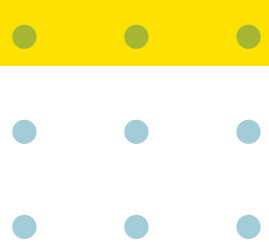


SOUTHERN LION SDN BHD'S ANTI-BRIBERY AND CORRUPTION POLICY

1. Anti-Bribery and Corruption Policy

- a) Bribery and corruption in all forms as they relate to SOUTHERN LION'S activities are prohibited.
- b) Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. SOUTHERN LION'S personnel and its business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of SOUTHERN LION or the persons involved in the transaction.
- c) The Anti-Bribery and Corruption Policy applies equally to its business dealings with commercial ('private sector') and Government ('public sector') entities. Even the possible appearance of bribery and corruption is to be avoided, in particular when dealing with Government officials.
- d) SOUTHERN LION is committed to conducting its business ethically and in compliance with applicable anti-bribery and corruption laws and regulations in country(s) where it does business directly. The Anti-Bribery and Corruption Policy therefore applies to such country(s), without exception and without regard to regional customs, local practices or competitive conditions.
- e) SOUTHERN LION shall conduct regular risk assessments to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.
- f) No Personnel or external party will suffer demotion, penalty or other adverse consequences in retaliation to refusing to pay or receive bribes, or participate in other illicit behaviour, even if such refusal may result in SOUTHERN LION losing business or experiencing a delay in operations.
- g) Personnel who, in the course of their activities relating to their employment at SOUTHERN LION, encounter actual or suspected violations of this Policy are required to report their concerns using the available reporting channels. Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner without incurring fear of reprisal regardless of the outcome of any investigation.
- h) Retaliation in any form against personnel where the person has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Any SOUTHERN LION'S personnel found to have deliberately acted against the interests of any 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 SOUTHERN LION may pursue. The same policy applies to external parties who have reported a violation or possible violation of this policy.

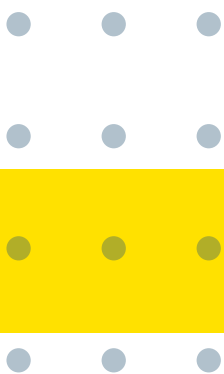


Sanctions for Non-Compliance

- a) SOUTHERN LION regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this Policy. For Personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.
- b) Bribery and corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment. SOUTHERN LION'S personnel and its business associates shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of SOUTHERN LION or the persons involved in the transaction.

Monitoring and Continuous Improvement

- a) SOUTHERN LION is committed to continuously improve the operations and effectiveness of its anti-bribery and anti-corruption initiatives.
- b) SOUTHERN LION shall monitor its operating environment, identify changes in corruption risk, and seek opportunities for improving the anti-corruption initiatives.
- c) SOUTHERN LION endeavours to impact the business environment where it operates. This includes supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.



2. Conflict of Interest Policy

Definition of “Conflict of Interest”

Conflicts of interest arise where a Company’s employee has an involvement such as a family relationship, company shareholding or employment position which brings their personal interests into conflict with the best interests of SOUTHERN LION.

Definition of “Conflict of Interest”

- a) All personnel are required to declare any conflict of interest, actual or potential, as soon as they become aware of it.
- b) Conflicts are to be declared to the personnel’s immediate manager, who shall report the matter to the management of the Company immediately.
- c) Where personnel have a conflict of interest, the person shall withdraw from the related decision-making procedure and exert no influence on such decision making.
- d) The HR Manager shall make a record of disclosed conflicts of interest for future reference.
- e) As per sections 221 and 222 of the Companies Act 2016, directors are required to make a formal statement to the board in the event that they hold an interest in a party related to a contract with SOUTHERN LION. They must withdraw from the decision-making process and exert no influence on such decision making
- f) Prospective personnel are requested to disclose any conflicts of interest with SOUTHERN LION during the hiring process.

