



**GENTING**

**BERHAD**

**Anti-Bribery and Corruption  
System Manual**

**June 2020**



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## Policy Statement

The Genting Group is committed to conducting its business professionally, ethically and with the highest standard of integrity. The Group practices a **zero-tolerance approach** against all forms of bribery and corruption, and upholds all applicable laws in relation to anti-bribery and corruption.

## 1. General

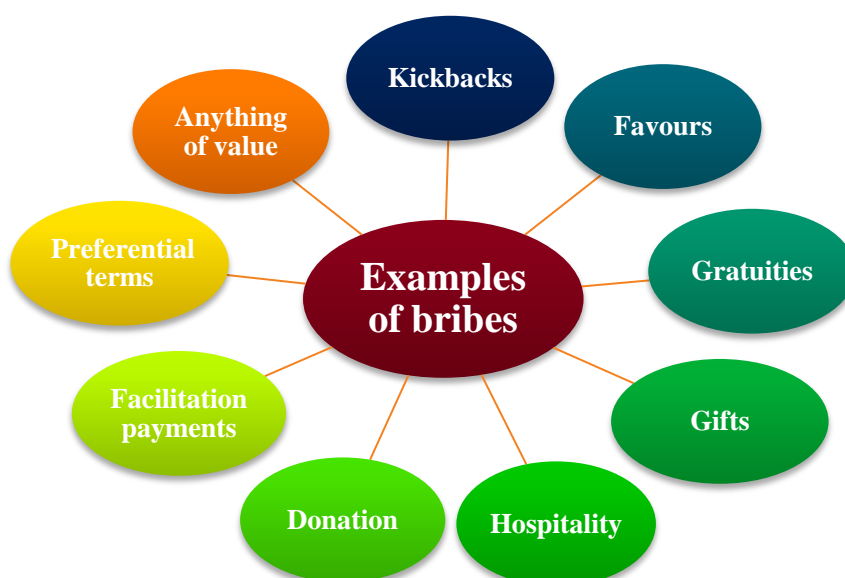
### 1.1. Overview

In line with the Group's policy against bribery and corruption, Genting Berhad (the "**Company**") has put in place the Anti-Bribery and Corruption System ("**ABCS**") to consolidate and manage elements, policies, objectives and processes in relation to bribery and corruption risks in the Group.

This Anti-Bribery and Corruption System Manual ("**ABCS Manual**") aims to set out the main principles, policies and guidelines in which the Company practices in relation to anti-bribery and corruption. This ABCS Manual is not meant to cover all possible situations that may arise in the course of business. This ABCS Manual is designed to provide a frame of reference and guidance to all persons working for and with the Company in observing and complying with the applicable laws on anti-bribery and corruption.

### 1.2. What is "bribery" and "corruption"?

"Bribery" and "corruption" refer to the offering, promising, giving, accepting or soliciting of an undue advantage or gratification of any value which can be financial or non-financial, directly or indirectly, and irrespective of location, in violation of applicable law as an inducement or reward for a person acting or refraining from acting in relation to the performance of the person's duties.





### 1.3. Scope and Application

This ABCS Manual is applicable to:-

- a) all directors and employees of the Company; and
- b) all directors and employees of subsidiaries of the Company (and with respect to each subsidiary, all references in this ABCS Manual to the Company shall include the subsidiary), except listed subsidiaries that have their own anti-bribery and corruption systems, in which case such listed subsidiary shall comply with its own anti-bribery and corruption systems

(collectively referred to as "**Personnel**").

**All Personnel are expected to comply with this ABCS Manual and all applicable laws in relation to anti-bribery and corruption.**

In the event of a conflict between the contents of this ABCS Manual and any applicable law, the applicable law shall prevail and Personnel and relevant third parties shall comply with applicable law.

