	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 1 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	


## 1. INTRODUCTION

This Anti-Bribery & Anti-Corruption Policy (“Policy”) applies to the BGMC Group of companies (“Group” or “BGMC”), which includes:

- (a) BGMC International Limited (“Company”) (incorporated in the Cayman Islands);
- (b) BGMC Malaysia Limited (incorporated in the British Virgin Islands); and
- (c) BGMC Holdings Bhd. and all its subsidiaries.

## 2. POLICY STATEMENTS

- 2.1. The Group is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure corrupt gratification is prevented. The Group has zero-tolerance for corrupt gratification and its associated activities. The Group’s board of directors (“Board”) and Top-level Management are committed to acting professionally, fairly and with integrity in all of the Group’s business dealings and relationships in whichever country we operate.
- 2.2. The Group complies with the relevant legislations against bribery and corruption, including the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”), Hong Kong’s Prevention of Bribery Ordinance, United Kingdom’s Bribery Act 2010, and all their latest amendments. The Group recognises that acts of corrupt gratification are punishable by way of pecuniary fines and/or jail sentences, as the case may be, upon conviction. There may well be other associated charges brought against the Group and/or its officers under other legislations in Malaysia or in the countries in which the alleged offence is committed. All these may lead to serious damage to our reputation. It is with this in mind that we remain committed to preventing acts of corrupt gratification in our businesses, and we take our legal responsibilities seriously.
- 2.3. The Policy sets out the responsibilities of the Group and those who work for the Group on the requirement to observe and uphold the Group’s zero-tolerance position on “bribery and corruption” (collectively known as “corrupt gratification”).
- 2.4. The Policy sets out minimum standards to assist persons associated with the Group (as defined in the relevant laws and regulations against bribery and corruption) in recognising circumstances which may lead to or give the appearance of involving corruption or unethical business conduct, to avoid conduct which is clearly prohibited, and promptly to seek guidance where it is not. Such persons associated with the Group include, but are not limited to:
  - (a) Directors of the Group (“Directors”)
  - (b) Employees of the Group (whether temporary contract-basis or permanent) (“Employees”)
  - (c) Third parties providing goods and services to the Group (“Third Parties”) such as contractors, suppliers, consultants, professional parties, agents, trainees, interns, volunteers, and seconded staff.
- 2.5. The Policy is not intended to be exhaustive, and there may be additional obligations that Directors, Employees and Third Parties are expected to adhere to or comply with when performing their duties. For all intents and purposes, all applicable laws, rules and regulations to which they are bound to observe in the performance of their duties, shall be observed.


	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 2 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

### 3. DEFINITIONS

- 3.1. Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.
- 3.2. Corruption is the act of soliciting, giving, accepting or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services or valuable goods as an inducement or reward to or not to do an act in relation to the person's principal affairs – in short, corruption is essentially an abuse of entrusted power or position to obtain a personal gain or benefit.
- 3.3. Gratification is defined in Section 3 of the MACC Act 2009 and includes money, donation, gift, loan, fee, reward, valuable security, property or interest in property, employment, appointment, release, forbearance, undertaking, promise, rebate, discount, services employment or contract of employment or services and agreement to give employment or render services in any capacity. The provision or receipt of gratification is not an offence unless it is done corruptly.

### 4. THE GENERAL POLICY

- 4.1. In general, Directors, Employees and Third Parties shall:
  - (a) Read, understand and comply with the information contained within this Policy, and with any training or other anti-bribery and corruption information given from time to time.
  - (b) Be responsible for the prevention, detection and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.
  - (c) Reject any form of unethical and/or corrupt practices, and comply with all applicable laws, statutes, regulations and codes relating to anti-bribery and anti-corruption at all times.
  - (d) Not solicit, accept, agree to accept, obtain, or attempt to obtain from any party for his/her own benefit or the benefit of any other party, any bribe or gratification as an inducement or a reward for doing or forbearing to do, or for having done or forborne to do any act in relation to the Group's affairs or business;
  - (e) Not offer, promise or give any bribe or gratification to any party as an inducement or a reward for doing or forbearing to do or for having done or forborne to do any act in relation to the Group's affairs or business; and
  - (f) Ensure that any subsequent party(ies) employed by, engaged by or associated with him/her, who will provide goods and/or services in connection to any agreements entered with the Group, are fully aware, understand and comply with the Policy.
- 4.2. Any breach of the Policy and the relevant anti-bribery and anti-corruption laws are considered serious misconduct and will cause the offender to be liable to immediate termination by the Group. The Group shall be indemnified against any resulting losses on the offender's part due to such termination, and reserves the rights to report the breach or suspected breach to the authorities, and take legal actions against the offender to recover any loss suffered by the Group as a result of this breach.
- 4.3. The Group's enterprise risk management shall include the management of risks associated with bribery and corrupt practices in the Group, and the establishment of adequate control measures.

	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 3 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

## 5. COMMON FORMS OF BRIBERY AND CORRUPTION

### 5.1. Gifts, Entertainment, Hospitality and Travel


5.1.1. This Policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest and bona fide corporate hospitality.

5.1.2. The Group may give gifts, entertainment, hospitality & travel so long as:

- (a) It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours, positions or benefits;
- (b) It is not made with the suggestion that a return favour is expected;
- (c) It is in compliance with local laws;
- (d) It is given in the name of the organization, not in an individual's name;
- (e) It does not include cash or a cash equivalent (e.g. a voucher or gift certificate), with the exception of wedding red packets (*angpao*) and bereavement money;
- (f) It is appropriate for the circumstances (e.g. giving small gifts around festive seasons or as a small thank you to an organization for helping with a large project upon completion);
- (g) It is of an appropriate type and value, and given at an appropriate time, taking into account the reason for the gift, entertainment, hospitality and travel;
- (h) It is given openly, not secretly;
- (i) It is not selectively given to a key or influential person, clearly with the intention of directly influencing them;
- (j) It accords with the limits of threshold, frequency and approval mandate as pre-determined by the Group;
- (k) It is not offered to a government official or representative, politician or political party, without the prior sanction based on the Group's approval mandate; and
- (l) Its nature, value, purpose and all other pertaining information are disclosed to the HR Director before giving.

5.1.3. The Directors, Employees and Third Parties should be mindful in giving gifts, entertainment, hospitality or travel as it could be perceived as a way of improperly influencing the decision making of the recipient. Hence, the intention behind the gifts or hospitality should always be considered. If there is any uncertainty, the advice of the Group's director of human resources department ("HR Director") should be sought. Notwithstanding, all gifts, entertainment, hospitality and travel expenses given shall abide by this Policy and other relevant policies of the Group, be approved by the relevant head of division, be declared to the Group's human resources department ("HR Department"), and be recorded in details the reasons for such expenditure.

5.1.4. The Group, its Directors, Employees and Third Parties shall not receive any gifts, entertainment, hospitality, or travel benefits from anyone other than those provided for under the Group's employees' benefits. However, where it is inappropriate to decline the offer of a gift, entertainment, hospitality or travel (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift, entertainment, hospitality or travel may be accepted so long as it is declared to the HR Department, who shall assess the circumstance, and if the gift is found to be inappropriate, the HR Director shall report it to the CEO. The Group recognises that the practice of business gifts giving varies amongst countries, regions, cultures, and religions. As such, definitions of what is acceptable and not acceptable will inevitably differ for each.

	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 4 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

5.1.5. The Group recognises the local cultural norm of giving and receiving cash wedding gifts or bereavement money. Directors, Employees and Third Parties who give or receive such cash gifts or money in his/her own personal capacity shall declare such cash gifts or money to the HR Department and the procedures described in clauses 5.1.3 and 5.1.4 above shall apply.

## 5.2. Facilitation Payments

5.2.1. The Group does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. Directors, Employees and Third Parties shall not promise or offer, or agree to give or offer, facilitation payments to an officer of any public body.

5.2.2. The Group does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

5.2.3. The Group recognises that despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their or their family's personal security at risk. Under these circumstances, the following steps must be taken:


- (a) Keep any amount to the minimum;
- (b) Ask for a receipt, detailing the amount and reason for the payment;
- (c) Create a record concerning the payment; and
- (d) Report this incident to your line manager.

## 5.3. Political Contribution

The Group will not make donations, whether in cash, kind or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

## 5.4. Charitable Contribution

5.4.1. Charitable support and donations are acceptable (and indeed are encouraged), whether through services, knowledge, time, or direct financial contributions. However, Directors, Employees and Third Parties must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. No donation can be offered or made without the prior approval of the authorised party(ies) as stipulated in the Group's Authority Manual. The records of all charitable contributions shall be kept by the Group.

	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 5 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

## 6. REPORTING CHANNELS

6.1. If a person associated with the Group:

- (a) Encounters a breach or suspected breach of the Policy and legislations;
- (b) Is offered a bribe by anyone;
- (c) Is asked to make a bribe;
- (d) Suspects that he/she may be bribed or asked to make a bribe in the near future;
- (e) Has reason to believe that he/she is a victim of another corrupt activity; and/or
- (f) Has reason to believe that he/she is subjected to unjust treatment as a result of a concern or refusal to accept a bribe;

Then he/she shall promptly report their concerns to one or more of the following, and take steps as may be required by the Group in order to ameliorate the breach or potential breach of the Policy and legislations:

- (a) His/her line manager
- (b) The HR Director
- (c) The Group's chief executive officer ("CEO").
- (d) An independent director of the Group.
- (e) The whistleblowing committee of the Group ("Whistleblowing Committee") by submitting an email containing leading information to [whistleblowing@bgmc.asia](mailto:whistleblowing@bgmc.asia) (Whistleblowers are well protected under the whistleblowing policy of the Group).


6.2. The Group shall publish its whistleblowing policy and channel in its employee handbook, internal server and website to familiarise all persons associated with the Group with its whistleblowing procedures so that they can vocalise their concerns swiftly and confidentially.

6.3. If a person associated with the Group refused to accept or offer a bribe, or report a concern relating to potential act(s) of bribery or corruption, the Group understands that he/she may feel worried about potential repercussions. The Group will support anyone who raises concerns in good faith under this Policy, even if investigation finds that he/she was mistaken. The Group will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption. Detrimental treatment refers to dismissal, disciplinary action or unfavourable treatment in relation to the concern the individual raised.

## 7. TRAINING AND COMMUNICATION

7.1. The Group will provide training on this Policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this Policy, especially where there is higher risk of bribery or corruption in their work activities. Employees will be asked annually to formally accept in writing that they will comply with this Policy.

7.2. This Policy and the Group's zero-tolerance against bribery and corruption stance shall be clearly communicated to all Third Parties at the outset of business relations, and as appropriate thereafter.

	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 6 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

## 8. RECORD KEEPING


- 8.1. The Group maintains adequate internal controls and accurately record all transactions in books, data and records with respect to any matters in connection with agreement, dealing, arrangement, service, contract, undertaking, and/or engagement with the Group, as evidence that such transactions were bona fide, and not linked to corrupt and/or unethical conduct.
- 8.2. In particular, the Group shall keep a written record of the amount and reason for gifts, entertainment, hospitality and travel accepted and given, including donations, sponsorships and expenses of similar nature by whatever name called.
- 8.3. The Group understands that such expenses are subject to managerial review and audits.

## 9. REVIEW OF POLICY

- 9.1. The Policy is subject to at least an annual review by the Board, and its effectiveness can be determined by the number of reported anti-bribery and anti-corruption cases in the Group, as well as the results of the Group's internal audit.

[END OF POLICY]

**(ADOPTED BY THE COMPANY ON 28 MAY 2020)**

	Document Code: <b>BGMC-CP-ABAC</b>	Document Type: <b>Company Policy</b>	Revision No.: <b>0</b>	Page No. 7 of 7
	<b>ANTI-BRIBERY &amp; ANTI-CORRUPTION</b>		Revision Date: <b>28 May 2020</b>	

## APPENDIX

### THRESHOLDS OF GIFTS, ENTERTAINMENT, HOSPITALITY AND TRAVEL

Recipient	Gifts (Give)	
	Maximum Allowable Value (RM)	Maximum Allowable Frequency in Any 12 Consecutive Months for the Same Recipient
Client / Customer	1,500	2 (To be properly clarified, justified, and pre-approved by authorized personnel)
Vendor	500	
Authorities & Regulatory Bodies	1,500	
Others	500	

Recipient	Accommodation (Give)	
	Maximum Allowable Value per Night (RM)	Maximum Allowable Frequency
Client / Customer	500	No limit in frequency, but accommodation expenses shall be properly clarified, justified, and pre-approved by authorized personnel.
Vendor	300	
Authorities & Regulatory Bodies	500	
Others	300	

Recipient	Entertainment & Hospitality (Give)	
	Maximum Allowable Value (RM)	Maximum Allowable Frequency
Any	As per Employee Handbook.	No limit in frequency, but all expenses for entertainment and hospitality shall be properly clarified, justified, and pre-approved by authorized personnel.

Recipient	Travel (Give)		
	By Land or Sea	By Air	
		Maximum Allowable Travel Class	Maximum Allowable Frequency
<ul style="list-style-type: none"> <li>• Client / Customer</li> <li>• Authorities &amp; Regulatory Bodies</li> </ul>	No limit in value or frequency, but all land and sea travel expenses shall be properly clarified, justified, and pre-approved by authorized personnel.	Senior Management and Above: Business Class	No limit in frequency, but all air travel expenses shall be properly clarified, justified, and pre-approved by authorized personnel.
Vendor		Below Senior Management: Economy Class	
	Economy Class		