



GHL Systems Berhad (199401007361)
Incorporated in Malaysia

**GHL GROUP
ANTI BRIBERY
AND
CORRUPTION POLICY**

28 MARCH 2022

1. INTRODUCTION

- 1.1 The GHL Group is committed to conducting business in accordance with the highest ethical standards and in full compliance with all applicable anti-bribery laws and regulations, including but not limited to those as defined in the Malaysian Anti-Corruption Commission 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any other applicable local anti-bribery laws of the countries in which GHL Group operates.

Bribery has no place at GHL Group. The Group adopts a Zero tolerance approach to bribery and corruption. Employees are prohibited from offering (or agreeing to give), soliciting, or accepting (or agreeing to accept) bribes and other improper financial advantages:

- Employees may not provide anything of value to obtain or retain business or any advantage, financial or otherwise. “Anything of value” extends beyond cash or cash equivalents to include improper gifts, entertainment, travel and/or lodging, charitable and political contributions, and employment or internships for clients, government officials (including U.S. Public Officials), or their related persons.
- The prohibition against the provision of anything of value applies to not only government officials and employees or officials of organizations with government ownership or control, but also includes clients, suppliers, and any person with whom GHL Group does or anticipates doing business. GHL Group expressly prohibits the provision of facilitation payments.

GHL Group expects all of its agents and suppliers to act at all times in compliance with applicable anti-bribery laws and regulations.

Employees who engage in or facilitate bribery, or who fail to comply with all applicable anti-bribery laws, regulations, and GHL Group’s anti-bribery and related policies, may be subject to disciplinary action, up to and including termination. GHL Group reserves the right to terminate immediately any business relationship that violates our high ethical standards.

The Group requires its directors, employees and any other persons associated with it (“Associated Persons”) to exercise the utmost vigilance, to follow the policy and procedures to mitigate bribery and corruption risks, and to identify and report suspected/suspicious transactions, arrangements, engagements, meetings, conversations, suggestions or any similar or related circumstances.

GHL Group’s Code of Ethics and Conduct (“CEC”) requires all directors and employees to reject all forms of bribery and corruption. The GHL Group operates in the ASEAN region and is therefore subject to different legal and regulatory requirements in respect of bribery and corruption. However, as the GHL Group Headquarter or its Parent Company is situated in the country of Malaysia , the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (collectively known as “MACCA”) and any other local anti-bribery or anti-corruption laws that may be applicable shall be applicable

together with this Policy and any amendments made to the relevant Anti-Corruption or Anti-Bribery Laws Regulations and Policy by the relevant Governments shall be applicable immediately.

This Policy complements and should be read in conjunction with GHL's CEC and GHL's Whistleblowing Policy. It sets the minimum standard which must be complied across its business and operations within the GHL Group in the ASEAN region, copies of which can be obtained from our website www.ghl.com.

1.2 The MACCA –

- (a) criminalizes the giving, offering, receiving, promising or soliciting bribes;
- (b) covers bribery in both the public and private sectors;
- (c) makes no exceptions to Facilitation Payments as elaborated in Section 4.3 below;
- (d) creates a specific offence of bribing a “foreign public official” in order to influence them even if they are not influenced, or intended to be influenced to act improperly; and
- (e) holds the organization, its directors and senior management criminally liable if they fail to prevent bribery by “Associated Persons” unless they can show that they have “adequate procedures” designed to prevent bribery on their behalf.

2. AIMS

2.1 The Anti Bribery and Corruption Policy (“ABC Policy”) sets out the requirements which must be complied with by the Associated Persons and other third parties who deal with the GHL Group in the conduct of its day-to-day operations.

2.2 The ABC Policy aims to:

- (a) communicate GHL Group’s zero tolerance approach to incidents of bribery and corruption clearly to the Associated Persons and any third party who deals with GHL Group and to affirm the Board of Directors’ endorsement of that approach, as exemplified by the CEC
- (b) ensure that all Associated Persons are aware of their responsibilities in relation to:
 - (i) the compliance with all relevant bribery and corruption laws and applicable regulation
 - (ii) the avoidance, prevention and reporting of bribery and corruption
 - (iii) the monitoring and mitigation of bribery and corruption risks
- (c) ensure that instances of actual or suspected bribery and corruption are appropriately dealt with
- (d) encourage the Associated Persons to report concerns to the Human Resources Department or through GHL Group’s whistleblowing channel at wb@whistleblowerghl.com