3. Policy on Receiving and Giving Gifts and Hospitality

Receiving Gifts

- a) Personnel are prohibited from directly or indirectly, receiving any gifts, kickbacks or guarantees in any form that may compromise their judgement and decision making.
- b) Any gift offered by an external party that is of significant value should be politely declined and returned without offending or disrupting the business relations with the party, with the explanation that acceptance of the gift is not permitted under SOUTHERN LION's policy. Any gift which cannot be returned must be declared to the Managing Director.
- c) Only the following may be received by personnel:
 - i) **Corporate gifts** such as diaries, pens, calendars and notebooks. Any corporate gifts received shall be declared to Head of Department and upwards.
 - ii) **Items** given equally to all participants during official functions such as a door gift, provided that the items are of insignificant value.
 - iii) **Festive hampers and other perishable goods.** Such items must be delivered to the office and distributed amongst the recipient's team. The donor organisation should not be disclosed if at all possible.
 - iv) **Gifts given at an official event** where refusal would be offensive, e.g. for presenting at a conference, or where the donor is very insistent. Such gifts must be declared to the recipient's manager, who will decide whether the gift can be retained by the recipient or kept by SOUTHERN LION.
- d) Under no circumstances may any Personnel accept gifts in the form of cash or cash equivalent or in any other form, including but not limited to:
 - i) Cash, commission, cheques, loans, credits cards in any currency, lottery tickets, coupons or gift vouchers of any kind;
 - ii) Shares/equity interest in any registered company;
 - iii) Personal discounts or perks not offered generally;
 - iv) Awards or prizes;
 - iv) Trade point cards of any retailer; and/or
 - iv) All other gifts from external providers which might be perceived to influence the behaviour of the recipient.
- e) Family members of personnel are strictly prohibited from receiving gifts from any external providers having financial dealings with SOUTHERN LION, where the provision of the gift may influence the actions of the personnel in the course of performing their duties with SOUTHERN LION.

Giving Gifts

- a) Personnel are expected to exercise good judgement when offering gifts to external parties. Gifts should not be excessively extravagant, and must not be given with corrupt intent. Gifts should be given openly and transparently, and feature company branding where possible.
- b) Giving of gifts should not be done frequently and/or during specific time periods, such as during tenders or contract negotiations, to ensure that no influence is exerted on the decision-making process.
- c) Gifts of a value of >RM100 must be pre-approved by the Managing Director.

Giving and Receiving Hospitality

- a) The practice of giving and receiving reasonable and proportionate hospitality is regarded as a normal business activity. Hospitality may take many forms, but generally it consists of **meals, travel or transportation, accommodation and recreation**.
- b) Hospitality given or received by personnel who have interactions with external parties as part of their role should be clearly related to the business between both parties. It should not be received or given so frequently that questions might be raised on the intentions or integrity of the giver or receiver, and not be so lavish as to indicate that corrupt intent is involved.
- c) Personnel are absolutely prohibited from either paying for or participating in any activities that might bring SOUTHERN LION into disrepute. Such activities include lavish or immoral entertainment activities such as gambling, hostess entertainment, karaoke with the presence of guest relations officers or their equivalent, massages, unregulated violent sports, illicit drugs and intoxication by alcohol.
- c) Personnel are free to accept hospitality from friends and relatives, provided the hospitality does not influence their actions in any way in the course of performing their duties with SOUTHERN LION. If hospitality provided influences (or appears to influence) the actions of the person, the person should discuss the matter with her/his supervisor and if necessary, make a conflict of interest declaration.

Government Officials

In the event that personnel are hosting Government officials, care must be taken to ensure that the hospitality provided is reasonable and proportionate and does not generate a sense of obligation towards SOUTHERN LION.

Violations

Non-compliance to this policy will be considered as major misconduct and the personnel involved will be subjected to disciplinary action, which may include dismissal. The offence may also be escalated to the relevant enforcement authorities for further action

4. Policy on Donations, Sponsorships and Political Donations

Donations

- a) SOUTHERN LION takes its responsibility to the wider community seriously and provides both financial and non-financial support for recognized causes. However, such donations and benefits may be misused by certain parties as a subterfuge for corruption
- b) Requests for donations and sponsorships should be subject to a simple due diligence check using a web search to ensure the legitimacy of the recipient organization.
- c) SOUTHERN LION does not make financial or in-kind contributions to political parties, political party officials or candidates for political office. Use of COMPANY facilities, equipment and resources by political parties for any political campaign or political party function is not permitted.

OR:

- d) Political donations may only be made by the top management/business owner. Donations must be made to the official bank account of the party and a receipt retained. Provision of non-financial support such as venues, vehicles, sound equipment etc. at SOUTHERN LION'S expense should not be used to influence political decisions and are to be recorded for future reference.

5. Policy on Facilitation Payment

- a) A “**facilitation payment**” is defined as a payment or other provisions made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function. Although such payments are customary under certain circumstances, the laws of many countries, including Malaysia, prohibit it.
- b) SOUTHERN LION has a zero tolerance policy for the use of facilitation payments in relation to its business operations. This policy prohibits the use of such facilitation payments by either SOUTHERN LION'S personnel or business associates acting on behalf of SOUTHERN LION.
- c) Personnel are expected to notify the Head of Corporate Planning or Head of Human Resource when they encounter any request for a facilitation payment. In addition, if a payment has been made and personnel are unsure of the nature, the Head of Corporate Planning or Head of Human Resource must be notified immediately, and the payment will be recorded accordingly.
- d) Resource must be notified immediately, and the payment will be recorded accordingly.
 - d) Only in the event that a personnel's security is at stake are they permitted to make the payment. The personnel must immediately report the incident to their supervisor to record the details and keep the record of what was spent.

6. Policy on Financial Control

- a) SOUTHERN LION requires the necessary financial controls in order to ensure its financial transactions are properly processed and recorded to prevent the occurrence of bribery and corruption.
- b) SOUTHERN LION requires the separation of duties, so that the same person cannot both initiate and approve a payment.
- c) SOUTHERN LION requires tiered levels of authority for payment approval. In practice, this means that larger transactions require more senior management approval.
- d) Cash is often used as a vehicle for bribery and corruption due to the difficulty of tracking when and how it is employed. Therefore, SOUTHERN LION requires that the use of cash in daily operations is restricted to the minimum, with a full record of receipts maintained for all cash payments.
- e) In general, Personnel reimbursements for expenditure on behalf SOUTHERN LION shall only be made on the basis of official receipts. Handwritten receipts are to be avoided wherever possible.
- f) SOUTHERN LION shall carry out periodic financial audits at regular intervals. The reviews shall be carried out by an independent person or organisation, as per the requirements of the Companies Commission of Malaysia (SSM).

7. Policy on Non-Financial Control

- a) Non-financial controls are the management system and process implemented by the Company to help it ensure that the procurement, operational, commercial and other non-financial aspects of its activities are being properly managed.
- b) SOUTHERN LION is committed to implementing the necessary non-financial controls to mitigate any corruption risks that may arise through the procurement process.
- c) Where possible and reasonable, SOUTHERN LION should award contracts through a competitive process, on the basis of the best value for money.
- d) SOUTHERN LION holds a policy of separation of duties, such that wherever practical, the operational personnel/departments ordering goods and services are kept separate from personnel/departments conducting procurement and/or making payment.

8. Policy on Document Control and Record Keeping

- a) It is important for SOUTHERN LION to maintain records on the controls used for the adequate procedures.
- b) Policies and procedures should be stored in a secure location with restricted access to making changes.
- c) Records arising from the procedures (i.e. due diligence checks, conflicts of interest declarations, etc.) must be kept in a safe place, and backed up regularly.

9. Policy on Review, Monitoring and Enforcing the Anti-Corruption Initiatives

- a) The Managing Director will ensure that regular reviews are conducted to assess the performance, efficiency and effectiveness of the anti-corruption programme, and ensure the programme is enforced. The reviews will form the basis of any efforts to improve the existing anti-corruption controls in place in the organisation.
- b) For this purpose, SOUTHERN LION is committed to:
 - i) plan, establish, implement and maintain a corruption risk-based monitoring programme, which covers the scope, frequency, and methods for review;
 - ii) identify and resource competent person(s) to perform an internal audit, in relation to the organisation's anti-corruption measures;
 - iii) conduct continual evaluations and improvements on the organisation's policies and procedures in relation to corruption;
 - iv) consider an external audit by a qualified and independent third party at least once every three years to obtain assurance that the organisation is operating in compliance with its policies and procedures in relation to corruption
 - v) monitor the performance of Personnel in relation to any anti-corruption policies and procedures to ensure their understanding and compliance with the organisation's stance in their respective roles and functions; and
 - vi) conduct disciplinary proceedings against Personnel found to be non-compliant to the programme.
- c) The results of reviews and audits shall be reported to the top management for consideration and implementation of recommendations.

10. Training Policy

- a) SOUTHERN LION shall conduct adequate training to ensure all Personnel exposed to bribery and corruption risk are aware of SOUTHERN LION's policies and procedures set out to establish the anti-corruption programme.
- b) Where relevant, training may also be provided for business associates which may expose SOUTHERN LION to corruption risk such as agents, intermediaries and others acting on behalf SOUTHERN LION.
- c) Vendor/supplier/contractors procuring goods and services to SOUTHERN LION may also receive training if deemed appropriate.
- d) Training for Personnel considered to be in high-risk positions should be done at least once a year, with a record kept of training provided and attendance. Training should be tailored to the role and include examples of likely corruption scenarios.

11. Policy on Non-Financial Control

- a) The Managing Director will ensure that communications are conducted both internally and externally regarding the anti-corruption programme.
- b) Communications will include information on key policies and procedures, including anti-bribery and corruption policy; conflicts of interest; gifts and hospitality, facilitation payments; reporting channel.
- c) Communication channels may include personal briefings, email, Internet/intranet, face-to-face briefings.