
	<b>ELABRAM SYSTEMS</b>		
	Anti-Corruption Ethics and Compliance Policy		
Document No.	: MN-ESG-QM-04	Effective date	: 1 <sup>st</sup> April 2020
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## 1. SCOPE

- 1.1 This policy applies to Elabram Systems Group of Companies, (hereinafter referred to as the "the Group"). This includes all individual working at all levels and grades, including Directors, Senior Managers, Managers, employees (whether full-time, part-time, contract or temporary), consultants, contractors, trainees, seconded staffs, volunteers, interns, agents, sponsors, suppliers, customers, any thirds party and any other person associated with us, but not limited to following companies and any other companies that may be added to the Group in the future.:
- Elabram Systems Sdn. Bhd.
  - Agensi Pekerjaan Elabram Systems Sdn. Bhd.
  - PT. Elabram Systems
  - Elabram Systems, Inc.
  - Elabram Recruitment Co., Ltd.
  - Elabram Systems Pte. Ltd.
- 1.2 The Group will uphold and comply with all anti-bribery and anti-corruption laws in all jurisdictions in which it may operate. This Policy provides a clear and unambiguous policy statement on the Company's position regarding bribery and corruption which forms the foundation for an effective integrity management system.
- 1.3 This manual shall be effective from **1<sup>st</sup> April 2020**.


## 2. ANTI-BRIBERY AND CORRUPTION COMMITMENT

- 2.1 The Group is committed to conduct business dealings with transparency and integrity. This means avoiding practices of bribery and corruption of all forms in the Company's daily operations and other non-operational matters which include projects and investments.
- 2.2 The Group takes a zero-tolerance approach to any forms of bribery and/or corruption. Employees who refuse to pay bribes or participate in acts of corruption will not be penalized by the Company or Employer even if such refusal may result in losing business.
- 2.3 The Policy aligns with the Group core values. Full compliance to both the spirit and context of this Policy is mandatory and should be maintained using a principle-based approach.

## 3. PURPOSE

The purpose of this policy is to:

- i) set out the responsibilities of the Group, and of those working for the Group, in observing and upholding the Group's position on bribery and corruption; and
- ii) provide information and guidance to those working for the Group on how to recognize and deal with bribery and corruption issues.

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#### 4. REFERENCES

This Policy should be read in conjunction with the following related references:

- Local anti-bribery and anti-corruption relevant laws and regulations
- Employees Handbook or Manual
- Code of Business Conduct & Ethic Policy
- Conflict of Interest Policy
- Gift and Entertainment Policy
- Whistleblowing Policy
- Moonlighting Policy
- Purchasing Policies and Procedures

#### 5. DEFINITIONS

- 5.1 Bribe – Anything of value given in an attempt to affect a person’s actions or decision in order to gain or retain a business advantage. Anything of value includes cash, entertainment or other gifts or courtesies.
- 5.2 Corruption – The misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
- 5.3 Business Associate – An external party with whom the Group has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint ventures partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.
- 5.4 Facilitation Payments – Small sums, unofficial payment made to secure or expedite a routine government action by a government official.
- 5.5 Kickbacks – The return of a sum already paid or due as a reward for awarding of furthering business.

#### 6. THE POLICY

- 6.1 Bribery and corruption in all its forms as it relates to the Group’s activities are prohibited.
- 6.2 Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment.

The Group and its business associates 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 organization, either for the intended benefit of the Group or the persons involved in the transaction.



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- 6.3 The anti-bribery and corruption statement applies 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 or corruption is to be avoided.
- 6.4 The anti-bribery and corruption statement applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- 6.5 No employee or external party will suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behavior.

### 7. RECOGNITION OF LOCAL AND INTERNATIONAL LEGISLATION

- 7.1 The Group is committed to conduct its business ethically and in compliance with all applicable laws and regulations in the countries where it does business.
- 7.2 These laws include but are not limited to any anti-corruption or anti-bribery laws and regulations in Malaysia, Indonesia, Philippines, Thailand and/or Singapore including, without limitation, all the prevailing enforced laws and regulations in various jurisdictions where the Group operates or may operate. These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls.
- 7.3 In cases where there is a conflict between mandatory laws and the policy contained in this and other policies, the laws shall prevail.

### 8. GIFTS, ENTERTAINMENT AND HOSPITALITY

- 8.1 The Group’s policy and practice encourage the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Gift giving and entertainment practices may vary in different cultures; however, any gifts and entertainment given or received must be in compliance with law, must not violate the Gift & Entertainment Policy on the matter, and be consistent with local custom and practice. The Group does not solicit gifts, entertainment, or favors of any value from persons or firms with which the Group actually or potentially does business. Nor do the Group act in a manner that would place any vendor or customer in a position where he or she may feel obligated to make a gift, provide entertainment, or provide personal favors to do business or continue to do business with the Group.
- 8.2 All Benefits (including Gifts and Entertainment) given or received must be in accordance with the Group’s ***Gifts & Entertainment Policy***.