## 2. Who are the ABCS stakeholders?

2.1 The Company's ABCS Stakeholders are as follows:-

- |                              |                           |
|------------------------------|---------------------------|
| (a) Board of Directors;      | (g) Risk Management;      |
| (b) Company Secretary;       | (h) Strategic Investment; |
| (c) Senior Management;       | (i) Finance;              |
| (d) ABCS Compliance Officer; | (j) Treasury; and         |
| (e) Internal Audit;          | (k) Legal.                |
| (f) Human Resource;          |                           |

## 3. Gifts

**No gift can be offered by any Personnel in return for any business advantage for the Company. Save as allowed under this ABCS Manual, all Personnel are prohibited from receiving and/or offering gifts whether directly or indirectly.**



## Gifts are only permitted under the following situations:-

### 3.1 Receiving gifts

- (a) Gifts received from Company during internal or official Company events or functions  
Gift may be retained by the Personnel.
- (b) Token gifts of nominal value bearing company logo  
Gift may be retained by the Personnel.
- (c) Any other gifts received
- If the value of such gift exceeds Ringgit Malaysia Five Hundred (RM500.00) ("**Gift Threshold**"), the gift received **must be declared** to the ABCS Compliance Officer, using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)]. Gift may be retained by the Personnel, unless otherwise notified.
  - Where the value of the gift exceeds Ringgit Malaysia One Thousand (RM1,000.00) ("**Gift Approval Threshold**"), it must be approved by an executive director of Genting Berhad ("**Executive Director**") using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)] for the gift to be retained by the Personnel.
- (d) Decision by the Executive Director  
If the Executive Director does not approve the retention of the gift by the recipient Personnel, the gift will be dealt with at the Executive Director's direction.
- (e) Record  
All gifts received with value exceeding the Gift Threshold shall be **recorded** by the ABCS Compliance Officer in the Gift, Entertainment and Hospitality Register along with supporting documents.

### 3.2 Offering gifts

- (f) Through the Limits of Authority, the Board of Directors of the Company has delegated its authority to approve Company expenditure to various committees and employees of the Company. Notwithstanding such delegation by the Board, all expenditure or proposed expenditure for gifts is subject to the declaration and approval process in Section 3.2(b) below.
- (g) Permitted gifts
- Gifts to employees and directors of the Genting Group e.g. long service award;
  - Gifts offered to third parties during official Company events or functions;
  - Gifts offered to third parties as an exchange of gifts during official external events or functions (gift exchanged is treated as Company property);
  - Token gifts of nominal value usually bearing the Company's logo deemed as part of the Company's brand building or promotional activities;



- Gifts offered to third parties in conjunction with any festive or other occasion and in such an event the gift is not to exceed the Gift Threshold.
  - (i) If the value of such gift exceeds the Gift Threshold, it must be declared to the ABCS Compliance Officer using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)]; and
  - (ii) If the value of such gift exceeds the Gift Approval Threshold, it must be approved by an Executive Director using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)] before the gift is offered.

(h) Exercise proper judgment

All Personnel, the respective Heads of Department, the ABCS Compliance Officer and the Executive Directors are expected to exercise proper care and judgment, taking into account pertinent circumstances and the business context, applicable laws and cultural norms. No gift can be offered by any Personnel in return for any business advantage for the Company or where it could affect or be perceived to affect the outcome of business transactions with the Company. In addition, no gift can be offered or received as a disguise for a bribe, or where it is not a reasonable or bona fide business expenditure.

(i) Record

All gifts offered with value exceeding the Gift Threshold shall be **recorded** by the ABCS Compliance Officer in the Gift Entertainment and Hospitality Register along with the supporting documents.

(j) Foreign Subsidiaries

In respect of foreign subsidiaries operating in the United States and the United Kingdom, the Board of Genting Berhad may, by itself or through its authorized representative, approve a different Gift Threshold and/or Gift Approval Threshold taking into account local laws, the business in which such subsidiary operates in and legitimate business reasons. Such decisions shall be taken in accordance with the principles set out in Section 3 of this ABCS Manual and shall be **recorded** by the ABCS Compliance Officer.

