
 <b>HHRG BERHAD</b>	DOC NO	P-HQ-2025(003)-08Jul
<b>ANTI-BRIBERY AND CORRUPTION POLICY</b>	ISSUE DATE	08 <sup>th</sup> July 2025



**HHRG BERHAD**

## **ANTI-BRIBERY AND CORRUPTION POLICY**

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## ANTI-BRIBERY AND CORRUPTION POLICY

### 1. INTRODUCTION

The Board of Directors (“**the Board**”) of HHRG Berhad (“**HHRG**” or “**the Company**”) and its subsidiaries (collectively referred to as “**Group**”) are committed to conducting the business ethically as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission Act 2009 and any of its amendments thereto or reenactments thereof that may be made by the relevant authority from time to time (“**MACCA**”). The Group has adopted a zero tolerance policy against all forms of bribery and corruption.

It shall be noted that the corporate liability provision stipulated in Section 17A of MACCA provides that a company commits an offence if its director, partner or an employee or a person who performs services for or on behalf of the company corruptly gives, agrees to give, promises or offers to any person any gratification whether for the benefit of that person or another person with intent—


- (a) to obtain or retain business for the company; or
- (b) to obtain or retain an advantage in the conduct of business for the company.

Therefore, having a clear and unambiguous Anti-Corruption and Bribery Policy (“**this Policy**”) is utmost important to the Group.

### 2. OBJECTIVE

This objective of this Policy is to:

- i. set out the Group’s overall position on bribery in all its forms;
- ii. set out the Group’s responsibilities to comply with laws against corruption and bribery; and
- iii. set out the Group’s principles in dealing with improper solicitation, bribery and other corrupt activities and related issues that may arise in the course of business.

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### 3. SCOPE AND APPLICATION

- 3.1 This Policy applies to the Group, the Group's Personnel, Controlled Organisation and Business Associates.
- 3.2 This Policy shall be reviewed every three (3) years from the date of approval of the Board and shall be amended from time to time, in line with laws and regulatory requirements. All reviews and changes therein must be approved by the Board before coming into effect.

### 4. DEFINITION AND INTERPRETATION


- 4.1 For the purposes of this Policy, unless the context otherwise requires, the following expressions shall have the following meanings: -

**Bribery** means the offering, promising, giving, accepting or soliciting of an advantage or something of value in an attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation or as an inducement for action which is illegal, unethical or a breach of trust. Bribery includes as any action which would be considered as an offence of giving or receiving Gratification under MACCA. For clarification purpose, a bribe can be 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.

**Business Associate** means an external party with whom the Group has, or plans to establish, some form of business relationship, or any individuals or corporate entities engaged to provide goods and/or services for, jointly with or on behalf of the Group. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries. counterparty in a business transaction with the Group and investors.

**Conflict of Interest** means when a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at the Group.

**Controlled Organisation** means an entity where the Group has the decision-making power over the entity such that it has the right to appoint and remove the management, including where the Group has the controlling interest

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of more than 50% of the voting shares or entity where there is an agreement or arrangement in place that the Group has the decision-making power despite the controlling interest of less than 50% of voting shares.

**Corporate Gift** means something given from one organisation to another organisation, with the representatives of each organisation giving and accepting the gift. Corporate Gifts may also be promotional items given out equally to the public at events, functions, trade shows and exhibitions as a part of building the company's brand and include gifts from the company to its personnel in relation to an internally or externally recognised company's events, functions or celebrations. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Examples of Corporate Gifts are diaries, table calendars, pens, notepads, plaques, and festive gifts such as hampers, oranges and dates.


**Corruption** means the abuse of entrusted power for private or personal gain.

**Donation or Sponsorship** means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting Non-Governmental Organization (NGOs) and other social causes.

**Facilitation Payment** means a unofficial payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.

**Gratification** means the following:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any 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 nature, whether or not already

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instituted, and including the exercise or the forbearance from the 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 any of the preceding paragraphs (a) to (f).