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8.3 All benefits (including Gifts and Entertainment) must be:

- i) Reasonable in value
- ii) Infrequent in nature
- iii) Transparent and open
- iv) Not given to influence or obtain an unfair advantage
- v) Respectful and customary

## 9. FACILITATION PAYMENTS AND KICKBACKS

9.1 The Group does not make, and will not accept, facilitation payments or “kickbacks” of any kind.

9.2 Any individual with any suspicions, concerns or queries regarding a payment made on our behalf or improper business practices, he/she should raise these by notifying the persons stated in Clause 11 of this policy.

## 10. DONATIONS AND POLITICAL CONTRIBUTION

10.1 The Group does not make charitable donations or contributions to political parties and will not make any reimbursement for these personal political contributions back to its employees.


10.2 Contributions or donations made by the Group to community projects or charities need to be made in good faith and in compliance with the Code of Business Conduct & Ethic Policy, this Anti-Corruptions Ethics and Compliance Policy and all relevant policies and procedures from the Group.

10.3 The Group’s funds, services, property, facilities or employee time cannot be used for or contributed to any political party or candidate for public office without approval by the Group Managing Director/Deputy Group Managing Director.

## 11. PROCUREMENT PROCESS

11.1 The Group had processes and adhered to the system of internal controls around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is a formal, structured invitation for the supply of goods and services (often called a “tender”), maintaining documentation to support internal controls is of utmost importance.

11.2 A tender process includes an invitation for other parties to make a proposal, on the understanding that any competition for the relevant contract must be conducted in response to the tender, no parties having the unfair advantage of separate, prior, close-door negotiations for the contract where a bidding process is open to all qualified bidders and where the sealed bids are in the open for scrutiny and are chosen on the basis of price and quality.

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11.3 Due diligence of new suppliers in supplier selection should include elements of corruption including bribery.

## **12. BUSINESS ASSOCIATES**

12.1 All business associates (including, but not limited to, external providers such as consultants, advisors and agents) acting on behalf of the Group are required to agree and adhere to this Policy, the Group's Code of Business Conducts & Ethics or similar codes or manuals of equivalent and all other policies as it relates to them.

12.2 In circumstances where the Group retains controlling interest in an entity, such as in certain joint venture agreements, business associates are required to adhere to this Policy. Where the Group does not have controlling interest, associates have to comply the same.

12.3 In applying the principles set forth in the Guidelines on Adequate Procedures, the Group shall put in place appropriate controls and contingency measures which are reasonably practical and commercially viable, taking into account various factors including, nature and size of transactions, costs involved and the onerous burden it may be subject to.

12.4 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 an act of corruption has been proved to occur.


## **13. RESPONSIBILITIES OF ELABRAM PERSONNEL**

13.1 The Group takes corruption and bribery very seriously. Any violation of this Policy will be regarded as a serious matter by the Group and is likely to result in disciplinary action, including termination, consistent with local law.

13.2 The Top Management has oversight of this Policy and all the employees under the Group are required to be familiar with and comply with this Policy.

13.3 Bribery is a criminal offense. An employee will be accountable whether he/she pays a bribe himself/herself or whether he/she authorizes, assists, or conspires with someone else to violate an anti-corruption or anti-bribery law. Punishments for violating the law are against him/her as an individual and may include imprisonment, probation, mandated community service and significant monetary fines which will not be paid by the Group.

13.4 Employee must notify his/her direct supervisor as soon as possible if he/she believes or suspects that a conflict with this Policy has occurred or may occur in future. For example, if a customer or potential customer offers him/her something to gain a business advantage with us or indicates to him/her that a gift or payment is required to secure their business. Further indications that may point towards bribery or corruption are set out in Schedule A.

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- 14.1 The Group must keep financial records and have appropriate internal controls in place which will evidence that business reason for making payments to third parties.
- 14.2 Ensure all expenses claims relating to hospitality, gifts or entertainment incurred to third parties are submitted in accordance with the Group's policy.
- 14.3 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, supplies and business contracts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

#### **15. REPORTING ON POLICY VIOLATIONS**

Individuals who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Group aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy even if they turn out to be mistaken.

Anonymous email can be reported directly to either one or both of the following:


- i) Managing Director (MD) - Mr. Mikel Yaw at [mikel.yaw@elabram.com](mailto:mikel.yaw@elabram.com)
- ii) Deputy Managing Director (DMD) - Mr. Sunny Yaw at [sunny.yaw@elabram.com](mailto:sunny.yaw@elabram.com)

#### **16. TRAINING AND COMMUNICATION**

- 16.1 All existing employees operating in areas that are perceived as high risk will receive regular, relevant training on how to implement and adhere to this Policy.
- 16.2 Our zero-tolerance approach to corruption and bribery must be communicated to all supplies, contractors, agents, business and other partners at the outset of our relationship with them and as appropriate thereafter.

#### **17. MONITORING AND REVIEW**

- 17.1 All employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 17.2 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering corruption and bribery.

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**18. POLICY REVIEW**

This policy is subject to change at any time, with or without notice, at the sole discretion of the Group.