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RAMSSOL GROUP SDN BHD

ANTI-CORRUPTION COMPLIANCE PROGRAMME

1. PURPOSE AND SCOPE

The purpose of this document is to describe the different elements comprising the anti-corruption programme to which Ramssol Group Sdn Bhd (“RAMSSOL” or “the Company”) and its subsidiaries (the “Group” or “RAMSSOL Group”) must adhere to. This document also contains a high-level assessment of RAMSSOL’s exposure to corruption risks and how the anti-corruption programme has been designed to mitigate RAMSSOL’s exposure to such risks.

2. GROUP STRUCTURE AND ACTIVITIES

Group Overview and Key Activities

RAMSSOL as one of ASEAN’s leading human resources management solution group with operations in Malaysia, Singapore, Thailand, Vietnam and Indonesia. RAMSSOL Group provides an extensive range of consulting services to enterprises, with a keen understanding of the unique needs of the region’s different market requirements.

The services offered by RAMSSOL comprises implementation, deployment, maintenance and enhancement of Oracle HCM and campus applications, hassle-free employee engagement solutions, and single platform synergy.

Geographical Presence

RAMSSOL have four regional offices in Singapore, Thailand, Vietnam and Indonesia pioneering the conventional Human Capital Management while modernizing human resources for better employee engagement and experience.

3. POTENTIAL RISK OF CORRUPTION IN THE TECHNOLOGIES INDUSTRIES

Corruption risk is one of the leading obstacles to technology industry. In recent years, the risks of exposure to financial crime in technology industry have increased as business evolved and technology advances.

Companies in this industry are looking to stay at the forefront of developments to stay relevant by introducing wider range of products. Stiff competition in the industry has caused rivals to look at ways to gain a larger slice of the cake by offering good discounts, rebates or incentives.

The risks of exposure to financial crime in technology industry have increased as business evolved and technology advances. The technology industry consists of multiple big corporations, high-value products, contracts and multiple vendors. This environment creates evolving opportunities for parties to exploit and manipulate the processes of transaction making. The substantial amount of contract creates multiple points of potential vulnerability to incidents of bribery of public officials and other corruption risks.



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Substantial rewards or financial demands at the other end have increased the risk of corruption – or other types of business crime. Gratitude or kickbacks in monetary or non-monetary offered or received in sealing a deal or enabling a deal to be closed are also common in the industry. Over the years it has been evident that increasing corruption risk has been seen in various MNCs in different scenarios and caused substantial damages to the corporations in financial or reputation aspects.

4. REGULATORY & CONTRACTUAL OBLIGATIONS

Corporate Governance

The Board is cognizant of the importance of the various dimensions of good corporate governance culture and in this regard, strives to ensure equal attention is paid to the principles and practices of Malaysian Code on Corporate Governance 2017 (“MCCG 2017”) such that the Intended Outcomes are achieved, after taking into account the business environment, culture and needs of RAMSSOL Group. While there is departure of certain practices of the Company from MCCG 2017, the Board is satisfied that the corporate governance infrastructure of the Company is in line with the Intended Outcomes of MCCG 2017. The Board is of the view that the Company has in all material aspects satisfactorily complied with the principles and practices set out in MCCG 2017.

Anti-Corruption Legislation

RAMSSOL adopts a zero-tolerance policy against all forms of bribery and corruption. RAMSSOL’s Anti-Corruption Policies and Procedures (“ACPP” or “the Policy”) will provide guidance to employees on how to deal with any improper solicitation, bribery and other corrupt activities and issues that may arise in the course of doing business.

The Policy addresses RAMSSOL’s general principles and standards on anti-corruption and maintenance of business documentation and financial records. The policy is aligned with the Guidelines on Adequate Procedures pursuant to subsection (5) of section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Act 694) (“MACC Act 2009”), as stated in the Malaysian Anti-Corruption Commission (Amendment) Act 2018 (“MACC Amendment Act 2018”). The provision of section 17A under MACC Act 2009 establishes the principle of a corporate liability (criminal liability) for corrupt practices of its employees and/ or any person(s) associated with the organisation in cases where such corrupt practices are carried out for the organisation’s benefit or advantage.

