

Anti-Bribery and Anti-Corruption Handbook

OSKH-GRM-POL-005-2

25 May 2023



OSK

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Revision History Log

Ver. No	Section	Section Name	Page	Details of Amendments	Effective Date	e-Circular No.
1	All	All	All	Document published	1-Jan-2020	OSKH/GRM/CIR/006
2	All	All	All	Refer to Summary of Change	25-May-2023	OSKH/GRM/CIR/009

Glossary

Term	Description
"AAM"	Refers to OSK Group's Approving Authority Matrix
"ABAC Handbook"	Refers to this Anti-Bribery and Anti-Corruption Handbook
"BOD"	Board of Directors
"Code"	Refers to OSK Group's Code of Conduct and Business Ethics
"employee"	Includes permanent, temporary, contract and part-time employees under OSK Group
"GHR"	Group Human Resources
"GRM"	Group Risk Management
"Head of Division"	Refers to Chief Executive Officers or the Head of respective business / functional divisions under OSK Group
"intern"	Refers to an individual engaged by OSK Group with purpose to gain work experience or practical skills
"MACC Act"	Malaysian Anti-Corruption Commission Act 2009
"OSK Group" / "the Group"	OSK Holdings Berhad and its subsidiaries, collectively
"WB Policy"	Refers to OSK Group's Whistleblowing Policy

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A. OVERVIEW

- 1. Introduction**

 - OSK Group does not tolerate any forms of bribery and corruption. In line with this commitment, OSK Group has developed this Anti-Bribery and Anti-Corruption Handbook (“ABAC Handbook”) to ensure compliance with the applicable anti-bribery and anti-corruption laws and guidelines.
 - This ABAC Handbook contains supplemental information on the relevant OSK Group’s policies, and shall be read with the internal policies and guidelines within OSK Group. Failure to comply may subject to disciplinary and / or legal actions deemed appropriate by OSK Group.
 - Directors and employees must abide by all applicable policies and procedures when conducting business on behalf of the Group.
 - In the event of any uncertainty about whether a real or potential concern has arisen or any queries on this ABAC Handbook, immediate clarification must be consulted from the reporting manager, respective Heads of Division / Department, or Group Risk Management (“GRM”).
- 2. Roles and Responsibilities**

 - In OSK Holdings, anti-bribery and anti-corruption compliance is assisted by GRM. Their role is to assist management and the Board of Directors (“BOD”) to manage corruption and bribery risk.
- 3. Scope**

 - This ABAC Handbook covers the following areas:



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- 4. Reference**
- This ABAC Handbook shall be read in conjunction with the following:
 - Malaysian Anti-Corruption Commission Act 2009 (“MACC Act”) and the Prime Minister’s Department Guidelines on Adequate Procedures pursuant to Subsection (5) of Section 17A under the MACC Act
 - All applicable laws and regulations
 - OSK Group’s Code of Conduct and Business Ethics (“Code”)
 - OSK Group’s Whistleblowing Policy (“WB Policy”)
 - OSK Group’s Fraud Policy
 - OSK Group’s Approving Authority Matrix (“AAM”)
 - Other relevant existing or future policies, operations manuals and / or directives or communication issued by OSK Group from time to time
- 5. Intended Audience**
- The ABAC Handbook shall be applicable to the following:
 - Directors of OSK Group
 - Employees of OSK Group, including permanent, temporary, contract and part-time employees (collectively referred to as “employees”)
 - Interns
 - Third party(ies) performing work or services for or on behalf of OSK Group should comply with the relevant parts of this ABAC Handbook.
 - **“Third party(ies)”** in this ABAC Handbook refers to any individual or organisation performing work or services for or on behalf of OSK Group. This includes (but not limited to) the following:
 - Agents, consultants, or other intermediaries
 - Vendors and service providers
 - Joint venture partners
 - Law firms or legal advisors
 - Contractors and sub-contractors
 - Architects
- 6. Reviews and Notices**
- In the interest of maintaining best practice, this ABAC Handbook shall be reviewed periodically when deemed necessary, or as requested by the management.
 - This ABAC Handbook is circulated to all directors and employees of OSK Group through Group Human Resources (“GHR”). An electronic version of the ABAC Handbook is also available on OSK Group’s intranet and website.
 - If a rule or policy in this ABAC Handbook conflicts with a prevailing and / or applicable law, the law prevails.

