activities. It also serves to set standards for the Group to enable its directors, employees and business partners to carry out business practices and corporate governance that are, at all times, compliant with applicable laws, rules and regulations.

A periodical review of the ABC Policies & Guidelines will be carried out as and when necessary, and at least once every three years, to ensure that they are updated to reflect developments in the law and best practices, and remain relevant.

If you have any questions or doubts with regard to what constitutes bribery or corruption or the applicable laws governing bribery and corruption, or require more information regarding the scope of the ABC Policies & Guidelines, please do not hesitate to contact EPH Group Legal for clarification.

2 GIFTS

Objective

To ensure directors and employees of the Group make decisions in relation to the Group's business activities and dealings with external parties based on sound commercial judgements and high standards of integrity, and protect the Group's interest at all times.

Policy Statement

The Group has adopted a "No Gift" policy whereby directors and employees or agents acting on behalf of the Group are prohibited from directly or indirectly:

- soliciting, accepting or receiving any Gifts from external parties; or
- offering, promising or giving any Gifts to external parties,

for the purpose of inducing favourable business treatment, or which could improperly affect business judgements or decisions, or with the intention of improperly obtaining or retaining business or a business advantage for the Group.

The Group requires all its directors and employees to abide by this Policy to avoid conflicts of interest, or the perception of conflict of interest, in any ongoing or potential business dealings between the Group and external parties, as the giving or receiving of Gifts may be deemed as an actual or potential violation of applicable anti-bribery and anti-corruption laws in the jurisdictions where the Group operates and where the Gifts are given or received, where they are given or received in circumstances which could be perceived as an inducement or for other improper purposes.

Guidelines

- 1 In principle, directors and employees are not allowed to give or receive, whether directly or indirectly through any person, any Gifts in the course of the Group's business activities or dealings with external parties.
- 2 This "No Gift" policy extends to all agents, representatives and other persons associated with the Group, including but not limited to co-investors, joint venture partners, business partners, professional advisors and consultants engaged by the Group. It is the responsibility of all directors and employees to inform any external parties involved in any business activities or dealings with the Group that the Group practices a "No Gift" policy and to request external parties for their understanding and to adhere to this "No Gift" policy.
- 3 Gifts include and are not limited to:
 - cash or cash equivalents (e.g. cheques, bank drafts, cash vouchers or vouchers exchangeable for cash, loans, securities or gift or cash cards with pre-stored value, complimentary tickets for concerts, sports events, movies, theatres or sporting equipment or accessories);
 - personal or corporate gifts, including in the form of business supplies, office supplies, home supplies, souvenirs, artwork, jewelry, precious metals such as gold or silver, wine and spirits, tobacco and other items of value;
 - entertainment or hospitality in the form of meals at luxury or upscale restaurants, or entertainment at bars, clubs, karaoke centers or fitness, leisure or executive health clubs; and
 - travel benefits in the form of air tickets (irrespective of class of air travel), luxury cruises, leisure tours, hotel or holiday resort accommodation, or travel allowances or subsidies, irrespective of whether they are offered for the benefit of the individual or for the benefit of his/her family members.

For the avoidance of doubt, this “No Gift” policy does not apply to the acceptance or offering of gifts by directors and employees in their personal capacity from or to their relatives, friends or acquaintances who have no current nor prospective business dealings with the Group and where the giving or receiving of such gifts will not give rise to any potential or perceived conflicts of interest.

- 4 The Group has business operations and dealings in various parts of the world and recognizes that different social and cultural customs, norms or etiquette may need to be taken into account in business activities and dealings with external parties in the different countries that the Group operates in. Subject always to the Group’s zero tolerance policy towards bribery and corruption, the Group acknowledges the need to be sensitive to local customs and norms in order to maintain good relationships with its business partners and other stakeholders in those countries.

For example, it may be considered impolite in certain cultures to refuse to accept or give a Gift to an external party which has or will potentially have business dealings with the Group. In those circumstances, it may be permissible for directors or employees to give or accept Gifts only if refusing to give or accept the Gift is likely to seriously offend the external party and adversely affect or even sever the Group’s business relationship with the external party, provided that:

- it is made clear to the external party that the acceptance or giving of the Gift is being made by and on behalf of the Group;
- the giving or receiving of the Gift is on an exceptional basis and is infrequent in nature;
- the giving or receiving of the Gift is in conformity with applicable laws and regulations and done in an open and transparent manner;
- where a Gift is received by a director or employee, it is reported, kept and handled in accordance with this Policy.

- 5 Notwithstanding the above, every director and employee of the Group should resist giving or accepting Gifts from external parties where:

- the Gift is in the form of, or includes, cash or cash equivalents; or
- if by its nature or under the circumstances, the Gift could be construed as an inducement for the director or employee to treat such party more favourably compared to its competitors or to gain a business or commercial advantage for the Group or which would improperly affect or influence his/her judgement or decisions when dealing with such party.

