

ANTI-BRIBERY AND CORRUPTION POLICY

("ABC Policy")

INTRODUCTION AND PURPOSE

RAFFLES K12 SDN. BHD. (Company Registration No. 921415-W), **RAFFLES COLLEGE OF HIGHER EDUCATION SDN. BHD.** (Company Registration No. 236929-K), **EVERGREEN PLUS SDN. BHD.** (Company Registration No. 305200-W), **RAFFLES ISKANDAR SDN. BHD.** (Company Registration No. 902516-A) and **NEW BUILDERS SDN. BHD.** (Company Registration No. 1304511-X) [collectively referred to as "**Raffles Malaysia**"] takes a zero-tolerance approach to bribery and corruption and is committed to the highest standards of business ethics and professional conduct. Maintaining a culture of honesty, trust and integrity is vital to our success.

Raffles Malaysia is bound by the laws of Malaysia, including the Malaysian Anti-Corruption Commission Act 2009, the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and this Anti-Bribery and Corruption Policy (the "**ABC Policy**") is issued in line with the Guidelines on Adequate Procedures to Section 17A(5) of the MACC Act 2009.

Raffles Malaysia does not permit the giving or receiving of bribe(s) for any purpose at any time. Bribery and corruption would place Raffles Malaysia and Associated Persons (defined below) at risk of criminal prosecution and/or fines, regardless of where such bribery takes place in the world.

The ABC Policy aims to ensure that all Associated Persons of Raffles Malaysia are aware of their obligation to disclose any corruptions, briberies, conflicts of interest or similar unethical acts that they may have, and to comply with this policy to follow highest standards of ethical conduct of business.

Adherence to the ABC Policy is mandatory for all Associated Persons.

Regardless of local law, custom or what other non-affiliated entities might construe to be accepted business practices, we will uphold this ABC Policy wherever we carry out our business and operations. We will remain committed to its enforcement.

Raffles Malaysia also expects all Third Parties (as defined in Article 1 of this ABC Policy) who wish to engage Raffles Malaysia and its Associated Persons, to adopt similar ethical standards as those adopted by Raffles Malaysia.

You are encouraged to raise any concerns or suspicions of corruption at the earliest possible stage by writing to or setting up an appointment with Raffles Malaysia's HR Department, Legal Department or Director.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this ABC Policy, the following phrases shall, unless the context requires otherwise, have the following meanings:-

“Associated Persons”, “you” and “your” means all directors, officers, employees (whether in Malaysia or outside Malaysia and whether temporary, fixed-term, or permanent), trainees, seconded staff, casual workers, volunteers, interns, and agents of Raffles Malaysia, representatives and all others performing work or services for and/or on behalf of Raffles Malaysia.

“Board of Directors” means the Board of Directors of Raffles Malaysia.

“Bribery” refers to the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, or agreeing to receive any Gratification, in exchange for some form of benefit and/or detriment to another person.

“Corruption” means an act of giving or receiving of any Gratification or reward in the form of cash or in kind of high value for performing task in relation to his/her job description.

“Control” and “Controlled” means the power of Raffles Malaysia derived from contractual relationships, equity investments or in fact, to direct, manage, oversee and/or restrict its relationship with, and affairs of, another party or entity.

“Gift” means a gift comprises of cash money, free fares, shares, lottery tickets, travelling facilities, entertainment expenses, services, club membership, any form of commission, hampers, jewellery, decorative items and any item that can be considered of high value for the purpose of inducements or reward to or from any party for doing or forbearing to do any act in relation to the principle affairs of Raffles Malaysia.

“Gratification” means:

- a) money, donation, gift, loan, fee, reward, valuable security, property (whether tangible or intangible) or interest in property, financial benefit, or any other similar advantage;
- b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- e) any forbearance to demand any money or money’s worth or valuable thing;
- f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
- g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

“Group”, “we”, “us”, and “our” means Raffles Malaysia.

“Third Parties” means all persons other than Associated Persons who perform services for

or on behalf of Raffles Malaysia or persons who (whether directly or indirectly) engage Raffles Malaysia or its Associated Persons. This includes, but is not limited to Raffles Malaysia's partners, collaborators, contractors, sub-contractors, suppliers, consultants, agents, external representatives and affiliates.