**Hospitality** means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as the Group's offices, with or without the personal presence of the host. Provision of travel may also be included, as may other services such as provision of guides, attendants and escorts; use of facilities such as a spa, golf course or ski resort with equipment included.


**MACCA** means the Malaysian Anti-Corruption Commission Act 2009 (Act 694).

**Personnel** means all individuals working for the Group at all levels and grades, or directly contracted to the Group on an employment basis, including directors (whether executive, non-executive, independent, non-independent), employees (whether full time, part-time, contract, permanent or temporary) and secondees.

- 4.2 (i) The expression "Group" shall mean the Company and its subsidiaries; or where applicable, the Company or any one of the subsidiaries;
- (ii) Words denoting the singular include the plural and vice versa;
- (ii) Any reference to any statutory provision includes a reference to any modification, extension or re-enactment thereof (whether made before or after the date hereof) for the time being in force and also includes a reference to all by-laws, instruments, orders and regulations for the time being in force made thereunder or deriving therefrom.

## 5. OUR PRINCIPLES

- 5.1 The Group adopts a zero-tolerance approach against all forms of Bribery and Corruption.
- 5.2 Employees who refuse to pay bribes or participate in acts of Corruption will not be penalised even if such refusal may result in losing business, incurring losses or experiencing delay in business operations.
- 5.3 To address these risks, the Group has taken the following steps: -

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- i. implement this Policy and perform regular review and update to this Policy;
- ii. put in place the appropriate controls and measures which are reasonable and proportionate to the nature and size of the Group in order to address any Bribery and Corruption risks arising from weaknesses in the organisation's governance framework, processes and procedures; and
- iii. conduct awareness programme for all Personnel on the Group's position regarding anti-bribery and corruption, integrity and ethics.


## 6. CORRUPTION AND BRIBERY

6.1 All persons or entities that are subject to this Policy shall not, directly or indirectly: -

- i. offer, give or promise to give a bribe or anything which may be viewed as a bribe to secure or award an improper business advantage or in the attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation, either for the intended benefit of the Group or persons involved in the transaction;
- ii. offer, give or promise to give a bribe or anything which may be viewed as a bribe to a government official, agent or representative to facilitate, expedite or reward any action or procedure or in the attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation, either for the intended benefit of the Group or persons involved in the transaction;
- iii. solicit, request or receive a bribe or anything which may be viewed as a bribe from a third party knowing or suspecting that it is offered with the expectation that such third party will obtain a business advantage or that such third party is in the attempt to illicitly influence the decisions or actions of persons or entities that are subject to this Policy; or
- iv. engage in any activity that might lead to a breach of this Policy.

6.2 Corruption and Bribery which may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment, are in all forms prohibited.

6.3 The Group regards Corruption and Bribery as serious offence and shall apply penalties in the event of non-compliance with this Policy. For the Personnel, non-compliance may lead to disciplinary action, including termination of employment or dismissal.

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- 6.4 The Group does not permit Facilitation Payment even when they are customary under the circumstances.

## 7. GIFTS, DONATIONS AND SPONSORSHIPS

- 7.1 Save and except the limited circumstances as stated below, the Personnel are prohibited from, whether directly or indirectly, offering, giving, receiving or soliciting for gifts, which include cash or cash equivalent in the form of gift certificates, loans, commissions, coupons, discounts, vouchers or any other related forms: -


- i. Donation or Sponsorship;
- ii. Corporate Gift not exceeding the monetary value of RM500; or
- iii. gift and Hospitality to be done in an open and transparent manner,

PROVIDED THAT:

- (a) they are customary and lawful under the circumstances;
  - (b) they do not have or they are perceived to have (by either the giver or the receiver), any effect on actions or decisions;
  - (c) there is no expectation of any specific favour or improper advantages from the intended recipients;
  - (d) they are not used as a subterfuge for Bribery or used to circumvent or avoid the prohibition on Bribery;
  - (e) internal and external authorisations have been obtained;
  - (f) they are accurately stated in the Group's accounting books and records;
  - (g) they are not to be used as a means to cover up an undue payment or Bribery; and
  - (h) there must not be any corrupt or criminal intent involved.
- 7.2 If a Business Associate offers a Personnel a gift which falls outside of above, Personnel shall politely decline and explain the rules in force in the Group. It is the responsibility of the Personnel to inform external parties involved in any business dealings with the Group of "No-Gift" policy and to request the external party's understanding to adhere to the said policy.

