

## **ANTI-BRIBERY AND FOREIGN CORRUPT PRACTICES ACT COMPLIANCE POLICY**

### **Statement Of Commitment**

Cargolift Asia (herein referred as “The Company”) is fully committed to conduct our business with utmost integrity and with the highest ethical standards, and in compliance with all applicable laws and regulatory requirements for the prevention of corruption, bribery and extortion. The Company has zero tolerance toward corruption and bribery.

The Company has introduced this policy to supplement its commitment to our Code of Conduct, and to ensure that appropriate ethical conduct is applied consistently across Company.

This policy and Code of Conduct will form part of the induction of new Employees (as defined below).

### **Statement of Purpose and Philosophy:**

Cargolift Asia (including its direct and indirect subsidiaries, the “Company”) is committed to maintaining high ethical standards of business conduct for its global operations and in compliance with all applicable laws and regulatory requirements for the prevention of corruption, bribery and extortion

The Company is committed to a zero tolerance policy toward bribery and an effective program of internal systems and controls to in compliance with the Prevention of Corruption Act (PCA), Chapter 241 (Singapore) , U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UKBA), similar laws contained in the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Anti-Bribery Convention) and the anti-corruption laws of all countries in which the Company conducts business.

The Company has introduced this policy to supplement its commitment to our Code of Conduct, and to ensure that appropriate ethical conduct is applied consistently it is conduct of business operation

### **Policy Objectives**

Neither the Company nor any of its employees shall offer, make, promise or authorize payments to Foreign Officials, directly or indirectly, which would violate the PCA, FCPA, the UKBA, the OECD Anti-Bribery Convention, or similar laws. The Company also will not condone or tolerate the offering, making or authorizing of such payments by any director, officer, employee or agent. The Company shall maintain its books and records in reasonable detail to accurately and fairly reflect transactions and dispositions of assets. No director, officer, employee or agent will suffer adverse consequences for refusing to pay bribes even if this may result in the Company losing business.

The Anti-Corruption Policy does not and cannot reasonably cover every situation that might take place in the course of the employee’s employment with The Company and if in doubt, the employee is strongly encouraged to seek immediate guidance from their supervisors, the Company’s Compliance Desk, the Company’s senior management, or where appropriate, the Company’s Ethics Committee.

## **Prohibited Conduct**

Prohibited Conduct 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, gratification or other corrupt payment may include but is not limited to the following:

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

Prohibited payments, offers or receipts are not permitted at all times, whether or not they are given to or received from a Government Official or to any person in a private enterprise, business or entity, and regardless of whether they are given or received directly or indirectly by another person or entity on behalf of the Company

The giving or receiving of bribes in any form and for any corrupt purpose is an offence under the Prevention of Corruption Act (PCA)

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 Company's Compliance Desk shall provide guidance on the level of due diligence required for a particular business arrangement. All due diligence should be conducted prior to entering into any contractual or binding arrangement.

## **Facilitating Payments**

The Company prohibits the making of any 'facilitation payments', which are unofficial 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 Company

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

## **Through Intermediaries and Third Parties**

The Company 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 Company

For purpose of this 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.

## **Gifts and Hospitality**

As a general principle, The Company prohibits the giving and accepting of gifts and hospitality from persons or companies with whom there is business relationship, unless in strict compliance with The Company’s policy on gifts and hospitality.

Whilst The Company recognizes that the occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships, 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.

## **Bona Fide Business Expenditures**

Payments to public or government officials or authorities for expenses related directly to the promotion, demonstration, or explanation of products or services, or execution or performance of a contract (i.e., promotional expenses) must be consulted with the Company’s Compliance Desk for advice on the suitability of any such payments.

Accurate records of the payment and its purpose must be maintained in accordance with the books and records provisions of the respective policies

## **Vendors**

The Company’s commitment to compliance must extend to the activities of the vendors. The Company and its individual officers and employees may be liable for payments made by a third party (sales representative, subcontractor, consultant, agent, or joint venture partner) of anything of value to any foreign official, even if the third party is not subject to the PCA, FCPA or the UKBA, and even if the Company is not aware of the payment. Company personnel should be careful to avoid situations involving third parties that might lead to a violation of the PCA, FCPA or UKBA. Therefore, prior to entering into an agreement with any vendors who act on behalf of the Company in dealings with foreign governments, Company personnel must perform proper and appropriate due diligence the adopted Policy.

## **Charitable 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. We 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 Company’s Compliance Desk

## **Political Contributions**

The Company and its 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.

## **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

## **Record-Keeping Requirements**

The Company is required to maintain reasonably detailed books, records and accounts, as well as a system of internal accounting controls, in order to reflect accurately all transactions and disposition of their assets. These provisions apply to both domestic and foreign operations and payments and are not limited to sums that would be “material” in the traditional financial sense.

## **Employees Accountability**

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 Company and in the course of work, Employees 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.

## Consequences of Violation

Violations of this policy will result in corrective action that may include, but is not limited to, verbal or written warnings, suspension from work, or other disciplinary action up to and including employment termination. Verbal or written corrective action is intended to eliminate inappropriate workplace conduct of a more minor nature. Immediate termination without use of progressive discipline may be appropriate for serious incidents.

Violations could also result in criminal and civil charges in the Singapore or abroad, with significant penalties if an employee and/or the Company is convicted. The Company also could face civil litigation and serious harm to its reputation as a result of FCPA violations. Employees who are convicted of FCPA violations also could face imprisonment.

Disciplinary action will also be taken against Employees who have knowledge of such violations but conceal such information from the Company, or who take detrimental action against others who report such violations.

It is therefore NOT a valid excuse or defence that:

- you did not intend to personally benefit from the corrupt act or practice, but did so for the benefit of some other person, including the Company; or
- you are acting on the instruction of your Supervisor(s); or
- you personally believe such acts or practices are necessary or justified in order for the Company to remain competitive or profitable or in order to retaliate against the corrupt practices of others (e.g., our Competitors); or
- you personally believe that such acts or practices are common or normal business acts in a particular jurisdiction or industry.

Given the potentially severe legal and other consequences of corruption, Employees must be cautious to:

- avoid any involvement in any corrupt situation; or
- if employee have inadvertently or unintentionally become involved in a corrupt situation, extricate from the situation upon becoming aware of the corrupt element and immediately report to the Compliance Desk.
- Under the Hire Orientation Program, Employees are briefed on The Company's Anti-Corruption policy. Additionally, a copy of the same is made available on the company's public drive for their easy access and reference.
- A refresher is conducted annually, with Employees certifying and acknowledging their understanding and adherence to the policy, by completing a series of questions pertaining to the policy

## **The Company's Compliance Desk is responsible for:**

- Interpreting this Policy, the PCA, FCPA, the UKBA, OECD Anti-Bribery Convention, and other anti-corruption laws which apply to the Company
- Counselling and advising Business Groups regarding issues that raise concerns under the PCA, FCPA, the UKBA, the OECD Anti-Bribery Convention and other anticorruption laws.
- Providing assistance in the performance and evaluation of due diligence regarding foreign agents, joint venture partners or other international transactions.
- Evaluating the legality of proposed facilitating payments, promotional expenses, and contributions to charities and political parties or candidates.
- Evaluating and approving additional procedures adopted pursuant to this Policy. The Company's Compliance Desk is responsible for implementing and monitoring systems of internal controls and record keeping procedures that comply with the PCA, FCPA and the UKBA.

The Company's Compliance Desk is responsible for developing training materials which include a compliance certification and deploying training to the Business Groups.

## **It is the individual responsibility of each director, officer, employee and agent to:**

- Comply with this Policy, the PCA, FCPA, the UKBA and other anti-corruption laws and the Code of Business Ethics.
- Participate in training as directed.
- Make sure subordinates get the training needed to understand laws and regulations governing international transactions.
- Raise concerns regarding this Policy, the PCA, FCPA, the UKBA and other anticorruption laws or the Code of Business Ethics - including any suspected violations - to management or the Company's Ethics Committee

## **Whistle blower Protection**

The Company takes its commitment to PCA, FCPA and UKBA compliance with the utmost seriousness and expects all vendors and Company personnel to share that commitment. The Company, therefore, expects and requires that any vendors and Company personnel that have knowledge of, or reason to suspect, any violation of the PCA, FCPA, the UKBA or this Policy contact The Company's Compliance Desk immediately or contact the Whistle blower Employee Hotline at +65 90080179 or online at: [www.cargolift.asia](http://www.cargolift.asia).

- It is strict Company policy that no adverse employment or other action will be taken against any such persons in retaliation for reporting a violation or suspected violation of the PCA, FCPA, the UKBA or this Policy.

The Company's Compliance Desk comprises of:

- Group Senior Management / Executive Director
- Audit Committee – 3rd Party Appointment

The Compliance DESK (CD) and the Administrator as authorized by the EC will have:

- Free and unrestricted access to all Companies' records and premises
- The authority to examine, copy and/or remove all or any portion of the contents of files, desks, cabinets and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

### **Anti-Bribery Laws of Other Jurisdictions**

Employees are required to observe and comply with the Prevention of Corruption Act (Chapter 24) of Singapore, the U.K. Bribery Act, the United States Foreign Corrupt Practices Act and any other anti-corruption laws in countries, in which The Company operates or does business.

This Anti-Corruption Policy shall apply even in circumstances and in countries where the giving and receiving of bribes or such corrupt payments may be common local practice or custom. It is not a valid defence against a charge of corruption to show that the bribe in question is customary in any profession, trade, vocation or calling, industry, jurisdiction or country.

Bribery which is committed overseas may still be caught under Singapore's anti-corruption laws, i.e. where an offence is committed by a Singapore citizen in any place outside Singapore, he/she may be dealt with in respect of that offence as if it had been committed within Singapore.

This Anti-Corruption Policy does not and cannot reasonably cover every situation that you may face in the course of your work with the Company. If you are in doubt as to how you should apply any of the provisions of this policy, you are strongly encouraged to seek guidance from your Head of Department or from the Senior Management.

### **No Exceptions**

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.

### **Further Information**

This policy is not intended to be an explanation of all specific provisions of anti-bribery or anti-corruption laws or an exhaustive list of activities or practices which could affect the reputation and goodwill of The Company's business.

This policy should be read in conjunction with The Company's other policies governing employee conduct.