In particular, the giving or acceptance of any Gifts to or from external parties before, during or after a tender exercise conducted by the Group or in which the Group is participating is **strictly prohibited**. This is to avoid any perception that such Gifts were given or received as an inducement or for any other corrupt or improper purpose.

- 6 In limited circumstances, it may be permissible to pay for the travel and accommodation of business partners or external parties (eg. for site visits to the Group’s projects under development or for operational purposes by government officials, regulators, offtakers or other stakeholders, or where the company is under a contractual obligation to bear the travel expenses of an external party). In such circumstances, the following principles shall apply to the provision of travel such arrangements:

- The travel arrangement must be necessary for a legitimate purpose relating to the Group’s business activities or operations or the travel arrangement is part of or incidental to the contractual obligations of the Group;
- The travel arrangement must be reasonable, not lavish, and consistent with the Group’s internal travel policies and practices; and
- If possible, travel-related expenses shall be paid directly to the person’s employer and not to the individual.

Travel arrangements with the intention of improperly influencing an external party in order to obtain or retain business or a business advantage for the Group or for any other corrupt purposes, are strictly prohibited. Likewise, travel arrangements provided by business partners or other external parties to directors and employees of the Group with the intention of improperly obtaining or retaining business or a business advantage from the Group are strictly prohibited.

- 7 It is also permissible for directors and employees of the Group to participate in business lunches or dinners with the Group's business partners or other stakeholders from time to time (eg. as a means of cultivating business relationships or following the conclusion of business meetings or contract negotiations, or after press briefings, conferences or workshops). In such circumstances, directors and employees of the Group should, to the extent possible, offer to pay for such meals, provided always that the general principles of this Policy set out in the Policy Statement are adhered to at all times and the cost involved is reasonable and not lavish.

Souvenirs

- 1 The Group may, as part of an official business function, event or reception organized by the Group, give away souvenirs, tokens of appreciation, commemorative gifts or door gifts (collectively, "Souvenirs") to all invited guests attending such function, event or reception. Providing or receiving Souvenirs at company-to-company level, such as Souvenirs exchanged as part of an official company visit or courtesy call, where the Souvenirs received are treated as company property are also permissible. The procurement, storage, handling and distribution of such Souvenirs shall be regulated by the prevailing policies and procedures of the Group governing souvenirs and official business receptions, as applicable.
- 2 Directors and employees of the Group who attend any business functions, events or receptions organized by external parties such as the Group's business partners, government agencies and other stakeholders in their official capacity as representatives of the Group are also permitted to receive Souvenirs which are given to all invited guests attending such functions, events or receptions.
- 3 The giving of souvenirs to directors and/or employees of the Group or their family members (if applicable) as part of any official staff-related function or event organized by the Group (eg. company annual dinners, long-term service award ceremonies for employees or events to celebrate festive occasions such as Chinese New Year, Hari Raya, Deepavali or Christmas) is permitted, provided that the cost of such souvenirs are properly budgeted for, approved in accordance with any applicable limits of authority and procured in accordance with the Group's procurement policies and procedures.

Official Business Receptions

- 1 This Policy shall not be applicable to entertainment and hospitality provided by the Group as part of an official business function, event or reception organized by the Group, which shall be regulated by the relevant policies and procedures of the Group governing official business receptions.

Festive Food Hampers

- 1 This Policy shall not be applicable to the giving of Gifts in the form of perishable food or fruit hampers by the Group to its employees, or to the Group's business partners and other stakeholders in conjunction with religious or festive occasions (such as Chinese New Year, Hari Raya, Moon Cake Festival, Deepavali or Christmas), provided that, subject to the Policy Statement hereunder, the cost of such food hampers are properly budgeted for, approved in accordance with any applicable limits of authority and such hampers are procured in accordance with the Group's procurement policies and procedures.
- 2 Directors and employees of the Group may also receive Gifts in the form of perishable food or fruit hampers from external parties such as the Group's business partners and other stakeholders in conjunction with any with religious or festive occasions (such as Chinese New Year, Hari Raya, Moon Cake Festival, Deepavali or Christmas), provided that:

- the giving or receiving of such Gifts are in conformity with applicable laws, rules and regulations and done in an open and transparent manner; and
- where a Gift is received by a Director or employee, it is declared in accordance with this Policy.