**IMPORTANT NOTE:**

Irrespective of the value of the gift, in order to foster the growth of a business environment that is free of corruption, all Personnel are **strictly prohibited** from receiving and/or offering the following, whether directly or indirectly, in connection with the business of the Company:-

- (a) Any gift of cash or cash equivalent, including vouchers, discounts, coupons and shares;
- (b) Any gifts involving parties engaged in a tender or competitive bidding exercise involving the Company;
- (c) Any gifts that comes with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome for or from the Company is required in return for the gift;



- (d) Any gift that would be illegal or in breach of applicable laws on bribery and corruption;
- (e) Any gift received or offered in a situation where a conflict of interest exist or may be perceived to exist;
- (f) Any gift which is lavish and/or excessive or may adversely tarnish the reputation of the Company.

## 4. Hospitality and Entertainment

**The Company recognizes that it is a common practice to provide modest hospitality and entertainment to build and foster business relationships. However, all hospitality and/or entertainment, if received in connection with the Company's business, must be unsolicited and must not be perceived as a form of bribery. It must not be received if it could affect or be perceived to affect the outcome of business transactions with the Company and/or are not reasonable or bona fide business expenditures.**

### 4.1 Providing Hospitality and Entertainment

- (a) Notwithstanding the delegation by the Board of its authority to approve Company expenditure pursuant to the Limits of Authority to various committees and employees of the Company, all expenditure or proposed expenditure for hospitality and entertainment is subject to the declaration and approval process in Section 4.1(c) below.
- (b) Corporate hospitality and entertainment can take various forms, including without limitation, complimentary tickets or passes to corporate hospitality events, complimentary services and paid trips, holidays, golf games, meals and hotel stay.
- (c) The value of all hospitality and entertainment provided to third parties is not to exceed Ringgit Malaysia Three Hundred (RM300) per person ("**H&E Threshold**") and in any event must not be more than 4 times a year to the same individual and/or company.
  - (i) *Monetary Threshold:*
    - Any hospitality and entertainment exceeding the H&E Threshold must be declared to the ABCS Compliance Officer using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)];
    - In addition, if the value of any hospitality or entertainment provided exceeds Ringgit Malaysia Five Hundred (RM500) per person, the prior approval of an Executive Director must be obtained using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)] before any hospitality and entertainment can be provided.
  - (ii) *Frequency:*
    - Any hospitality and entertainment (irrespective of value) provided more than 4 times a year to the same individual and/or company must be declared to the





ABCS Compliance Officer using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)];

- In addition, if the hospitality and entertainment (irrespective of value) is provided more than 6 times a year to the same individual and/or company, the prior approval of an Executive Director must be obtained using the Gift, Entertainment and Hospitality Declaration/Approval Form [[SCHEDULE A](#)] before such hospitality and entertainment can be provided.

All claims for hospitality and/or entertainment provided must have supporting documents and where a declaration to the ABCS Compliance Officer and/or the approval of an Executive Director is required, a copy of the declaration/approval must be attached to the claim. All payments and claims made for any hospitality or entertainment along with the supporting documents must be recorded and kept by Finance Department.

- (d) All hospitality and entertainment provided with value exceeding the monetary or frequency thresholds shall be **recorded** by the ABCS Compliance Officer in the Gift Entertainment and Hospitality Register along with the supporting documents.
- (e) In respect of foreign subsidiaries operating in the United States and the United Kingdom, the Board of Genting Berhad may, by itself or through its authorized representative, approve a different monetary or frequency threshold taking into account local laws, the business in which such subsidiary operates in and legitimate business reasons. Such decisions shall be taken in accordance with the principles set out in Section 4 of this ABCS Manual and shall be **recorded** by the ABCS Compliance Officer.