"Whistleblower" means any Associated Person or Third Parties who encounters actual, potential or perceived violations of this ABC Policy and who makes a report thereto.

1.2 Interpretation

In this ABC Policy, unless the context requires otherwise:-

- a) Words denoting the singular number include the plural number and vice-versa.
- b) Words denoting the masculine gender shall include the feminine and neuter genders and vice-versa.
- c) Reference to **"persons"** shall include natural persons, bodies corporate, unincorporated associations and partnerships.
- d) Headings to the Articles and Schedules of this ABC Policy are inserted for convenience only and shall not affect the construction or interpretation of this ABC Policy.
- e) The Schedules hereto shall be taken, read and construed as parts of this ABC Policy and the provisions thereof shall have the same force and effect as if expressly set out in the body of this ABC Policy.
- f) References to any statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other provisions (whether before or after the date hereof) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).

2. **SCOPE**

- 2.1 This ABC Policy shall have full force and effect, and shall be applicable to Raffles Malaysia and all Associated Persons within Raffles Malaysia.
- 2.2 Raffles Malaysia also expects all Third Parties to comply with this ABC Policy when performing works or services for or on behalf of Raffles Malaysia or when engaging (whether directly or indirectly) with Raffles Malaysia or its Associated Persons.

3. **DONATIONS, SPONSORSHIPS, GIFTS AND HOSPITALITY**

- 3.1 Raffles Malaysia allows charitable donations and sponsorships for legitimate reasons and as permitted by existing laws and regulations. However, Raffles Malaysia strictly prohibits the giving and receiving of donations and sponsorships to influence business decisions.
- 3.2 Raffles Malaysia adopts a "No Gift" policy, except if it is part of a customary practice such as corporate promotional, seasonal or festive gifts, refreshments (tea/coffee) or working lunches and this should be limited to a nominal value and declared to Raffles Malaysia. All Associated Persons should not accept any gift or hospitality if it could be misconstrued as a reward, an inducement or other corrupt acts.

- 3.3 Raffles Malaysia may give corporate gifts, bearing Raffles Malaysia's logo/ identity and of nominal value for the purposes of promotions/ branding/ marketing, subject to approval according to the authority limits specified below:
- a) They are limited, customary and clearly as an act of appreciation or common courtesy associated with festive seasons;
 - b) There shall be no expectation of any specific favour or improper advantages from the intended recipients;
 - c) The independent business judgment of the intended recipients shall not be affected;
 - d) There shall not be any corrupt/ criminal intent involved; and
 - e) The giving out of the gift and hospitality shall be done in an open and transparent manner.

4. PROHIBITION ON THE GIVING OR ACCEPTANCE OF GRATIFICATION

- 4.1 Save and except for the above, all Associated Persons within Raffles Malaysia are strictly prohibited (whether directly or indirectly) from offering, giving, seeking or accepting:-
- a) any form of Gratification which is, or which appears to be inappropriate or excessive, taking into account all relevant facts and circumstances;
 - b) any form of Gratification in connection with Raffles Malaysia's business; and
 - c) any other forms of Gratifications for purposes which are prohibited under the established local laws, which are deemed binding and applicable to the Associated Persons concerned.

All Associated Persons must promptly lodge a report with Raffles Malaysia's HR Department, Legal Department or Director, upon the discovery or suspicion of any violation of this Article 4.

In the event that you are in doubt or uncertainty, you should lodge a written inquiry or set up an appointment with Raffles Malaysia's HR Department, Legal Department or Director, to address said doubt or uncertainty.

5. PROHIBITION ON BRIBERY, BLACKMAIL, EXTORTION, INDUCEMENTS AND MONEY LAUNDERING

- 5.1 All Associated Persons within Raffles Malaysia are strictly prohibited (whether directly or indirectly) from participating in or encouraging the participation of Bribery, blackmail, extortion, inducements, distribution or channeling of secret commissions, money laundering and other similar forms of misconduct.

All Associated Persons must promptly lodge a report with Raffles Malaysia's HR Department, Legal Department or Director, upon the discovery or suspicion of any violation of this Article 5.

In the event that you are in doubt or uncertainty, you should lodge a written inquiry

or set up an appointment with Raffles Malaysia's HR Department, Legal Department or Director, to address said doubt or uncertainty.

