

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

**1. PURPOSE**

This Anti-Bribery and Corruption (“**ABC**”) Policy (“**Policy**”) sets out the policy and framework of the Group (as defined below) in relation to observing and upholding the Group’s zero-tolerance position on corruption and bribery with reference to the Malaysian Anti-Corruption Act 2009 (“**MACC Act**”).

This 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 and to ensure that adequate procedures are implemented to prevent the occurrence of corrupt practices in the Group in line with the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act 2009 (“**AP**”).

**2. SCOPE**

2.1. This 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).

(each a “**Company**”, collectively, “**the Group**”)

2.2. This Policy applies to all directors, employees and agents of the Group.

2.3. The Group also expects partners, contractors, subcontractors, consultants, representatives and any other person performing work or services for or on behalf of the Group, or any other person or persons associated with the Group, to comply with this Policy when performing such work or services.

2.4. Joint venture companies in which a Company is a non-controlling shareholder and associated companies are encouraged to adopt similar principles and standards.

2.5. This Policy must be read in conjunction with the following policies and procedures of the Company:

- (a) Code of Conduct & Ethics;
- (b) Gifts and Entertainment Policy;
- (c) Gifts and Entertainment Procedures (together with (b), the “**G&E Policy & Procedures**”);
- (d) Donations Policy;
- (e) Tender Policy.
- (f) Capital Expenditure Request Policy;
- (g) Whistleblowing Policy;
- (h) Whistleblowing Standard Operating Procedures; and
- (i) any other policies or procedures in relation to anti-bribery and corruption.

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

**3. POLICY STATEMENT**

- 3.1. The Group has a zero-tolerance position for bribery and corrupt activities.
- 3.2. The Group is committed to acting professionally, fairly, and with integrity in all our business dealings and relationships and is committed to implementing and enforcing policies and procedures to prevent the occurrence of corruption and bribery.
- 3.3. The Group, its Board of Directors (“**Board**”) and Top Management do not condone or consent to any Associated Persons:
- (a) corruptly soliciting, receiving or agreeing to receive any gratification whether for him/herself or for any other person; or
  - (b) corruptly giving, agreeing to give, promising or offering to any person any gratification whether for the benefit of him/herself or of another person, as an inducement to or reward for:
    - (i) obtaining or retaining (1) business for the Company, or (2) any advantage in the conduct of business for or affairs of the Company or for any other person; or
    - (ii) doing or forbearing to do anything in respect of any matter or transaction in the conduct of business for or affairs of the Company.
- 3.4. The Group will uphold all laws and regulatory requirements relating to ABC in all the jurisdictions in which it operates.
- 3.5. The Group treats any violation of this Policy seriously and will undertake necessary action, including, but not limited to, review of employment or appointment, disciplinary action, dismissal, and reporting to the authorities, consistent with the relevant laws and regulations.

**4. PRINCIPLES**

**4.1. PRINCIPLE I: TOP LEVEL COMMITMENT**

**4.1.1. Company’s Board**

The Board shall:

- (a) provide oversight for:
  - (i) maintaining highest level of corporate integrity and ethics;
  - (ii) compliance with applicable laws and regulatory requirements on anti-corruption; and
  - (iii) managing the key corruption risks of the Company;
- (b) approve this Policy;
- (c) receive and review reports on the implementation of this Policy; and
- (d) manage whistleblowing cases.

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

**4.1.2. Top Management**

The Top Management of the Company shall be responsible for ensuring that the Company:

- (a) practices the highest level of integrity and ethics and promote a culture of integrity within the Company;
- (b) complies fully with applicable laws and regulatory requirements on anti-corruption;
- (c) effectively manages corruption risks;
- (d) communicates the Company's policy and commitment on anti-corruption to both internal and external parties;
- (e) encourages the use of reporting procedures as set out in the Whistleblowing Policy.
- (f) has adequate and appropriate resources to effectively operate and monitor all anti-corruption compliance matters; and
- (g) receive and review reports on the implementation of this Policy and ensure that appropriate actions are taken to address identified risks.

**4.1.3. Heads of department**

The heads of department shall assist Top Management with the implementation of this Policy in his/her department by *inter alia*, creating awareness of this Policy in his/her department and implementing action plans to ensure that his/her department complies with this Policy.

**4.1.4. Associated Persons**

Each Associated Person shall:

- (a) observe and uphold the Group's zero-tolerance position on corruption and bribery;
- (b) observe this Policy;
- (c) raise concerns about improper conduct or wrongful act at the earliest opportunity through the various communication channels including those as set out in the Whistleblowing Policy.

**4.1.5. Compliance**

The ABC Policy Owner shall attend to all ABC compliance matters including the provision of advice and guidance to personnel and business associates in relation to the ABC, as well as the coordination and monitoring of the implementation of this Policy, taking into consideration the Company's risk assessment in relation to corruption.

The responsibility to ensure compliance with the ABC-related policies and procedures, however, lies with the respective business or functional units.

**4.2. PRINCIPLE II: RISK ASSESSMENT**

**4.2.1.** The Company shall conduct an assessment of key corruption and bribery risks of the Company, which shall include:-

- (a) an assessment of the various internal and external issues affecting such risk, which may include:
  - (i) opportunities for corruption and fraud activities resulting from weaknesses in the Company's governance framework and internal systems / procedures;
  - (ii) financial transactions that may disguise corrupt payments;
  - (iii) business activities in countries or sectors that pose a higher corruption risk;
  - (iv) non-compliance of external parties acting on behalf of the Company with regard to legal and regulatory requirements related to anti-corruption; and
  - (v) relationships with third parties in its supply chain (e.g. agents, vendors, contractors, and suppliers) which are likely to expose the Company to corruption;
- (b) identifying the root cause of the bribery and corruption risk;
- (c) identifying the department(s) in the Company responsible to manage such bribery and corruption risk; and
- (d) identifying the actions to be taken by the responsible departments to prevent or mitigate the occurrence of such bribery and corruption risks.

**4.2.2.** A comprehensive corruption and bribery risk assessment of the Company shall be conducted at least once in three (3) years and as and when necessary, including when there is a material change in law or circumstance of the Company's business.

**4.2.3.** The Company's ABC risk assessment report shall be presented to the Company's Top Management and Board for review.

**4.3. PRINCIPLE III: UNDERTAKE CONTROL MEASURES**

The following control measures shall be implemented by the Company:

**4.3.1. Due Diligence**

The Company shall undertake due diligence to assess the integrity of Associated Persons, which shall include background checks, document verification or conducting interviews, prior to entering into any formal relationships with them and periodically thereafter.

Where the Associated Person is a company, due diligence shall be conducted on its directors and senior management as well.

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

The departments in the Company responsible for conducting the relevant due diligence are as follows:

<b>Associated Person</b>	<b>Department Responsible</b>
Board members	Secretarial Department
Employees	Human Resources Department
Contractors, Suppliers, Service Providers, Consultants, Brokers, Professional Firms (eg. Audit, Investment Banks, Lawyers)	Functional department

**4.3.2. Reporting Channel**

- (a) Internal and external parties are encouraged to raise concerns in relation to real or suspected corruption incidents or inadequacies of the Group's ABC-related policies and procedures at the earliest opportunity through the Company's whistleblowing channel. Additionally, employees may raise such concerns directly with their Head of Department or the ABC Policy Owner.
- (b) Please refer to the Company's Whistleblowing Policy for details on how such concerns may be raised.

Where relevant, the Company shall report the details of the corruption incidents to the Commission or relevant law enforcement agency.

**4.3.3. Conflict of Interest**

- (a) A conflict of interest is a situation in which a person or organisation is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.
- (b) The Group seeks to ensure that a conflict of interest does not adversely affect the interests of the Group, its shareholders, clients and other stakeholders through the identification, prevention and management of the conflict of interest.
- (c) All heads of departments shall:
  - (i) actively seek to identify and mitigate any conflicts of interests in their department;
  - (ii) determine the best course of action to resolve, manage or avoid the conflict of interest; and
  - (iii) document the relevant process and procedures accordingly.
- (d) Associated Persons shall declare any personal interest he/she or persons connected to the Associated Person may have in any Company decision/matter/transaction that he/she is involved in.

**4.3.4. Policies and Procedures**

Below sets out the Company's policies and procedures established for the following areas:

- (a) **Gifts and Entertainment:** The receipt and giving of gifts and entertainment shall be

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

governed by the Company's Code of Conduct & Ethics for employees and G&E Policy & Procedures.

Directors should refrain themselves from receiving, soliciting, giving or offering any gift (including cash or cash equivalent) and/or entertainment or any other form of benefits from or to persons or entities who deal with the Company where the gift and/or entertainment would reasonably be expected to influence the performance of the director's duties in any aspect.

Employees are prohibited to receive, solicit, give or offer the following gifts and/or entertainment:

- (i) Any amount of cash or cash equivalent;
- (ii) Any other forms of gifts and/or entertainment, in exchange for an act or forbearance by the Company or an act or forbearance for the benefit of the Company; and
- (iii) Any gifts and/or entertainment for purposes which are prohibited under the laws of Malaysia.

Subject to the above prohibition, all employees must promptly declare any gift or entertainment above the applicable thresholds which they give or receive from external parties. Gifts or entertainment received that are not approved by the relevant approving authority in accordance with the G&E Policy must be returned to the person who provided the said gift or entertainment, or shall be donated to a charitable organisation in accordance with the G&E Policy & Procedures.

- (b) **Donations Policy:** Donations and sponsorships shall be governed by the Company's Donations Policy which provides that:
  - (i) no political donations are permitted;
  - (ii) due diligence must be conducted on recipients of donations by the Company to ascertain that they are of reputable standing;
  - (iii) all donation requests must be reviewed and approved as per the Donations Policy.
- (c) **Facilitation Payments:** Facilitation payments of any kind are prohibited. Facilitation payment is payment made to unlawfully secure or expedite the performance of an action or a service that the Company is entitled to.
- (d) **Financial Controls:** All expenses and claims shall be governed by the Company's payment approval authority limit and/or expenditure approval request policy and procedures.
- (e) **Procurement:** Procurement activities shall be governed by the Company's procurement/ tender policies and procedures which establish governance and controls for fair and transparent procurement, including due diligence review, conflict

of interest management and approval requirements.

- (f) **Dealing with Public Officials:** Caution must be exercised when dealing with Public Officials, given that any giving or offering of gratification may be perceived to be bribery and corruption because of the nature of Public Officials' role and that Public Officials are in position of authority. Bribery of Public Officials is an offence.

The Company's G&E Policy provides that:

- (i) any offer or receipt of entertainment to or from Public Officials must be in accordance with the G&E Policy & Procedures; and
- (ii) save for corporate gifts and subject to the thresholds and corresponding approving authority in the G&E Policy & Procedures, offer or giving of gifts to Public Officials is prohibited.

#### **4.3.5. Record Keeping**

The Company shall keep a record of all documentation and records relating to the requirements of this Policy (including related policies and procedures) and AP requirements, for at a minimum period of seven (7) years. This includes:

- (a) financial records and documentation trail which evidence, substantiate and justify the business reasons for any payments made and receipt of payments by the Company;
- (b) reports and written records of the amount and reason for gifts and entertainment received and given;
- (c) donations and sponsorships;
- (d) reports and information received pursuant to whistleblowing reports; and
- (e) approvals for all ABC-related matters.

#### **4.4. PRINCIPLE IV: SYSTEMATIC REVIEW, MONITORING AND ENFORCEMENT**

Top Management shall ensure regular reviews are conducted to assess the performance, efficiency and effectiveness of the Company's ABC-related policies and/or procedures.

##### **4.4.1. Monitor, Review and Reporting**

- (a) Heads of departments shall monitor the performance of their personnel in relation to this Policy and report non-compliance to the Company's Top Management.
- (b) On an annual basis, the ABC Policy Owner shall:
  - (i) review and assess whether the requirements and standards set out in this Policy are effectively implemented and adequate to effectively manage the corruption and bribery risks faced by the Company;
  - (ii) where necessary, propose continual improvement measures and opportunities; and
  - (iii) report to the Top Management and the Board on the implementation and adequacy of Policy requirements in the Company, setting out the following:

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

- I. the status of actions from previous reviews on Policy implementation and adequacy;
  - II. information on the implementation of this Policy, including the developments in, where applicable:
    - a. non-conformities and corrective actions;
    - b. monitoring and measurement of results;
    - c. reports of bribery and corruption activities; and
    - d. investigations of such reports; and
  - III. effectiveness of actions taken to address bribery and corruption risks.
- (c) On an annual basis, the Top Management and Board shall review the implementation of this Policy to ensure its continuing suitability, adequacy and effectiveness in preventing or mitigating the Company's bribery and corruption risks.

**4.4.2. Audit**

An audit on the Company's compliance with the ABC-related policies and procedures and anti-bribery measures shall be undertaken at least once every three (3) years to determine whether this Policy and its related control measures are effectively implemented and maintained.

The ABC Policy Owner shall be responsible for initiating the audit.

The Top Management shall review the audit report and consider improvements on Company's policies and procedures in relation to corruption.

The audit report shall be presented to the Company's Board for review.

**4.4.3. Enforcement**

The Company shall take such disciplinary action and/or any other action, including legal action, as appropriate against Associated Persons found to be non-compliant with this Policy.

**4.5. PRINCIPLE V: TRAINING AND COMMUNICATION**

**4.5.1. Communication**

The Company shall communicate the Company's policies and commitments on ABC to relevant internal and external parties.

The ABC Policy Owner shall communicate this Policy generally within the Company. The heads of department shall be responsible for communicating this Policy and other ABC-related policies and procedures to the relevant Associated Persons his/her department is responsible for.

**4.5.2. Training**

The Company shall organise training on the Company's policies and commitments on ABC for employees and relevant parties, as appropriate. All employees must complete any ABC

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

training organised by the Company.

Among others, the ABC training shall address:-

- (a) this Policy and other ABC-related policies and procedures;
- (b) reporting channel; and
- (c) consequences of non-compliance with this Policy and other ABC-related policies and procedures.

Training shall be provided to employees at least once a year and when the ABC Policy Owner deems necessary following a material update or change in this Policy, corruption and bribery laws or key corruption risks for the Company.

**5. Definitions**

The following terms used in this Policy are defined as follows:

<b>ABC</b>	anti-bribery and corruption
<b>ABC Policy Owner</b>	means the owner of the ABC Policy as appointed by Top Management. For HLMC, the Policy Owner shall be the General Counsel.
<b>AP</b>	means Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act 2009
<b>Associated Persons</b>	shall mean all employees, officers, directors (executive and non-executive), personnel and any person who performs services for or on behalf of the Group, which includes partners, contractors, subcontractors, consultants, and representatives, or any other person or persons associated with the Group
<b>Board</b>	means the board of directors
<b>bribery</b>	refers to the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, or agreeing to receive any gratification
<b>Commission</b>	means the Malaysian Anti-Corruption Commission
<b>Company</b>	means each company in the Group
<b>corruption</b>	means an act of giving or receiving of any gratification or reward in the form of cash or in kind of high value for performing task in relation to his or her job description
<b>employees</b>	include any employee, whether temporary, fixed-term, or permanent, trainees, seconded staff, casual workers, agency staff, volunteers, and interns

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

<b>Facilitation Payment</b>	means payment made to secure or expedite the performance of an action or a service that the Company is entitled to, e.g. where a government official is given money or goods to perform (or speed up the performance of) an existing duty
<b>gratification</b>	<p>(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;</p> <p>(b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;</p> <p>(c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;</p> <p>(d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;</p> <p>(e) any forbearance to demand any money or money's worth or valuable thing;</p> <p>(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</p> <p>(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)</p>
<b>Group</b>	means Hong Leong Company (Malaysia) Berhad and its subsidiaries (excluding public listed companies and Hong Leong Manufacturing Group Sdn Bhd and their subsidiaries)
<b>G&amp;E Policy &amp; Procedures</b>	means the Company's Gifts and Entertainment Policy and Gifts and Entertainment Procedures
<b>HLCM</b>	means Hong Leong Company (Malaysia) Berhad
<b>HLMC</b>	means HL Management Co Sdn Bhd
<b>MACC Act 2009</b>	means the Malaysian Anti-Corruption Commission Act 2009
<b>procedures</b>	means standard operating procedures
<b>Public Body/Bodies</b>	<p>means any:</p> <p>(a) federal or state government;</p> <p>(b) local authority; or</p> <p>(c) statutory authority, department, service or undertaking of a federal or state government, or local authority</p>

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

<b>Public Official</b>	means any person who is a member, an officer, an employee or a servant of a Public Body, and includes a member of the administration, a member of Parliament, a member of the State Legislative Assembly, a court judge or registrar, and where the Public Body is a corporation sole, includes the person who is incorporated as such
<b>Top Management</b>	means (i) in respect of HLMC, the Managing Director, Finance & Tax Director, Group Human Resources Director and General Counsel; and (ii) in respect of other Companies, the most senior member of its management team