

## Introduction and Objective

Memories Group Limited (“**MGL**”) and its subsidiaries (together, “the **Group**”) have implemented its policy on ‘Anti Bribery’ and principles of anticorruption in support of a Group wide Corporate Governance framework in preventing bribery and corruption.

The Group’s ‘Code of Conduct’ (the “**Code**”) and ‘Conflicts of Interest’ Policies commit the Group not to engage in bribery, any form of unethical inducement or payment including facilitation payments and ‘kickbacks’. The Code also expressly prohibits “bribes, illegitimate favors, entertainment, hospitality expenses and requests for personal benefits for oneself or others, either directly or through third parties”. All personnel and business partners are required to comply with the Code and it is communicated throughout the supply chain.

The Group conducts its business according to high legal and ethical standards, and in compliance with all applicable laws and regulations. Its reputation is one of its greatest assets, and any impropriety or questionable conduct is not tolerated. The Code has been adopted to further the tenth principles of UN Global Compact: “Businesses should work against corruption in all its forms, including extortion and bribery”, and it applies to all operations and employees of the Group including directors, officers and employees. Each wholly-owned company within the Group and joint venture company which is subject to the control of the Group will be deemed to be bound by the Code and the Anti Bribery Policy and Anticorruption Procedures which have been established to give effect to the Code.

These policy, procedures and its related documents are designed to ensure that the Group, its personnel and all associated persons comply fully with the tenth principles of UN Global Compact in all Group’s business operations. It is the responsibility of each associated person by action and supervision as well as continuous review to ensure strict compliance with the Code and these procedures, and the Group may take disciplinary action, up to and including dismissal or termination of contract, against any associated person who violates the Code or these procedures.

The Group has adopted the Code and the Procedures for Reporting Improprieties and Employees Guide to Procedures for Reporting Improprieties and has distributed them to individual entities and its supply chain. Any employee of the Group who suspects or becomes aware of any violation of applicable law, the Code, or these procedures must report to the Designated Person, Head of Audit and Risk Management Committee or any Board member who shall in turn report the matter to the Board.

## Section A: Anti Bribery and Anti-Corruption Policy

### Definition

For the purposes of this Anti Bribery and Anticorruption Policy and Procedures, bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, or to induce or reward improper conduct.

Bribery and corruption, whether involving government officials, or commercial entities, including joint ventures, can be direct or indirect through third parties such as agents, brokers and joint venture partners including facilitation of payments.

## Our commitment

The Group is committed to put in place procedures to prevent bribery by any individual or organisation that performs services for or on behalf of the Group. Consequently, this Anti Bribery Policy applies to every employee, director and officer in every wholly-owned Group company and in every joint venture company which is subject to the control of the Group.

Contractors, consultants or suppliers who are our agents or who are working on our behalf or in our name, through outsourcing of services, processes or any business activity, will be required to act consistently with this policy when acting on our behalf. Independent contractors, consultants or suppliers will be made aware of this policy as it applies to our people in their dealings with them. Joint venture companies not under the Group control and joint venture partners are encouraged by the Group to adopt a similar policy, and adequate procedures, to prevent bribery.

## Policy and Procedures

The Group does not tolerate any form of bribery or corruption.

You must not offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment or to gain any business advantage. You must follow the anti-bribery and corruption laws to which you and the Group are subject, remembering that Singapore anti-bribery and corruption laws apply wherever you are operating.

You are liable to disciplinary action, dismissal, legal proceedings and possibly imprisonment if you are involved in bribery and corruption.

You must ensure people who work for and with you understand bribery and corruption is unacceptable.

You must comply with the Operating Guidelines sets out below for the prevention of bribery and corruption.

## Operating Guidelines

### (a) Through Intermediaries and Third Parties

The Group prohibits the giving, offering, promising to give or offer, soliciting, accepting or receiving of any bribes through any intermediary agents, representatives, contractors and other associated persons of the Company acting on behalf of the Group.

For purpose of this Anti Bribery and Anti-Corruption Policy, “third parties” shall include actual or potential customers, suppliers, service providers, business contacts, agents, brokers, representatives, government and public bodies and any individual or organization which the employee may come into contact with in the course of their employment.

### (b) Gifts and Hospitality

The acceptance of gifts from customers, existing and/or potential, business partners, suppliers, contractors, competitors or members of the public is prohibited as it may create a situation of conflict or potential conflict of interest.

Pursuant to the Group's Code of Conduct, Gifts not exceeding US\$100 can be retained by the employee. All gifts exceeding US\$100 must be recorded in a registry maintained by the relevant business head detailing the description of the gift, the name of the person providing the gift and the manner in which such gift was disposed of. Gifts exceeding US\$100 can be retained by the employee if it has been declared to and approved by the relevant business head. It should be noted that retention of gifts is allowed only if they are received under non-obligatory circumstances.

As business lunches/dinners are an accepted mode of hospitality, these need not be declared but care must be exercised while accepting such meals. These should be infrequent. The sole purpose must be for enhancement of a business relationship and not for reciprocity.

It is important that gifts or hospitality never influence business decision-making process, cause others to perceive an influence or fall afoul of any applicable anti-corruption or anti-bribery laws.

### (c) Facilitation Payments

The Group also prohibits the making of any 'facilitation payments', which are unofficial payments (sometimes known as 'grease' payments) made to public or government officials or authorities. No employee or any third parties should make any facilitation payments for and/or on behalf of the Group.

If in doubt as to whether a payment is a facilitation payment, the employee should seek the approval of senior management before proceeding further.

### (d) Books and Records

The employees of the Group (the "**Employees**") shall keep and maintain books, records and accounts in reasonable detail that accurately and fairly reflect transactions in or related to the Group's business, including, but not limited to, accurately and fairly recording the purpose of any payment received or made.

### (e) Political Contributions

Employees do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

### (f) Charitable Contributions and Donations

Charitable contributions and donations are acceptable (certainly are encouraged), whether or in-kind services, knowledge, time or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. The Group only make charitable donations that are legal and ethical under local laws and practices.

No donation on behalf of the Company must be offered or made without the prior approval of Senior Management.

### (g) Reciprocal Agreements

Reciprocal agreements or any other form of "quid pro quo" is not acceptable unless they are legitimate business arrangements, which are properly documented and approved by Management. Improper payments to obtain new business / contract retain existing business or secure any improper advantage should never be accepted or made.

### Employees

Corruption and corrupt activities may take many forms and employees need to remain alert and discerning at all times. In conducting the business of the Group and in the course of your work, you must be aware of potential 'red flag' situations where there is generally a higher risk of corruption or which may raise concerns under the anti-corruption and anti-bribery laws.

Examples of 'red flag' situations may include but not limited to:

- where a third party has close family, personal or business ties with government officials or authorities or their employees and officers;
- where a third party requests for payment in cash or for no records to be made of payments and/or refuses to sign a formal contract or to provide an invoice or receipt for the payments made;
- where a third party requests for payments of unexpected additional fee or commission or reimbursements of extraordinary or vague expenses, whether or not to 'facilitate' a service;
- where a third party requests for payments to 'overlook' potential legal or regulatory violations;
- where you receive invoices which appear to be non-standard, or the payment request exceeds what is stated in the invoice, or the invoice indicates payment for a fee or commission which appear large given the services stated to have been provided;
- where a third party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services; and
- where you are offered an unusually generous gift or lavish hospitality by a third party.

The onus is on the employee to prevent, detect and report any forms of corruption and bribery.

Employees are to adhere strictly to the Anti Bribery and Anti-Corruption Policy and any violation to the policy will be properly investigated.

### Implementation

- Every employee shall have an unfettered right to file a genuine and bona fide complaint and shall not be restricted in the exercise of such right.
- Any complaint alleging obstruction or reprisals shall be received, reviewed and investigated in the same manner as any complaint alleging improprieties.
- The procedures for the receipt, retention and treatment of a complaint are set out in Appendix A and shall be fully complied with.
- Every complaint may be sent to or lodged in the manner to Designated Person, Head of Audit and Risk Management Committee.
- The identity of concerned employees who have lodged complaints shall be kept confidential anonymity.

- A Complaints Register shall be maintained or caused to be maintained for the purposes of recording details of all complaints received, including the date of such complaint and the nature of such complaint. The Complaints Register shall be made available for inspection upon any request of the Audit and Risk Management Committee.

### Investigation

- Designated Person will conduct an initial review of the report received and recommend the remedial, disciplinary or other action to be taken action taken by the Company. All investigations shall be reported to the Audit Committee for their attention and further action as necessary.
- Upon receipt of any Complaint, the Audit and Risk Management Committee may determine to commence or conduct further investigations or review and to take such remedial, disciplinary or other action as it deems appropriately. The Company reserves the right to take such action as the Audit and Risk Management Committee deems appropriate against any such Employees.

### Penalties

No employee has authority to violate this policy or any applicable anti-corruption or anti-bribery laws or to authorize anyone else to do so.

- In the event that if an employee is inconsistent or in conflict with the procedures will be charged with disciplinary action, up to and including dismissal or termination of contract in compliance with local and national laws, regulations, rules, directives or guidelines the extent of such inconsistency.

In support of these procedures, the Group has determined that on the acceptance of gifts and hospitality in business relations, gifts not exceeding US\$100 can be retained by the employee if it has been declared to and approved by the relevant business head.

In addition, the Group will review strictly in dealing with contractual relations to ensure no bribe, kickback, payoff or other improper payment or benefit will be proposed or entered into.

This policy will be disseminated and published to all employees, contractors, suppliers and business partners.

Previous version:

Adopted on 1 November 2018

Revised on 27 July 2020

# Memories Group Limited – Procedures for Reporting Anti Bribery and Anticorruption



## 1. Applicable Law

The Group will uphold all laws relevant to counter bribery and corruption in all the jurisdictions in which the Group operates. For the Group's businesses and operations in Singapore, Company is bound to observe all relevant and applicable laws which include but are not limited to the Prevention of Corruption Act of Singapore, Chapter 241, the Anti-Corruption Law 2013 of Myanmar, and any other anticorruption laws in countries, in which the Group operates or does business.

## 2. Definitions

The following concepts are essential to understanding the scope of the prohibition on bribery and corrupt conduct. These concepts should be interpreted broadly.

**"Bribery"** refers to:

- (i) offering, promising or giving financial or other advantage to induce a person to perform an activity improperly, or to reward them personally for doing so; or
- (ii) requesting, agreeing to receive, or accepting a financial or other advantage personally to perform an activity improperly, or being rewarded personally for doing so.

**"Corruption"** refers to the abuse of entrusted power for personal gain, including bribery, fraud, deception, collusion, embezzlement, insider trading, money-laundering and other similar activities.

A bribe, 'kickback', gratification or other corrupt payment may include but is not limited to the following:

- (i) money, gift, loan, fee, reward, commission, valuable security or other property or interest in property of any description, whether movable or immovable;
- (ii) any contract, office or employment;
- (iii) any payment, release, waiver, discharge or liquidation of any loan, debt, obligation or other liability, whether in whole or in part; and
- (iv) any other service, favour or advantage of any description.

A 'kickback' is the unethical or illegal return of part of payment already made or to be made in a legitimate business transaction.

The giving or receiving of bribes in any form and for any corrupt purpose is an offence under the Prevention of Corruption Act, Chapter 241 (Singapore), whether or not the benefit or effect of the bribe is enjoyed by the person giving or receiving the bribe or by some other person. The bribery offence may be established notwithstanding that the person was not able to complete the corrupt act requested or to put the corrupt intention into action. The consequences for an individual or company being involved in bribery, whether directly or indirectly are extremely serious. Under the laws of Singapore, persons convicted of acts of corruption and bribery may be liable to a fine of up to \$100,000 and/or to imprisonment for a term not exceeding 5 years.

The following terms used in these Procedure shall have the meaning ascribed here:-

**"Complaint"** means any complaints alleging Improprieties, Obstruction or Reprisals;

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“**Complaint Register**” means a register to record detail of all Complaints lodged;

“**Group**” means the Company and its subsidiaries;

“**Improprieties**” means any activity, conduct or omission by an employee, officer or agent of the Group or external advisers, consultants or professional firm (including auditing firms providing external or internal auditing services) engaged by the Group which relate to accounting, financial reporting, internal controls, internal accounting controls, financial, operational and compliance controls or risk management practices that are questionable or may not be in accordance with generally accepted accounting principles, standards or practices or which relate to issues of honesty or integrity or the commission or any act or activity which may be contrary to any law or regulation;

“**Obstruction**” means the use or attempted use of force, authority, intimidation, threats, harassment, coercion, undue pressure or any other action or behavior which is intended or leads itself to or in fact does impede, obstruct, influence or otherwise interferes with an employee’s or officer’s exercise of his right to report any improprieties or Reprisals or which may discourage other from so doing in the future; and

“**Reprisals**” means the use or the attempted use of force, authority, intimidation, threats, harassment, coercion, undue pressure or any act or omission or any negative or other inappropriate behavior by any employee or officer of the Group, against any person who has failed or intends to file a Complaint.

### 3. REPORTING POLICY AND PROCEDURES

#### a. Reporting of Improprieties

The Company believes that it is in the best interests of the Group to promote an environment conducive for Employees to, in confidence, raise or report concerns about Improprieties, without fear of Reprisals, and to put in place arrangements for the investigation of such concerns for appropriate follow-up action.

#### b. Publication of these Procedures

The Company shall disseminate and publish these Procedures to all Employees together with all updates and clarifications.

#### c. Authority to receive Complaints

All Complaints, other than reports involving any Director, member of senior management (having designation of “Head/Chief/Managing Director of a Division” and above) shall be addressed to Mr Tun Tun who shall be authorised to receive and act on all Complaints received by or on behalf of the Group.

Name	Email
Mr Tun Tun	<a href="mailto:tuntun@memoriesgroup.com">tuntun@memoriesgroup.com</a>

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All Complaints involving any Director, member of senior management (having designation of “Head/Chief/Managing Director of a Division” and above) shall be addressed to the Non-Executive Directors who may be reached at:-

Name	Email
Mr Basil Chan	<a href="mailto:basilc@singnet.com.sg">basilc@singnet.com.sg</a>
Mr Tun Tun	<a href="mailto:tuntun@memoriesgroup.com">tuntun@memoriesgroup.com</a>
Mr Robin Lee Chye Beng	<a href="mailto:robincllee@live.com">robincllee@live.com</a>

d. Right to file Complaint

Every Employee shall have an unfettered right to file a genuine and bona fide Complaint and shall not be restricted in the exercise of such right.

e. Prohibition of Obstruction

The Company objects to and does not tolerate nor condone any Obstruction cause against any Employee who wishes or intends to file, or who is in the process of filling, a Complaint, and may institute such disciplinary action as it deems appropriate against any employee, officer or agent of the Group found to have caused or attempted to cause any such Obstruction.

f. Prohibition of Reprisals

The Company objects to and does not tolerate nor condone any Reprisals made against any Employee who has filed or attempted or intends to file a Complaint and may institute such disciplinary action as it deems appropriate against any Employee found to have made or attempted to make any such Reprisals.

Any Complaint alleging Obstruction or Reprisals shall be received, reviewed and investigated in the same manner as any Complaint alleging Improperities.

#### 4. COMPLAINT PROCEDURES

a. Procedures for handling Complaints

The procedures for the receipt, retention and treatment of a Compliant are set out below and shall be fully complied with.

b. Submission of Complaint

Every Complaint may be sent to or lodged in the manner described in paragraph 3c above.

c. Confidentiality of Identity

Employees are strongly encouraged to disclose their identity when lodging Complaints.



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The identity of all Employees who have lodged Complaints shall be kept confidential save where:-

- i. the identity of the Employee, in the opinion of the Audit and Risk Management Committee, is material to any investigation;
  - ii. it is required by law, or by the order or direction of a court of law, regulatory body or by the Singapore Exchange or such other body that has the jurisdiction and authority to require such identity to be revealed;
  - iii. the Audit and Risk Management Committee is of the opinion that it would be in the best interests of the Group to disclose the identity;
  - iv. it is determined that the Complaint was frivolous, in bad faith, or in abuse of these policies and procedures or lodged with malicious or mischievous intent; or
  - v. the identity of such Employee is already public knowledge by reason other than disclosure under this paragraph 4c.
- d. Registration of Complaints

A Complaints Register shall be maintained or caused to be maintained for the purposes of recording details of all Complaints received, including the date of such Complaint and the nature of such Complaint.

The Complaints Register shall be made available for inspection upon any request of the Audit and Risk Management Committee.

### 5. INVESTIGATION OF COMPLAINTS

#### a. Review and Investigation

All whistle-blowing reports, other than reports involving any Director, member of senior management (having designation of “Head/Chief/Managing Director of a Division” and above) shall be received by the Head of Risk Management and Internal Audit or equivalent who will log all reports into a register. The Head of Risk Management and Internal Audit or equivalent shall conduct an initial review of the report received and recommend the remedial, disciplinary or other action to be taken action taken by the Company. All investigations shall be reported to the Audit and Risk Management Committee for their attention and further action as necessary.

In the event that the whistle-blowing reports involve any Director, member of the senior management or the Head of Risk Management and Internal Audit or equivalent, the reports shall be escalated to the Chairman of the Audit and Risk Management Committee, for his attention and further action as necessary.

#### b. Determination by Audit and Risk Management Committee

Upon receipt of any Complaint, the Audit and Risk Management Committee may:-

- i. conduct its own investigation or review;
- ii. instruct the internal auditors or external auditors or other professionals to conduct further investigations or review;

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- iii. instruct management to take such remedial, disciplinary or other action as it deems appropriate;
- iv. engage such third parties as the Audit and Risk Management Committee may determine, to commence or conduct further investigations or review;
- v. engage such third parties as the Audit and Risk Management Committee may determine to take such remedial, disciplinary or other action as it deems appropriate; and/or
- vi. take any other action as Audit and Risk Management Committee may determine in the best interests of the Group.

The Company reserves the right to take such action as the Audit and Risk Management Committee deems appropriate against any such Employee.

### c. Abuse of Policies and Procedures

The Group may, upon determination by the Audit and Risk Management Committee, take or cause to be taken such action as is appropriate against any Employee who has made a Complaint frivolously, in bad faith, in abuse of the policies and procedure herein or lodged with malicious or mischievous intent.