Reporting

- 1 If a director or employee of the Group receives a Gift from any external party in the course of his duties as an officer of the Group or in relation to the Group's business activities or dealings with the external party, the director or employee concerned shall declare receipt of the Gift to the Group Human Resources department within five (5) working days after receipt of the Gift, irrespective of the value of the Gift.
- 2 Subject to this Policy, if the Gift (except for cash or cash equivalents, precious metals such as gold or silver, wine and spirits and tobacco) is given to a director or employee personally and the value of the Gift does not exceed RM200.00 or equivalent value in foreign currency, the director or employee concerned shall be permitted to keep the Gift upon receiving the prior approval of the Chairman of the Board (in the case of a director) or the President & Executive Director (in the case of any other employee), unless the Gift is given in circumstances which could reasonably be construed as an inducement or for any other corrupt or improper purpose.
- 3 Save as otherwise provided in paragraph 2 above, the director or employee shall deposit the Gift with the Group Human Resources department for record and safekeeping. In the event a director or employee is compelled by circumstances to accept a Gift in the form of cash or cash equivalents, then irrespective of the sum involved, the Gift shall be declared to the Group Human Resources department within five (5) working days after receipt of the Gift and handed over to the Group Finance department to be deposited into the Group's bank accounts as appropriate.
- 4 If any director or employee is offered or given any Gift in the form of cash or cash equivalents for any reason by any external party, or is otherwise offered or given any Gift by any external party which could reasonably be construed as an inducement or for any other corrupt or improper purpose, the director or employee concerned shall promptly report such offer to the EPH Group Human Resources department with details of the Gift offered and the circumstances under which such Gift was offered.
- 5 Where the EPH Group Human Resources department receives such a report from a director or employee, it shall proceed to conduct necessary investigations and, where deemed appropriate, report the same to the President and Executive Director with its recommendations for further action, where necessary or applicable.

3 DONATIONS

Objective

To ensure all donations by the Group are made legitimately and in line with the Group's values and business objectives, and not used as a guise for bribery and other corrupt activities or to circumvent or avoid any of the provisions in the ABC Policies & Guidelines.

Policy Statement

The Group is committed to doing its part for the global community by contributing positively towards the social and economic development of society at large, and in particular the communities which live and work in the areas where the Group has its business operations. As a responsible corporate citizen, it is important for the Group to continue to bring about a positive transformation in the communities where it operates its businesses in a manner which complies with all applicable laws, rules and regulations.

Guidelines

- 1 Donations made by or on behalf of the Group must always be made transparently, for a genuine or legitimate purposes and in full compliance with applicable anti-bribery and anti-corruption laws and regulations in the jurisdictions where the Group operates and where the donations are made.
- 2 All donations by the Group must:
 - be made in accordance with the Group's policies and procedures governing the management of donations;
 - wherever possible, be made to recognized and well established charities or entities having adequate organizational structure to guarantee proper administration of the funds and on which proper due diligence or background checks have been conducted;
 - be infrequent;
 - not be excessive in terms of quantum;
 - not be prohibited by applicable laws, rules and regulations;
 - not be made before, during or immediately after any tender, bid, contract renewal, business dealings or negotiations involving the Group, or to otherwise secure an improper advantage for the Group or to advance any improper motive;
 - not be made under circumstances which could be perceived as a cover up for bribery or which could otherwise tarnish the reputation of the Group; and
 - not give rise to any conflicts of interest in accordance with Section 7 (Conflicts of Interest).
- 3 Wherever possible, donations in the form of direct cash payments or cash equivalents to the charities or entities concerned should be avoided, and other means of making a charitable contribution should be adopted to ensure that the funds donated reach their intended recipients or are used for their intended purpose. This could include the purchasing and distribution of food supplies and other goods to disaster stricken communities, or the purchase and distribution of school uniforms, school bags, learning tools and other supplies for school children or schools, or the purchase of products produced by charitable organisations or entities (provided that the prices charged are reasonable and comparable to the prices of similar products commercially available in the market and the Group's procurement policies and procedures are complied with).

- 4 Save as provided for in Section 4 (Political Contributions), donations, directly or indirectly, to any political party, politician or candidate for political office, or to any charities, organisations or entities which have (or are perceived by the public to have) strong ties or affiliations with any political party, politician or candidate for political office, as well as the sponsorship of any events, functions or activities organized by or linked to such political party, politician or candidate for political office, are prohibited.
- 5 All donations by the Group must be:
- properly budgeted for in the Group's annual budgets, which are duly approved by the relevant boards of directors;
 - approved in accordance with the applicable limits of authority adopted by the Group prior to disbursement;
 - substantiated by relevant supporting documents such as invoices and/or receipts or written confirmations from the charitable organisations receiving such donations; and
 - properly recorded in the books of account of the Group.

Wherever possible, the Group should ensure that a tax deductible receipt is obtained in respect of any donations made in the form of direct cash payments or cash equivalents.

- 6 Nothing herein is intended to prohibit or restrict any director or employee of the Group from making any donation or entering into any sponsorship arrangement to or with any person in his/her own personal capacity, provided always that no funds or resources of the Group are used in the making of such donation or sponsorship, and the director or employee concerned makes it clear that such donation or sponsorship is being made in his/her own personal capacity and without any connection or association to the Group or the business of the Group.

4 POLITICAL CONTRIBUTIONS

Objective

To ensure that the Group conducts business in a non-partisan manner and does not participate in or have any involvement with any political party or make any political contributions in any form.