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B. POLICIES
B1. Anti-Bribery and Corruption

1. General

- All forms of bribery or corruption are prohibited and will not be tolerated. Any breach of this ABAC Handbook or applicable laws may result in disciplinary and / or legal action being taken.
- Directors and employees must raise any concerns regarding acts of bribery and corruption within OSK Group to the reporting manager, respective Heads of Division / Department or GRM. Alternatively, to report through OSK Group’s whistleblowing channels as prescribed by the WB Policy as follows:
 - Email to Whistleblowing Coordinator via the dedicated email, whistleblowing@oskgroup.com;
 - Email to Chairman of Audit Committee via the dedicated email, acchairman@oskgroup.com; or
 - Post to Whistleblowing Coordinator at the following address:

Attn: Whistleblowing Coordinator
 OSK Holdings Berhad,
 Level 11, Plaza OSK, Jalan Ampang,
 50450 Kuala Lumpur, Malaysia.

- Contact the Whistleblowing Coordinator directly through the dedicated hotline number at 03-2161 0662.

2. Whistleblowing

- OSK Group is committed to provide an avenue for all employees and members of the public to raise concerns about any suspected and / or known improper conduct that they may observe occurring within the Group.
- All reported concerns will be treated confidentially and are to be kept protected against any unauthorised use and access, except where it is permitted under applicable laws.

Note:
 Further details on whistleblowing are set out in the [WB Policy](#).

3. Bribery and Corruption

- Customers and third parties shall take practical measures to prevent corrupt practices in their dealings with the company as their actions could affect OSK Group legally and tarnish the Group’s reputation.
- “**Corruption**” is 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 to improperly influence the action of another party.
- “**Bribery**” is the offering, promising, giving, demanding or accepting of an advantage or any gratification as an inducement for an action or a reward, which is illegal and unethical.

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- Bribery in the form of gifts in-kind may comprise of money, job position or placement, discount offers, services, votes, wages, loans, and other forms of payment.
- 4. Facilitation Payment**
- Facilitation payments fall within the interpretation of gratification under the MACC Act, and therefore constitute an offense.
 - Employees shall raise any suspicions, concerns or queries regarding a payment made on behalf of OSK Group or improper business practices to the reporting manager, respective Heads of Division / Department, GRM or opt to invoke the WB Policy.
 - If any employee and / or director receive a demand for facilitation payment, he / she must immediately report the incidence to the reporting manager, respective Heads of Division / Department or GRM with a summary of the incident or allegation.
- 5. Charitable Contribution / Sponsorship**
- Any sponsorships or contributions for charitable purpose made on behalf of OSK Group must be reviewed and approved in accordance with OSK Group's AAM.
 - All sponsorships or contributions shall be documented with complete information including name of recipient, purpose, and other necessary disclosures by the persons involved in managing, arranging, and receiving the contribution.
 - Evaluation of beneficiary and the purpose of the contribution should also be done to ensure the contribution / programme meets its intended objectives. This is to be conducted through proper due diligence procedures.

Note:
Further details are set out in the [Code](#) and approving authority limit is as set out in the AAM.

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B. POLICIES

B2. Dealing with Third Parties

1. General

- All employees must ensure that all dealings with third parties are carried out consistently with values and principles of the Code, and in compliance with the applicable laws and regulations relating to bribery, corruption and fraud.
- OSK Group expects all third parties acting for or on its behalf to have an acceptable standard of integrity in the conduct of their business.
- OSK Group expects its employees to use good judgment and common sense in assessing the integrity and ethical business practices of third parties and therefore, has provided the below as a guideline.

2. Dealing with Third Parties

- To ensure third parties share OSK Group’s standards of integrity, it is the responsibility of employees to:
 - undertake appropriate due diligence to assess the integrity of the prospective business counterparties including contractors and vendors. The due diligence assessment should also include checks into the background of the prospective business counterparties so as to rule out any risk of elements of corruption; and
 - ensure all third parties are made aware of and understand this ABAC Handbook by executing the Third Party Declaration

Note:
Refer to Appendix I for Third Party Declaration clause.

- In the event any concern(s) arise from the due diligence assessment, employees must conduct further investigation and / or address these concerns sufficiently before engagement.
- In the event that any business counterparties commit bribery or attempt to commit bribery, or act in a manner which is inconsistent with this ABAC Handbook, OSK Group reserves the right to terminate their services.

3. Dealing with Government or Public Bodies

- Caution must be exercised when dealing with officers of any public body as it is an offence for any employee and / or director to offer and for such officers to accept any gratification as an inducement or reward in any transaction with them.

