



Anti-Bribery & Anti-Corruption Policy & Guidelines

Abbreviations

In this Policy & Guidelines, the following abbreviations shall have the following meaning unless otherwise stated:

ABAC	Anti-Bribery and Anti-Corruption
BOD	Board of Directors
COC	Codes of Conduct
CSR	Corporate Social Responsibility
ERM	Enterprise Risk Management
GMD	Group Managing Director
GHR	Group Human Resources & Administration Manager / General Manager / Assistant General Manager
HR	Human Resource
LOA	Limit of Authority
MACC	Malaysian Anti-Corruption Commission
RMC	Risk Management Committee
SSM	Suruhanjaya Syarikat Malaysia

1. Objectives

1.1 General Information

This ABAC policy & guidelines (“**Policy & Guidelines**”) defines the policies and procedures for One Glove Group Berhad (“**Company**”) and its subsidiaries (collectively, “**Group**”). Rules (including Circulars and Letters) from the regulators shall automatically supersede the existing operating policies and procedures herein stated.

The Policy & Guidelines are applicable to the following stakeholders:

- a. Directors (as defined hereunder);
- b. Employees (as defined hereunder); and
- c. suppliers, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of the Group.

It is the intention of the Board of Directors (as defined hereunder) to ensure that the Policy & Guidelines serve as our commitment to prohibit bribery and corruption in the business conduct within the Group.

1.2 Policy & Guidelines Objectives

The main objectives of this Policy & Guidelines are as follows:

- a. to ensure that the ABAC policy, guidelines and practices serve to create an effective ABAC stance organisation wide, with guidance from the Guideline on Adequate Procedures and requirements of Malaysian Anti-Corruption Commission (“**MACC**”) Act 2009, introduced via Section 4 of the MACC (Amendment) Act 2018;
- b. to ensure that the ABAC policy and guidelines are adequate, standardised and consistently applied throughout the Group; and
- c. to ensure that the business operations within the Group adhere to the Policy & Guidelines.

2. Key Definitions

- 2.1 Bribery:** means the offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties as defined in ISO 37001:2016.
- 2.2 Board of Directors or BOD:** means the board of directors of the Company.
- 2.3 Codes of Conduct:** means the formalised work and business ethics of the Group.
- 2.4 Corporate Hospitality:** means any considerate care of guests offered in the manner that complete expenses are borne by a member of the Group. This includes refreshments, accommodation and entertainment at a restaurant, hotel, club, resort or other venue.
- 2.5 Corruption:** means the 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 description as defined in MACC Act 2009.
- 2.6 Director:** means a director of a member of the Group whether executive or non-executive and shall include alternate and substitute directors and “**Directors**” shall be construed accordingly.
- 2.7 Donation:** means a gift given out by a member of the Group for charity, humanitarian aid or to support local community welfare, whether in-kind or by way of financial contribution.
- 2.8 Employee:** means any person who is in the employment of a member of the Group, whether on a permanent or on a contract basis and “**Employees**” shall be construed accordingly.
- 2.9 Extortion Payment:** means a payment that is forcibly extracted from a member of the Group or a Director or Employee by a real or perceived threat to health, safety and liberty and is outside the scope of ABAC.
- 2.10 Facilitation Payment:** means an illegal or unofficial payment made in return for services that a member of the Group is legally entitled to receive without making such payment. For example, a payment made to government official or a person with certifying/ approval function to expedite the necessary action in the capacity of abovementioned person.
- 2.11 Gift:** means an item given by a member of the Group to a third party without the expectation of payment or benefit in return. For example, voucher, gift cards, company branded product or promotional items, hamper, and festive gifts (e.g. mooncakes, mandarin oranges).

- 2.12 Group Managing Director:** means the highest-ranking executive in the Group, responsible for carrying out corporate policies established by the BOD and acting as the main point of communication between the BOD and corporate operations.
- 2.13 Guideline on Adequate Procedure:** means the document issued by the Prime Minister's Department in December 2018, pursuant to Section 17A (4) and (5) of the MACC Act 2009.
- 2.14 ISO 37001:2016:** means the international standards on requirements and guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system.
- 2.15 Limits of Authority:** means the approved documents stipulating the approving authority and authority limits allowed for the Board and/or Management.
- 2.16 Management:** means the management team of the Group and includes all senior management and heads of department.
- 2.17 Risk Management Committee:** means the risk management committee ("RMC") of the Group, providing oversight of risk management and corruption risk assessment of the Group.
- 2.18 Sponsorship:** means support, either financially or by way of product and/ or services for an event or activities organised by a profit/ non-profit organisation, local communities, government departments or agencies, primarily aimed at raising awareness about the Group's profile.
- 2.19 Whistleblower:** means a person (internal or external) raising or reporting concerns of wrongful activities or wrongdoings as defined in the Whistleblowing Policy.
- 2.20 Whistleblowing Policy:** means the whistleblowing policy applicable to the Group.

3. Responsibilities

3.1 Board of Directors

- a. Sets commitment towards prohibition of bribery and corruption in the business conduct within the Group;
- b. Approves the Policy & Guidelines;
- c. Ensures alignment of the Policy & Guidelines to the strategy of the Group;
- d. Maintains oversight on ABAC governance, ensuring that best practices of an ABAC management system is established, implemented, maintained and reviewed to adequately address the Group's bribery and corruption risks, including the Policy & Guidelines; and
- e. Promotes appropriate ABAC culture within the Group.

3.2 Group Managing Director

- a. Provides overall direction on the establishment, implementation and periodic review of the Policy & Guidelines;
- b. Ensures the integration of the Policy & Guidelines into key organisation functions such as human resource management, procurement and finance, and enhances the underlying controls on these key functions so as to support the Policy & Guidelines;
- c. Supports the resource allocation and investment in a robust and effective ABAC management system;
- d. Supports adequate ABAC training and awareness programmes for Employees and Directors;
- e. Communicates on the Policy & Guidelines, both internally and externally;
- f. Promotes appropriate ABAC culture within the Group; and
- g. Supports Management in preventing and detecting bribery and corruption.

3.3 Group Human Resources

- a. Ensures that the Policy & Guidelines are adhered to within the Group;
- b. Reports on non-compliance to the RMC, including follow-up action status thereon;
- c. Attends to inquiries about the Policy & Guidelines and its practices within the Group; and
- d. Facilitates the corruption risk assessment periodically.

3.4 Employees

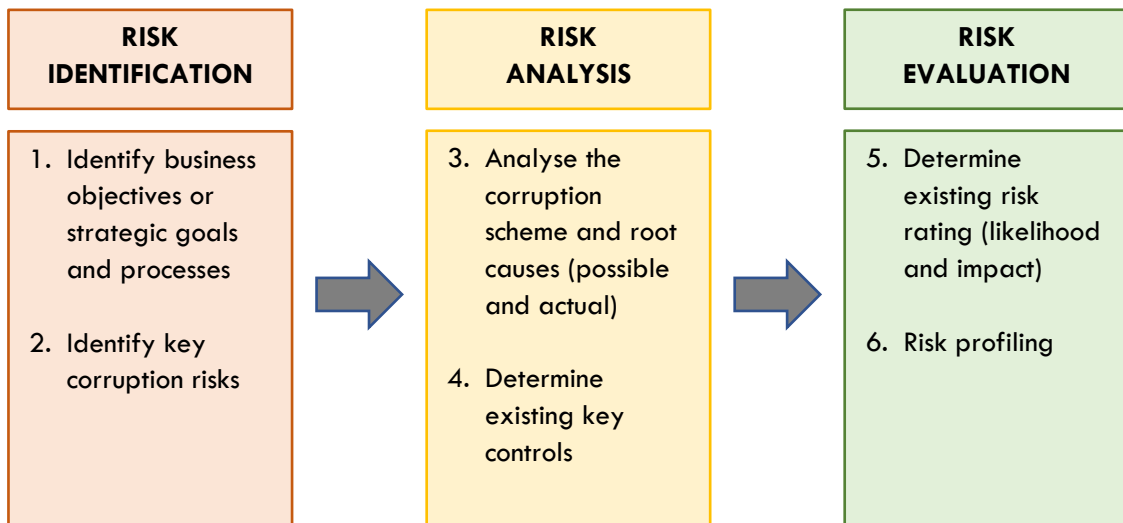
- a. Executes the Policy & Guidelines, including enhancement of underlying controls on applicable functions under his/her responsibility;
- b. Adheres to the requirements of the Policy & Guidelines; and
- c. Reports on suspected bribery or corruption via the whistleblowing channel.

3.5 Amendments to Policy & Guidelines

Proposed changes to update and improve the Policy & Guidelines shall be submitted for review and approval by the BOD. Key information on any additions, deletions or variations shall be indicated for version control purpose.

4. Corruption Risk Assessment Approach

- 4.1 The Policy & Guidelines serve to establish a corruption risk management framework guided by ISO 37001:2016 and the Guidelines on Adequate Procedures. This framework outlines the governance, structure and policies, assessment process, and integration of risk management into the Group operations activities to promote continuous monitoring on the corruption risk identified. The corruption risk assessment process is depicted in the diagram below:



- 4.2 The BOD, through the RMC, shall oversee and ensure accountability of corruption risks identified with the corresponding controls to be implemented.
- 4.3 The RMC shall conduct regular risk assessment i.e. on an annual basis or when there is a change in law or circumstance of the business to ensure the identified corruption risks are remains relevant and adequate mitigating controls are discussed and implemented.

5. Gift and Corporate Hospitality

5.1 The Company recognises the importance of gift and corporate hospitality giving/acceptance, donation and sponsorship activities to maintain good rapport with its vendors, customers and government officials. The policies and procedures set out below are to safeguard the Group's reputation and to protect its Employees and Directors from allegations of soliciting bribes, corruption or exercising undue influence on external party(s) for personal gain.

5.2 "No Gift" Policy

- a. The Company has adopted a "No Gift" policy by which, subject only to certain narrow exceptions, Employees and Directors and family members or agents acting for or on their behalf are prohibited from, directly or indirectly, receiving or providing gifts.
- b. The Company requires all Employees and Directors to abide by this policy to avoid conflicts of interest or the appearance of conflicts of interest for either party in on-going or potential business dealings between the Group and external parties as a gift can be seen as a bribe that may tarnish the Group's reputation or be in violation of anti-bribery and corruption laws.

It is the responsibility of Employees and Directors to inform external parties involved in any business dealings with the Group that the Group practices a "No Gift" policy and to request the external party's understanding for and adherence with this policy.

5.3 Exceptions to "No Gift" Policy

Whilst the Group practices a "No Gift" policy, there are certain exceptions to the general rule whereby the receiving and provision of gifts are permitted in the following situations:

- a. Exchange of gifts at a company-to-company level (e.g. gifts exchanged between companies as part of an official company visit/courtesy call and such gift is treated as company property);
- b. Gifts from a member of the Group to external institutions or individuals in relation to the company's official functions, events and celebrations or vice versa (e.g. commemorative gifts or door gifts offered to all guests attending the event);
- c. Gifts from a member of the Group to Employees and Directors and/or their family members in relation to an internal or externally recognised Company function, event and celebration (e.g. in recognition of an Employee's/Director's service);

- d. Token gifts of nominal value normally bearing a member of the Group's logo or (e.g. t-shirts, pens, diaries, calendars and other small promotional items) that are given out equally to members of the public, delegates, customers, partners and key stakeholders attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the company's brand building or promotional activities; and
- e. Gifts to charitable organisations or the equivalent who have no business dealings with the Group (e.g. monetary gifts or gifts in-kind to charitable organisations).

5.4 Purchase of Gifts and Corporate Hospitality

- a. Purchase requisitions for gifts and corporate hospitality for the private sector shall be of a reasonable amount. Such gifts and corporate hospitality shall fulfill **ALL** the following conditions prior to approval:
 - i. they are intended to maintain good rapport with the vendors/ customers of the Group;
 - ii. they are limited, customary and lawful under the circumstances;
 - iii. they do not have or perceived to be affecting action(s) or decision(s) of the receiving party;
 - iv. there shall be no expectation of any specific favour, benefit or advantages from the intended recipients;
 - v. there shall not be any corrupt/ criminal intent; and
 - vi. the giving of gifts or corporate hospitality shall be transparent.
- b. Any purchase of **gifts** or **corporate hospitality** [subject to the fulfillment of condition as stipulated in Clauses 5.2 and 5.4(a)] shall require approval based on the Limits of Authority.
- c. Approval from the authorised personnel can be arranged through text message / emails or formal requests. The records must be kept and maintained by the accounts department and/or HR.
- d. Purchase requisitions for gifts and corporate hospitality for public or government officials from the public sector, shall be restricted to the statutory limit of the relevant country. However, gifts in the form of cash or cash equivalent shall never be given or offered to any public or government officials.

- e. Purchase requisitions for gifts or corporate hospitality shall follow the basic principles of transparency declaration and be recorded. **ALL** gifts and corporate hospitality to be given, shall be recorded in the Gift & Corporate Hospitality Register by GHR, indicating the purpose of requisition, including client or vendor name or representative details.
- f. In the event of any dispute between any internal practice, existing policy and or procedure already imbedded within the constitution of the organisation and the Policy & Guidelines, the Policy & Guidelines shall prevail.

5.5 Gift Acceptance

- a. Under no circumstances shall an Employee or Director or his/her family/household member receive or solicit personal gifts from an external party.
- b. Although the general principle is to immediately refuse or return such gifts, accepting a gift on behalf of a member of the Group is allowed only in very limited circumstances, whereby refusing the gift is likely to seriously offend and may sever that member of the Group's business relationship with the third party. However, in no circumstances may an Employee, Director or his/her family/household member accept gifts in the form of cash or cash equivalent.
- c. Any gifts received by an Employee or Director or his/her family/household member shall be subject to approval from the appropriate authorised personnel as *stipulated in Clause 5.4(b)*.
- d. **ALL** gifts received by an Employee or Director or his/her family/household member from an external party shall require a declaration to HR by such Employee or Director for recording in the Gift & Corporate Hospitality Register by GHR.

5.6 Corporate Hospitality Acceptance

- a. Employees and Directors shall exercise proper care and judgment prior to accepting entertainment from an external party. This is vital to safeguard the Group's reputation and to protect them from allegations of soliciting bribe or corruption.
- b. Any corporate hospitality received by an Employee or Director or his/her family/household member shall be subject to approval from the appropriate authorised personnel as *stipulated in Clause 5.4(b)*.
- c. **ALL** corporate hospitality received by an Employee or Director or his/her family/household member from an external party shall requires a declaration to HR by such Employee or Director for registration in the Gift & Corporate Hospitality Register by GHR.

6. CSR

- 6.1 Given the nature of the Group's business, government agencies or local authority bodies may request for sponsorship and/or donations in respect of CSR events. As part of the Group's commitment to corporate social responsibility and sustainable development, the Group generally provides such assistance in appropriate circumstances and in an appropriate manner.
- 6.2 Such requests shall be examined for legitimacy and not be made to improperly influence a business outcome. The proposed recipient shall be a legitimate organisation and appropriate due diligence shall be conducted in particular to ascertain whether any public officials are affiliated with the organisation. Any red flags shall be resolved before committing any funds to the programme. Even requests determined to be legitimate shall be carefully structured to ensure that the benefits reach their intended recipients.
- 6.3 When in doubt as to whether a charitable contribution or social benefit is appropriate, an Employee or Director shall escalate the matter to the GMD to determine the authenticity of such requests and legal advice shall be sought as necessary.

6.4 Donation and Sponsorship

- a. In aligning the Group's commitment to contribute to the community with its values of integrity and transparency, all sponsorships and donations shall comply with the following:
- such contributions shall be allowed by applicable law;
 - all necessary internal and external authorisations shall be obtained;
 - such contributions shall be made to well established entities having an adequate organisational structure to guarantee proper administration of the funds;
 - such contributions shall be accurately stated in the company's accounting books and records; and
 - not to be used as a means to cover up an undue payment or bribery;

Examples of red flags to look out for are as follows:

- the proposed recipient /organisation has affiliations with a public or government official or their relatives;
- the contribution is made on behalf of a public or government official;

- there is a risk of a perceived improper advantage for the Group; or
 - the proposed recipient is based in a high-risk country, the request comes from a high-risk country or the activity takes place in a high-risk country.
- b. The Company requires Employees and Directors to use good judgment and common sense in assessing the requests. When in doubt, an Employee or Director shall escalate the matter to the GMD to determine the authenticity of such requests and legal advice shall be sought as necessary.
- c. **ALL** CSR related sponsorships and donations shall be made in accordance with the policies as stipulated in Clause 6.4(a) with prior approval based on the *Limits of Authority*.
- d. **ALL** donations and sponsorship payments shall be supported with an official letter of request from the requesting external party and proof of receipt.

7. Facilitation and Extortion Payments

7.1 Facilitation payments to an external party, in particular, government officials, is strictly prohibited as it is seen as a form of bribery and corruption. Extortion payments to external party, on the other hand, is not categorised as an illegal activity by legal means, as the health, safety and liberty of one is paramount.

7.2 GHR shall maintain a record of such event and report the payment to the relevant authority.

7.3 Facilitation Payments

- a. Facilitation payments to external party, in particular, public or government officials, is strictly prohibited as it is seen as a form of bribery and corruption, unless it can be proven that such payment is legitimate and supported by an official receipt.
- b. Facilitation payments shall not be in any way or form be disguised or translated into a personnel remuneration package.
- c. Subject to the fulfilment of criteria in Clause 7.3(a), a request for facilitation payment may be approved by the GMD.

7.4 Exception to Facilitation Payments (Extortion Payments)

- a. Extortion payments to any party shall not be made unless an Employee's and/or Director's and/or his or her family's health, safety and or liberty are threatened.
- b. Subject to the fulfilment of criteria in Clause 7.1(a), a request for extortion payment may be approved by the GMD.

8. Due Diligence Procedures and Dealing with External Parties

- 8.1 The Company recognises the objective of due diligence procedures on customers, vendors and employees to evaluate the risk of bribery and corruption associated with these parties. This also serves as a basis for decision making, whether to accept or reject before entering into any contractual arrangement or business dealing.

The Group shall require due diligence procedures to be applied on the key stakeholders below:

- i. Vendors or agents;
- ii. Customers; and
- iii. Employees.

8.2 Dealings with Vendors or Agents

- a. The Group is committed to upholding the highest standard of ethics and integrity in all aspects of its procurement activities by:
 - i. adhering to the procurement policies and procedures;
 - ii. avoiding dealing with any vendor, sub-contractors, or agents who known or reasonably suspected of corrupt practices;
 - iii. ensuring that all new vendors/ sub-contractors/ agents are subject to background assessment and conflict of interest check prior to registration and acceptance;
 - iv. communicating the Policy & Guidelines requirements to vendor, sub-contractors or agents;
 - v. ensuring as best as possible that all contracts / agreement entered with vendors, sub-contractors or agents incorporates a provision whereby the Group retains the right to audit third party compliance with the Policy & Guidelines; and
 - vi. all agents are required to acknowledge their adherence to the Policy & Guidelines requirements.
- b. The key components of vendor/ agent due diligence procedures cover the following but may vary depending on the circumstances:
 - i. corporate profile;
 - ii. company search via SSM or equivalent authorities in the respective countries of operation;
 - iii. financial background;

- iv. directorships;
 - v. past records of criminal, bribery or corruption cases; and
 - vi. potential conflicts with an Employee or Director.
- c. The results and/or any concern raised during this due diligence assessment shall be communicated to and with approval from the GMD prior to entering into the relationship.

8.3 Dealings with Customers

- a. In ensuring that the Group's dealings with its customers comply with the Policy & Guidelines requirements, the Group shall use its best efforts to apply the following procedures:
- i. all new customers are subject to background assessment and conflict of interest check prior to entering into a business dealing; and
 - ii. a standard ABAC clause shall be included in all contracts/agreement entered with customers to enable the Company to terminate the contract in the event of any proven bribery or corruption activities.
- b. The key components of customers due diligence procedures cover the following but may vary depending on the circumstances:
- i. corporate profile;
 - ii. company search via SSM or equivalent authorities in the respective countries of operation;
 - iii. financial background;
 - iv. directorships;
 - v. past records of criminal, bribery or corruption cases; and
 - vi. potential conflicts with an Employee or Director.
- c. The results and/or any concern raised during this due diligence assessment shall be communicated to and with approval from the GMD prior to entering into the relationship.

8.4 Dealing with Public Officials

A 'public or government official' includes, without limitation, a candidate for public office, an official of any political party and an official of a state-owned enterprise. Caution shall be exercised when dealing with public or government officials. Providing gift, entertainment or corporate hospitality to public or government officials or their family/ household members is generally considered a 'red flag' situation in most jurisdictions.

The Group shall not provide non-business travel and hospitality for any public or government official or his/her family/household members without permission from the GMD.

The Group's policies and procedures on gift, entertainment and corporate hospitality shall also be abided by, copies of which can be obtained from the Company's website or HR.

If approval is given to provide gift, entertainment or corporate hospitality to public or government officials, the Management shall ensure that the value of gift, entertainment or corporate hospitality shall not exceed the statutory limit of the relevant country.

8.5 Dealing on Recruitment of Employees

- a. Background screening on shortlisted candidate(s) is required during the evaluation stage of recruitment process.
- b. Key considerations prior to acceptance of shortlisted candidate(s) cover the following:
 - i. past criminal records (if any);
 - ii. potential fraud, bribery or corruption committed in the previous organisation;
 - iii. verification of past employment or institution of learning references, where applicable; and
 - iv. conflict of interest, i.e. relationship with any Employee, vendor, customer or Director.
- c. Recruitment due diligence results shall be vetted by senior management as applicable for the relevant company, prior to acceptance of the candidate.
- d. Newly recruited employee(s) shall be provided with an onboarding programme, including the briefing on the Policy & Guidelines and COC. They shall also be required to declare their adherence to the Policy & Guidelines requirements via **Appendix A for Employee ABAC Declaration Form**.

9. Reporting Procedures on Suspected Bribery or Corruption Activities

9.1 Reference shall be made to the *Whistleblowing Policy* pertaining to reporting procedures on suspected bribery or corruption activities. Whistleblowers are encouraged to report in good faith or to raise a concern about any attempted, suspected or actual bribery or corruption activity violating the Policy & Guidelines at the earliest possible stage. Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to the *Whistleblowing Policy*, the whistleblower shall be protected from any form of retaliation within the Group.

9.2 What to Report

The key information or documents below are to be provided by the whistleblower to facilitate further investigation, if required:

- a. Whistleblower's contact information
 - i. Name (*)
 - ii. Designation
 - iii. Contact Number
 - iv. Email Address (*)

- b. Suspect's information
 - i. Name
 - ii. Designation
 - iii. Contact Number
 - iv. Email Address

- c. Complaints / concerns
 - i. Incident date
 - ii. Affected parties
 - iii. Incident or event location
 - iv. Supporting documents (where applicable)
 - v. Other details or information which may assist the investigation

** May leave the information blank if the whistleblower wishes to remain anonymous but subject to the provisions of the Whistleblowing Policy*

9.3 How to Report

Whistleblowers shall report their concerns using the reporting channels as stated in the *Whistleblowing Policy*, which is available on the Company's website or from HR.

10. Internal / External Assessment

10.1 As part of the internal monitoring process, GHR shall review the underlying controls of ABAC and identify any non-compliance incidences on a regular basis.

10.2 If any of the Group's key stakeholders as defined in Clause 8.0 are found to have breached the Policy & Guidelines, such breach may result to the following actions taken:

Key stakeholders	Actions taken
Employee / Director	Disciplinary action in accordance with the COC including termination of employment and/or directorship.
Vendor/agents/customers	<ul style="list-style-type: none"> i. Subject to the BOD's approval, retain business dealings; ii. Discontinue business dealings with immediate effect; iii. Termination of contract with immediate effect; or iv. Legal proceedings if required.

11. Training and Awareness Programme

11.1 Annual ABAC training and awareness programmes shall be provided to Employees, Directors and key stakeholders as defined in Clause 8.0, as appropriate to their roles and taking into account the bribery risk assessment.

11.2 Updates to the Policy & Guidelines with regards to its content as well as regulatory requirement affecting ABAC practices shall be communicated to Employees, Directors and key stakeholders defined in Clause 8.0.

Version Number	Board's approval Date	Effective Date
1.0	24 January 2022	24 January 2022

Employee's ABAC Acknowledgement

1. I acknowledge that I have received, read and understood the Group's Anti-Bribery and Anti-Corruption Policy and Guidelines ("**Policy & Guidelines**").
2. I confirm that I will comply with the Policy & Guidelines whilst employed by the relevant member of the Group and that I will report any attempted, suspected or actual bribery or corruption activity violating the Policy & Guidelines.
3. I understand that a violation of the Policy & Guidelines will constitute a disciplinary offence which may result in disciplinary action including termination as well as potential criminal investigation and prosecution.

Signature: _____

Full Name: _____

Designation: _____

Date: _____

The signed original copy of this acknowledgement form shall be kept inside each employee's Personal File.