Policy Statement

The Group shall not:

- (a) participate in or have any involvement with any political party;
- (b) make or offer to make any political contributions, whether monetary or in-kind, including but not limited to contributions to any political party, political party official, governmental institution, government official, politician, or candidate for political office; and/or
- (c) give or convey any impression or image to the public or any individual that the Group and/or the Group's ultimate controller(s) support, do not support or influence any party politics in any country or region.

Guidelines

- 1 All directors, officers, and employees of the Group are strictly prohibited from making any political contributions (whether directly or indirectly through any agent or representative, and whether monetary or in-kind), including but not limited to any contributions to any political party, political organization, political party official, politician, candidate for political office, or their affiliate organization by, for or on behalf of the Group.
- 2 No director, officer, or employee of the Group shall make use of his position in the Group in any way to influence any other person (whether employed by the Group or not) to take part in or be involved in any party politics or make any political contributions or to support any political party, political party official, politician, candidate for political office, or their affiliate organization in any country or region, or to use the facilities, equipment and any other resources of the Group to or for the benefit of any political party, political organization, political party official, politician or candidate for political office.
- 3 If a director, officer or employee receives any request to make a political contribution to any political party, political organization, politician, or candidate for political office, he/she must immediately report the same to the Board (in the case of a director) or to the President & Executive Director (in the case of a head of department) or to their head of department (in the case of any other employee). The matter must then be reported to the Board (where the President & Executive Director receives the report) or to the President & Executive Director (where a head of department receives the report).
- 4 Nothing herein is intended to prohibit or restrict a person's fundamental democratic right as an individual and in the person's own personal capacity to support any political party, politician or candidate for political office, or to contribute his/her time and money towards any political parties, political party officials, politicians or candidates for political office, or to any political causes in his/her own time, so long as:
 - (i) such political contributions are expressly permitted to be made by applicable law, and are in fact made in compliance with applicable law;
 - (ii) such political contributions are made by the person in his/her own personal capacity and not in his/her capacity as a director, officer or employee of the Group, and in his/her own time;

- (iii) such political contributions are made by the person on the clear basis that their political views and opinions are purely their own and are not reflections of the political views or opinions of the Group in any way, and the person making the political contribution makes it clear at all material times that he/she does not have the requisite authority or capacity to make any political contributions or express any political views or opinions in any manner for and on behalf of the Group;
- (iv) such political contributions are not made, directly or indirectly, using the Group's funds, equipment, and other resources in any form or manner; and
- (v) no reimbursement in any manner is sought by the person making the political contribution from the Group; and
- (vi) such political contributions do not otherwise give rise to any conflict of interest with his/her duties and responsibilities to the Group in accordance with Section 7 (Conflicts of Interest).

5 DEALING WITH PUBLIC OR GOVERNMENT OFFICIALS

Objective

To ensure that all dealings by the Group with public or government officials in the jurisdictions where it operates are above board at all times.

Policy Statement

All dealings by the Group with public or government officials shall be conducted strictly in accordance with applicable laws and regulations and in a proper and transparent manner, and no Gifts shall be given or made to any public or government official to secure any business, or obtain any improper advantage or preferential treatment in connection with the Group's business.

Guidelines

- 1 No director or employee of the Group shall give or promise to give any Gift (as defined in Section 2 (Gifts, Entertainment, Hospitality and Travel) to any public or government officials (or to any members of their family or household) for the purpose of securing any business for the Group, or obtaining any improper advantage or preferential treatment in connection with the Group's business.
- 2 For the purpose of the ABC Policies & Guidelines, a "public or government official" includes, without limitation, a minister or deputy minister, civil servants, any person serving in any capacity in any international organization (eg. the United Nations, the World Health Organisation, etc.) or the government administration of a country/region, any member of parliament or of a state legislative assembly, any magistrate, judicial commissioner or judge, any person serving in law enforcement, any candidate for public office, any official of a political party, any official of a statutory body and any official of an enterprise or organization owned, controlled, operated by or associated with a federal or state government or any of the persons mentioned above (other than EPH).
- 3 No director or employee of the Group shall use his position in the Group to influence any other person (whether employed by the Group or not) to give or make any Gift to any public or government official for the purpose of securing any business for the Group, or obtaining any improper advantage or preferential treatment in connection with the Group's business.
- 4 No director or employee of the Group shall give a Gift to any person such as an agent, consultant or contractor, if he/she has reason to believe or suspect that a public or government official (or members of the family or household of such public or government official) will be the indirect recipient or beneficiary of such Gift.
- 5 A director or employee who receives any request for a Gift from any public or government official (or from any agent, consultant or contractor purporting to act for any public or government official) must immediately report the same to the Board (in the case of a director) or to the President & Executive Director (in the case of a head of department) or to their head of department (in the case of any other employee). The matter must then be reported to the Board (where the President & Executive Director receives the report) or to the President & Executive Director (where a head of department receives the report) for further action.

6 FACILITATION PAYMENTS

Objective

To ensure that the Group, as well as its directors, officers, and employees do not offer, promise, give, request, accept or receive facilitation payments in any form and any kind (including but not limited to those payments to secure or expedite the performance by any person of a routine or administrative duty or function), which may constitute bribery or which may violate or breach the applicable laws, rules, and regulations.