Bribery means giving, offering or receiving an undue reward with the intention of influencing the behaviour of someone in order to obtain or retain a commercial advantage. It is the abuse of entrusted power for private gain.



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Corruption and bribery can take many forms, including but not limited to the following:

- Facilitation payment
- Kickbacks
- Gifts
- Corporate Hospitality
- Entertainment
- Political Donation
- Charitable Contribution
- Any Other Form of Unorthodox Payment

5. HIGH LEVEL CORRUPTION RISK ASSESSMENT

The areas of RAMSSOL's operating activities through which it is exposed to the risk of corruption as a Group are reviewed in June 2020. The following table provides a list of high-level risk areas that have been identified as at 30 June 2020 and specifies whether the corruption risk described is applicable down to the enterprise level (although consequences of risk materialising are not necessarily isolated to that level).

No.	Stakeholder	Corruption Risk	Risk Rating
R1	Government	Provision of Gratification/ Bribes/ Payment/ Contract in favour of a Government Official in order to Secure, Retain or Influence an Improper Business Decision /Action (including resolving non-compliance)	Low
R2	Government	Improper Business Decision/Action in Favour of Government Official/Organisation in Exchange for Private Gratification/ Kickback/ Benefit	Low
R3	Vendor	Improper Business Decision/Action in Favour of Vendor in Exchange for Private Gratification/ Bribe/ Gift/ Favour	Low
R4	Vendor	Provision of gratification/ facilitation payment/ gifts in favour of vendors in exchange for preferential/exclusive rights/goods/services	Low
R5	Customer	Provision of Gratification/ Facilitation Payment/ Corporate Hospitality in favour of a Customer Representative In Order to Secure, Retain or Influence an Improper Business Decision/ Action	Low
R6	Customer	Improper Decision/ Action in Favour of Customer/ Customer Representative in Exchange for Private Gratification/ Kickback/ Benefit	Low



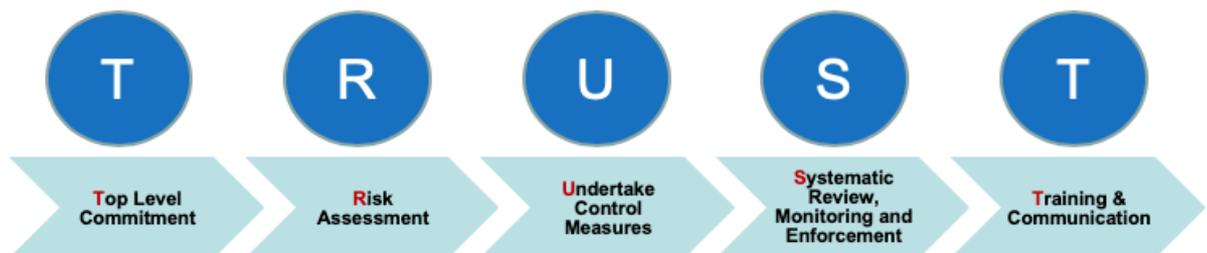
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No.	Stakeholder	Corruption Risk	Risk Rating
R7	Employee	Decision/ action/ adjustment negatively affecting the Company (either financial information, financial reporting, or assets of the Company) in order to misappropriate assets/ extract personal benefits/ undertake improper acts	Low
R8	Political Party	Provision of bribes/gifts/donations/ contributions to politician/political in order to secure benefit/ contract/ sales for the Company	Low
R9	Agent/ Associate/ Affiliate	Provision of bribe/kickback/gratification to agent/partners/associate/affiliate in exchange for preferential treatment/ rights/ contract	Low
R10	Agent/ Associate/ Affiliate	Improper preferential treatment/business decision/action in favour of partners/agents/affiliates in exchange for private gratification/facilitation payment/bribes/gifts/favours / etc	Low