## 8. FACILITATION PAYMENTS

- 8.1 The Group adopts a strict policy of prohibiting Facilitation Payments in its business.
- 8.2 Personnel shall decline to make the payment and report to the Head of Department (HOD) or Chief Executive Officer (CEO) or Executive Director (ED) immediately when they encounter any requests for a Facilitation Payment.

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8.3 In the event a Facilitation Payment has been made and Personnel is unsure of the nature, the Personnel shall immediately notify the HOD/CEO/ED and the payment shall be recorded accordingly. Personnel must not promise or offer, or agree to give or offer, Facilitation Payments to any party.

8.4 However, there are certain situations or circumstances where Personnel are faced with having to make Facilitation Payments in order to protect life, limb or liberty. In dangerous situations like these, Personnel are allowed to make such payments but such Personnel must immediately report it to HOD/CEO/ED.

## 9. BUSINESS ASSOCIATES

9.1 All Business Associates acting on behalf of the Group are required to comply with this Policy and all other related policies.

9.2 Due diligence should also be carried out with regard to any Business Associates intending to act on the Group's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of Bribery or Corruption in the course of its work with the Group. Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration and documenting the reasons for choosing one particular Business Associate over another. The results of the due diligence process must be documented, retained for at least seven (7) years and produced on request by the custodian of the process.


9.3 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. Additional clauses may also be included for Business Associates acting on behalf of the Group where Corruption or Bribery risk has been identified.

## 10. RESPONSIBILITIES OF PERSONNEL

10.1 The Board and directors of Controlled Organisations shall play the following roles:

- i. promote good corporate governance practices relating to anti-bribery and anti corruption;
- ii. support the implementation and enforcement of this Policy;
- iii. lead by example by complying with this Policy;
- iv. be watchful and alert for signs of possible misconduct or inappropriate behaviour which may relate to Corruption or Bribery;
- v. not condone improper practices and to take stern actions when required; and



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- vi. promote the use of whistleblowing mechanisms within the Group and give assurance on the protection of whistleblowers.

10.2 All of the Personnel are required to carry out the responsibilities and obligations relating to the Group's anti-bribery and corruption stance, alongside those already in existence, which include the following:

- i. be familiar with applicable requirements and directives of this Policy and communicate them to subordinates;
- ii. promptly and accurately (with reasonable details) record all transactions and payments in the Group's books and records ;
- iii. seek clarification from the Human Resource department on any questions on this Policy (if any) or if there is a lack of clarity on the required action in a particular situation;
- iv. always raise suspicious transactions and other "red flags" (indicators of Bribery or Corruption) to immediate superiors for guidance on the next course of action;
- v. be alert to indications or evidence of possible violations of this Policy;
- vi. promptly report violations or suspected violations through appropriate channels;
- vii. attend required anti-bribery and corruption training as required according to position or designation; and
- viii. not misuse their position or the Group's name for personal advantage.

10.3 When dealing with Business Associates, all of the Personnel shall not:

- i. express unexplained or unjustifiable preference for certain parties;
- ii. make any attempt to influence their decisions or actions by offering, promising or conferring advantage;
- iii. exert improper influence to obtain benefits from them; and
- iv. directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

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10.4 During an active or anticipated procurement or tender exercise, save and accept those allowed under Item 7.1 above, any Personnel participating in the exercise in any way whatsoever, shall not:


- i. receive gifts or Hospitality or any kind of benefits from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
- ii. provide anything to any external/third party related to the exercise;
- iii. be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a Business Associate;
- iv. abuse the decision-making and other delegated powers given by the management or the board of directors; and
- v. bypass normal procurement or tender process and procedure.