Policy Statement

Neither the Group nor its directors, officers or employees shall, directly or indirectly, offer, promise, give, request, accept or receive any facilitation payments in any form and any kind to secure or expedite the performance by any person of a routine or administrative duty or function. The Group, its directors, officers, and employees are also prohibited from requesting, accepting or obtaining, either directly or indirectly, facilitation payments in any form and any kind from any person.

Facilitation payments are strictly prohibited in all circumstances. The only exceptions where a facilitation payment may be permitted are where all of the following criteria are satisfied in respect of such payment:-

- (1) the making of the relevant payment is expressly and officially permitted or regulated by applicable laws, rules, or regulations (for example, where any applicable law, rule, or regulation permits an expediting fee to be paid to expedite the processing of any routine or administrative matter);
- (2) the making of the relevant payment will not, in any event, constitute a violation or breach of any applicable law;
- (3) the making of the relevant payment will not, in any event, constitute bribery or offering illegal or immoral benefits under any applicable law; and
- (4) the relevant payment (including the amount, the type, and the payment method) paid or to be paid strictly follow the legal requirements and procedures and are strictly within the scope as prescribed under the applicable laws, rules, or regulations.

Guidelines

- 1 A facilitation payment generally means a payment (irrespective of value) made to secure or expedite the performance by a person of a routine or administrative duty or function, for example, the processing or granting of a licence or approval required in connection with the business of the Group, processing and approving government documents such as visas or work permits, or facilitating faster customs clearance of goods or equipment required for the Group's operations.
- 2 Facilitation payments need not necessarily involve the exchange of cash or other financial instruments; any benefit, privilege, or advantage offered, given, accepted, or received with the intention of influencing a person to expedite the performance of what is otherwise a routine or administrative duty or function may be deemed to be a facilitation payment.
- 3 A director, officer or employee who receives any offer or promise of a facilitation payment from any person in order for him or any other director, officer or employee to perform a routine or administrative duty or function must immediately report the same to the Board (in the case of a director) or the President & Executive Director (in the case of a head of the department) or their head of department (in the case of any other employee). The matter must then be reported to the Board (where the President & Executive Director receives the report) or to the President & Executive Director (where a head of the department receives the report) for further action.
- 4 If it becomes necessary for a director, officer, or employee to make facilitation payments in order to protect his/her life, limb, or liberty (or that of his/her family members or colleagues), he/she must immediately report the same to the Board (in the case of a director) or the President & Executive Director (in the case of a head of department) or to his/her head of department (in the case of any other employee). The matter must then be reported to the Board (where the President & Executive Director receives the report) or to the President & Executive Director (where a head of department receives the report).

7 CONFLICTS OF INTEREST

Objective

To ensure directors and employees protect the interests of the Group at all times and avoid situations where their personal interests, affairs or dealings may conflict with the interests of the Group.

Policy Statement

Directors and employees of the Group must avoid situations that place their personal interests, affairs or dealings in conflict with the Group's interests and ensure that they do not jeopardise their independent and objective judgement or adversely affect the performance of their duties and responsibilities in the conduct of the Group's business.

Guidelines

- 1 A conflict of interest arises in any situation in which an individual is in a position to take advantage of his/her role in the Group for his/her personal benefit or gain, including the benefit or gain of his/her family or friends.
- 2 A conflict of interest can exist even if it does not actually result in any unethical or improper acts or conduct, as even the appearance of improper influence may call into question a person's objectivity in decision making.
- 3 Accordingly, no director or employee shall knowingly place himself/herself in a position where his personal interests, affairs or dealings would be (or could reasonably be perceived to be) in conflict with the interests of the Group or which may influence his/her professional judgement in the performance of his/her duties and responsibilities in relation to the Group's business.
- 4 The situations under which conflicts of interest may arise include but are not limited to:
 - (i) When you, in the exercise of your authority, give preference to your interests or the interests of your family or friends rather than to the interests of the Group;
 - (ii) When you are in a position to influence decisions that are to be made by the Group with respect to dealings with any company, business, enterprise or other entity or organization which is owned (whether directly or indirectly and whether wholly or partially) by you, member(s) of your family or your friend(s); or
 - (iii) When you serve on the board or assume employment in any capacity (with or without remuneration) with any person, company, business, enterprise or other entity or organization which is engages in activities which compete with the Group's business or which otherwise have dealings with the Group, unless duly authorized by the Group.
- 5 In the case of a director of any subsidiary of the Group, he/she must disclose such conflict of interest (whether actual or potential) in accordance with the applicable laws governing the relevant subsidiary, or where there are no such applicable laws, to the company secretary of the relevant subsidiary, which conflict must then be expressly stated in the director's resolution to be circulated to the board of directors of the subsidiary concerned. Where required by applicable law or the constitutional documents of the subsidiary concerned, the director concerned must also abstain from voting on any resolution relating to a matter in which he/she may have an interest or where there may be a potential conflict of interest when such matter is tabled to the board of directors of the subsidiary concerned for decision.
- 6 In the case of an employee of any subsidiary of the Group (including a director who is also an employee), he/she shall disclose such conflict of interest (whether actual or potential) in writing to his/her head of department or the President & Executive Director of the Group (in the case of an employee who is a head of department), and where relevant, abstain from voting as a member of any relevant committee on any matter in which he/she may have an interest or where there may be a potential conflict of interest.