6. RAMSSOL's ANTI-CORRUPTION COMPLIANCE PROGRAMME

RAMSSOL as part of its defence as a Group against the corporate liability provisions as set out in Section 17A of Malaysian Anti-Corruption Commission Act 2009 (Act 694) has adopted the TRUST Framework as part of its Adequate Procedures to prevent the occurrence of corrupt practices in relation to the Group's business activities and to prevent persons associated with the Group from engaging in corrupt act or conduct. TRUST Framework as promulgated by the Malaysia's Prime Minister's Department as the framework to be implemented under the above statutory provision, which have been formed on the basis of five principles can be used as reference points for anti-corruption policies, procedures and controls. The framework provided are designed to be principle-based and for general application by any commercial organisation of any size and industry and are not intended to be prescriptive and it should not be assumed that "one-size fits-all". The framework should be applied practically, in proportion to the scale, nature, industry, risk and complexity of the organisation.





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The general principles and policies adopted, which forms the basis of RAMSSOL's compliance programme, are set out below:

CONTROL ENVIRONMENT

i. Top Level Commitment

RAMSSOL top management will be primarily responsible for ensuring that RAMSSOL practices the highest level of integrity and ethics, complies fully with applicable laws and regulatory requirements on anti-corruption and effectively manages key corruption risks of the Company and its subsidiary companies

RAMSSOL top management shall provide assurance to its internal and external stakeholders that RAMSSOL and its subsidiaries are operating in compliance with its policies and any applicable regulatory requirements. This may include establishing the Company's "tone from the top" (i.e. the Company's general stance against the use of corrupt practices in relation to its business activities) and spearheading the Group's efforts to improve upon the effectiveness of its anti-corruption framework, internal control system, and its training and communication activities.

ii. Risk Assessment

Corruption Risk Assessment ("CRA") should form the basis of anti-corruption efforts of RAMSSOL as a group. As such, RAMSSOL shall conduct CRA periodically and when there is a change in law or business environment to identify, analyse, assess and prioritise the internal and external corruption risks of the Company and its subsidiary companies. This risk assessment shall be used to establish appropriate processes, systems and controls approved by the Management to mitigate any specific corruption risks RAMSSOL as a Group is exposed to.

For this purpose, it is recommended that a CRA is undertaken once annually, with intermittent assessment conducted as and when necessary. Such assessment should consider the following:

- a) opportunities for corruption and fraud activities due to weaknesses in the Company's governance framework and internal systems/procedures;
- b) financial transactions that may be conduits for corrupt payments;
- c) business activities or sectors that pose a higher corruption risk;
- d) non-compliance of external parties acting on behalf of RAMSSOL and its subsidiary companies in respect of matters related to anti-corruption. (Note that given the wide definition of an associated person, RAMSSOL can be liable for the acts of such third parties); and



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- e) relationships with third parties in its supply chain (e.g. agents, vendors, contractors, and suppliers) which are likely to expose RAMSSOL and its subsidiary companies to corruption.

The CRA of RAMSSOL as a group can be done on a stand-alone basis. Nevertheless, results of the CRA can be incorporated into RAMSSOL Group's Key Risk Profile.

iii. Undertake Control Measures

RAMSSOL has put in place the appropriate controls and contingency measures which are reasonable and proportionate to the nature and size of RAMSSOL as a group in order to address any corruption risk arising from weaknesses in RAMSSOL Group's governance framework, processes and procedures. These should include the following:

- a) Due diligence

RAMSSOL and its subsidiary companies have established key considerations or criteria for conducting due diligence on any relevant parties or personnel (such as employees, agents, vendors, contractors, suppliers and consultants etc.) prior to entering into any formal relationships. Methods available include background checks on the person or entity, a document verification process, or conducting interviews with person to be appointed to a key role where corruption risk has been identified.