10.5 When dealing with external parties in a position to make a decision to the Group's benefit (such as a Government official or client), the Personnel shall not:

- i. offer, promise or make any attempt at influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
- ii. be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the Group or any external party;
- iii. abuse the decision-making and other delegated powers given by the management or board of directors in order to illicitly secure an outcome which would be of commercial advantage to themselves and/or to the Group; and
- iv. exert improper influence to obtain personal benefits from them.

## 11. CONFLICT OF INTEREST

11.1 A Conflict of Interest may arise in a situation where an individual is in a position to take advantage of his/her role in the Group for his/ her personal benefit, including the benefit of his/her family and/or friends and/or company or associates. This would undermine


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the duties of good faith, fidelity, diligence and integrity as expected by the Group from its Personnel in the performance of the Personnel's duties and obligations.

- 11.2 All Personnel should avoid situations in which Conflict of Interest may occur, or personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, Group's resources and assets, or information available to them for personal gain or to the Group's disadvantage.
- 11.3. In situations where a Conflict of Interest does occur, Personnel are required to declare the matter to the management or board of directors of the relevant company within the Group.

## **12. REPORT OF POLICY VIOLATION**

- 12.1 Suitable reporting channels shall be established and maintained for receiving information regarding violations of this Policy, and other matters of integrity provided in good faith by the Personnel and/or external parties.
- 12.2 Personnel who, in the course of their activities relating to their employment at the Group, encounter actual or suspected violations of this Policy are required to report their concerns using the reporting channels as follows: -
  - The Whistleblowing Policy can be obtained at <https://hhrq.com.my/corporate-governance/>
  - Emails can be sent to: hhrq@hhrq.com.my
- 12.3 Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.
- 12.4 Retaliation in any form against the Personnel where the person has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Any Personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this Policy shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which the Group may pursue.

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### **13. REVIEW OF THIS POLICY**


- 13.1 The Board or Audit and Risk Committee can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with laws and regulation and / or accommodate organizational changes within the Group. However, the modification made shall be effective after the same is circulated to Personnel in writing or electronically.

### **14. STAFF DECLARATION**

- 14.1 All the Personnel shall certify in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the Personnel's employment. A declaration can be found in Appendix A of this Policy.

*This Policy was approved by the Board of Directors of HHRG Berhad on 8<sup>th</sup> July 2025.*

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## APPENDIX A

### STAFF DECLARATION FORM

I, \_\_\_\_\_, hereby declare that I have read and understood the Group's Anti-Bribery and Corruption Policy ("**Policy**") and the responsibilities required of me in relation to the said Policy.

I will abide by the requirements and provisions set out in the Policy which shall be read together and form part of my employment/service contract with the Group.

I hereby confirm that I will: -

- i. comply with all applicable laws, regulations, and sanctions relating to anti-bribery and anti-corruption including but not limited to the Malaysian Anti-Corruption Commission Act 2009 ("**Act**") or any laws relating thereto;
- ii. not engaged in any activity, practice, or conduct which would constitute an offence under the Act or laws relating thereto;
- iii. take a zero-tolerance approach to bribery and corruption and observe the highest ethical standards in my activities and agree that neither I nor any associated person has offered, promised or accepted any payment or gift to or from any person (directly or indirectly) for the purpose of influencing a decision; and
- iv. maintain and comply with relevant policies and procedures designed to promote and achieve compliance with applicable anti-bribery and anti-corruption laws. I understand that if I am a party to any breach of the Policy during the term of my employment, it could be regarded as a major misconduct on my part which may result in disciplinary actions against me, up to and including a dismissal of my employment

Name : \_\_\_\_\_

NRIC/Passport No. : \_\_\_\_\_

Designation : \_\_\_\_\_

Date : \_\_\_\_\_