- 7 Where a director or employee of the Group has any doubts as to whether he/she is in a position of conflict with the interests of the Group in relation to any dealings or transactions involving the Group, he/she should seek guidance from his/her superiors and if necessary, declare such interest in accordance with paragraphs 5 or 6 (as the case may be).
- 8 Directors and employees of the Group who knowingly fail to disclose any actual or potential conflicts of interest may be subject to disciplinary action in accordance with the relevant policies and procedures of the Group.

8 RECRUITMENT OF EMPLOYEES

Objective

To ensure that only the most qualified and suitable individuals are employed by the Group based on approved selection criteria.

Policy Statement

The recruitment of all employees of the Group shall be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed and that no element of bribery or corruption is involved in the hiring of employees or the recruitment process.

Guidelines

- 1 The Group shall ensure that careful consideration is given to any proposal to hire or employ any person:
 - (i) proper background checks and due diligence is conducted to ensure that any potential employee has not been involved in any bribery or corruption cases nationally or internationally;
 - (ii) more detailed background checks and due diligence are made when hiring employees for management positions or those tasked with decision-making responsibilities;
 - (iii) if the candidate to be employed has a family/household relationship with a director or another employee of the Group, or if the candidate is a former government official or an immediate family member of a government official, then such relationship or connection shall be duly disclosed, declared and recorded, and a proper assessment shall be undertaken by EPH Group Human Resources department to determine whether it would be reasonable and appropriate in all the circumstances to employ such candidate, or whether such employment could give rise to any perception or appearance of any illegality, corruption, impropriety or irregularity;
 - (iv) all rights, entitlements, and benefits given to the candidate are reasonable and appropriate in value and in line with the recruitment policies and procedures of the Group, including without limitation scales of remuneration adopted and approved by the Group.
- 2 The Group shall comply with all applicable laws concerning the recruitment of all employees.

9 INTERMEDIARIES

Objective

To ensure that all dealings by the Group with Intermediaries are conducted in an open and transparent manner and in full compliance with the internal policies and procedures of the Group, as well as all applicable laws, rules and regulations.

Policy Statement

- 1 The Group should avoid engaging or using Intermediaries to secure new business or business development opportunities for the Group.
- 2 Intermediaries shall not be engaged or used to perform any services or carry out any other actions which would otherwise be unlawful, illegal or in contravention of the ABC Policies & Guidelines, if performed or carried out by the Group itself or its directors and officers.

Guidelines

- 1 The Group recognizes that in some countries where the Group does or intends to do business, it may be necessary, in the best interest of the Group, to engage Intermediaries in certain aspects of the Group's business. The Group also recognises that some foreign governments may also require the appointment of an Intermediary in order for the Group to do business in the country, particularly where the government of that country will be the potential client or customer of the Group. However, the engagement or use of Intermediaries should be avoided, whenever possible.
- 2 Whether any specific third party is considered an Intermediary for the purpose of this Policy is a matter of fact in each case. In determining whether a third party is an Intermediary, all relevant circumstances should be taken into consideration, including but not limited to:
 - (i) the identity of the Intermediary, and the Intermediary's qualifications, credentials, experience and track record;
 - (ii) the scope of work and duties and responsibilities of the Intermediary as set out in the express terms of the engagement with the Intermediary;
 - (iii) the matters and the degree to which the third party may act autonomously on behalf of the Group in interactions with other third parties;
 - (iv) how the remuneration payable to the Intermediary is structured and whether it is consistent with generally accepted industry practices, including as to the quantum of the remuneration which is to be paid, the payment conditions and the method of payment (eg. whether the remuneration is to be paid based on a prescribed time cost rate, or a fixed lump sum fee, or a commission calculated as a percentage of the transaction value); and
 - (v) the expected deliverables of the Intermediary under the engagement.
- 3 Before entering into any engagement with an Intermediary, the Group must carry out appropriate due diligence on the Intermediary, including:
 - (i) carrying out research into the risk profile of the country where the services of the Intermediary are to be performed and the public's perception of the risks of bribery and corruption in the country concerned;
 - (ii) carrying out research into the background of the Intermediary, including its principal business activities, the countries where it does business, its reputation, its qualifications and track record, and whether it has been investigated, charged or convicted of any criminal offences in any country (and in particular offences related to bribery and corruption);