4. Recruitment of Employees

- OSK Group will conduct proper background checks to ensure that the potential employee has not been convicted in any corruption and / or bribery cases.

Note:

The guidelines and procedures on the recruitment functions are elaborated in Recruitment Operations Manual. For further details, refer to GHR or the respective Human Resources personnel.

End

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B. POLICIES
B3. Gifts, Hospitality and Donations

1. General

- As set out in the Code, a conflict of interest exists when the personal interest of a director or an employee conflict in any way with the interests of the Group. This ABAC Handbook prohibits excessive or inappropriate gifts and acts of hospitality to or from third parties.
- As a general guide, directors and employees shall decline excessive or inappropriate gifts or acts of hospitality that may:
 - place them in conflict of interest;
 - influence or be perceived to influence business decisions on behalf of the company;
 - create an impression that the company is trying to obtain favourable business advantage / treatment;
 - likely to compromise personal or professional integrity; or
 - in breach of any applicable laws on bribery and corruption.
- Directors and employees must comply with the policies set out in this ABAC Handbook and the Code, and maintain expenses within the limits of entitlement.

Note:
OSK Group encourages directors and employees to practice good judgment and discretion before accepting gifts and acts of hospitality offered or provided by customers and / or third parties.

- If in doubt whether it is appropriate to receive any gifts or hospitality offered, directors and employees shall consult the respective Heads of Division / Department or GHR for advice.

2. Gifts and Hospitality

- Directors and / or employees shall refrain from giving and receiving:
 - Any gift of cash or cash equivalent, including but not limited to vouchers, discounts, coupons and shares;
 - Gifts or hospitality related to parties engaged in or related to a transaction or a tender involving the company; and
 - Gifts or hospitality that give a direct / indirect impression, suggestion or understanding that some favourable outcome is expected for the company
- However, gifts or hospitality on account of celebrations, customary gift exchanged during festive seasons, occasional business meals or gifts at corporate social events, which are not excessive and do not in any way influence or be perceived to influence the business decisions, are allowed. Such gifts or hospitality need to be reported immediately to the supervising officer as well as copied to the Head of Division/Department and the GRM.

3. Donations

- Acts of donations offered to or received from any sources or third parties as part of business operations are not encouraged.

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B. POLICIES

B4. Governance

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|----------------------------|---|
| 1. General | <ul style="list-style-type: none"> • GRM is responsible to oversee and manage corruption risk through the Anti-Bribery and Anti-Corruption Programme. |
| 2. Reporting | <ul style="list-style-type: none"> • Risk Assessment Reports are to be submitted to BOD. • Risk assessment for corruption is included under the Compliance Risks and Internal Fraud Risks. |
| 3. Audit and Review | <ul style="list-style-type: none"> • Anti-bribery and anti-corruption governance review is to be performed by Group Internal Audit periodically. |
| 4. Record Keeping | <ul style="list-style-type: none"> • All anti-bribery or anti-corruption documents shall be monitored by GRM. • Documents must be complete, accurate and shall be properly filed or categorised in the following manner: <ul style="list-style-type: none"> ○ all anti-bribery and anti-corruption related policies and procedures; ○ training materials and attendance lists; ○ minutes of meetings; and ○ conflicts of interest declarations • All physical and digital files are to be stored safely for a duration of a minimum of seven (7) years. This is subject to changes and reviews based on prevailing rules and regulations. |

End

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C. APPENDIX

Appendix I: Third Party Declaration

Declaration by third party:

"We are fully aware that OSK Group of Companies ("OSK") is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates to counter bribery and corruption. As such, we shall not offer, give, solicit or accept any bribe or form of bribe during the course of our engagement or engage in any transaction that contravene the Malaysian Anti-Corruption Commission Act 2009, any applicable anti-bribery or anti-corruption legislation, by-laws, rules and regulations ("MACC laws") as may be imposed by the relevant authorities and/or internal policies.

In the event that we are aware or suspect any person in OSK who had/may be in breach of the MACC laws as may be imposed by the relevant authorities and/or internal policies, we shall inform OSK immediately through the whistleblowing channel at 03 2161 0662 or whistleblowing@oskgroup.com.

In the event we are in breach of the MACC laws as may be imposed by the relevant authorities and/or internal policies, we understand that OSK shall take the necessary actions against us and we shall fully indemnify OSK against any claims, fines, losses and/or damages suffered by OSK arising from and out of our breach herein."

OSK Holdings Berhad

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