



SEE HUP CONSOLIDATED BERHAD

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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1. INTRODUCTION

- 1.1. See Hup Consolidated Berhad and its subsidiaries (hereafter collectively referred to as “See Hup” or “the Group”) are committed to conducting its business ethically and in compliance with all applicable laws and regulations. We are devoted to adopt a zero tolerance policy against all forms of bribery and corruption and take strong stances against such acts in any circumstances.
- 1.2. This Anti-Bribery and Anti-Corruption Policy (“ABAC Policy” and/or “the Policy”) is issued pursuant to section 17A of the Malaysian Anti- Corruption Commission Act 2009 (Act 694) (“MACC Act 2009”), as stated in the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (“Amendment Act 2018”). The provision of section 17A under MACC Act 2009 (Amendment Act 2018) establishes that a commercial organisation commits an offence if an associated person corruption gives, agrees to give, promises or offers any gratification within the intent of gaining an advantage or benefit for the organisation.
- 1.3. This Policy leverage on the key values and core principles as set out within our internal policies/ procedures/ guidelines/ manuals which includes but not limited to our Code of Ethics, Employee Handbook and Whistleblowing Policy. Hence, the Policy shall be read in conjunction with See Hup’s various policies and guidelines.

2. SCOPE

- 2.1. The scope of this ABAC policy applies to See Hup and all its subsidiaries. It is applicable to all directors (executive and non-executive), employees, officers and workers (whether permanent, fixed-term or temporary) (together referred to as “personnel”) of See Hup and its subsidiaries.
- 2.2. See Hup also encourages and expects that business associates that have dealings with See Hup such as suppliers, vendors, consultants, customers, contractor, sub-contractors, agents, and others who perform work or services for and on behalf of See Hup will comply with the relevant parts of this ABAC policy when performing such work or services.

2.3. This ABAC policy is not intended to provide answers to all questions regarding bribery and corruption. Instead it is intended to provide See Hup's personnel and business associates with a guide on how to prevent and detect bribery and corruption in pursuant to See Hup's commitment to zero-tolerance on bribery and corruption.

3. COMPLIANCE WITH LAWS AND REGULATIONS

3.1. This ABAC Policy shall at all times comply with the laws and regulations of Malaysia. In the event of any inconsistency or conflict between the provisions of this policy and the laws of Malaysia, the latter shall prevail. The paramount laws on bribery and corruption is the MACC Act 2009 (Amendment Act 2018).

3.2. With reference to the Malaysian Anti-Corruption Commission in its official portal (www.sprm.gov.my), "corruption" is described as an act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job function or activity.

3.3. The MACC Act 2009 (Amendment Act 2018) stipulates four (6) main offences as below:

- Soliciting / Receiving Gratification (Bribe) - Sections 16 & 17(a) MACC Act
- Offering / Giving Gratification (Bribe) - Section 17(b) MACC Act
- Intending to Deceive (False Claim) - Section 18 MACC Act
- Using Office or Position for Gratification (Bribe) (Abuse of Power / Position) - Section 23 MACC Act
- Offering/ Giving Gratification by commercial organisation (Corporate Liability) – Section 17A MACC Act (** in force from 1 June 2020*)
- Deemed Parallel Personal Liability for Senior Personnel (Personal Liability) – Section 17A(3) MACC Act (** in force from 1 June 2020*)

3.4. For reference of this policy, corruption may include "bribery" which is any offering, promising, giving, requesting agreeing to receive, accepting a gratification, or other advantages with the intention of inducing or rewarding someone to perform their job function or activity improperly. Form of bribery

includes kickbacks, inflated commissions, expensive gifts, political donations, excessive or inappropriate entertainment.

3.5. Gratification is defined in the MACC Act as:

- a. Money, donation, gift, loan, fee, reward, valuable security, property or interest in property, whether movable or immovable, financial benefits;
- b. Office, dignity, employment, contract of employment/services and agreement to give employment/render services in any capacity;
- c. Payment, release, discharge/liquidation of loan, obligation or other liability;
- d. Valuable consideration of any kind, 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, whether or not already instituted, and including the exercise or the forbearance from 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 (a) to (f).

4. ANTI-BRIBERY AND ANTI-CORRUPTION UNIT

4.1. See Hup has established an Anti-Bribery and Anti-Corruption Unit ("ABAC Unit") that will be responsible for all anti-bribery and anti-corruption compliance matters. The ABAC Unit is comprised of designated personnel who has been adequately trained to act effectively against bribery and corruption in the following manner:

- a. Provide advice and guidance on the ABAC Policy and issues relating to bribery and corruption;
- b. Prepare and execute steps to ensure that there is adequate monitoring, analysis and evaluation of compliance of the ABAC Policy and
- c. Report on the performance of the ABAC Policy compliance record and any other bribery and corruption related instances to the management and Audit Committee regularly.

- 4.2. In overall, adequate resources and authority threshold shall be provided for the effective operation and enforcement of the ABAC Policy and that the ABAC Unit is staffed with personnel who have the appropriate competence, status, authority and independence.

5. FACILITATION PAYMENTS

- 5.1. See Hup adopts a strict policy of disallowing the use of facilitation payment throughout any scope of its operations within the organisation. For the purpose of this policy, facilitation payments are defined as form of payments or other provision made personally to an individual in control of a process or decision to secure or expedite the performance of a routine or administrative duty or function (e.g. influencing the timing of process or issuing of permits).
- 5.2. If the personnel were to encounter any requests to offer, promise, give, accept or receive a facilitation payment, he/ she shall make a committed decision and action to decline such request or be involved in any form of subsequent involvement. Furthermore, the personnel shall report this situation to the ABAC Unit on an immediate basis.
- 5.3. For situation if the personnel are unsure of the nature of the payment request, the ABAC Unit must be notified immediately in order to seek clarifications and guidance on the next course of action. Details of the situation and decision/ actions taken shall be recorded.
- 5.4. There may be situation whereby personnel may be forced to make facilitation payments in order to protect your life, limb or liberty. For specifically such situation, the personnel must immediately report the incident to their Head of Department, ABAC Unit and/ or Group Managing Director for the necessary actions to be taken.

6. GIFTS, ENTERTAINMENT & HOSPITALITY

- 6.1. See Hup prohibits both the giving, receiving or asking for (soliciting) Gifts, Entertainment and Travel (“GET”) which may be deemed improper or excessive and may directly or indirectly influence business

decisions. Personnel must comply with all applicable policies, procedures, laws and regulations related to the used of GET in all operations and countries in which the Group operates.

6.2. With the exception as provided in this Policy, no GET shall be provided directly or indirectly by See Hup or any of its personnel for or on behalf of See Hup or any of its personnel. As such, GET shall only be given if:

- it seeks to improve the image of See Hup;
- to better present products or Services; or
- to establish cordial relations.

And no GET shall be given when in any circumstances, the giver is aware that it:

- will violate this Policy or other laws and regulations which the recipient is subject to; and
- is intended to induce an inappropriate advantage, reward or benefit from the recipient.

6.3. Any GET that See Hup gives or offers in connection of the Group's business must:

- a. be in good faith and reasonable in value and frequency;
- b. be given as a legitimate and justified business courtesy in an open manner;
- c. be compliant with any applicable laws, rules and regulations;
- d. be expensed in accordance with the appropriate business expense policies and procedures;
- e. not influence or appear to influence the independence, objectivity and perception of the receiver of the GET;
- f. not be, or give the appearance of being, lavish, offensive or inappropriate;
- g. not create an expectation that See Hup or its personnel will receive anything in return;
- h. not be cash (or cash equivalents such as vouchers, gift cards, credit cards or credit notes); and
- i. must be in compliance with the applicable governmental policy or guidelines, for situation when GET is provided to public official.

6.4. On the receipt of GET, all personnel of See Hup is prohibited from:

- a. accepting any payments (including cash or cash equivalents such as vouchers, gift cards, credit cards or credit notes) and GET that is, or gives the appearance of, being lavish, offensive or inappropriate;

- b. requesting for gifts, contributions, gratuities or services from external parties, regardless its worth;
 - c. accepting any favours that might be regarded as illegitimate and may influence the personnel in having an obligation or making a decision in favour to the giver; and
 - d. accepting from, a business contact of See Hup any GET in your personal capacity or through any family member or agent to avoid the requirements of this Policy.
- 6.5. Exceptions are placed to the general rule whereby receiving and giving of GET are permitted in the following situation;
- a. Gifts exchange at company to company level, i.e., as part of official company visit and the gift is treated as company's property;
 - b. Gifts from See Hup to external parties in relation to official functions; e.g., for
 - Promotion, demonstration or explanation of products and services;
 - Execution or performance of the business relationship; or
 - Building a business relationship.
 - c. Gifts from See Hup to personnel and/or their family members in relation to a recognised company function, event and celebration;
 - d. Gifts of nominal value that carried See Hup's logo (e.g. T-shirts, pens, diaries, calendars) that are given out equally and publicly and is deemed as part of See Hup's brand building and promotional activities.
- 6.6. See Hup will maintain a Gift Register for all the gifts that have been received and given by See Hup. The Gift Register will be maintained by the ABAC Unit and all personnel are required to register all gifts that they receive or provide, in any event no more than five (5) working days after receipt or giving.
- 6.7. For GET with a value of more than RM500, the personnel shall declare it to the ABAC unit and obtain written approval before proceeding to receive or give such gift. In the event, if such GET is approved, any treatment and justification for the GET shall be documented within the Gift Register accordingly.
- 6.8. The restriction of giving and receiving GET is applicable to the spouse, family member or partner of the personnel of See Hup.

7. DONATIONS AND SPONSORSHIP

- 7.1. See Hup will only provide charitable or educational donations and public welfare sponsorships if they are ethical and legal under applicable laws. All donation and sponsorship expenses must be approved in accordance with See Hup's standard operating procedures.
- 7.2. See Hup's personnel must never use donations or sponsorships with the objective to obtain business or advantage of any kind or unduly influence the outcome of a business decision or cause others to perceive it as such. The use of donations or sponsorships in this manner is strictly prohibited under this Policy.
- 7.3. Donation or funding of any kind to political parties or individual politicians or towards political campaigns are strictly prohibited by any personnel for or on behalf of See Hup. All request for political donation or contribution must be subjected to the review and approval of the Board of Directors of See Hup alongside the necessary review from qualified local counsel as to its legality under applicable laws.

8. BUSINESS ASSOCIATES

- 8.1. All business associates of See Hup (including external parties such as supplier, contractors, consultants, advisors, agents and among others) engage with or acting on behalf of See Hup is required to comply with this Policy and all applicable anti-bribery and anti-corruption laws.
- 8.2. For other circumstances whereby See Hup retains a controlling interest, such as in certain joint venture agreements, business associates are required to adhere to this Policy. For those which See Hup does not have a controlling interest, associates are encouraged to comply with the same.
- 8.3. See Hup's personnel must carry out proper due diligence process and comply with all applicable See Hup's standard operating procedures before formally engaging with any business associates. Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration and documenting the reasons for deciding on one particular business associate

over another. The results of the due diligence process must be documented, retained for at least seven years and produced on request by the custodian of the process.

- 8.4. See Hup 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.

9. CONFLICTS OF INTEREST

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

9.2. In situations where conflict of interest arises, the personnel are required to immediately declare the matter to their immediate supervisor and/ or ABAC Unit.

10. WHISTLEBLOWING POLICY

10.1. If there is any suspicion or reasonable believe that this Policy has been or is being breached, See Hup's personnel have an obligation to report to the ABAC Unit and where applicable, report such concerns using the reporting channels under the Whistleblowing Policy available at <http://www.seehup.com.my/wbpolicy.html>.

10.2. All concerns reported will be taken seriously, treated in confidential manner and investigated immediately. Anonymity of the whistleblower will be protected unless the disclosure is required by law pursuant to investigation or legislation. Any retaliation directed against anyone making such report will not be tolerated.

- 10.3. All reports shall be made in good faith and legitimate. Anyone who makes any malicious, scandalous report, and particularly if they persist with such untrue allegations, they will be subjected to See Hup's disciplinary actions.
- 10.4. If you have any queries or concerns about whether an act might constitute bribery or corruption, please contact the ABAC Unit.

11. AWARENESS AND TRAINING

- 11.1. This Policy is a public document which shall be communicated to all See Hup's personnel and business associates. Our personnel and business associates must read and understand See Hup's position on anti-bribery and anti-corruption. In addition, an awareness programme on See Hup's stance and objective regarding anti-bribery, anti-corruption and ethical behaviour shall be conducted by the Group for all its personnel.
- 11.2. Where necessary, training on See Hup's anti-bribery and anti-corruption approach shall be provided to personnel who are new to the Group or is appointed to/ currently holding a position associated with a significant level of bribery and corruption risk.

12. REGULAR MONITORING AND REVIEW

- 12.1. See Hup is committed to making its anti-bribery and anti-corruption measures as a continuous effort to maintain the reputation and standards of the Group.
- 12.2. Regular reviews and audits shall be conducted to monitor, assess and improve performance, efficiency and effectiveness of ongoing anti-bribery and anti-corruption efforts by See Hup. Such audits may be conducted internally by See Hup or by an external party. The results of any audit, risk assessment, review of control measures and performance shall be reported to the Audit Committee and acted upon accordingly.

- 12.3. If there are any concerns and uncertainties on the Group's anti-bribery and anti-corruption programme, such matter may be escalated to the ABAC Unit for further assistance.

13. ACTIONS ON NON-COMPLIANCE

- 13.1. See Hup regards the acts of bribery and corruption seriously and will take all appropriate and necessary action in the event of non-compliance of this Policy. For the personnel of See Hup, non-compliance of this Policy may lead to disciplinary action and termination of employment.
- 13.2. For business associates, non-compliance of this Policy may lead to termination of contract and claims for damages or indemnity.

14. PERSONNEL DECLARATION

- 14.1. Effective from the date of this Policy, all See Hup's Personnel shall confirm that they have read, understood and will comply with this Policy accordingly. A copy of the personnel's confirmation shall be documented and retained by the Human Resource Department for the duration of the personnel's employment.

15. REVISION

- 15.1. From time to time, this Policy will be updated, amended or revised to ensure its adequacy in implementation and enforcement.