- (iii) where the Intermediary is a body corporate, establishing who the shareholders, principals and directors of the Intermediary are, and carrying out research into the backgrounds of the Intermediary's shareholders, principals and directors, their principal business activities, the countries where they do business, their reputations, and whether they have been investigated, charged or convicted of any criminal offences in any country (and in particular offences related to bribery and corruption);
 - (iv) where the Intermediary is an individual, carrying out research to determine whether the individual is a politically exposed person or is an immediate family member, close relative or well-known associate of any politically exposed person.
- 4 Payment of remuneration to Intermediaries structured on the basis of commissions are discouraged, and payments of commissions to Intermediaries in cash or to third party bank accounts, or requests for upfront payment for expenses or other fees are strictly prohibited.
- 5 The payment of commissions to any Intermediary who is an individual is strictly prohibited.
- 6 Where the remuneration of an Intermediary is to be paid as a commission, the engagement of the Intermediary must comply, and must be approved in accordance with, the Group's policies and procedures relating to the regulation and management of payment of commissions before any financial commitment is given to the Intermediary or any formal engagement is entered into.
- 7 Following the receipt of relevant internal approvals for the engagement of an Intermediary, the engagement must be documented by way of a formal service agreement or engagement letter which sets out in clear and unambiguous language the terms and conditions of the Intermediary's engagement, including:
 - (i) the scope of the Intermediary's work under the engagement;
 - (ii) the Intermediary's duties and responsibilities;
 - (iii) the Intermediary's deliverables;
 - (iv) the matters and extent to which the Intermediary may act autonomously on behalf of the Group (if any);
 - (v) the terms relating to the remuneration of the Intermediary;
 - (vi) prohibitions against the payment of such remuneration where it is or would become illegal or unlawful to do so in accordance with applicable laws, rules and regulations in the country where the services of the Intermediary are performed;
 - (vii) allowing claims by the Intermediary for reimbursement for legitimate out-of-pocket expenses only for expenses incurred for lawful purposes and on the basis of valid receipts and other supporting documents satisfactory to the Group;
 - (viii) prohibitions against the Intermediary engaging in any improper conduct or otherwise performing its work in a manner which could constitute a criminal offence under the applicable laws of the jurisdiction where the Intermediary's services are being performed or which could otherwise be construed as or give rise to the perception of bribery or corruption;
 - (ix) undertakings by the Intermediary that it will comply with the Group's ABC Policies & Guidelines at all times whilst performing any services or its duties and responsibilities under the engagement;
 - (x) the Group's unilateral right to terminate the engagement with the Intermediary at any time for convenience, or immediately if the Group is of the opinion that the Intermediary has conducted itself in any way which could give rise to a criminal offence under any applicable law or which could be construed or perceived as bribery or corruption, or which could result in the Group being exposed to prosecution for any criminal offence, or which could otherwise tarnish the Group's reputation; and

- (xi) obligations of the Intermediary to indemnify and hold the Group and its directors and officers harmless against any losses, damages or liabilities which the Group or its directors or officers incur as a result of the Intermediary's acts or omissions in performing its services or a breach of the Intermediary's obligations under the terms of the engagement.
- 8 Where an Intermediary is engaged on a retainer or long-term basis, a periodical review should be carried out in respect of the engagement to determine whether the services of the Intermediary are still relevant and whether the continued engagement by the Group would contravene any applicable laws, rules or regulations or expose the Group to any circumstances which could tarnish the Group's reputation.

10 WHISTLEBLOWING

Objective

To provide an avenue and mechanism for employees, and members of the public to disclose at the earliest opportunity any act of bribery, corruption or other illegal or improper conduct or attempts thereof committed by any person to whom the ABC Policies & Guidelines apply in connection with the Group's business and operations, and to provide protection for persons making such disclosures.

Policy Statement

In line with its commitment to conducting business in a fair, transparent and responsible manner and with the highest standards of professionalism, honesty and integrity, the Group encourages employees and members of the public (hereinafter referred to as a "whistleblower") to disclose, in good faith, any act of bribery, corruption or other illegal or improper conduct or attempts thereof (collectively, "improper conduct") committed by any person to whom the ABC Policies & Guidelines apply in connection with the Group's business and operations.

The Group will ensure that all such disclosures of improper conduct are treated with the strictest confidence and are properly investigated to determine their veracity. The Group will also accord protection to a whistleblower, to the extent reasonably practicable, by protecting the confidentiality of their identities and ensuring that they do not suffer any reprisals or detrimental actions within the Group for making such disclosures, such as dismissal, disciplinary action, demotion and suspension. Such protection will be accorded even if an investigation later reveals that the whistleblower was genuinely mistaken as to the facts or the concerns disclosed by the whistleblower.

The Group views seriously any false, malicious or defamatory allegations made against its directors and employees, and where it is determined that a disclosure was made with malicious intent or in circumstances where the whistleblower clearly knows that the allegation is false, appropriate disciplinary action may be taken against the whistleblower in accordance with the Group's prevailing human resource policies and procedures.

