

**HL MANAGEMENT CO SDN BHD
ANTI-BRIBERY AND CORRUPTION POLICY**

1. POLICY STATEMENT

HL Management Co Sdn Bhd (“**HLMC**”) is committed to conducting business ethically and with integrity in compliance with the Malaysian Anti-Corruption Commission Act 2009 and in line with its zero tolerance policy on corruption and bribery.

This Anti-Bribery and Corruption Policy (“**ABC Policy**”) serves to provide guidance on how to prevent, deal with and combat bribery and corrupt activities and issues that may arise in the course of business activities.

2. SCOPE OF POLICY

Which entities does this ABC Policy apply to?

This ABC Policy and the principles hereunder shall apply to and be adopted by:

- (i) Hong Leong Company (Malaysia) Berhad (“**HLCM**”);
 - (ii) subsidiaries of HLCM (excluding public listed companies and Hong Leong Manufacturing Group Sdn Bhd and their subsidiaries).
- (collectively with HLMC, “**HL Group**”)

Who does this ABC Policy apply to?

This ABC Policy applies to all employees, officers, directors (executive and non-executive), personnel and any person who performs services for or on behalf of HL Group, which includes contractors, subcontractors, consultants, suppliers, agents, intermediaries and representatives of any of the HL Group of companies (collectively, “**Applicable Persons**”).

3. PROHIBITION ON CORRUPTION AND BRIBERY

Anti-bribery and corruption laws make it illegal for any person to:

- (i) give, promise, undertake or offer to give to any person, whether for the benefit of that person or of another person; or
- (ii) solicit, receive or agree to receive for himself or for any other person,

any gratification as an inducement, reward to do or forbear from doing anything in respect of any matter or transaction, whether actual, proposed or likely to take place.

“**gratification**” means

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money’s worth or valuable thing;
- (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
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f);

Accordingly, an Applicable Person shall not at any time:

- (i) Offer, promise or give *anything of value* or *gratification* in order to obtain or retain any personal or business advantage for himself/herself or for the organisation;
- (ii) Request, receive or accept *anything of value* or *gratification* that might influence his/her objectivity in carrying out his/her employment, business, responsibility or function in the organisation.

“**Things of value**” that could be perceived as bribery or corruption can take many forms (including monetary, services, favours, donation, loans, employment, discounts, cash equivalent or in kind).

The laws on anti-bribery and corruption are very wide and cover activities carried out or merely offered, whether directly or indirectly, and whether within, from or outside Malaysia.

For example, Mr. X is an employee of a department of HLMC and is charged with an offence for making improper payments to an official. Mr. X will be held liable if:

- *Carried out, offered, promised or agreed.* Mr. X made such improper payments, or merely offered to make such payment even though such payment was subsequently not made; it is enough that the payment was offered.
- *Directly or indirectly.* The improper payment was made by him directly to the official or through a third party agent.

The above is only an example to emphasise that a mere offer or a bribe made through a third party is sufficient to constitute a breach of anti-bribery and corruption laws.

4. PENALTIES

Engagement in any bribery or corrupt practices or activities will result in severe negative consequences. An Applicable Person found guilty of an offence may face dismissal or other disciplinary action by the employer and prosecution by the relevant authorities which may include fines and imprisonment of up to 20 years.

5. REPORTING

All Applicable Persons are responsible for refraining from and preventing any instance of bribery or corruption, and to report any corruption or bribery concerns or suspicions so that the organisation can identify the risks and conduct investigation as may be necessary. Reports of any corruption or bribery concern or suspicion shall be made at the earliest opportunity and through the appropriate channel. Please refer to HLMC's [Whistleblowing Policy](#) for details on how such concerns may be raised.

6. ADEQUATE PROCEDURES

HL Group shall have adequate procedures in place to prevent the occurrence of corrupt practices which shall include:

- (1) Commitment from top level management in the organisation to conduct business with integrity and ethics, and to comply with anti-corruption laws and regulations.
 - (2) Conducting corruption risk assessments and establish appropriate processes, systems and controls to mitigate corruption risks.
 - (3) Undertake appropriate and adequate control measures to address key corruption risks arising from weaknesses in governance framework, processes and procedures, including conducting necessary due diligence of Applicable Persons and/or relevant parties, establishing appropriate and effective reporting channel, and establishing anti-corruption policies and procedures.
 - (4) Review effectiveness of the organisation's anti-corruption program, and establish proper monitoring and enforcement of anti-corruption policies and procedures.
 - (5) Regularly communicate and provide adequate training on HL Group's policy on corruption and bribery to Applicable Persons.
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