- (e) require that GHL Group implements all procedures to regulate, monitor, record and report corporate gifts, hospitality and entertainment given or received, and to emphasize the risks associated with gifts, hospitality and entertainment, particularly when they involve significant value
- (f) require that GHL Group maintains appropriate oversight of its relationships with Associated Persons (including customers, suppliers and referrers of business) and other third parties (including through contractual terms) to mitigate, bribery and corruption risks, and to require compliance by associated persons with the relevant bribery and corruption laws and applicable regulations in relation to the services they provide to the GHL Group. Furthermore, this oversight will enable GHL Group to take appropriate remedial action (including termination of any relevant contract) where necessary
- (g) require that GHL Group implements appropriate procedures to regulate, monitor, record and report corporate donations and sponsorship and to assess the associated bribery and corruption risks
- (h) mitigate the potential risk of criminal liability, regulatory sanctions or reputational damage that GHL Group, its Board of Directors, its senior management, and the Associated Persons, may incur as a result of failing to comply with relevant bribery and corruption laws or regulations.

3. APPLICATION AND DEFINITIONS

3.1 APPLICATION

This ABC Policy applies both to GHL Group as well as the Associated Persons of the GHL Group. Companies in which GHL has a non-controlling interest are encouraged to adopt this ABC Policy. The Associated Persons of GHL Group must:

- (a) comply with all applicable bribery and corruption laws and regulations and this ABC Policy
- (b) take reasonable steps to detect and prevent actual or potential bribery and corruption including maintaining accurate records of all transactions and gifts (offered, given or received)
- (c) report any incident or any concern they may have about actual or suspected bribery or corruption, or any breach of this ABC Policy, or circumstances which lead them to suspect that bribery or corruption may have occurred or that any action may involve bribery or corruption

The requirements in this ABC Policy apply in addition to any local legal or regulatory requirements and must be observed even if the local law or regulation imposes less stringent requirements (or does not prescribe specific requirements). If the local laws

or regulations impose more stringent requirements, the Associated Persons must comply with the more stringent requirements.

If in doubt, the Associated Persons must contact GHL Group’s relevant Head of Department, Human Resource Department or the Legal and Compliance Department, rather than disregard this ABC Policy without consultation.

3.2 DEFINITIONS

Term	Definition
ABC Policy	Refers to this ABC Policy and related guidelines issued from time to time.
Associated Person	An Associated Person is a person who performs services for or on behalf of GHL Group. This includes its directors, employees and other persons associated to it which will generally include suppliers of services, outsourced service providers, subsidiaries and associated companies.
Bribery	<p>Bribery is the giving, offering, promise, solicitation, request or acceptance of gratification in order to induce or reward a breach of, the improper performance of a duty or to influence a Public Official or a third party in the performance of his or her duties or office (even if that Public Official or third party is not influenced, or intended to be influenced, to act improperly).</p> <p>Generally, bribery is committed when a person directly, or indirectly through another person or organization, offers, gives, requests or receives a benefit with the intention or knowledge that the benefit will be used to induce someone to perform a dishonest or improper act, or to influence a Public Official or third party. An individual in a position to bribe or be bribed may be someone who is able to obtain, retain, confer or direct business or business advantages.</p>
Corruption	Corruption is the abuse of public or private office to obtain an undue advantage. Often, but not always, bribery is a vehicle for, and enabler of, corrupt behavior.
Gratification	Any advantage or benefit of any kind (whether given to the person you are trying to influence (“A”) or to someone else (“B”) if giving the advantage to B is designed or likely to influence A which includes money, stock, securities, contractual rights or interests, real estate, personal property, gifts, meals, entertainment, contributions or donations, travel and related expenses, discounts beyond those generally

Term	Definition
	available, preferential treatment, favours or access to services or opportunities, goods or services without commercially reasonable justification, or offers of employment, internships or similar arrangements.
Public Official	<ul style="list-style-type: none"> • any officer, employee or representative of a government, whether national, federal or local • any individual exercising a legislative, administrative, judicial or other public or official function, whether appointed or elected • any officer, employee or representative of any entity controlled or owned by a government, state or sovereign, including but not limited to central banks, sovereign wealth funds, and any other business venture that is owned or controlled by a government entity • a candidate for, or holder of, public office; • any official of a political party; • any officer, employee or representative of a public international organization • any sovereign individual

4. ABC POLICY REQUIREMENTS

4.1 REJECT ALL FORMS OF BRIBERY AND CORRUPTION

This ABC Policy prohibits the Associated Persons from participating in bribery or corruption in any form, whether directly or via third parties, irrespective of whether bribes are being given, offered, promised, requested, solicited or received.

4.2 GIVING AND/OR RECEIVING GIFTS AND/OR ENTERTAINMENT

This ABC Policy strictly prohibits giving or receiving of any gift and/or entertainment in whatsoever manner and/or form which may influence, or be perceived to influence a business decision, thereby giving rise to the risk of an act of bribery or corruption. Any gift and/or entertainment may only be given or received in accordance with the Guidelines on the Giving and/or Receiving of Gifts and Entertainment appended in **Appendix A** of this ABC Policy.

4.3 FACILITATION PAYMENTS

A “facilitation payment” (or “grease” payment) is a payment which is not officially required or sanctioned but which is made to a Public Official to speed up, or otherwise smoothen, the performance of a duty or function which that official is required to perform in any case. Examples include a payment made to a customs official to ensure the speedy completion of customs clearance procedures. Facilitation Payments are a form of bribery and are strictly prohibited even where such payments may not be expressly prohibited under any local laws, local practice or custom in certain jurisdictions.

When encountering any such requests for payments, the Associated Persons must immediately refuse such requests even if there would be negative business consequences. The Associated Persons must immediately report to the relevant Head of Department or the Human Resource Department as soon as possible and if ever in doubts to immediately clarify and report with the relevant Head of Department or the Human Resources Department and/or directly to the Group CEO of GHL Group.

4.4 SUPPLIERS OF SERVICES

Suppliers of Services are third parties that provide goods and services for and on behalf of the GHL Group under an approved contractual arrangement and who are deemed to be Associated Persons.

To mitigate bribery and corruption risks associated with the Suppliers of Services, an employee who is responsible for the relationship with the Suppliers of Services must ensure that appropriate due diligence has been carried out at the time of on-boarding of such a supplier and, before the goods and services are provided by the supplier, all such due diligence must be adequately documented, and must include:

- (a) the collection of basic information about the Supplier of Services including the beneficial owners of the third party, the business rationale for the relationship, and the third party’s qualifications for providing the services
- (b) identification of the individuals responsible for managing the relationship, both within the GHL Group and within the Suppliers of Services
- (c) process of payment to the Suppliers of Services and a determination as to, whether the accounts used for payment are in fact controlled by the Suppliers of Services and whether the mode of payment represents any bribery and corruption risks
- (d) appropriate contractual language which has been reviewed, agreed upon, and adequately documented by GHL Group Legal and Compliance

4.5 PAYMENTS TO THIRD PARTIES

Payments to persons who are not a party to a contractual relationship with GHL Group are not generally permitted unless the reasons for the payment have been properly investigated and recorded and the arrangement has been assessed and determined not to involve bribery or corruption.

Payments are recorded in books and records accurately, fairly and transparently, in such a way as to allow for review to be carried out on the recipient and rationale of payment.

Requests for cash payments are thoroughly investigated and, where approved, the reasons for approval are duly recorded.

4.6 SPONSORSHIPS AND DONATIONS

As part of its Corporate Social Responsibility programme, the GHL Group is committed to investing in, and sponsoring events and organizations in, the communities in which it operates. It is important that such sponsorships and donations are not used in any way as improper inducements to influence Public Officials or third parties. All such sponsorships and donations must not be used as a means of bribery or corruption, and must be free from any suspicious or inference that they are designed to give rise to any expectation that a quid-pro quo is expected.

Providing charitable donations and sponsorships as an inducement for obtaining improper advantage is strictly prohibited. Charitable donations and sponsorships must be subject to appropriate due diligence so as to identify potential connections with persons who may be in a position to benefit the GHL Group. Proper internal assessment, record keeping and reporting must be conducted to ensure such sponsorship and donations are free from any suspicion of bribery or corruption.

GHL Group requires employees to use good judgment and common sense in assessing the requests. When in doubt, employees should seek further advice from the relevant Heads of Department or escalate the matter to Group Legal and Compliance Department or the Group CEO to determine the authenticity of such requests.

4.7 POLITICAL DONATIONS OR FAVOURS

The GHL Group will not undertake any political donations or favours. These are therefore strictly prohibited, whether to influence a Public Official so as to obtain or retain business or a business advantage for the GHL Group, or otherwise. There are no exceptions to this policy.

4.8 MERGERS, ACQUISITIONS AND JOINT VENTURES

The GHL Group must ensure that bribery and corruption risk is included in due diligence process in relations to any proposed mergers, acquisitions and/or joint ventures.

4.9 BUSINESS PARTNERS

All Business Partners must be made aware of this Policy. Whenever commercially possible, Business Partners must be required to declare their awareness of and undertake to comply with this Policy by executing a Declaration of Integrity.

5. RECORD KEEPING, AUDIT AND REPORTING

This ABC Policy requires the Associated Persons to ensure that fair, accurate and transparent records of all transactions are maintained and that these records are readily accessible. Such records should identify the relevant counterparty, contractual relationship under which the transaction occurs, date and amount of any exchange of payments pursuant to the contractual relationship and, where relevant, details of any associated arrangements.

6. TRAINING

Training for the employees of GHL Group will be carried out by Legal and Compliance Department and/or Human Resource Department in line with the requirements of this ABC Policy.

Such training will be provided to new and existing employees which will enable these employees to understand:

- a) their obligations under this ABC Policy
- b) what bribery and corruption is
- c) the effect of misconduct on GHL Group
- d) how to identify, report and appropriately manage any issues relating to bribery and corruption

7. INCIDENT MANAGEMENT

The Associated Persons who identifies actual, potential or suspected breach of this ABC Policy or applicable law or regulation must report it immediately to the Human Resource Department. If necessary, the Associated Persons may use the GHL Group's whistleblowing channel at wb@whistleblowerghl.com to make such a report.

If such a report involves an actual or suspected bribery or corruption, then escalation to the Group Legal and Compliance Department and the Group Internal Audit is mandatory. Both the Group Legal and Compliance Department and the Group Internal Audit will conduct an investigation, the outcome of which will be reported to the Board of Directors and the senior management.

Staff who report actual, potential or suspected bribery or corruption in good faith will be protected from discrimination, bullying or other potential repercussions irrespective of whether their suspicions prove to be valid.

8. CONSEQUENCES OF NON-COMPLIANCE

Failure to comply with this ABC Policy may lead to disciplinary proceedings up to and including termination of employment.

In addition, criminal liability on the GHL Group and the Associated Persons, including fines and/or imprisonment, may arise as a result of breaching relevant bribery and corruption laws.

9. REVIEW OF THIS POLICY

This policy shall be review every two (2) years.

Approved by the Board on **28th March 2022**

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APPENDIX A

GUIDELINE ON THE GIVING AND/OR RECEIVING OF GIFTS AND ENTERTAINMENT

1. INTRODUCTION

It is to be noted that this guideline is to be read subject to paragraph 4.2 of the ABC policy. The giving and/or receiving of Gifts and Entertainment (“G&E”) which are deemed to be reasonable, in appropriate occasion, and/only for legitimate business purpose only which is to build goodwill and strengthen business relationships are allowed but subject to the guidelines stated herein.

Any giving and/or receiving of G&E that is excessive and or lavish in nature and/or which may pose or perceive to be a form of bribery and corruption in whatsoever manner are strictly prohibited as they will cause potential reputational risk to GHL Group. Therefore, proper oversight of giving and/or receiving of G&E is important in managing such risks.

2. AIMS

This Guideline meant merely as a tool to guide the group on:

- (a) giving and/or receiving of G&E;
- (b) monitoring the giving and/or receiving of G&E so as to ensure that all G&E activity meets the requirement set out in this Guidelines;
- (c) eliminating bribery and corruption risks in line with the GHL Group Anti Bribery and Corruption Policy; and
- (d) protecting the Group’s reputation by conducting business with integrity.

3. APPLICATION

This Guideline applies to all the Directors and/or employees of the GHL Group.

4. DEFINITIONS

- a) Cash or Cash Equivalents
Cash or items that have a monetary value such as gift cards, prepaid cards, digital /crypto currencies, precious metals, gems or jewelry, coupon or vouchers that can be used as payment towards any products or service.
- b) Gift and Entertainment (G&E)
 - i. Items or benefits or hospitalities given or received between parties. This can take many forms such as gifts, food and beverage, meals, entertainment such as sporting matches, concerts or events, travel or accommodation
 - ii. Third Party Sponsored Event.