- b) Reporting channel

RAMSSOL has established an accessible and confidential trusted reporting channel (whistleblowing channel), which may be used anonymously, for internal and external parties to raise concerns in relation to real or suspected corruption incidents or inadequacies of the anti-corruption programme. As alternate reporting channel, the reporting channel can be as simple as a dedicated email address that:

- encourage persons to report, in good faith, any suspected, attempted or actual corruption incidents;
- provide a secure information management system to ensure the confidentiality of the whistleblower's identity and the information reported; and
- prohibit retaliation against those making reports in good faith.

Furthermore, RAMSSOL has established the following as part of its Adequate Procedures and its anti-corruption initiatives:

- anti-corruption policies and procedures
- anti-corruption policy statement;
- conflicts of interest declaration;
- enhanced code of conduct;
- policy on gifts, entertainment, hospitality and travel;



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- policy on donations and sponsorships, including political donations;
- policy on facilitation payments;
- financial controls, such as separation of duties and approving authority or multiple signatories for transaction approval;
- non-financial controls, such as a separation of duties and approving powers or pre-qualification and pre-tender approval;
- managing and improving upon any inadequacies in the anti-corruption monitoring framework and its internal control system; and
- record keeping policies for managing documentation related to the Adequate Procedures.

In this connection with this compliance programme, the above anti-corruption initiatives shall be:

- endorsed by top level management;
- kept up-to-date;
- made public and/or available to all stakeholders; and
- suitable for use as and where relevant.

iv. Systematic Review, Monitoring And Enforcement

RAMSSOL top management shall ensure that regular reviews are conducted to assess the performance, efficiency and effectiveness of RAMSSOL Group's anti-corruption programme, and ensure the programme is enforced. Such reviews may take the form of an internal audit, or an audit carried out by an external party. The reviews should form the basis of any efforts to improve the existing anti-corruption processes and controls in RAMSSOL. For this purpose, RAMSSOL shall consider the following:

- a) plan, establish, implement and maintain a monitoring programme, which covers the scope, frequency, and methods for review;
- b) identify the competent person(s) and/or establish a compliance function to perform an internal audit, in relation to RAMSSOL's anti-corruption measures;
- c) conduct continual evaluations and improvements on RAMSSOL's policies and procedures in relation to anti-corruption;
- d) consider an internal audit by a qualified and independent third party at least once (1) every three (3) years to obtain assurance that RAMSSOL is operating in compliance with its anti-corruption policies and procedures;
- e) monitor the performance of personnel in relation to compliance with any anti-corruption policies and procedures to ensure consistent understanding and compliance with RAMSSOL's stance in their respective roles and functions; and
- f) conduct disciplinary proceedings against personnel found to be non-compliant with the anti-corruption programme.



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v. Training and Communication

RAMSSOL shall develop and disseminate internal and external training and communications relevant to its anti-corruption process, in proportion to its operation, covering the following areas:

- a) policy;
- b) training;
- c) reporting channel; and
- d) consequences of non-compliance.

Communication of Policies

RAMSSOL's anti-corruption policies and procedures should be made publicly available, and should also be appropriately communicated to all stakeholders, including personnel and business associates.

When planning on strategies for communicating RAMSSOL's position on anti-corruption, RAMSSOL shall take into account the key points to be communicated, to parties they should be communicated to, how they will be communicated, and the timeframe for conducting such communication. The Company shall also consider the languages in the materials that will be communicated in.

The communication of RAMSSOL's anti-corruption policies and procedures may be conducted in a variety of formats and mediums. These may include, but not limited to:

- a) messages on the intranet or website;
- b) emails, newsletters, posters;
- c) code of conduct and employee's handbooks;
- d) video seminars or messages; and
- e) town-hall sessions.

Training

RAMSSOL shall provide its employees and business associates with adequate training to ensure their thorough understanding of RAMSSOL's anti-corruption position, especially in relation to their role within or outside RAMSSOL Group.

The training may be conducted in a variety of formats, including but not limited to:

- a) induction programs featuring anti-corruption elements;
- b) role-specific training, which is tailored to corruption risks the position is exposed to;
- c) corporate training programs, seminars, videos and in-house courses;
- d) intranet or web-based programs;
- e) town hall sessions;
- f) retreats; and
- g) outreach programs.