



Policy and Procedures

DEPARTMENT : All

P&P NUMBER: P&P ABC 01/2020

NAME OF POLICY : Anti- Bribery and Corruption Policy (“ABC Policy”)

APPROVED BY BOARD OF DIRECTORS : 27 August 2020

1. Policy Statement:

Impiana Hotels Berhad and its subsidiaries (hereafter collectively referred to as “Impiana”) follows a “Zero tolerance” policy when it comes to unethical business behavior, such as bribery and corruption.

This ABC policy is to prevent the occurrence of corruption and bribery practice in relation to the businesses of Impiana. Impiana conducts its business in a legal and ethical manner. Impiana will ensure its businesses or any transactions do not participate in corruption activity for its advantages or benefits.

The policy and procedures are not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, they are intended to provide employees with a basic introduction to how Impiana combats bribery and corruption in furtherance of the company’s commitment to lawful and ethical behavior at all times. Some of the guidelines are designed to prevent situations in which bribery and corrupt practices may take root.

2. Objective (s)

Impiana expressly prohibits bribery and corruption in all business dealings whether with public officials or with business partners in the private sector.

This policy is set to provide information and guidance to the board of directors and employees on the overall position bribery and corruption that might happen on daily operations. For all intents and purposes, the board of directors and employees shall ensure compliance with all applicable laws in performing their duties.

The purpose of this policy is to protect Impiana against the possible penalties and repercussions resulting from acts of bribery and corruption.

Each employee must understand the difference between a bribe and any of these payments.

3. Scope and Applicability

The scope of this policy applies to all directors (executive and non-executive), officers and employees (either permanent, contract or temporary) of Impiana.

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This policy needs to be read and understood clearly by the employee. Disciplinary action will be taken including termination of employment if there is a violation of the policy. In addition, the employee may face criminal prosecution by the competent authorities.

Although the ABC policy is specifically written for Impiana group employees and directors, Impiana expects that third parties that have dealings with Impiana such as contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of Impiana group companies will comply with it in relevant part when performing such work or services.

This ABC policy is not intended to provide answers to all questions regarding bribery and corruption. Instead, it is intended to provide the directors, officers, employees and third parties with a guide on how to prevent and detect bribery and corruption in pursuant to Impiana's commitment to zero-tolerance on bribery and corruption.

4. Regulatory / Statutory Citations

This ABC policy shall at all times comply with the laws and regulations of Malaysia.

Impiana complies with all applicable law including the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 or any amendments thereto. In order to ensure compliance in accordance with amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirement ("Main LR") in relation to Anti-Corruption Act 2009 pursuant to section 9 of the Capital Markets and Services Act 2007, Impiana also complies with the new act under section 17A (5).

5. Infringement of this ABC Policy

The infringement of this ABC policy shall constitute a serious misconduct or offence that warrants a disciplinary action up to and including dismissal against the offender.

6. Definition

Corruption is defined as abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.

Bribery is the most common form of corruption and it can be broadly described as the offering, promising, giving, accepting or soliciting of an advantage as an inducement of any action which is illegal or a breach of trust in order to gain personal or other advantage. It can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, loans, fees or other reward or benefit.

It is important to note that it will be irrelevant whether the bribe was accepted or not, was given or not, merely by offering the bribe would be sufficient for an offence to be committed.

7. Gift, Entertainment and Corporate Hospitality

Impiana acknowledges that gifts, entertainment, and corporate hospitality may be an appropriate business practice. However, improper or excessive gifts, entertainment, and corporate hospitality (which includes travel and accommodation) can be a form of bribery, corruption or gratification, which is prohibited under this ABC policy.

Gifts and entertainment given and received as a reward, inducement or encouragement for preferential treatment or any other advantage, or inappropriate or dishonest conduct are strictly prohibited. Particularly, no gifts, hospitality or entertainment may be given or accepted during a crucial process such as contractual negotiations or tender processes if there are any realistic risks that giving and acceptance of such articles could very well manipulate and influence the outcome of such processes and negotiations.

Gifts or entertainments may only be presented to a third party only in the situation that it is consistent with the customary business practice, and that the gifts or entertainment are humble in value and cannot be interpreted as inducements to trade. Guidance from the management must be sought if there is any doubt regarding this issue.

Any gifts, entertainment, and corporate hospitality that Impiana offers or gives in connection with Impiana's business must:

- Be given as a legitimate, justified business courtesy and in an open manner;
- Not create an expectation that the employee or Impiana will receive something in return;
- Be in good faith and reasonable in value and frequency;
- Be compliant with any applicable laws, rules and regulations;
- Be expensed in accordance with the appropriate business expense policies and procedures;
- Not influence or appear to influence the independence of the receiver of the gifts, entertainment, and corporate hospitality;
- Not be provided to a customer when Impiana is bidding for a contract, if those receiving the gifts, entertainment, and corporate hospitality have some influence on the contract decision, unless the gifts, entertainment, and corporate hospitality takes the form of basic refreshments provided as a business courtesy;
- Not be cash (or cash equivalents such as vouchers, gift cards, credit cards or credit notes); and
- Not be, or give the appearance of being, lavish, offensive or inappropriate.

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All directors, officers and employees as well as any third party or agent acting for or on behalf of Impiana, or its directors, officers and employees are prohibited from:

- Accepting any payments (including cash or cash equivalents such as vouchers, gift cards, credit cards or credit notes);
- Requesting gifts, contributions, gratuities, services or bribes from Impiana's suppliers, or clients, regardless of its worth;
- Accepting any gifts, entertainment, and corporate hospitality from a supplier when they are bidding for a contract, if those receiving the gifts, entertainment, and corporate hospitality have some influence on the contract decision, unless gifts, entertainment, and corporate hospitality takes the form of basic refreshment as a business courtesy;
- Accepting any gifts, entertainment, and corporate hospitality that is, or gives the appearance of, being lavish, offensive or inappropriate.
- Accepting any favours that might be regarded as placing you under some obligation to such person or party;
- Accepting any gifts, entertainment, and corporate hospitality in the form of per diem or daily payments; and
- Accepting any gifts, the value of which is likely to be more than RM500 from an individual or a party. For gifts and hospitality received / offered exceeding value of RM500 per gift, Declaration Form (Appendix 1) is to be raised by recipient within three (3) days for receipt for acknowledgement by Head of Department, where applicable. The Senior Management that approves the acceptance of the gift will determine whether to:
 - Donate the gift to charity;
 - Hold the gift for departmental display;
 - Share with other employees in the department; or
 - Permit it to be retained by the employee.

Impiana will maintain a gift register for all the gifts that have been received and given by Impiana. All employees are required to register all gifts that they receive or provide.

Company directors must be themselves committed to refrain from offering, giving or receiving any gifts, entertainment, and corporate hospitality (in-kind, cash, advantages, favour or otherwise) from third parties who deal with Impiana where the gifts, entertainment, and corporate hospitality would reasonably be expected to influence the performance of the director's duties in any aspect.

There are exceptions to the general rule whereby the receiving and giving of gifts, entertainment, and corporate hospitality are permitted in the following situations:

- Gifts from Impiana to external bodies in relation to the company's official functions such as:
 - (1) Promotion, demonstration or explanation of products and services;

- (2) Execution or performance of the business relationship; or
- (3) Building a business relationship.
- Gifts from Impiana to employees and directors and/or their family members in relation to a recognized company function, event and celebration; and
- Token gifts of nominal value that carried the Impiana logo (e.g. T-shirts, pens, diaries, calendars) that are given out equally to members of the public, customers, shareholders and is deemed as part of Impiana's brand building and promotional activities.

8. Making Facilitation Payments

Facilitation payments or grease payments involving the offering of small unofficial payments (usually paid to low-level officials) made directly or indirectly to secure or speed up performance of a routine or to avoid bureaucratic delays and red tapes that may slow down certain business dealings.

Offering, promising, requesting, paying facilitation payments is strictly prohibited. The facilitation payments need not involve cash or other asset, it can be any sort of advantage to influence them in their duties.

In any case, employees, officers and directors must never pay, offer, solicit or receive bribes of any forms including facilitation payments, the said person must immediately report to either directly to the immediate superior for consultation or via the email at acchairman@impiana.com or incompliance@impiana.com.

9. Political Contribution

In respect of political contributions, funds or resources of Impiana must not be used to make any direct or indirect political contributions on behalf of the company without approval from the board of directors or senior management. Any appearance of making such contributions or expenditure to any political party, candidate or campaign, must also be avoided.

10. Kick-backs

Kick-backs are typically payments made in return for a business favour. These kick-backs are fulfilled after a company has awarded a contract. They take place in purchasing, contracting procurement or other departments responsible for decisions to award contracts. The supplier provides the bribe by kicking part of the contract fee back to the buyer, either directly or through intermediary.

All directors, officers and employees must avoid any activity that might lead or suggest that kick-back will be made by or on behalf of Impiana. Any suspicions, concerns or queries regarding a kick-back payment should be reported via the email at acchairman@impiana.com or incompliance@impiana.com.

11.Charitable Donations

Donations in the form of charity may be permissible depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to.

12.Dealing with public official

Public official means an individual having a public official function or acting in a public official capacity. Impiana strictly prohibits the paying of non-business travel and hospitality for public officials.

13.Dealing with third parties

All Impiana's dealings with third parties must be carried out in compliance with all relevant laws and consistent with this ABC policy. Impiana expects that all third parties acting for and, on its behalf, to sign a declaration form which states that they understand and adhere to Impiana's ABC policy as their conducts and actions may implicate Impiana and tarnish Impiana's reputation.

Thus, in situation where Impiana engage third parties such as contractors, agents, intermediaries, representatives, joint venture partners, Impiana will be obligated to conduct appropriate due diligence on these third parties to ensure that the third parties subscribe to Impiana's values and ethical conduct. Impiana has the right to terminate or suspend their contract and disqualify them from tendering for future contracts if they are found to be in breach of the ABC policy.

14.Record Safekeeping

It is the responsibilities of all employees, officers and directors of the company to prevent, detect, report any bribery and other forms of corruption.

All record should be in proper filing to be maintained with accuracy and completeness for all payments made to third parties in the ordinary course of business which is prove as evidence that such payments not linked to corrupt and/or unethical manner.

All directors, officers and employees must declare all gifts, hospitality or entertainment to respective department for recording into a register which is subject to internal audit review. All expenses claim from employees incurred to third parties should be approved by the head of department in accordance with the company's expenses policy and specifically recorded the reason for such expenses.

15.Reporting

Impiana encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

Impiana must keep the financial records and have appropriate internal controls in place which will evidence the business reason for any payments made to the third party.

16. Whistleblower

Impiana has an environment where employees can raise concerns and report without fear of reprisal or retaliation through the whistleblowing channel and/or through acchairman@impiana.com or incompliance@impiana.com.

All concerns raised are taken seriously and Impiana is committed to ensuring that all matters raised are appropriately investigated, to the extent that this is possible.

17. Review of The Policy

The management will monitor the effectiveness and review the implementation of this policy. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

The management will report regularly on compliance of this policy to the Board Audit, Risk Committee and the board of directors. All directors, officers, employees and third party / agents are responsible for the success of this policy and should ensure that they use it to disclose any bribery or corruption. All directors, officers and employees are invited to comment on this policy and suggest ways to improve it. This ABC policy will be reviewed periodically by Impiana and may be amended at any time to ensure that it continues to remain relevant and appropriate.

All directors, officers and employees will be notified of any material revisions to this policy.

The board of directors reserves the total rights to all amendments, deletions or augment any terms and conditions or any part of this policy when necessary including the use of an additional form, should there be a need to develop one.



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APPENDIX 1

GIFTS AND HOSPITALITY DECLARATION FORM FOR THE MONTH OF _____.

No	Date Received	From	Description	Actual / Estimated Value	Remarks
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(a) Gifts and Hospitality Received

No	Date Received	To	Description	Actual / Estimated Value	Remarks
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(a) Gifts and Hospitality Offered

I, hereby confirm that, to the best of my knowledge, the above declaration on gifts and hospitality received / offered are true, complete and is in accordance with Impiana Group's Guidelines.

	Prepared by	Acknowledged by	
		Head of Department	Head @ Human Resources
Employee Name			
Designation			
Department			
Date			
Signature			

DECLARATION ON ANTI-BRIBERY AND CORRUPTION POLICY

I, _____, hereby declare that I have read and understood Impiana Group's Anti-Bribery and Corruption Policy ('ABC Policy') and the duties and responsibilities required of me in relation to the said ABC policy.

I will abide by the requirements and provisions set out in the said ABC policy which shall be read together and form part of my employment contract with Impiana Group.

I confirm that in the course of my employment with Impiana Group, I will:

- (a) Take a zero-tolerance approach to bribery and corruption practices and observe ethical standards in my company / employment business activities and agree that neither it / I nor any associated person will offer, promise or accept any payments or gifts (as outlined in the ABC policy) to or from any person (directly or indirectly) for personal interest or for the purpose of influencing a business decision;
- (b) Not engage in any activity, practice, or conduct which shall constitute an offence under the Act or equivalent laws;
- (c) Comply with all applicable laws, regulations, and sanctions relating to Anti-Bribery and Corruption including but not limited to the Malaysian Anti-Corruption Commission Act 2009 ('Act') or any equivalent laws which my company / I am subject to; and
- (d) Comply with relevant policies and procedures designed to promote and achieve compliance with applicable Anti-Bribery and Corruption laws. I understand that if I am a party to any breach of the said ABC policy during the term of my employment, then it can be regarded as a major misconduct which may result in disciplinary action, up to and including dismissal against me.

Name :

NRIC No. :

Department :

Company :

Date :