## 4.2 Receiving Hospitality and Entertainment

- (f) The Company strictly prohibits its Personnel from soliciting hospitality or entertainment or accepting hospitality or entertainment given in response to or in anticipation of a favourable business decision from the Company. It must not be received where it may affect or may be perceived to affect the outcome of business transactions with the Company and/or are not reasonable and/or bona fide business expenditures.
- (g) All Personnel are required to exercise proper care and judgment before accepting hospitality or entertainment offered or provided by third parties. This is not only to safeguard the Company's reputation, but also to protect the Personnel from allegations of impropriety or undue influence.
- (h) When in doubt, you should either politely decline the offer or seek advice from your Head of Department, the ABCS Compliance Officer or the Legal Department.



### IMPORTANT NOTE:

Irrespective of the value or frequency of the hospitality or entertainment, the Company **strictly prohibits** the giving and receiving of hospitality or entertainment in the following situations:-

- (a) Any hospitality or entertainment provided or received with a view to improperly cause undue influence on any party in exchange for some future benefit or result, to or from the Company;
- (b) Any hospitality and/or entertainment provided or received with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome for or from the Company is required;
- (c) Any hospitality and/or entertainment involving parties engaged in a tender or competitive bidding exercise involving the Company;
- (d) Any hospitality and/or entertainment provided or received that would be illegal or in breach of any applicable laws;
- (e) Any hospitality and/or entertainment that are sexually oriented;
- (f) Any hospitality and/or entertainment provided or received that would be perceived as lavish or excessive or may adversely tarnish the reputation of the Company.

## 5. Donations and Sponsorships

As a responsible corporate citizen, the Company is committed to contributing to the well-being of the people and the country where it operates. However, the Company recognises that providing donations and sponsorships can pose a bribery risk as it involves payments to a third party without tangible return. As such, all donations and sponsorships are to be made in accordance with the Company's policies.

- 5.1 As part of its commitment to corporate social responsibility, the Company provides such assistance in appropriate circumstances and in an appropriate manner. However, such requests must be carefully examined for legitimacy and not be made to improperly influence a business outcome for the Company.
- 5.2 All sponsorships and donations by the Company must comply with the following principles:
  - (a) ensure such contributions are allowed by applicable laws;
  - (b) obtain all the necessary internal and external authorizations in accordance with the Company's Limits of Authority;
  - (c) be made to legitimate entities having an adequate organisational structure for proper administration of the funds;
  - (d) be accurately stated in the Company's accounting books and records;
  - (e) not made, directly or indirectly, to a recipient as a way of influencing, reasonably perceived as influencing or obtaining an advantage in business transactions with the Company;



- (f) not made before, during or immediately after contract negotiations;
  - (g) not to be used as a means to cover up a bribery; and
  - (h) not otherwise tarnish the reputation of the Company.
- 5.3 Due diligence must be conducted by the requestor to ensure that the requests are legitimate and any red flags raised are solved prior to committing the funds.
- 5.4 Any donations or sponsorship must first be approved in accordance with the Company's Limits of Authority and properly recorded.

## 6. Political Donations

**As a general rule, the Company does not make political donations. However, in limited circumstances, the Company may make political donations in countries where such donations are permitted by law.**

- 6.1 Political donation refers to any form of political contributions, whether in the form of direct financial support, pledges or through the use of assets to support any political candidate, incumbent or political party. Where political donation is permitted, such contribution must be approved by the Board of Directors and:
- (a) must be made to a legitimate political party;
  - (b) must comply with the principles set out in Section 5.2 above; and
  - (c) made in accordance with applicable laws and regulations.
- 6.2 The Company encourages employees to participate in the political election process by voting. Employees may choose to make personal political contributions as appropriate within the limits established by applicable law. Under no circumstances will any employee be compensated or reimbursed in any way by the Company for a personal political contribution.

## 7. Facilitation Payment and/or Extortion Payment

**The Company *strictly prohibits* giving, whether directly or indirectly, any facilitation payments or extortion payments in return for any business advantage for the Company.**

### 7.1 What is "facilitation payment"?

"Facilitation payment" is an illegal or unofficial payment made in return for services which the payer is legally entitled to receive without making such payment.

This usually occurs as a payment to a public official or person who has authority to grant certification, licenses, permissions or permits, in order to secure or expedite such process. It is important to note that facilitation payments do not necessarily involve cash or other



financial asset, it may be in the form of any advantage with the intention to influence a decision or an outcome.

## 7.2 What is "extortion payment"?

Extortion is the demanding of a gratification, whether or not coupled with a threat if the demand is refused.

## 8. Third Parties

- 8.1 The Company expects all third parties dealing with the Company to share our commitment to zero tolerance against corruption by complying with all other policies/SOP/guidelines in relation to the ABCS and all applicable anti-corruption laws. All third parties including suppliers, vendors, contractors, and service providers performing work or services for or on behalf of the Company will be provided with the Code of Business Conduct for Third Parties [[SCHEDULE B](#)] and shall be required to acknowledge and confirm their compliance with the Code of Business Conduct for Third Parties and all applicable anti-corruption laws.
- 8.2 It is the Company's policy to conduct appropriate and adequate due diligence on all third parties before entering into any formal arrangements.

## 9. Employees

- 9.1 The Company upholds the principle of workforce diversity, equal opportunity, non-discrimination and fair treatment in all aspects of employment. As such, the recruitment of employees shall be done in accordance with the established standards and procedures.
- 9.2 It is the Company's policy that appropriate and adequate due diligence shall be conducted on all prospective employees. The type of due diligence conducted on prospective employees will be based on the risk profile of the position.
- 9.3 All employment contracts shall incorporate appropriate anti-corruption clauses.
- 9.4 Appropriate training on the ABCS shall also be provided upon the commencement of employment.
- 9.5 During the course of employment, all Company employees and directors shall:
  - (a) comply with this ABCS Manual, the Code of Conduct and Ethics for Employees and Directors [[SCHEDULE C](#)], and all other policies/SOP/guidelines in relation to the ABCS;
  - (b) attend trainings on the ABCS;
  - (c) declare any actual or potential conflict of interest through the Employee Conflict of Interest Declaration (Please reach out to the HR Department); and
  - (d) sign the Integrity Pledge to confirm their commitment to uphold the Company's anti-bribery policies and comply with anti-corruption laws (Please reach out to the HR Department (for employees) and the Company Secretary (for directors)).



## 10. Whistleblowing

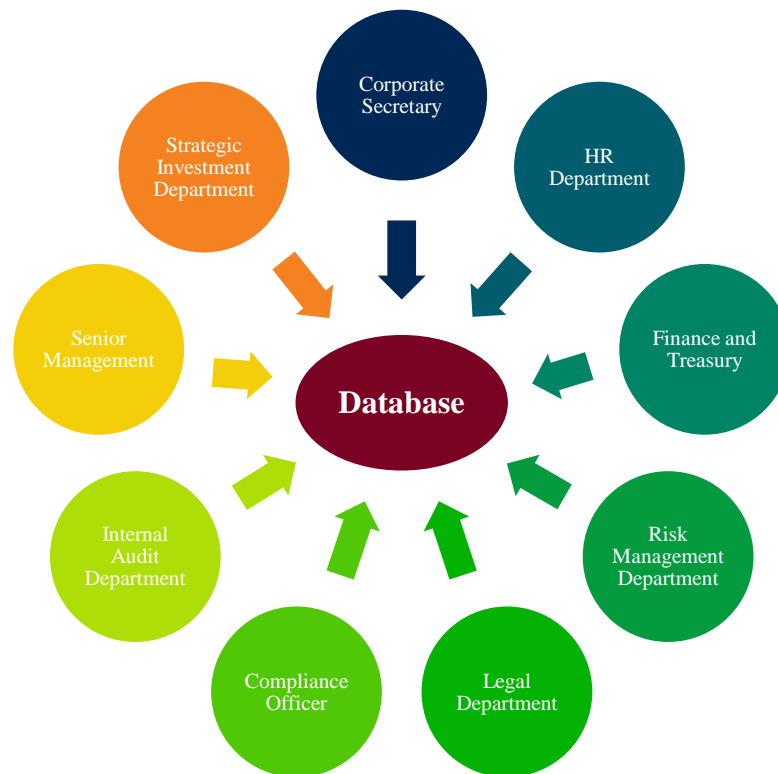
- 10.1 The Company encourages all its employees, business partners and customers to report any real and/or suspected bribery or corruption.
- 10.2 Anyone who makes a report, complaint or disclosure about any real and/or suspected bribery or corruption is given the protection of confidentiality and will not suffer any detrimental action for making the report. This is provided that the report, complaint or disclosure is made in good faith, belief and without malicious intent.
- 10.3 The Company has established a whistleblowing channel, which is designed to facilitate and allow all Company employees, business partners and customers to report any real and/or suspected bribery or corruption. The details and procedures can be found in the Whistleblower Policy [[SCHEDULE D](#)].

## 11. Violation and Investigation

- 11.1 Any conduct which is non-compliant or in violation of this ABCS Manual and/or the ABCS is taken seriously and is subject to disciplinary action (including termination of employment). In addition, Personnel may be subject to prosecution under the law.
- 11.2 Where non-compliance of the ABCS is detected or a complaint is received, the Whistleblower Hotline Committee shall oversee the investigation process. Please refer to the **Whistleblower Policy** for more details.

## 12. Record Keeping

- 12.1 Record keeping is integral to the ABCS as it serves as an evidence that the Company has taken adequate measures and proper procedures in addressing corruption risks and issues.
- 12.2 All ABCS Stakeholders are responsible for keeping proper documentation in their course of complying with the ABCS.
- 12.3 All documentation in relation to the ABCS shall be kept in the manner prescribed by the ABCS Compliance Officer and it is the responsibility of all ABCS Stakeholders to ensure that the documentation and records are up-to-date and complete.



## 13. Monitoring and Review

### 13.1 Audit

- (a) An internal audit review of the ABCS shall be carried out at least once a year to evaluate the ABCS Stakeholders' compliance with the ABCS and to identify areas for improvement.
- (b) The findings of the audit shall be notified and briefed to the Company's Executive Committee, followed by audit report to be tabled to the Audit Committee and material findings will be presented to the Board of Directors.
- (c) A copy of the findings shall also be forwarded to the ABCS Compliance Officer for monitoring and further action, if necessary.



- (d) A qualified and independent external auditor may be engaged once every 3 years to conduct a comprehensive review of the ABCS to assess its effectiveness.

### 13.2 Risk Assessment

- (e) The Risk Management Department oversees and facilitates the assessment of bribery and corruption risks of the Company.
- (f) All Departments shall record their assessment of bribery and corruption risks in the respective Departments' risk register in accordance with the Company's risk management framework and policy. Appropriate mitigating actions should be put in place to mitigate and manage unacceptable risk exposures.
- (g) In addition to the risk assessments conducted on a regular basis by the respective Departments and business units, the Risk Management Department shall carry out a comprehensive risk assessment of the Company's exposure to bribery and corruption risk at least once every 3 years, with intermittent assessments conducted as necessary when: (i) there is a change in law or circumstance in the Company's business; (ii) there is a material change in the environment or circumstances in which the Company is operating; or (iii) the current policies and procedures are found to be inadequate.
- (h) A report on the risk assessment shall be presented to the Risk and Business Continuity Management Committee, Risk Management Committee and the Board of Directors for review.







## SCHEDULES

No.	Document Name
A.	Gift, Entertainment and Hospitality Declaration/ Approval Form
B.	Code of Business Conduct for Third Parties
C.	Code of Conduct and Ethics for Employees and Directors
D.	Whistleblower Policy