6. CONFLICTS OF INTEREST

6.1 A conflict of interest occurs when an Associated Person's personal relationships, involvement in external ventures, or involvement in external organizations, influences and compromises the Associated Person's best interests and services towards Raffles Malaysia. A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

6.2 All Associated Persons shall not use their office position, confidential information, assets and other resources for his personal gain or for the advantage of his family and associates. All reasonable steps must be taken to avoid the actual, potential or perceived occurrence of a conflict of interest.

All Associated Persons must declare such conflict of interest as soon as they arise by submitting a completed copy of the Conflict of Interest Declaration Form, found in **Schedule 2** herein, to Raffles Malaysia.

6.3 All Associated Persons must promptly lodge a report with Raffles Malaysia's HR Department, Legal Department or Director, upon the discovery or suspicion of any conflict of interest.

In the event that you are in doubt or uncertainty, you should lodge a written inquiry or set up an appointment with Raffles Malaysia's HR Department, Legal Department or Director, to address said doubt or uncertainty.

7. DUE DILIGENCE

7.1 Raffles Malaysia and all Associated Persons within Raffles Malaysia are committed to conducting due diligence before the establishment of a relationship with any Third Party so as to ensure that Raffles Malaysia does not deal or affiliate itself with persons who violate anti-bribery and anti-corruption laws and policies.

8. REPORTING CHANNELS AND WHISTLEBOWING

8.1 The Whistleblower should report his/her concern to Raffles Malaysia's HR Department, Legal Department or Director, who will handle all reported cases and ensure that issues raised are properly resolved.

8.2 Inquiries to or reports of (actual, potential or perceived) violations of this ABC Policy can be made through Raffles Malaysia's reporting channels and procedures as stated in **Schedule 3** (Whistleblower Policy) of this ABC Policy herein.

A genuine report on the violations or suspected violations will not be discriminated or suffer any retaliation as the report will be treated confidentially. All

Whistleblowers shall be required to strictly comply with the instructions found in **Schedule 3** herein when lodging an inquiry or report.

9. TRAINING AND COMMUNICATION

- 9.1 Training and communication of this ABC Policy will be provided to all Associated Persons in order to ensure full commitment of all Associated Persons to this ABC Policy and to provide all Associated Persons with the necessary skills required to deal with instances in which they may encounter Corruption, Bribery, blackmail, extortion, inducements and conflicts of interest.

10. POLICY REVIEW

- 10.1 The Board of Directors, if they deem fit and necessary, reserves the right to amend, modify, update, suspend or terminate any or all provisions of this ABC Policy, at any time.

[The rest of the page is intentionally left blank]

SCHEDULE 1A
ABC POLICY ACKNOWLEDGEMENT FORM (FOR ASSOCIATED PERSONS)

Please complete the form below and return it to Raffles Malaysia's HR Department:-

1. FULL NAME: _____
2. STAFF ID NO.: _____
3. POSITION: _____
4. DIVISION/DEPARTMENT: _____
5. PRIMARY PLACE OF WORK: _____

(Company name, City, Country)
(e.g. Raffles K12 Sdn Bhd, Nusajaya, Malaysia)

I hereby certify that I:

- (a) have received a copy of Raffles Malaysia's Anti-Bribery and Corruption Policy (the "**ABC Policy**");
- (b) have carefully reviewed the contents of the ABC Policy, including all requirements and procedures contained therein;
- (c) understand the requirements and procedures contained in the ABC Policy; and
- (d) agree to adhere and comply with all of the ABC Policy's requirements and procedures.

YES NO

(If you have ticked 'No', please explain your response further in the space below)

Signature:

Date:

[HR Department] in writing via e-mail if there is any cause for doubt or change in relation to the statements set out in paragraphs (a) to (e) above.

YES NO

(If you have ticked 'No', please explain your response further in the space below)

Signature:

Date:

[The rest of the page is intentionally left blank]

SCHEDULE 2
CONFLICT OF INTEREST DECLARATION FORM

All Associated Persons must avoid conflicts of interest or situations where their personal interests could conflict or appear to conflict with their employment duties or responsibilities.

Please complete this form if you believe that you may be involved in a conflict of interest situation or if you are unsure and seek to disclose a potential or perceived conflict of interest.

The completed form shall be submitted to your immediate superior.

SECTION 1: PERSONAL DETAILS	
NAME:	Click here to enter text.
STAFF ID NO.:	Click here to enter text.
DEPARTMENT:	Click here to enter text. JOB TITLE: Click here to enter text.

SECTION 2: DISCLOSURE DETAILS	
The actual, potential or perceived conflict of interest relates to: <i>(tick all appropriate boxes)</i>	
<input type="checkbox"/> Family members and close personal relationship	<input type="checkbox"/> Staff recruitment and other HR related activities
<input type="checkbox"/> Outside work activities (paid/ unpaid)	<input type="checkbox"/> Personal dealings with suppliers/ contractors/ agents
<input type="checkbox"/> Financial interest	<input type="checkbox"/> Disposal of school assets
<input type="checkbox"/> Gifts/benefits	<input type="checkbox"/> Provision of external consultancy services
<input type="checkbox"/> Provision of private tutoring	<input type="checkbox"/> Awarding of contract works
<input type="checkbox"/> Procurement of goods and services	<input type="checkbox"/> Other (if you selected other please provide details)
Please describe all relevant details in relation to the actual, potential or perceived conflict of interest: Click here to enter text.	

SECTION 3: EMPLOYEE'S DECLARATION

To the best of my knowledge and belief, any actual, perceived or potential conflicts between my duties as an employee and my private and/or business interests have been fully disclosed in this form.

I acknowledge and agree to comply with any approach or action deemed necessary by my employer to safeguard the best interests of the company.

SIGNATURE:

DATE:

[Click here to enter text.](#)

SECTION 4: TO BE COMPLETED BY THE EMPLOYER

I have reviewed the above declaration and: *(tick appropriate box)*

No. There is no conflict of interest and I authorise the employee to continue the activity.

Yes. There is an actual, potential or perceived conflict of interest. **The following actions marked “√” are required to eliminate/manage/mitigate the conflict:**

- May continue to handle the work/duty, provided that all information about the conflict has been disclosed and documented.
- Refrain the employee from performing or getting involved in performing the work/duty.
- Reformulate the employee's scope of work or restricting access to certain information.
- Recruit a third party to oversee part or all the process.
- Recommend relinquishing the interest causing the conflict.
- Monitor the employee's activities closely in relation to the conflict of interest.
- Take no further action because the conflict is minimal.

Signed by:

Head of Department

Superintendent

Director

SCHEDULE 3

WHISTLEBLOWER POLICY

Objective	Raffles Malaysia requires all Associated Persons to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All Associated Persons must conduct themselves with honesty and integrity and comply with all applicable laws, regulations, and codes of conduct. Raffles Malaysia encourages Associated Persons and Third Parties to raise serious concerns within Raffles Malaysia, prior to seeking resolution outside Raffles Malaysia.
Regulations	<p>Anyone acting in good faith in making a disclosure or filing a complaint concerning a violation or suspected violation of this ABC Policy must have reasonable grounds for believing the information disclosed indicates a violation of this ABC Policy.</p> <p>False allegation made by Associated Persons who knowingly or with reckless disregards for the truth gives false information or knowingly makes a false report of wrongful conduct or a subsequent false report of retaliation will be subjected to disciplinary action.</p> <p>No person who makes a protected disclosure will suffer harassment, retaliation, or adverse employment consequences. Any person who retaliates against any other person who makes a protected disclosure is subjected to discipline up to and including termination.</p> <p>Disclosures and investigatory records will be kept confidential to the extent possible, consistent with the need to conduct to an adequate investigation.</p>
Procedures	<p>Raffles Malaysia encourages Associated Persons to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an Associated Person's supervisor is in the best position to address an area of concern. However, if the Associated Person is not comfortable speaking with his or her supervisor or he or she is not satisfied with his or her supervisor's response, the Associated Person is encouraged to speak with someone in the Human Resources or Legal Department.</p> <p>Supervisors and managers are required to report suspected violations to the Human Resources and/or Legal Department, who has specific and exclusive responsibility to investigate all reported violations.</p> <p>All reports are encouraged to be made in writing to assume a clear understanding of the issues raised. The Whistleblower's full name, designation and department must be appended in the report. However, if any investigations are carried out, the Company may or may not reveal the name of the Whistleblower (depending on the subject matter or situation). The</p>

<p>Procedures (Continued)</p>	<p>Whistleblower can indicate if the concern is to be treated in confidence.</p> <p>The reports should be factual rather than speculative or conclusory, and contain as much specific information as possible to allow proper assessment. However, the intentional filing of a false report is itself considered a serious misconduct that Raffles Malaysia has the rights to act upon.</p>
<p>Discipline</p>	<p>If Raffles Malaysia determines that a compliance or ethical violation has occurred, it will take the following action to correct it.</p> <p>Any person found guilty of violation of the ABC Policy will be subjected to disciplinary actions up to and including termination of employment.</p> <p>Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violation.</p> <p>During the investigation period or at any time thereafter, if any Associated Person is found to be:-</p> <ul style="list-style-type: none"> • Retaliating against the Whistleblower; • Coaching witnesses; or • Tampering with evidence, <p>Strict disciplinary action, including termination of employment, shall be taken against such Associated Persons.</p>
<p>Roles and Responsibilities</p>	<p><u>Whistleblower</u></p> <ul style="list-style-type: none"> • The Whistleblower is responsible to provide initial information related to a reasonable belief that an unethical activity has occurred. The motivation of a Whistleblower is irrelevant to the consideration of the validity of the allegation. • The Whistleblower must provide all factual corroborating evidence, as is available, to enable commencement of an investigation. An investigation will not be undertaken without verifiable support. • Whistleblowers are not to act on their own in conducting any investigations. <p><u>Investigation Participant</u></p> <ul style="list-style-type: none"> • All Associated Persons who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully co-operate with the investigators. • Investigation Participants should refrain from discussing or disclosing the investigation or their testimonies with anyone not connected to the investigations.

<p>Roles and Responsibilities (Continued)</p>	<ul style="list-style-type: none"> Investigation Participants are entitled to protection from retaliation for having participated in an investigation.
<p>Responsibility of Human Resources and Legal Department</p>	<p>The Human Resources and Legal Department will be responsible for investigating and resolving all reported complaints and allegations concerning violations.</p>
<p>Handling of Reported Violations</p>	<p>The Human Resources and/or Legal Department will notify the sender and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken, if warranted by the investigation.</p>
<p>Summary</p>	<p>Raffles Malaysia is committed to protecting all Whistleblowers who have made a protected disclosure or who have refused an illegal order from any form of undue influence or retaliation.</p>

SCHEDULE 4

ABC POLICY VIOLATION – WHISTLEBLOWER’S REPORT

FULL NAME:	
STAFF ID:	
PRIMARY PLACE OF WORK: <i>(Company name, City, Country)</i> (e.g. Raffles K12 Sdn Bhd, Nusajaya, Malaysia)	
NRIC NO./PASSPORT NO.: ** ** (Please fill in this section if you are not an employee/Associated Person of Raffles Malaysia)	
CONTACT ADDRESS: ** ** (Please fill in this section if you are not an employee/Associated Person of Raffles Malaysia)	
E-MAIL ADDRESS:	
NATURE OF VIOLATION: [Please tick “✓” the appropriate box(es)]	<input type="checkbox"/> Actual <input type="checkbox"/> Potential <input type="checkbox"/> Perceived <input type="checkbox"/> Gratification <input type="checkbox"/> Bribery, Blackmail, Extortion, Inducements, Money Laundering, Secret Commissions or Similar Misconducts <input type="checkbox"/> Conflict of Interest
DATE OF DISCOVERY OF VIOLATION:	
NAME(S) OF SUSPECTED VIOLATOR(S):	

DESCRIPTION OF VIOLATION:	
---------------------------	--

DECLARATION BY THE WHISTLEBLOWER

- 1) I confirm that the information given in this Report is true, accurate, correct and to the best of my knowledge.
- 2) I confirm that I consent to having my personal data processed and stored, by Raffles Malaysia's investigation unit and/or such law enforcement authority as may be necessary, for the purpose of conducting a thorough investigation of this Report.
- 3) Pursuant to Schedule 3 of this ABC Policy, if I am required to act as an Investigation Participant, I am willing to co-operate, testify truthfully and comply accordingly with the necessary standards set by Raffles Malaysia's investigation unit and/or such law enforcement authority.

SIGNATURE:

DATE OF REPORT SUBMISSION:

FOR THE INVESTIGATION UNIT'S USE ONLY

DATE OF REVIEW:	REVIEWED BY:	REMARKS: