

## ANTI-BRIBERY AND CORRUPTION POLICY

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## ANTI-BRIBERY AND CORRUPTION POLICY

### Revision History

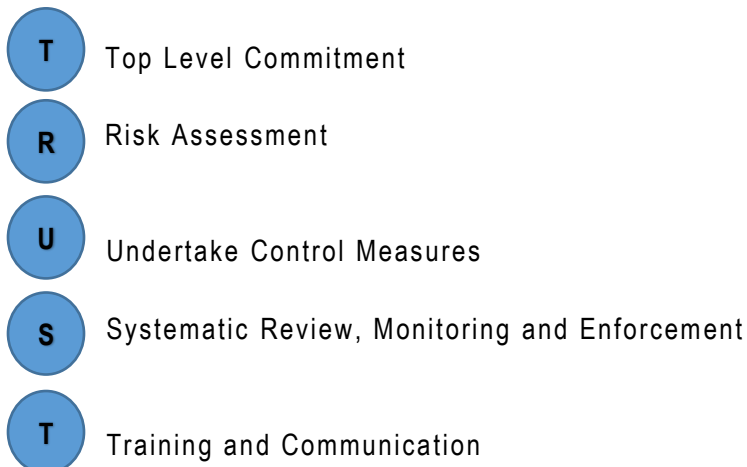
REVISION	EFFECTIVE DATE
-	27.2.2020*

*\*This ABC Policy shall be reviewed at least once every three (3) years pursuant to Paragraph 15.29(1)(b) of the amended Main Market Listing Requirement.*

## ANTI-BRIBERY AND CORRUPTION POLICY

### 1. INTRODUCTION

- 1.1. Eden Inc. Berhad (“**Eden**”) and its subsidiaries (collectively, “**Group**”) firmly support the national anti-bribery and corruption efforts by strengthening its corporate governance and continuously inculcating good ethical business practices among its Employees, Directors of the Group, vendors, suppliers, service providers and other business partners.
- 1.2. The Group shall take reasonable and adequate measures to ensure that its businesses do not participate in corrupt activities and internal fraud for its advantage or benefit, and at the same time to act in the best interests of the Group, its shareholders and other stakeholders.
- 1.3. These initiatives are in line with the requirements which were formed on the basis of five (5) principles<sup>1</sup> which serve as defense mechanism against corporate liability, namely:



- 1.4. The Board detests any act of bribery and/or corruption by the employees and the Directors of the Group as it destroys shareholders’ value, undermines investors’ confidence and is the antithesis of sustainable growth.
- 1.5. All Employees and Directors of the Group, business associates and parties engaging with the Group are expected to read, understand and comply with the requirements set in the ABC Policy. No waivers or exceptions will be granted for practices that deviate from the Group’s ABC Policy.

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<sup>1</sup> Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”).

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

### **2. OBJECTIVE**

- 2.1. The objective of the anti-bribery and corruption policy ("**ABC Policy**") is to provide information and guidance to the Directors and Employees of the Group on standards of behavior to which they must adhere to and how to recognize as well as deal with bribery and corruption.
- 2.2. The ABC Policy is not intended to be exhaustive, and there may be additional obligations that Directors and Employees of the Group are expected to adhere to or to comply with when performing their duties. For all intents and purposes, the Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties.

### **3. REFERENCES**

- (a) Guidelines on Adequate Procedures ("**GAP**");
- (b) ISO 37001:2016 Anti-bribery Management System;
- (c) Directors' Code of Ethics;
- (d) Limits of Authority;
- (e) Board Charter; and
- (f) Whistleblowing Policy.

### **4. WHO DOES THIS ABC POLICY APPLY TO?**

#### **4.1. All Personnel of the Group**

- (a) This ABC Policy applies to the Personnel regardless of their position or role;
- (b) All Personnel must comply with the ABC Policy, the Group's policies and procedures and all applicable laws in the course of employment.

#### **4.1. The Group's Business Associates**

- (a) This ABC Policy applies to the Group's Business Associates, which includes vendors, contractors, sub-contractors, consultants, agents, representatives, tenants and other intermediaries who are performing work or services, for and on behalf of the Group;
- (b) All Personnel, regardless of their position or role, are responsible to communicate this ABC Policy to their business associates.

## ANTI-BRIBERY AND CORRUPTION POLICY

### 4.1. All Parties Engaging with the Group

This ABC Policy applies to all parties that are currently engaged with the Group or have intentions to engage with the Group in the future.

## 5. WHAT ARE MY RESPONSIBILITIES?

### 5.1 Read

- (a) All the Group's Personnel and Business Associates must **read, understand, comply** and **declare** their acceptance and compliance with this ABC Policy;
- (b) We also expect all parties that are engaging with the Group to **read, understand** and **comply** with this ABC Policy.

### 5.1. Understand the Consequences

- (a) Failure for the Group's Personnel to comply with this ABC Policy will result in disciplinary action, up to and including termination of employment or dismissal;
- (b) Since the Group's ABC Policy is based on legal requirements, violating it could subject the Group and its Personnel to penalties including fines, imprisonment and other criminal or civil sanctions. These violations may also result in high costs, personal reputational damage or loss of professional accreditation and severely damage the reputation of the Group;
- (c) Failure for Business Associates to comply with this ABC Policy may result in the termination of the business relationship with the Group.

## 6. DEFINITIONS

Words & Expression	Meaning
"ARC"	means the Audit and Risk Committee of the Board of Directors of the Group.
"Board"	means the Board of Directors of the Group.

## ANTI-BRIBERY AND CORRUPTION POLICY

Words & Expression	Meaning
<b>“Bribery or Gratification”</b>	<p>means as defined in the MACC Act<sup>2</sup>:</p> <ul style="list-style-type: none"> <li>(a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property of any description whether movable or immovable, financial benefit or any other similar advantage;</li> <li>(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</li> <li>(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</li> <li>(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</li> <li>(e) any forbearance to demand any money or money’s worth or valuable thing;</li> <li>(f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and</li> <li>(g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the proceeding paragraphs (a) to (f).</li> </ul>
<b>“Business Associates”</b>	<p>means vendors, contractors, sub-contractors, consultants, agents, representatives, tenants and other intermediaries who are performing work or services for and on behalf of the Group.</p>

<sup>2</sup> Section 3 of the MACC Act.

## ANTI-BRIBERY AND CORRUPTION POLICY

Words & Expression	Meaning
<b>“Conflict of Interest”</b>	means when a person’s own interests either influence, have the potential to influence or are perceived to influence their decision making in the Group.
<b>“Corporate Gift”</b>	means something given from one organisation to another with the appointed representatives of each organisation giving and accepting the gift. Corporate gift may also be promotional items given out equally to the general public at events, trade shows and exhibitions as a part of building the Group’s brand. The gifts are given transparently and openly with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Group’s name and logo.
<b>“Corruption”</b>	According to the Transparency International <sup>3</sup> , it means the abuse of entrusted power for personal gain.
<b>“Employees”</b>	means full time, probationary, contract and permanent staff.
<b>“Exposed Position”</b>	means a staff position identified as vulnerable to bribery through a risk assessment. Such positions may include any role involving procurement or contract management; financial approvals; human resource; relations with government officials or government departments; sales; positions where negotiation with an external party is required; or other positions which the Group has identified as vulnerable to bribery.
<b>“Facilitation Payment”</b>	means a payment received or made to a decision maker or an administrative staff (in either public or private sectors) to speed up a process or secure licenses or permits).

<sup>3</sup> Transparency International is an independent, non-governmental and organization which is committed to fight against corruption. For more information on Transparency International, please visit <https://www.transparency.org/>.



## ANTI-BRIBERY AND CORRUPTION POLICY

Words & Expression	Meaning
<b>“Government Official or Public Body”</b>	<p>means as defined in the MACC Act<sup>4</sup>:</p> <ul style="list-style-type: none"> <li>(a) the Government of Malaysia;</li> <li>(b) the Government of a State;</li> <li>(c) any local authority and any other statutory authority;</li> <li>(d) any department, service or undertaking of the Government of Malaysia, the Government of a State, or a local authority;</li> <li>(e) any society registered under subsection 7(1) of the Societies Act 1966 [Act 335];</li> <li>(f) any branch of a registered society established under section 12 of the Societies Act 1996;</li> <li>(g) any sports body registered under section 17 of the Sports Development Act 1997 [Act 576];</li> <li>(h) any co-operative society registered under section 7 of the Co-operative Societies Act 1993 [Act 502];</li> <li>(i) any trade union registered under section 12 of the Trade Unions Act 1959 [Act 262];</li> <li>(j) any youth society registered under section 9 of the Youth Societies and Youth Development Act 2007 [Act 668];</li> <li>(k) any company or subsidiary company over which or in which any public body as is referred to in paragraph (a), (b), (c), (d), (e), (f), (g), (h), (i) or (j) has controlling power or interest; or</li> <li>(l) any society, union, organization or body as the Minister may prescribe from time to time by order published in the Gazette.</li> </ul>

<sup>4</sup> Section 3 of the MACC Act.

## ANTI-BRIBERY AND CORRUPTION POLICY

Words & Expression	Meaning
<b>“Hospitality”</b>	means the considerate care of guests which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as the Group’s offices, with or without the personal presence of the host. Provision of travel may also be included as may other services such as provision of guides, attendants and escorts, use of facilities such as a spa, golf course or ski resort with equipment included.
<b>“Personnel”</b>	means Directors (executive and non-executive) and Employees (including full time, probationary, contract and temporary).
<b>“Support Letter”</b>	means a request made by a prominent person (someone who uses his power and position to influence decision making) requesting for special privileges to be given to an individual, company or other organisation.
<b>“Top Management”</b>	means the Group’s Executive Directors and Senior Management personnel.

## 7. ANTI-BRIBERY AND CORRUPTION

### 7.1. Our Principle

- (a) The Group is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the Group’s daily operation;
- (b) The Group has adopted a zero-tolerance against all forms of bribery and corruption. Employees who refuse to pay bribes or participate in acts of corruption shall not be penalized even if such refusal may result in losing business.

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

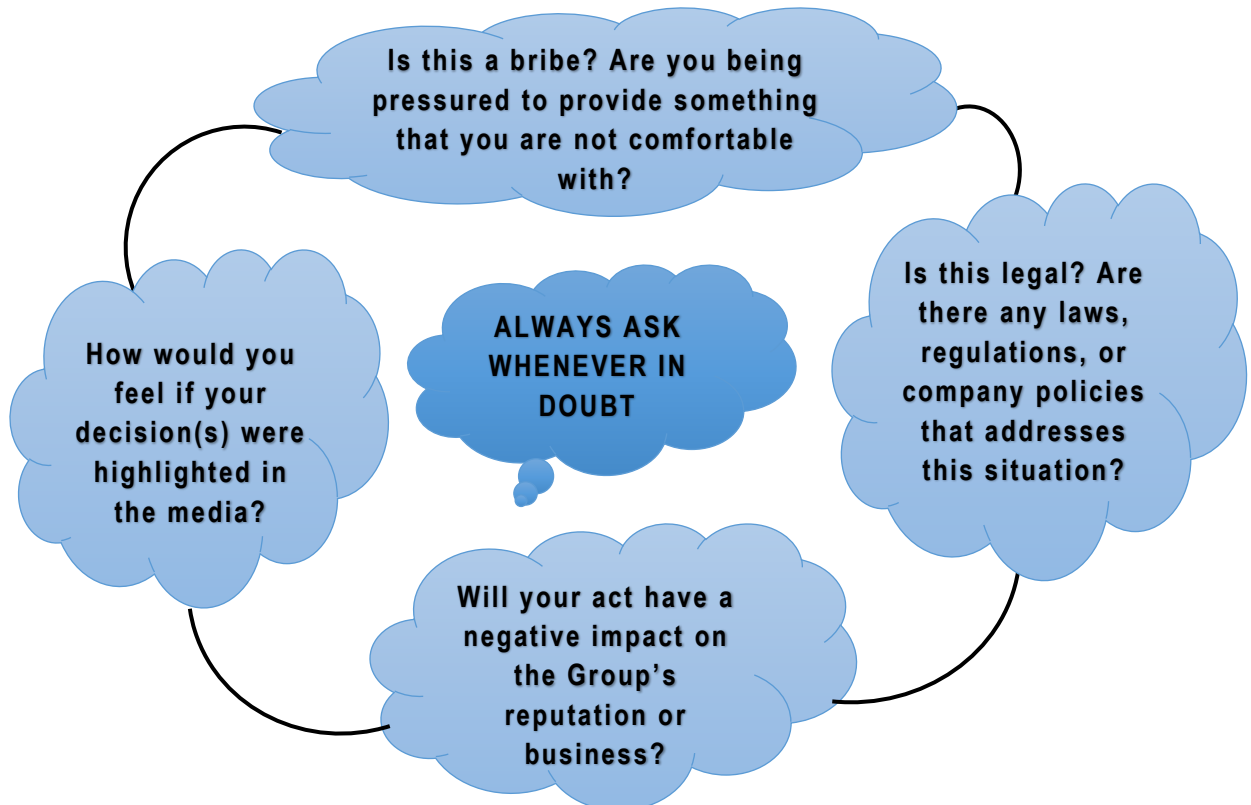
### **7.2. ABC Policy**

- (a) Bribery and corruption in all its forms as it relates to the Group's activities is prohibited.
- (b) Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. The Personnel of the Group shall not therefore, whether directly or indirectly, offer, give receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of the Group or the persons involved in the transaction.
- (c) The ABC Policy applied equally to its business dealings with commercial (private sector) and government (public sector) entities, and includes their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery is to be avoided, in particular when dealing with government officials.
- (d) This ABC Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- (e) No employee or external party shall suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- (f) The Group is committed to conducting due diligence checks on prospective personnel, particularly as it relates to appointments to positions where a more than minor bribery or corruption risk has been identified.
- (g) The Group recognizes the value of integrity in its Personnel. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Employees, shall be designed to recognize integrity. The Group conducts due diligence on employees who holds or may be holding Exposed Position.
- (h) The Group does not offer employment to prospective Employees in return for previous favour or in exchange of improper favour.
- (i) The Group awards contracts and employee positions purely based on merits. Support letters in all forms shall not be recognized as part of the business decision making process.

## ANTI-BRIBERY AND CORRUPTION POLICY

### 7.1. Dealing with Difficult Situations

Dealing with situations that may potentially involve bribery and corruption can be difficult. If one is not sure whether an act may be considered as a bribe, then ask oneself these following questions:



### 7.2. Offenses

Engaging in bribery and corruption is illegal according to both local and international legislation. One must be aware that under the MACC Act<sup>5</sup>, if one participates in bribery and corruption, one may be subject to:

<sup>5</sup> Section 17A(2) of the MACC Act.

\* *Red flags* are indications or evidence of possible violations of this ABC Policy such as unusual or suspicious transactions, unexplained invoices, incomplete information and receiving of gifts and hospitality.

## ANTI-BRIBERY AND CORRUPTION POLICY

- (a) a fine of not less than ten (10) times the sum or value of the gratification which is the subject matter of the offence or one million ringgit (RM1,000,000-00), whichever is the higher; or
- (b) imprisonment for a term not exceeding twenty (20) years; or
- (c) both.

DO'S (you SHOULD)	DON'TS (you SHOULD NOT)
✓ Read, understand comply to this ABC Policy.	X Participate in any illegal or illicit acts of bribery or corruption.
✓ Be aware of red flags*.	X Misuse your position or the Group's name for your personal benefit, or to the detriment of the Group.
✓ Communicate the Group's stance and the importance of spotting red flags* to your team members and any external party you are engaging with.	X Fail to report any real or suspected incidents of bribery and corruption.
✓ Attend mandatory anti-bribery and corruption training.	X Conceal, alter, destroy or otherwise modify any information on incidents of bribery and corruption.
✓ Report any non-compliance of the ABC Policy to the Top Management or through the whistleblowing channels.	X Collude with Business Associates in making false claims relating to work orders, projects or products and services.

### 8. RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

8.1. The Group is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.

8.2. These laws include but not limited to the:

- (a) Malaysian Penal Code (revised 1977) and its amendments;
- (b) MACC Act and its amendments;
- (c) Companies Act 2016;
- (d) US Foreign Corrupt Practices Act 1977 (amended 1998); and
- (e) UK Bribery Act 2010.

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

- 8.1. In the event of conflict between the mandatory laws and the principles herein contained, the former shall prevail.

### **9. DEALING WITH BUSINESS ASSOCIATES**

#### **9.1. Our Principle**

The Group is committed to conducting its business in a fair and transparent and ethical manner.

#### **9.2. The Group's Success Depends on Building Productive Relationships**

- (a) If suspicion of bribery and corruption arises in the dealings with any Business Associates, the Group shall seek an alternative provider of the services or goods;
- (b) The Group expects all Business Associates acting on behalf of the Group to contractually agree to refrain from bribery and corruption, and to adhere to the Group's ABC Policy;
- (c) If the Group is not satisfied that bribery and corruption prevention has been upheld, due diligence shall be undertaken with regards to any Business Associates intending to act on the behalf of the Group;
- (d) The extent of the due diligence should be risk-based and shall include a bribery risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, and documenting the reasons for choosing one particular Business Associates over another;
- (e) The Group strives to build and strengthen its relationships with Business Associates. As such, due diligence shall also be carried out (if required) with regards to any Business Associates intending to act on the Group's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with the Group;
- (f) The Group shall include standard clauses in all contracts with Business Associates enabling the Group to terminate the contract in the event that bribery or corruption has been proved to occur. Additional clauses may also be included for Business Associates acting on behalf of the Group where more than a minor bribery risk has been identified.

## ANTI-BRIBERY AND CORRUPTION POLICY

DO'S (you SHOULD)	DON'TS (you SHOULD NOT)
<ul style="list-style-type: none"> <li>✓ Conduct the necessary due diligence on your business associates.</li> <li>✓ Communicate the ABC Policy with the Group's Business Associates and ensure these principles are considered during onboarding and their performance evaluation.</li> <li>✓ Encourage Business Associates to report any real or suspected incidents of bribery and corruption that they encounter to the Group or authorities.</li> </ul>	<ul style="list-style-type: none"> <li>X Engage with Business Associates who refuse to adhere to the Group's ABC Policy.</li> <li>X Influence the decision making process of Business Associates with gifts, hospitality or other benefits.</li> <li>X Misuse one position or the Group's name for one personal benefit or to the detriment of the Group.</li> <li>X Receive or offer gifts or hospitality from or to any party engaging with the Group during sensitive time periods (i.e., during tenders or contract negotiations).</li> <li>X Fail to report any real or suspected incidents of bribery and corruption via whistleblowing channels.</li> </ul>

### 10. DEALING WITH GOVERNMENT OFFICIALS

#### 10.1. Our Principle

The Group is committed to conduct our business with government officials in a fair, transparent and ethical manner. The Group does not allow the giving or receiving, directly or indirectly, kickbacks or gratuities to government officials.

#### 10.2. Applying Higher Standards of Integrity

- (a) Dealing with government officials require particular care and consideration. One must exercise more caution when working with government officials due to strict local and international laws that govern the interface between the private and public sectors.

## ANTI-BRIBERY AND CORRUPTION POLICY

- (b) Offering a gift or hospitality to a government official is considered a red flag <sup>6</sup> situation in certain countries, and could create grounds for prosecution as well as a negative perception of bribery and corruption.
- (c) In any circumstances where one is required to provide gift or hospitality to a government official, one must get approval from the Top Management.

### 10.3. Giving Gifts and Hospitality to Government Officials

- (a) The Group practices a “**NO GIFTS**” policy, which means that gifts can only be given or received as corporate gifts and as per those under the Limited Exceptions as defined in **Section 15.7** herein. The Group also strictly prohibits the use of hospitality as a vehicle for bribery and corruption to influence the duties and decision making of any individual. Hospitality here includes meals, travel or transportation, accommodation, entertainment and recreation (leisure activities).
- (b) In the event where one is required to give a gift or offer hospitality to a government official, one must exercise proper care and judgement to ensure the gift or hospitality does not create a conflict of interest between him or her and the official, and is not perceived as being used for corruption.

DO'S (you SHOULD)	DON'TS (you SHOULD NOT)
✓ Deal with government officials in an open, transparent and professional manner.	X Offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind.
✓ Keep detailed documentation of any interaction with a government officials.	X Exert improper influence to obtain personal benefits from them.
✓ Exercise caution when hosting government officials. Obtain prior approval from the Top Management.	X Fail to report any real or suspected incidents of bribery and corruption.
	X Conceal, alter, destroy or modify any documentation (i.e., receipts, invoices) or other communication that

<sup>6</sup> Red flags here include request for (i) unusual or suspicious payment; (ii) gifts and hospitality; or (iii) “off-record” transactions.



## ANTI-BRIBERY AND CORRUPTION POLICY

✓ Be aware of any signs that one is being asked to engage in bribery or corruption.	relates to any gifts or hospitality provided to government officials.
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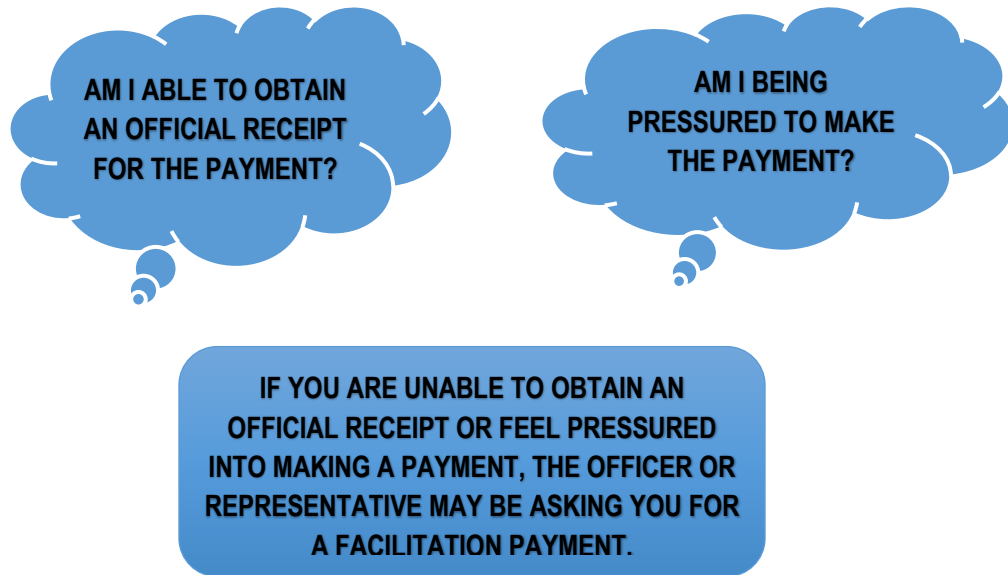
### 11. DEALING WITH FACILITATION PAYMENT

#### 11.1. Our Principle

The Group prohibits any receiving, giving and promising of facilitation payments.

#### 11.2. Dealing with Facilitation Payment

Identifying the difference between a legitimate request for payment in exchange for a service and an illegal request for a bribe can be difficult. If one faces this problem, **stop and ask oneself these questions:**



#### 11.3. Managing Facilitation Payment Requests

##### (a) The Group's Personnel

- (i) The Personnel is expected to notify his or her immediate superior when encountered with any requests for a Facilitation Payment. In addition, if a payment has been made and the Personnel is unsure of the nature, his or her immediate superior must be immediately

## ANTI-BRIBERY AND CORRUPTION POLICY

notified and consulted. They must also ensure that the payment has been recorded transparently.

- (ii) If one is aware that the Group's Personnel has requested a Facilitation Payment from Business Associates, the person should also report the matter to the Top Management through whistleblowing channels.
- (iii) The Group equally uphold the safety of all Personnel as priority. In the event that a Personnel's safety is at stake, a facilitation payment to protect the Personnel is permitted if:
  - that is the immediate available recourse to protect the safety of the Personnel;
  - the Top Management's approval has been obtained or payment under the state of emergency had been undertaken after which the Top Management's approval must be retrospectively obtained as soon as possible.

### (a) Business Associates

Business Associates who receive request for Facilitation Payments from the Group's Personnel must decline to pay and report the issue via the whistleblowing channels.

DO'S (you SHOULD)	DON'TS (you SHOULD NOT)
<ul style="list-style-type: none"> <li>✓ Be aware of any signs that one is being asked for or being offered a Facilitation Payment.</li> <li>✓ Communicate the Group's stance on Facilitation Payments to relevant parties one is engaging with.</li> <li>✓ Ask for official receipts for all payments.</li> </ul>	<ul style="list-style-type: none"> <li>X Accept or obtain either directly or indirectly Facilitation Payments from any person.</li> <li>X Fail to report any real or suspected incidents of request for Facilitation Payments.</li> </ul>

## ANTI-BRIBERY AND CORRUPTION POLICY

✓ Report the incident to the Top Management through whistleblowing channels.	
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### 12. DEALING WITH SUPPORT LETTERS

#### 12.1 Our Principle

The Group does not entertain support letters and requests for special privileges. The Group shall prevent external parties from using their position to influence the Group's decision-making for personal gain including for their family and friends.

#### 12.2 Managing Support Letters

##### (a) The Group's Personnel

If one receives support letters, one should not promise the requestor anything and document the request. One should then immediately lodge a report to the Top Management through whistleblowing channels. Similar procedure applies in the case where a Personnel has issued a support letter to the requestor.

##### (b) Business Associates

Business Associates who receive a support letter which claims to come from the Group should also report the matter via whistleblowing channels.

<b>DO'S</b> <b>(you SHOULD)</b>	<b>DON'TS</b> <b>(you SHOULD NOT)</b>
<ul style="list-style-type: none"> <li>✓ Communicate the Group's stance on support letters to external parties.</li> <li>✓ Immediately report any real or suspected support letters or anyone in the Group who has issued a support letter through whistleblowing channels.</li> </ul>	<ul style="list-style-type: none"> <li>X Promise to fulfil a request in a support letter.</li> <li>X Allow any support letter to influence the Group's decision making.</li> <li>X Send a support letter of any kind.</li> <li>X Fail to report any support letter.</li> </ul>

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

### **13. CONDUCTING DUE DILIGENCE**

#### **13.1 Our Principle**

The Group shall conduct due diligence on the Group's Personnel, Business Associates, projects and major business activities in particular where there is significant exposure to bribery and corruption risk

#### **13.2 What are the Methods that Can Be Used for Due Diligence?**

- (a) Deploying survey questionnaire;
- (b) Conducting web searches;
- (c) Reviewing external databases;
- (d) Screening tools or solutions (examples: Credit tip-off service, RAM Credit Information, Thomson Reuters, etc.); or
- (e) Third party due diligence service providers.

#### **13.3 Why Do We Conduct Due Diligence?**

- (a) It is important for the Group to know who they are working with, be it Personnel, Business Associates or any party who is engaged to work for and/or behalf of the Group.
- (b) Based on the due diligence results, the Group may either decline, suspend or terminate relationships with Personnel, Business Associates or any other parties engaging with the Group to protect the Group from any legal, financial and reputation risk.
- (c) The due diligence process should be aimed at obtaining sufficient information in order to assess if there are bribery risks posed by these parties.

## ANTI-BRIBERY AND CORRUPTION POLICY

### 13.4 When and Who Shall Conduct Due Diligence?

	WHEN	WHO
<b>Personnel</b>	Prior to onboarding new employees, promotion, transfers, incidences of misconduct.	(a) Human Resource Department (“HRD”) for employees (permanent or contract);  (b) Legal and Secretarial Department for Board of Directors.
<b>Business Associates and Other Parties the Group Engages with</b>	Prior to first time engagement, renewal of contracts, performance evaluations, incidents of misconduct, changes in circumstances.	Respective business functions engaging with the parties.
<b>Selected Projects and Major Business Activities</b>	(a) Prior to the commencement of a project;  (b) As and when there are changes in the circumstances.	Respective Head of Departments, Managers or personnel leading the project.

DO'S (you SHOULD)	DON'TS (you SHOULD NOT)
<p>Conduct due diligence in order to determine the nature and extent of bribery risk relating, considerations include:</p> <ul style="list-style-type: none"> <li>✓ The legitimacy of the entity such as corporate registration documents, tax identification number, stock exchange listing information;</li> <li>✓ Necessary licenses, qualifications, experience and resources required;</li> </ul>	<ul style="list-style-type: none"> <li>X Commit anything (for instance funds, positions, contracts) without first conducting the proper due diligence;</li> <li>X Bypass any of the due diligence guidelines;</li> <li>X Conceal, alter, destroy or otherwise modify any relevant information that may raise suspicions and would require any additional investigations.</li> </ul>

## ANTI-BRIBERY AND CORRUPTION POLICY

<ul style="list-style-type: none"> <li>✓ Any history of bribery, fraud, dishonesty, or similar misconduct, or has been investigated, convicted, sanctioned, or debarred for bribery or similar criminal conduct;</li> <li>✓ The identity of shareholders and beneficial owner and senior management.</li> </ul>	
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### 14. DECLARING CONFLICTS OF INTEREST

#### 14.1 Our Principle

Conflict of interest arise in a situations where there is personal interest that could be considered to have potential interference with objectivity in performing duties or exercising judgement on behalf of the Group. All personnel should avoid situations in which personnel interest could conflict with their professional obligations or duties. The Personnel must not use their position, official working hours, Group's resources and assets or information available to them for the personal gain or to the Group's disadvantage.

In situations where a conflict does occur, the Personnel are required to declare the matter as what is stated in the Employee Handbook and/or the Contract of Employment.

### 15. MANAGING GIFTS AND HOSPITALITY

#### 15.1 Our Principle – Gifts

The Group adopts a “**NO GIFTS**” policy. This means that the Group's Personnel including their family members<sup>7</sup> are prohibited from directly or indirectly, giving and receiving gifts that may influence good judgment and decision making, subject to Limited Exceptions.

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<sup>7</sup> “**Family members**” here include the spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household.

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

### **15.2     Giving Gifts**

Generally, Personnel including their family members are not allowed to give gifts to Business Associates and other parties engaging with the Group with the exception of the Top Management.

### **15.3     Receiving Gifts**

- (a) If you are offered or receive a gift from an external party, one is required to politely refuse or return the gift and inform the giver of the Group's "**NO GIFTS**" policy.
- (b) However, in circumstances where it is not possible to refuse or return a gift or the refusal is likely to cause serious offence, you should:
  - (i) record the gift in the "**Gifts Received Declaration Form**";
  - (ii) report the gift to his/her Head of Department ("**HOD**") or Manager who will make note of it in their "**Gifts Log**" and decide if the gift falls within the Limited Exceptions and thereafter be accepted.

### **15.4     Accepting Gifts**

If the HOD or Manager decides to accept the gift, he/she must determine the following treatment of the gift:

- (a) allow Personnel to keep the gift;
- (b) display the gift in public; or
- (c) share the gift among Personnel.

### **15.5     Returning Gifts**

- (a) If the HOD or Manager decides to return the gift it must be accompanied with a polite notification of the Group's "**NO GIFTS**" policy.
- (b) Upon making the decision, the HOD or Manager shall then notify the Top Management on his or her decision. The Directors shall then report to the Company Secretary.

## ANTI-BRIBERY AND CORRUPTION POLICY

### 15.6 What if Gifts are Received Off-site?

- (a) If you or your family members receive a gift off-site (for instance, home) from a Business Associates or other parties engaged in business with the Group, you must refuse and report the incident to your HOD or Manager. If you are unable to refuse, you must then report to the Internal Audit and Risk Management Department or the ARC immediately for their further action with your HOD or Manager copied in your report.
- (b) If you are unsure, you should consult the Company Secretary for advice or make declaration.

### 15.7 Limited Exceptions for Giving and Receiving Gifts or Event or Hospitality

Although generally the Group practices a “**NO GIFTS**” policy or providing and Event or Hospitality, there are situations which fall under the Limited Exceptions and is in accordance with the Limits of Authority of the Group and is as highlighted below:

- (a) They are limited, customary and lawful under the circumstances;
- (b) They do not have or are perceived to have (by either the giver or receiver) any effect on actions or decisions;
- (c) There must be no exception of any specific favour or improper advantages from the intended recipients;
- (d) The intended business judgement of the intended recipient must not be affected;
- (e) There must not be any corrupt or criminal intent involved;
- (f) Giving out of the gift and/or hospitality must be done in an open and transparent manner;
- (g) a gift<sup>8</sup> which features company’s logo or brand (example: diaries, lanyards, pens etc.), and is part of a marketing or promotional campaign;
- (h) The gift is exchanged at a company-to-company level (example: for official events or launches);

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<sup>8</sup> Please note that bundles of gifts (such as hampers) are considered as one item.



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- (i) The gift is token of appreciation at an official function or public event (example: door gifts at conferences, open house);
- (j) The gift is given as part of the Group's corporate social responsibility programme.

### **15.8 Our Principle – Hospitality**

The Group prohibits offering or accepting hospitality subject to certain Limited Exceptions highlighted above. Hospitality should not be offered or accepted frequently with the same party or during specific time periods such as during tender or contract negotiations.

### **15.9 Travel, Transportation and Accommodation**

- (a) You are prohibited from offering or accepting hospitality in the form of travel, transportation and accommodation except for the Limited Exceptions above.
- (b) Personnel travelling on the Group business shall be paid for by the Group unless otherwise specified in the relevant work or service contract and any waiver must be made after obtaining prior written approval from the Top Management.

### **15.10 Entertainment and Recreation**

You are allowed to offer or accept entertainment and recreation (examples: golf sessions, sporting events etc.) provided there is proper justification and prior approval based on the Limits of Authority.

## **16. DONATIONS AND SPONSORSHIP**

### **16.1 Our Principle**

Donations and sponsorships are permitted in accordance with the Limits of Authority to ensure acceptability. However, the company prohibits the giving and receiving of donations and sponsorships to influence business decisions.

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

### **17. WHISTLEBLOWING**

#### **17.1 Our Principle**

The Group encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

#### **17.2 Speak Up**

- (a) The Group aims to develop a culture of openness, accountability and integrity, while enabling prompt action to be taken where necessary, in order to mitigate any potential financial or reputational damage arising from serious forms of misconduct.
- (b) The Group has formulated a “Whistleblowing Policy” which provides channels for secure reporting of concerns about instances of bribery and corruption and other forms of misconduct.
- (c) If you make a report or disclosure about any actual or perceived bribery or corruption in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, you will be accorded protection of confidentiality to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that you were mistaken. In addition, employees who whistleblow internally shall also be protected against detrimental action for having made the disclosure to the extent reasonably practicable.

#### **17.3 SANCTIONS FOR NON-COMPLIANCE**

- (a) The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group’s interests have been harmed as a result of non-compliance.
- (b) The Group shall notify the relevant regulatory authorities if any identified bribery or corruption incidents have been proven beyond reasonable doubt.
- (c) Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities including further action that such regulatory authorities may decide to take against convicted Employee(s).

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

### **19. REVIEW OF THE ABC POLICY**

The Board shall monitor compliance with the ABC Policy and periodically review the ABC Policy to assess their effectiveness, and in any event, at least once every three (3) years.<sup>9</sup>

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<sup>9</sup> Paragraph 15.29(1)(b) of the amended Main Market Listing Requirements.

## ANTI-BRIBERY AND CORRUPTION POLICY

### APPENDIX A

#### DECLARATION FORM

I, \_\_\_\_\_, hereby declare that I have read and understood the Group's Anti-bribery and Corruption Policy. I shall abide by the requirements and provisions set out in the policy as required by my employment contract.

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

Designation:

Date: