



# **Kerjaya Prospek Group Berhad and its Subsidiaries**

Registration no. 198401010054 (122592-U)

## **Anti-Bribery and Corruption Policy & Guidelines**

# Contents

General.....	1
<b>Purpose</b> .....	1
<b>Scope</b> .....	1
Definitions.....	2
Gift, Entertainment and Corporate Hospitality .....	3
Dealing with Public Officials.....	4
Facilitation Payment .....	4
Sponsorship and Donations .....	4
Dealing with Third Parties.....	5
Recruitment of Employees.....	6
Conflict of Interest .....	6
Training and Communication.....	6
Record-keeping.....	7
Whistleblowing Policy.....	7
Responsibilities .....	7
Monitoring and Review.....	8

## **General**

Kerjaya Prospek Group Berhad and its subsidiaries (collectively "KPG") are committed to doing business honestly and ethically, with integrity, and in full compliance with all applicable laws and regulations. KPG does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing by any employee in his/her course of work.

All directors, employees and/or any person(s) associated with KPG (hereinafter referred to as "Third Parties") are to follow the standards that are set out in this Policy even when the applicable law might allow for a lower standard. If the applicable law requires a higher standard of conduct, then employees and Third Parties are to adhere to that higher standard.

This Policy is not intended to cover every applicable law, or to provide answers to all questions that might arise. Where a situation that is not addressed in this Policy occurs, KPG relies on each employee's and Third Parties' sense of what is right to guide his/her conduct, including to seek guidance when necessary on the appropriate course of conduct.

## **Purpose**

The purpose of this Policy is to:

1. Set out the responsibilities of KPG, those working for KPG, and/or any Third Parties of KPG in observing and upholding KPG's position on bribery and corruption; and
2. Provide guidance to those working for KPG and/or any Third Parties of KPG on how to recognize and deal with bribery and corruption issues.

## **Scope**

This Policy is intended to apply to:

1. Every employee of KPG worldwide;
2. Every director (executive and non-executive); and
3. Third Parties – Any person associated with KPG including but not limited to business associates, partners, contractors, consultants, agents, representatives and any other third-party service providers or persons who perform work or service for or on behalf of KPG.

## Definitions

1. **Bribe:** A “bribe” is the offering, promising, giving, accepting, or requesting of anything as a motivation or reward for doing or not doing any act in relation to any matter or transaction, or for showing or not showing favour or disfavour to any person in relation to any matter or transaction (including cash, gifts, or excessive entertainment, or special benefit/privilege of any kind offered or given to any person).
2. **Direct or Indirect:** A bribe or improper payment can be paid or received directly by you or indirectly (e.g., through a customer, business partner, contractor or family member).
3. **For Another’s Benefit:** The bribe can be for the benefit of someone other than the person who is being influenced, such as a family member or friend. The person being improperly influenced can be any person holding public or private office.

## Gift, Entertainment and Corporate Hospitality

1. KPG has adopted a “No Gift Policy” whereby, subject to only certain narrow expectations, KPG’s directors, employees and Third Parties are prohibited from, directly or indirectly, receiving or providing gifts.
2. However, KPG recognises that the exchange of business courtesies, such as corporate hospitality and entertainment (including meals, invitations to attend events) is customary and legitimate to create goodwill, and/or strengthen business and commercial relationship.
3. The intention behind giving or receiving any entertainment or corporate hospitality must always be considered first. It should never be for an improper motive to obtain or retain a business, or to obtain some form of benefit or advantage, whether it is for the business or for the individual employee.
4. If unsure of how to consider the intention behind any gift, entertainment or corporate hospitality, employees and Third Parties must always disclose and refer the matter to their respective Head of Department or contact within KPG to obtain advice and also approval before proceeding to provide and/or receive gifts, entertainment and corporate hospitality.
5. Where it is difficult or inappropriate to decline a gift, corporate hospitality or entertainment, it may be accepted but it must be immediately declared and/or surrendered to the employee's Head of Department, who will assess the relevant circumstances and take the necessary steps.
6. In any event, all directors, employees and Third Parties must not provide and/or receive gifts, entertainment and corporate hospitality of any kind beyond **RM300.00/per person** in value.
7. Any gifts, entertainment and/or corporate hospitality provided by KPG must be transparent, proportionate, reasonable and bona fide.

## **Dealing with Public Officials**

1. A 'public or government official' includes, without limitation, candidates for public office, officials of any political party, and officials of state-owned/linked enterprises.
2. All employees and Third Parties are prohibited from offering, providing or receiving any gift, entertainment or corporate hospitality to any public officials or their family/household members.
3. All interactions, dealings and correspondence with public officials should be above-board and proper records of such interactions, dealings and correspondence should be kept by employees.
4. KPG does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office in Malaysia or any other jurisdiction.

## **Facilitation Payment**

1. "Facilitation payment" is any unofficial and improper payment made to secure or expedite the performance by a person performing a routine or administrative duty or function which the payer of the facilitation payment is legally entitled to. Facilitation payments need not involve cash or other financial asset; it can be any sort of advantage with the intention to influence a person in the performance of his/her duties.
2. KPG prohibits accepting or obtaining, either directly or indirectly, facilitation payments from any person for the benefit of the employee and/or Third Parties himself or for any other person. Any request for facilitation payment must be refused and immediately reported to the employee's immediate supervisor and/or head of department, or associate's contact within KPG.

## **Sponsorship and Donations**

1. Any donations and/or sponsorships by KPG must be done with the approval of an Executive Director and in a transparent manner.
2. Donations, and/or sponsorships should not exceed the annual budget of RM500,000. Any amount exceeds the budget must seek approval from the Board.
3. Employees shall ensure that all sponsorships and donations are not used as a subterfuge for bribery. It should never be paid in exchange for any benefit to KPG, whether it is to obtain a business, or some form of advantage to KPG.

## **Dealing with Third Parties**

1. A reference to “Third Parties” includes but is not limited to business associates, partners, contractors, consultants, agents, representatives and any other third-party service providers or persons who perform work or service for or on behalf of KPG.
2. KPG’s dealings with Third Parties must be carried out in compliance with all relevant laws. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.
3. KPG requires all employees to conduct adequate due diligence to understand the business and background of KPG’s prospective business counterparties before entering into any arrangements with them.
4. All Third Parties should be made aware of the KPG’s Anti-Bribery and Corruption Policy and our expectations of them.
5. All commercial contracts and invitations to bid or entered into by KPG should incorporate provisions relating to business conduct, conflict of interest and KPG’s intolerance of any corrupt or unethical practices. KPG will also reserve its right to terminate the services and/or contract with Third Parties in the event that the Third Party are involved in corrupt activities and/or act in a manner which is inconsistent with KPG Anti-Bribery and Corruption Policy.
6. Any tender process participated by a subsidiary of KPG shall be done in a transparent manner.

## **Recruitment of Employees**

1. KPG provides equal opportunity for any qualified and competent individual to be employed with KPG. The recruitment of employees should therefore be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of employees.
2. In line with this, proper background checks should be conducted in order to ensure that the potential employee has not been involved in any bribery or corruption case. More detailed background checks should be taken when hiring employees that would be responsible for management positions, as they would be tasked with decision-making obligations.
3. Offers of employment shall not be given in exchange for or to reward any benefit received by KPG. KPG will not offer employment, procure and/or create an opening within KPG in exchange for a personal benefit or seek an unfair advantage in any business negotiation or as an inducement for future business.

## **Conflict of Interest**

1. All employees, directors and Third Parties are to be free of any interest that conflicts with that of KPG and must deal with other parties solely in the best interest of KPG (i.e. without favour or preference to other parties based on personal considerations).
2. All employees and Third Parties are obligated to disclose any conflict of interests or any appearance of a conflict of interests to KPG at the earliest possible time so that KPG may assess and prevent/mitigate potential conflicts of interests.

## **Training and Communication**

1. All employees, directors and Third Parties must be familiar with this Policy.
2. Our zero-tolerance approach to corruption and bribery must be communicated to all Third Parties, including but not limited to suppliers, contractors, agents and business partners, at the outset of our relationship with them and at appropriate junctures thereafter. All Third Parties should also be referred to KPG's Anti-Bribery Policy at appropriate junctures.
3. All public-facing websites of KPG should include KPG's Anti-Bribery Policy.



## **Record-keeping**

1. All employees must ensure that:
  - i. Proper records are kept to document the business reason for the making of any payments to any third party.
  - ii. All expense claims relating to corporate hospitality or entertainment incurred are submitted in accordance with KPG's policies.
2. Accounts personnel must ensure that all receipts are accounted properly. Unknown receipt must be reported his/her Head of Department for appropriate action to be taken which includes, but not limited to request information from bank on the payer, return the receipt to payer, report to the Unclaimed Money Management Division.
3. All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as customers and supplies, should be prepared and maintained with accuracy and completeness. All employees and Third Parties are reminded that no records shall be kept "off-book" to facilitate or conceal improper payments.

## **Whistleblowing Policy**

1. KPG encourages openness and transparency in its commitment to the highest standard of integrity and accountability.
2. If you make a report or disclosure in good faith, belief and without malicious intent, about any actual, perceived or possible breach or violation of this Policy or any instance of corruption or bribery, you will be accorded the protection of confidentiality to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that you were mistaken. In addition, employees who whistle blow internally will also be protected against detrimental action for having made the disclosure, to the extent reasonably practicable.
3. Further details can be found in KPG's Whistleblowing Policies and Procedures on KPG's Official Website at [http://ir.chartnexus.com/kerjayagroup/corporate\\_governance.php](http://ir.chartnexus.com/kerjayagroup/corporate_governance.php).

## **Responsibilities**

1. KPG takes any and all possible corruption and bribery conduct very seriously. Any violation of this Policy will be regarded as a serious matter by KPG and is likely to result in disciplinary action, including termination of employment or contract.

2. The Board has oversight of this Policy and it is the responsibility of every Head of Department to implement this Policy within his or her area of functional responsibility, lead by example, and provide guidance to employees reporting to him or her. Every employee, director and Third Party is required to be familiar with and comply with this Policy.
3. Bribery is a criminal offence. An employee, director and Third Party will be accountable whether he/she pays a bribe himself/herself directly or indirectly (e.g. through a Third Party or family member) 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 imposed on the employee individually and may include termination of employment or contract and/or surrender to the relevant government authorities.
4. All employees must notify the Chief Executive Officer and/or Members of the Audit Committee and Third Parties must notify the Chairman of the Audit Committee as soon as possible if he/she believes or suspect that a violation of this Policy has occurred, or may occur. 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.
5. The contact details of the Chief Executive Officer and Members of the Audit Committee are as follow:-
 

<p>Tee Eng Tiong Executive Director Chief Executive Officer Mobile: +603 6277 2480 Email: teeengtiong@kerjayaprospek.com</p>	<p>Chan Kam Chiew Senior Independent Non-Executive Director Chairman, Audit Committee Mobile: +6012 333 6228 Email: kcchan22020@gmail.com</p>
<p>Maylee Gan Suat Lee Independent Non-Executive Director Member, Audit Committee Mobile: +6012 688 8935 Email: Maylee@mgtlaw.com.my</p>	<p>Datuk Mohamed Razeek bin Md Hussain Maricar Independent Non-Executive Director Member, Audit Committee Mobile: +6019 320 9320 Email: razeekhussain@gmail.com</p>

## **Monitoring and Review**

1. Internal control systems and procedures will be subject to annual audits to provide assurance that they are effective in countering corruption and bribery.
2. The Legal Department of KPG may review this Policy for any changes in the processes or law to identify if there is a need for amendments and update of this Policy. Approval must be obtained from the Board of Directors for any changes make to the Policy.
3. Review of this Policy shall be carried out by the Board of Directors at least once every three years to ensure that KPG is operating in compliance with this Policy.