Guidelines

- 1 A whistleblower must make a disclosure regarding any improper conduct through either of the following channels:
 - (i) via email to **whistleblowing@edra.energy**;
 - (ii) by calling **+86 755 84431002**; and/or
 - (iii) via email to **cgnejubao@cgnpc.com.cn**.
- 2 Improper conduct may include (but need not be limited to):
 - (i) Criminal offences or unlawful acts, such as fraud, bribery, corruption, theft, or embezzlement of funds;
 - (ii) Forgery or alteration of documents or accounts belonging to any company within the Group;
 - (iii) Impropriety in the handling or reporting of money or financial transactions;
 - (iv) Misappropriation of funds, securities, supplies or other assets belonging to the Group;
 - (v) Irregularities in tender or procurement activities carried out by the Group, or tampering with the results of a tender;
 - (vi) Abuses of power or position for personal gain;

- (vii) Profiteering as a result of insider knowledge of the Group's business activities;
 - (viii) Concealment or attempts to conceal any of the above, whether by the alleged perpetrator of the improper conduct or by persons on behalf of the perpetrator.
- 3 In order for any disclosure of improper conduct to be investigated by the Group and for a whistleblower to be accorded protection by the Group, all disclosures of improper conduct must be made in good faith and in accordance with the procedures provided hereunder.
- 4 A whistleblower may choose to either identify himself/herself when making a disclosure, or to make an anonymous disclosure if he/she feels more comfortable doing so. To enable the Group to carry out a thorough investigation into any disclosure, it is preferred that disclosures are not made anonymously. Anonymous disclosures may not be entertained to prevent malicious reporting, poison pen letters, exploitation or victimization. Nevertheless, the Group reserves the right at its absolute discretion to investigate any disclosure of improper conduct made anonymously depending on the seriousness of the alleged improper conduct, the credibility of the information received and the likelihood of corroborating the allegation from other sources. During the course of investigations into any anonymous disclosure, a whistleblower may be required to disclose his/her identity in order for necessary protection to be afforded to the whistleblower in accordance with this Policy.
- 5 A disclosure must include (but need not be limited to):
- (i) a description of the improper conduct and the people/parties involved;
 - (ii) a background of the incident, including the relevant dates and location of occurrence;
 - (iii) how the whistleblower detected the improper conduct;
 - (iv) the reasons why the whistleblower is concerned that the improper conduct may affect the Group or its business; and
 - (v) particulars or production of documentary evidence and witnesses, if any.
- 6 The whistleblower must have first-hand knowledge or information of the facts disclosed; information obtained from third parties or hearsay will not be entertained.
- 7 The identity of a whistleblower shall, to the extent reasonably practicable, be kept confidential throughout the process and even after the conclusion of investigations, unless disclosure of his/her identity is required to be made to the relevant enforcement authorities in accordance with applicable law. Subject to paragraph 8, the whistleblower will also be accorded protection, to the extent reasonably practicable, against reprisals or detrimental actions within the Group for making such disclosures, such as dismissal, disciplinary action, demotion and suspension. Any director or employee of the Group who engages in any act of reprisal or retribution (which includes making threats of reprisal or retribution) against a whistleblower will be subject to disciplinary action, which may include dismissal.
- 8 A whistleblower may not be accorded the protections mentioned in paragraph 7 if:
- (i) the whistleblower has participated in the improper conduct disclosed, irrespective of whether the whistleblower has received or derived any benefit from such participation;
 - (ii) the whistleblower makes a material statement or material representation which the whistleblower knows or believes to be false or misleading;
 - (iii) the disclosure is frivolous or vexatious and made with malicious intent; or
 - (iv) the disclosure of improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action being taken against the whistleblower.

9. All investigations into disclosures of improper conduct made in accordance with the procedures provided herein shall be carried out by a committee comprising the following officers:
 - (i) Chairman of the EPH Audit Committee;
 - (ii) EPH Chief Internal Audit Officer;
 - (iii) EPH Chief Financial Officer;
 - (iv) Head of EPH Group Human Resources; and
 - (v) Head of EPH Group Legal

(the "Investigation Committee"). If any member of the Investigation Committee is involved either directly or indirectly in the subject matter of the disclosure, he/she shall automatically abstain from any involvement in the investigation by the Investigating Committee or be disqualified as a member of the Investigation Committee, as deemed appropriate by the other members of the Investigating Committee.
10. Upon completion of the investigation, the whistleblower will be notified of the outcome of the investigation and the determination of the Investigating Committee.
11. Following the completion of the investigation, the Investigating Committee shall report its findings to the Board and make appropriate recommendations as to the actions which the Group should take, including disciplinary action against any director or employee, if necessary.
12. Where the Investigating Committee determines that any actual or attempted commission of any criminal offence has or may have occurred, the Board shall give necessary instructions to ensure that the Group lodges reports with the relevant enforcement authorities in the jurisdiction where the alleged criminal offence is said to have been committed, and that the Group cooperates and renders all reasonable assistance to the enforcement authorities in any investigation into the commission of such offence.



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