- c) Third Party
Any person who is not part of the GHL Group such as a client, a counterparty, an external provider, a product provider, a sub-contractor or a public official.
- d) Third Party Sponsored Event
An event which is sponsored or organized by a Third Party to which the GHL Group Director (s) / employee(s) are invited (e.g. seminars, conferences, forums, workshops or trainings).

5. ROLES AND RESPONSIBILITIES

5.1 Directors/Employees

All the Directors/employees of GHL Group are required to:

- a) understand their obligations under this Guideline and comply with the Guidelines at all times;
- b) act with integrity, honesty and transparency at all times
- c) take full accountability for their G&E activity;
- d) exercise good judgment at all times in deciding whether the giving and/or receiving of the G&E is appropriate;
- e) consult with the Legal and Compliance Department or the Human Resource Department when unsure about the applicability of any aspects of this Guideline; and
- f) report violations or suspected violations to the Human Resource Department.

5.2 Country CEOs and/or Heads of Department

All Country CEOs and/or Heads of Department are required to:

- a) lead by example in complying with this Guideline; and
- b) take responsibility for approving G&E requests which are above the limits imposed under this Guideline.

5.3 Reporting Managers

All the managers are required to:

- a) monitor all of the G&E activity involving the employees reporting directly under their purview
- b) provide guidance to the employees reporting directly under their purview on their compliance to this Guideline
- c) report violations or suspected violations to the Human Resource Department

5.4 Legal and Compliance Department

The Legal and Compliance Department are responsible for:

- a) advising on queries about this Guideline; and

- b) reviewing this Guideline against the local laws and regulatory requirements and providing any modifications as needed

5.5 Human Resources Department

The Human Resources Department is responsible for ensuring that the necessary registration requirements for any G&E expenditure are met.

6. PERMITTED G&E

Subject to the ABC Policy, all of the Directors and/or employees of GHL Group may receive G&E from or give G&E to a Third Party, provided that the G&E:

- a) is to foster goodwill and strengthen business relationships;
- b) does not create the perception that the gift giver or gift receiver is entitled to any sorts of special treatment, an award of business or to better pricing is reasonable and appropriate in the context of the business occasion; and
- c) is given or received according to a cultural/religious tradition or custom.

The value of the permitted G&E to/from a third party must not exceed Ringgit Malaysia Two Hundred Only (RM200.00), singly or cumulatively.

Notwithstanding the above, all Directors/Employees must refer to the Human Resource Department and/or the Legal and Compliance Department if they are in doubt about any specific cases.

7. PROHIBITED G&E

The following G&E activities are prohibited:

- a) Any activity that is likely to cause harm or lead to health and safety risks;
- b) Any activity that constitutes gaming or gambling;
- c) Any activity that is offensive, discriminatory or sexually explicit;
- d) Any activity that is illegal, or non-compliant with the local laws and regulations; and
- e) Any other such activities that are deemed to be illegal, unlawful and prohibited in whatsoever manner and in whatsoever context and in wherever the location is.

8. RECORDING AND APPROVAL REQUIREMENTS

8.1 Recording requirements

All G&Es with value above Ringgit Malaysia Two Hundred Only (RM200.00), singly or cumulatively, given to or received from a Third Party must be reported, by way of email, to the Human Resources Department.

In the email, the employee is required to provide his / her name, indicate whether he / she is giving or receiving the G&E, the type and value of the G&E and acknowledge that the G&E has complied with this Guideline including obtaining the approval from his /her Head of Department and/or Country CEO.

Notwithstanding the above, if ever in doubt Directors/Employees must refer to the Human Resource Department and/or the Legal and Compliance Department.

8.2 Approval requirements

All G&E requests with value above Ringgit Malaysia Two Hundred Only (RM200.00), singly or cumulatively, given to or received from the Third Party must be approved by the relevant Head of Department and/or Country CEO.

8.3 Calculating Monetary Value

The threshold for the giving and/or receiving of G&E is per individual per activity (the per head value).

Where the exact value of G&E received is not known, refer to the market or retail value. An estimate is acceptable.

9. CONSEQUENCES OF NON-COMPLIANCE

A breach of this Guideline is regarded as a serious matter and may lead to disciplinary action up to and including dismissal. Depending on the severity of the breach, it may lead to criminal prosecution and/sanctions.

Approved by the Board on **28th March 2022**

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