



INTEGRITY & GOVERNANCE UNIT

‘NO GIFT’ POLICY & PROCEDURE

Document No.	QSB/IGU/03/03
Revision No.	0
Effective Date	28/10/2024
Status	Initial Issue



Document Name:

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Document Number:

QSB/IGU/03/03

Rev.	Date	Description	Prepared	Reviewed	Approved
0	28/10/2024	Initial			
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1. INTRODUCTION

1.1 Qhazanah Sabah Berhad ("QSB" or "Company") adopt a no-gift rule whereby all employees, directors, relatives of an employee or a director, or agents acting for or on behalf of an employee, director or relatives of an employee or a director, are prohibited from, directly or indirectly, receiving or providing gifts, hospitality, entertainment and travel (herein collectively referred as "GHET").

1.2 The objectives of this Policy are as follows:

- (a) To establish guidelines and procedures to prevent conflicts of interest, ensure fairness, maintain integrity and uphold ethical standards in all interactions involving employees, directors, business associates, third parties and stakeholders.
- (b) To set out the responsibilities of QSB Group, employees, and directors in observing and upholding the Group's no-gift rule on GHET;
- (c) To provide information and guidance to the employees, directors, and business associates on the receiving and providing of GHET; and
- (d) To protect QSB Group against possible reputational harm resulting from the conflict of interest or appearance of conflict of interest for either party in an on-going or potential business dealings between QSB Group and business associates.

2. SCOPE

2.1 This Policy applies to all employees, directors, business associates, and stakeholders of QSB.

2.2 This Policy forms part of the Anti-Bribery Management System ("ABMS") Manual and shall be read in conjunction with the Anti-Bribery and Anti-Corruption Policy, Conflict of Interest Policy, other internal policies and/or circulars endorsed by the QSB Board, and applicable laws and regulations.



3. INTERPRETATIONS

3.1 BIGC

Refers to the Board Integrity and Governance Committee established by the QSB Board.

3.2 Business associate

Refers to an external party with whom QSB has or plans to establish some form of business relationship. This primarily includes business partners, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries, and investors.

3.3 CM team

Refers to the Complaint Management team of the IGU.

3.4 Confidential Information

Refers to the interpretation provided under Section 3 of the Whistleblowers Protection Act 2010 as follows:

Includes: -

- (a) Information about the identity, occupation, residential address, work address, or whereabouts of (i) the Whistleblower; and (ii) the person against whom the Whistleblower has made a Complaint;
- (b) Information disclosed by the Whistleblower; and
- (c) Information that, if disclosed, may cause detriment to any person.

3.5 Consequence management

Refers to the coordination of measures taken in order to react to and to reduce the impact of the improper misconduct. It includes, but not limited to, disciplinary action and corrective action.

3.6 Director

Includes all independent, non-independent, executive, non-executive, nominee, and alternate directors of the Qhazanah Sabah Berhad.



3.7 Employee

Refers to any person employed by Qhazanah Sabah Berhad, its group of subsidiary companies, indirect subsidiaries and company limited by guarantee ("CLBG") whether permanent, on contract, on temporary assignment, or on secondment from another organisation.

3.8 FAL

Refers to Financial Authority Limit of QSB.

3.9 GHET

Refers collectively to "Gift, Hospitality, Entertainment and Travel", which can be individually defined as follows:

"Gift" includes but is not limited to cash money or cash equivalents, jewellery, any form of commission, hampers, promotional items, gift cards, vouchers, loan, tickets to any event including sports, music or cultural events, movable or immovable properties, home improvements, decorative items, any items of high value and any form of compensation and benefits.

"Hospitality" refers to the provision of services and amenities from one party to another, where representatives of each party commit the act of giving and/or receiving services and amenities including corporate gifts, or items given out at a public event, trade shows, exhibitions, and/or any form of event as part of branding activity.

"Entertainment" is defined as any activity which involves the participation of both QSB employees and directors with any third party, and the activity includes but is not limited to entertainment meals, leisure travels, concerts, recreational activities, sport events, and/or vacations.

"Travel" includes but is not limited to meal, accommodation and travel expenses provided by one party to another.

3.10 Gratification

Refers to the interpretation provided in Section 3 of Malaysian Anti-Corruption Commission ("MACC") Act 2009.



3.11 IGU

Refers to the Integrity and Governance Unit of QSB.

3.12 Law enforcement agencies

Refers to law enforcement agencies with investigative authority in Malaysia as defined under the Whistleblower Protection Act 2010, including but not limited to:

- (a) Malaysian Anti-Corruption Commission ("SPRM")
- (b) Royal Malaysian Police ("PDRM")
- (c) Securities Commission ("SC")
- (d) Bank Negara Malaysia ("BNM")
- (e) Immigration Department of Malaysia
- (f) Malaysian Communications and Multimedia Commission ("MCMC")

3.13 QSB

Refers to Qhazanah Sabah Berhad, its group of subsidiary companies, indirect subsidiaries, and company limited by guarantee ("CLBG").

3.14 Relative

Refers to interpretation provided under Section 3 of the MACC Act 2009 as follows:

In relation to a person, means –

- (a) *a spouse of the person;*
- (b) *a brother or sister of the person;*
- (c) *a brother or sister of the spouse of the person;*
- (d) *a lineal ascendant or descendant of the person;*
- (e) *a lineal ascendant or descendant of a spouse of the person;*
- (f) *a lineal descendant of a person referred to in paragraph (b);*
- (g) *the uncle, aunt, cousin of the person; or*
- (h) *the son-in-law or daughter-in-law of the person.*



3.15 Stakeholder

Refers to group of persons or organisation in their professional capacity that may affect or be affected by QSB's decisions and/or actions.

3.16 Whistleblower

Refers to the person who made a disclosure of improper conduct in good faith and with a reasonable belief that the information provided is accurate, in accordance with this Policy.

4. GENERAL PRINCIPLES

- 4.1 QSB encourages the use of good judgment, discretion and moderation when giving or accepting gifts or entertainment business settings. GHET given or received must be in compliance with the law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice.
- 4.2 Any employees, directors, and associates of QSB are prohibited from directly or indirectly, receiving any GHET, or guarantees in any form that may compromise the receiver's judgment and decision-making.
- 4.3 Any impermissible GHET offered must be politely declined and returned without offending or disrupting the business relations with the other party, with the explanation that acceptance of the GHET is not permitted under QSB's policy.
- 4.4 If a business associate still insists on giving impermissible GHET even after an explanation of the company's No Gift Policy or if it is offensive or not practical to refuse the gifts, the personnel must immediately inform and declare to his or her superior and IGU. A duly completed Gift and Hospitality Declaration Form provided in Appendix 1 shall be forwarded to IGU.

5. PERMISSIBLE ACCEPTANCE

- 5.1 Under very limited circumstances, employees may accept GHET that are not related to their duties, whether they correspond to the purpose they were given are as follows:



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- (a) For GHET valued below RM300.00, to safeguard the integrity of employees and prevent potential accusations, they must communicate to their respective immediate supervisor, for acknowledgement and documentation purposes.

Should the immediate supervisor find the number and/or intent of the GHET valued below RM300.00 to be suspicious or not made in good faith, the immediate supervisor is required to inform the IGU on the suspicion.

- (b) For acceptance of GHET with value between RM301.00 to RM1,000.00 declaration must be made to IGU, and approval must be obtained from DGCEO. (Form A)
- (c) For acceptance of GHET with value between RM1,001.00 to RM5,000.00 declaration must be made to IGU, and approval must be obtained from GCEO. (Form B)
- (d) For acceptance of GHET with value exceeding RM5,000.00, declaration must be made to IGU, and approval must be obtained from the BIGC. (Form B)

5.2 The GCEO, and Deputy GCEO are authorized to make decisions on the giving and receiving of GHET by employee based on any of the following decisions:

- i. returning the gift to the giver,
- ii. considering the GHET to be returned to the recipient,
- iii. as evidence or case items,
- iv. decided for company use or exhibit,
- v. distributed to staff,
- vi. given to welfare bodies,
- vii. others such as written off, auctioned, etc.

5.3 The acceptance of GHET is allowed in the following circumstances:

- (a) Acceptance of GHET from colleagues in conjunction with the retirement, gift exchange, engagement, marriage or birth of a child of an employee or director;



- (b) Acceptance of GHET from the relatives of an employee or director;
- (c) Acceptance of GHET from relatives and friends in conjunction with birthdays, engagements, and weddings of employees or children or any other occasion related to norms, customs, and religion.
- (d) Acceptance of perishable and non-durable gifts such as fruits, sweets, soft drinks, flowers, and so on; or
- (e) Acceptance of corporate gifts of significant value, such as diaries, pens, calendars, and notebooks given equally to all participants during official functions, provided that the items are not concealed.

5.4 It is the responsibility of the recipient of the gift to ensure that nothing is received which might create a Conflict of Interest or bring their integrity into question. If they are unsure, they should discuss the matter with IGU.

6. PERMISSIBLE GIVING

6.1 The offering of GHET is permitted exclusively under the conditions outlined below:

(a) Company-Level Exchange:

Reasonable GHET may be exchanged between companies during official company visits, signing ceremonies, or launch events to foster goodwill and strengthen business relationships.

(b) Official Functions and Appreciation:

QSB may present reasonable GHET to external institutions or individuals in connection with official functions, events, and celebrations, or as an expression of gratitude and recognition.

(c) The Company to employees:

GHET from the Company to the employees concerning an internal or externally recognized function, event, and celebration. To avoid confusion and overlapping gift declarations by each employee, the Company should first obtain approval from GCEO prior to the distribution of the GHET.



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(d) Brand building or promotional:

Token gifts or nominal value normally bearing the company logo (e.g. t-shirts, pens, diaries, calendars, and other small promotion items) that are given out equally to the public, customers, partners, and key stakeholders attending events such as conferences, exhibitions, training, trade shows, sales and marketing events, etc, and deemed as part of the Group's brand building or promotional activities;

(e) Corporate Social Responsibility:

GHET to external parties who have no business dealings with the Group such as monetary gifts or gifts-in-kind to charitable organisations, sporting events, educational institutions, community organisations, or any other organisations or entities that fulfil QSB's Corporate Social Responsibility and philanthropic initiatives and objectives (e.g. donations, sponsorship, a fund to schools, special events, etc.) in line with the Sponsorship and Donation Policy.

- 6.2 All directors and employees must ensure that any GHET offered align with the QSB's values and ethical standards, FAL and related anti-bribery policies, reflecting our commitment to integrity and respect in all business dealings.

7. TRAVELLING ON BUSINESS

- 7.1 All expenses for employees and directors travelling on the business shall be paid for by the Company unless otherwise specified in the relevant work or service contract. Any offers by business associate to pay for all or part of such travel expenses which are not covered by a contractual arrangement must be rejected.
- 7.2 Employees traveling on business where an assessment or decision concerning a business associate is involved, such as a procurement process, branch audit, site inspection, or a quality assessment, must not receive GHET of any kind from the business associate before, during, or after the visit. Hospitality should be refused wherever possible. Where it is not practical to refuse, for example, an invitation to the site canteen during an inspection, hospitality must be kept to the absolute minimum.



7.3 Employees representing QSB at conferences and seminars should have their expenses, including attendance fees, covered by the company. Any sponsorship offers from external providers must be submitted to IGU for evaluation and then received prior approval from the respective CEO.

7.4 In cases of doubt or uncertainty, the arrangements must be discussed with IGU before travel commences.

8. POLITICAL DONATION

8.1 QSB does not offer or accept any financial or in-kind contributions to or from any political parties, political party officials or candidates for political office.

9. RAISING A CONCERN

9.1 QSB strongly encourages employees, directors, business associates, and stakeholders to notify or report any real or suspected cases of bribery and corruption to the IGU without fear of retaliation or reprisal through the mechanism set out under the Whistleblowing Policy.

9.2 A whistleblower making a disclosure in good faith shall not be subject to unfair dismissal, victimisation, demotion, suspension, intimidation or harassment, discrimination, any detrimental action by the Company and shall be eligible for protection under Whistleblowing Policy.

9.3 Any queries concerning the Whistleblowing Policy and related requirement may be directed to the HIGU for further clarification.

10. SANCTION FOR NON-COMPLIANCE

10.1 QSB regards bribery and corruption as a serious matter and major misconduct. Non-compliance may lead to disciplinary action, which includes termination of employment, as according to the Employment Policy Manual ("EPM").

10.2 QSB may take legal action if its interests have been harmed by non-compliance.

10.3 QSB shall notify and provide full cooperation to the relevant law enforcement authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.



11. TRAINING AND AWARENESS

- 11.1 All employees and directors of QSB will receive the relevant training on this Policy and its declaration procedures. The training will be given in accordance with the position and function.
- 11.2 All employees and directors of QSB shall be deemed to have read, understood and willing to abide by this Policy upon its circulation and publication on the company's official website.
- 11.3 QSB's zero-tolerance approach to bribery and corruption and this Policy must be clearly communicated to all business associates at the outset of the business relationship with QSB and as appropriate thereafter.

12. RECORD KEEPING

- 12.1 All accounts, invoices, letters, agreements, and other documents or records relating to the transactions and dealings with business associates shall be prepared and maintained with strict accuracy and completeness. There should be no records kept "off-book" to facilitate or conceal improper payment.
- 12.2 QSB and the respective business units must keep all financial records and documentary evidence of the reason for making payments to and receiving payments from any person.
- 12.3 The IGU shall manage and maintain the Registry of GHET, including the declaration forms and documentation of any mitigating actions taken.
- 12.4 The Registry may be used by IGU to prepare trend analysis report on GHET to be presented to BIGC and QSB Board, as and when required. The Registry shall also be furnished to the external auditor(s) annually, as and when requested during external audit process.
- 12.5 All records shall be retained for at least seven (7) years from its date of generation and produced on request by relevant authorised person and/or law enforcement agencies.



13. OVERSIGHT AND REVIEW

13.1 The QSB Board has the overall responsibility and delegated the monitoring and review of the implementation and compliance of this Policy to Board Integrity & Governance Committee ("BIGC"). The BIGC has empowered the day-to-day responsibilities for the administration and implementation of this Policy to the IGU.

13.2 This Policy shall be periodically reviewed and updated by the QSB Board, taking into consideration the needs of the company as well as any development in the law and regulation that may have an impact on the discharge of the Board's duties and responsibilities.

13.3 This Policy is made available to the public via the company's public website, <https://qhazanahsabah.com.my/>.

14. ENQUIRIES AND REPORTING

14.1 Any inquiries or reports on violation of this Policy may be submitted through the reporting channels as follows:

(a) Whistleblowing Channel/E-mail:

whistleblowing@qhazanahsabah.com.my

via <https://qsbconnect.com.my/>

(b) Attend and meet at:

Head of Integrity & Governance Unit

Qhazanah Sabah Berhad,

Level 5, Block B, Menara Kinabalu,

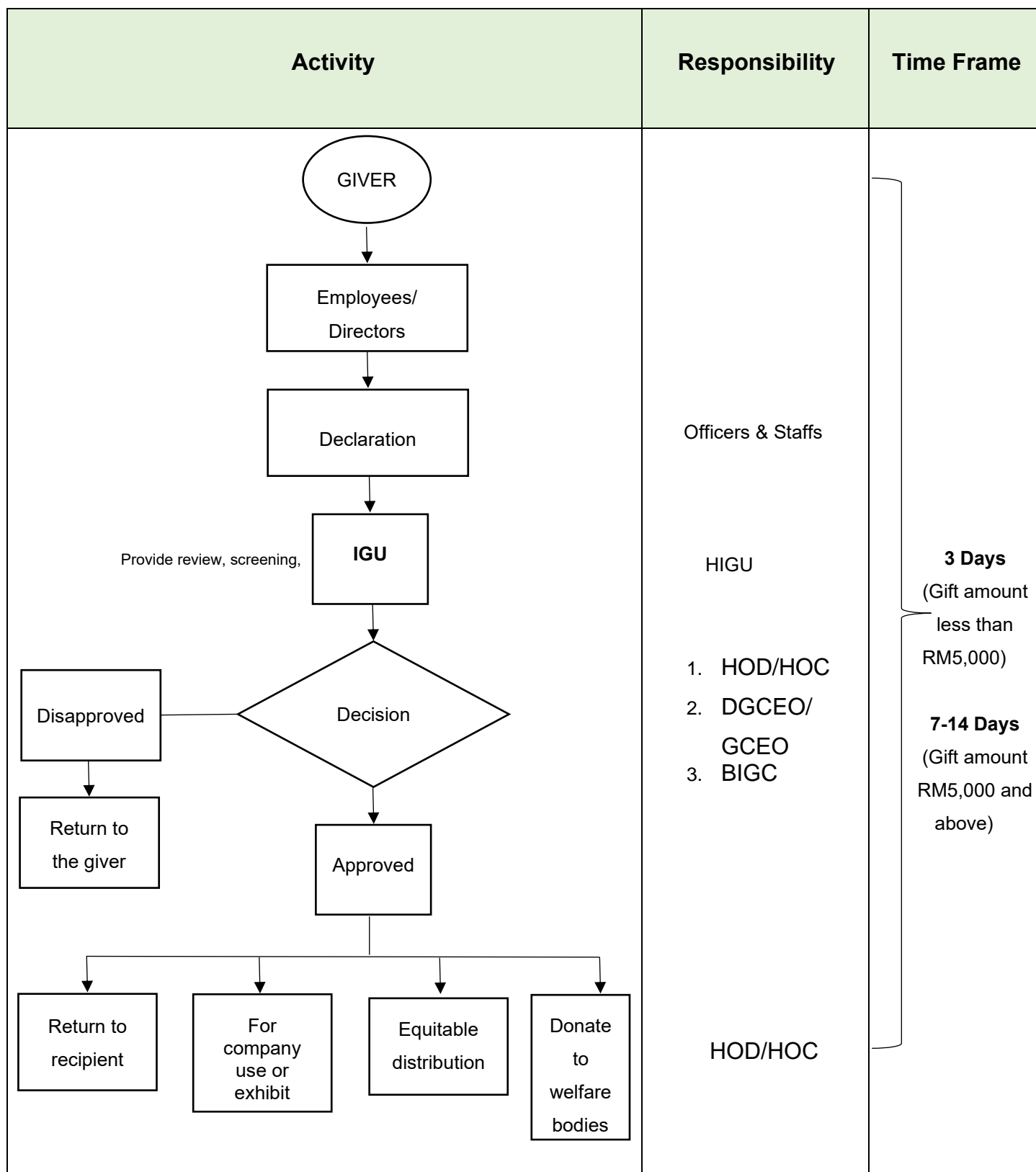
Jalan Sulaman, Teluk Likas,

88400 Kota Kinabalu,

Sabah



FLOW CHART





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Appendix 2

***FORM A: For GHET value between RM301 – RM1,000.**

Please complete the details below to the best of your knowledge:

Details of Gift, Hospitality, Entertainment & Travel ("GHET") Offered					
Date of Offer	DD / MM / YYYY		Estimated/Actual Value	RM	
Name of Offeror					
Designation			Organisation		
Relationship with QSB					
Type of GHET	<input type="checkbox"/> Gift	<input type="checkbox"/> Hospitality	<input type="checkbox"/> Entertainment	<input type="checkbox"/> Travel (incl. Accommodation)	<input type="checkbox"/> Others: _____
Description of GHET					
Reason for Offer					

Decision on GHET by Recipient			
<input type="checkbox"/> Declined by Recipient.		<input type="checkbox"/> Accepted by Recipient.	
<input type="checkbox"/> Transferred to Company. Please provide details of transfer:			
Declaration by Recipient			
I hereby confirm that the information I have provided above are true and correct.			
Signature		Date	
Full name			
NRIC		Staff ID	
Designation		Department	
For Integrity & Governance Unit use			
Registry of GHET		Acknowledgement by IGU	
Comments		Signature	
		Name	
		Designation	
Reference	QSB/IGU/04/03/02-A/ YY – XXX	Date	



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Recommendation from IGU			
<input type="checkbox"/> To be returned to Offeror.		<input type="checkbox"/> To be returned to Recipient.	
Date		Date	
Details		Details	
<input type="checkbox"/> For Company use or exhibit.		<input type="checkbox"/> For equitable distribution among staff.	
Date		Date	
Department		Details Department	
Asset ID			
<input type="checkbox"/> For charitable donation.		<input type="checkbox"/> Others.	
Date		Date	
Details		Details	

For Approval Authority use		
Action for GHET transferred to Company	Approval by (DGCEO)	
<input type="checkbox"/> To be returned to Offeror.	Comments	
<input type="checkbox"/> To be returned to Recipient.		
<input type="checkbox"/> For Company use or exhibit.		
<input type="checkbox"/> For equitable distribution among staff.	Signature	
<input type="checkbox"/> For charitable donation. Charity name:	Name	
<input type="checkbox"/> Other. Please state:	Designation	
	Date	



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Appendix 3

***FORM B: For GHET value RM1,001 and above.**

Please complete the details below to the best of your knowledge:

Details of Gift, Hospitality, Entertainment & Travel ("GHET") Offered					
Date of Offer	DD / MM / YYYY		Estimated/Actual Value	RM	
Name of Offeror					
Designation			Organisation		
Relationship with QSB					
Type of GHET	<input type="checkbox"/> Gift	<input type="checkbox"/> Hospitality	<input type="checkbox"/> Entertainment	<input type="checkbox"/> Travel (incl. Accommodation)	<input type="checkbox"/> Others: _____
Description of GHET					
Reason for Offer					
Additional information on GHET					
Cumulative offer(s) from the same individual and/or organisation	<input type="checkbox"/> First time offer				
	<input type="checkbox"/> Previous offers to same Recipient in the current fiscal year. No. of offers accepted: _____ Total estimated cumulative value of offers: RM _____				
	<input type="checkbox"/> Previous offers to others in QSB in the current fiscal year. No. of offers accepted: _____ Total estimated cumulative value of offers: RM _____				
The context and/or circumstance where the GHET was offered.				<input type="checkbox"/> Public	<input type="checkbox"/> Private
The GHET was unsolicited.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET is related to a recognised personal/professional occasion.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET is of a personal nature, tailored specifically to Recipient's preference.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET Offeror is currently undergoing procurement process with QSB.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET Offeror is currently in a contractual relationship with QSB.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET Offeror has a personal relationship with the Recipient and/or with Recipient's immediate family.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The GHET Offeror has not been involved in any controversial, unethical, or illegal activities that could harm QSB's reputation.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
There is no explicit expectation of reciprocity from the GHET Offeror.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
The Recipient has previously declined GHET from the same GHET Offeror.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
Acceptance of GHET will create any actual or perceived conflict of interest.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
Acceptance of GHET will bring Recipient, QSB and/or Board into disrepute.				<input type="checkbox"/> Yes	<input type="checkbox"/> No
Acceptance of GHET will not inadvertently disclose any confidential or sensitive information to external parties.				<input type="checkbox"/> Yes	<input type="checkbox"/> No



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Decision on GHET by Recipient			
<input type="checkbox"/> Declined by Recipient.		<input type="checkbox"/> Accepted by Recipient.	
<input type="checkbox"/> Transferred to Company. Please provide details of transfer:			
Declaration by Recipient			
I hereby confirm that the information I have provided above are true and correct.			
Signature		Date	
Full name			
NRIC		Staff ID	
Designation		Department	

For Integrity & Governance Unit use			
Registry of GHET		Acknowledgement by IGU	
Comments		Signature	
		Name	
		Designation	
Reference	QSB/IGU/04/03/02-B/ Y Y – X X X	Date	
Recommendation from IGU			
<input type="checkbox"/> To be returned to Offeror.		<input type="checkbox"/> To be returned to Recipient.	
Date		Date	
Details		Details	
<input type="checkbox"/> For Company use or exhibit.		<input type="checkbox"/> For equitable distribution among staff.	
Date		Date	
Department		Details Department	
Asset ID			
<input type="checkbox"/> For charitable donation.		<input type="checkbox"/> Others.	
Date		Date	
Details		Details	



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For Approval Authority use		
GHET Value: Approval Authority	<input type="checkbox"/> Between RM1,000 – RM5,000: DGCEO/GCEO	<input type="checkbox"/> Above RM5,000: BIGC
Action for GHET transferred to Company		Approval by
<input type="checkbox"/> To be returned to Offeror.	Comments	
<input type="checkbox"/> To be returned to Recipient.		
<input type="checkbox"/> For Company use or exhibit.		
<input type="checkbox"/> For equitable distribution among staff.	Signature	
<input type="checkbox"/> For charitable donation. Charity name:	Name	
<input type="checkbox"/> Other. Please state:	Designation	
	Date	