



Geniusys Pte. Ltd. and Subsidiaries

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ANTI-BRIBERY AND CORRUPTION POLICY

This policy is organised within the following sections:

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OBJECTIVE

This Anti-Bribery and Corruption Policy ("Policy") is designed to apply to all individuals and entities involved with Geniusys Pte Ltd ("Company") and its subsidiaries ("Group"), including Group Personnel and Business Partners. The objective of this Policy is to ensure that all Personnel communicate the Policy's requirements to Business Partners and ensure their compliance. In the event of any non-compliance by Business Partners, the Group retains the right to terminate agreements or arrangements with the Business Partners at its discretion.

DEFINITIONS

2.1 Personnel

Refers to the Company directors, executives, employees, temporary staff or workers, and interns.

2.2 Business Partners

Refers an external party with whom the Group has, or plan to establish, some form of business relationship. This shall include customers, outsourcing providers, contractors, consultants, subcontractors, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

2.3 Corruption

(a) Corruption generally means the act of soliciting or receiving or offering or giving any gratification for the purpose of improperly influencing a business decision in relation to a dealing.



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(b) Forms of gratification include the following:

- (i) Money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage.
- (ii) Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (iii) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (iv) Any valuable consideration of any kind, discount, commission, rebate, bonus, deduction or percentage;
- (v) Any forbearance to demand for any money or money's worth or valuable thing;
- (vi) 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
- (vii) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (i) to (vi).

(c) Corruption may be in a variety of forms, including but not limited to:

- (i) Bribery, where a person offers or gives, solicits or receives benefits (which may be in the form of hospitality, entertainment or gifts) with the intention or knowledge that the benefit will be used to induce someone to perform a dishonest act.
- (ii) Embezzlement, where someone dishonestly appropriates money or other assets with which he has been entrusted with.
- (iii) Abuse of power, where someone abuses a position of trust for the purposes of illicit gain. There are multiple risk areas where bribery and corruption elements may arise. These risk areas are dealt with in detail in this Policy.

2.4 Public Officials

Refers a public or government official which includes, without limitation, candidates for public office, officials of any political party, and officials of state-owned enterprises.



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2.5 Employees

Refers all individuals directly contracted to the Group on an employment basis, including permanent and temporary Employees.

2.6 RMC

Refers Risk Management Committee of the Company.

3. ALL APPLICABLE LAWS AND REGULATIONS

3.1 The Group is committed to conducting its businesses ethically and in compliance with all applicable laws and regulations in the countries where it operates in. In the event where there is a conflict between mandatory laws and the provisions contained in this Policy and other policies, the law shall prevail. However, the provisions in this Policy are to be adhered to in the event of any conflict or inconsistencies with a local custom or practice.

3.2 This Policy extends across all the Group's business dealings and transactions in all countries in which it operates in. All persons covered by this Policy, in discharging their duties on behalf of the Group, are required to comply with the laws and regulations applicable in the location of the business activities, and with respect to anti-bribery and corruption laws, rules and regulations. In jurisdictions where local laws and regulations set stricter rules than those set out in this Policy, the stricter rules shall prevail.

3.2.1 Consequences of non-compliance

- (a) All Personnel must bear in mind that there are severe consequences of being involved in corrupt activities. The consequences generally come in two forms, namely in the form of individual liability or corporate liability or both, depending on the specific circumstances of each of the acts. This means that not only would the Employee be liable for his/her acts, but the Group would also be implicated.
- (b) In the event the Employee are suspected of any acts or behaviours that could amount to corruption, Employee may be subject to an internal investigation and disciplinary proceedings leading to disciplinary action or any other action deemed necessary against the Employee, if deemed necessary by the Group.

4. GIFTS, ENTERTAINMENT AND HOSPITALITY

4.1 All Personnel (including their family members), or agents acting on behalf of the Personnel (including their family members) are prohibited from, whether directly or indirectly:

- (a) Receiving gifts, entertainment and hospitality from Business Partners or any third parties that have dealings with the Group;



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(b) Giving gifts, entertainment and hospitality to Business Partners or any third parties that have dealings with the Group.

4.2 By abiding to this rule, any conflict of interest or appearance of a conflict of interest for either party in the ongoing or potential business dealings between the Group and the Business Partners or the public can be avoided. Gifts may be seen as bribes, which may tarnish the good name and reputation of the Group or violate anti-bribery and corruption laws. It is the responsibility of all Personnel to inform Business Partners or any third parties involved in business dealings with the Group of this Policy and to request for their understanding and cooperation to comply with this Policy.

4.3 However, the Group recognises that the need to provide and receive reasonable and proportionate gifts, entertainment and hospitality in the normal course of business, particularly during festive periods, is a legitimate way to network and to build business relationships. Such gifts, entertainment and hospitality are allowed if they are not lavish, appropriate and reasonable in the light of accepted business practice that the Group operates in.

Without prejudice to the above, all Employees must promptly declare any gift or entertainment which they give or receive.

4.4 All Personnel must always exercise proper care and judgment and ensure the gifts, entertainment and hospitality must not be carried out with a view to improperly cause undue influence or in exchange for favours or advantages. It is of paramount importance to give due consideration to the following to avoid the appearance of impropriety:

- (a) Bona fide: Can it be linked to any dishonest purpose or cause?
- (b) Integrity: If made known to others in the Group and the public, would it harm the reputation of the Group and cast doubt on the integrity of the person involved?
- (c) Proportionality and reasonableness: Does it incur excessive cost and occur regularly and exceed the level of reasonableness?
- (d) Transparency: Is it carried out in a secret manner and be undocumented?

4.5 If any of the above is answered in the affirmative, the relevant act of providing and receiving gifts, entertainment and hospitality shall be ceased immediately and reported to the Employee reporting Head of Department or Director of the Group ("Director") for record purposes.

5. DONATIONS, SPONSORSHIPS AND CORPORATE SOCIAL RESPONSIBILITIES ("CSR")

5.1 The Group is a responsible corporate organisation and is committed to contributing to the well-being of the people and nation in countries where it operates in. That said, it is important that all donations, sponsorships and CSR are made in a legitimate manner and adheres to the Group's values.



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(a) Donations and sponsorships

All Personnel must ensure that all donations and sponsorships are not used as a trickery to conceal bribery or to circumvent or avoid any of the integrity provisions of this Policy, particularly prohibition on bribery. It must be ensured that donations and political contributions to charities or beneficiaries are not disguised as illegal payments to Public Officials and the charities or beneficiaries are not conduit to fund illegal activities. All donations and sponsorships must adhere to the following:

- (i) Ensure such contributions are allowed by applicable laws;
- (ii) Obtain all necessary internal and external authorisations;
- (iii) Select well established entities having an adequate organisational structure to guarantee proper administration of the funds;
- (iv) Be accurately reflected in the Group's accounting books and records; and
- (v) Not to be used to cover up an undue payment or bribery.

The Human Resources Department is responsible for reviewing and approving donations and sponsorships. All requests must undergo a thorough evaluation to ensure compliance with legal and ethical standards. Final approval must be obtained from the Chief Executive Officer. Once approved, disbursements will be processed by the Finance Department and tracked to ensure that funds are used for their intended purposes.

(b) Corporate Social Responsibilities (CSR)

- (i) As part of the Group's commitment to corporate responsibility and development, the Group 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.
- (ii) The proposed recipient of assistance must be a legitimate organisation and appropriate due diligence must be conducted. Requests determined to be legitimate must be carefully structured to ensure that the benefits reach their intended recipients.

The Human Resources Department is responsible for reviewing CSR initiatives, ensuring that all initiatives align with the Group's ethical standards and that proper due diligence is conducted. CSR projects require approval from the Chief Executive Officer. Disbursements will follow the same approval process as donations and sponsorships, ensuring transparency and accountability in the use of funds.

5.2 the Group requires all Personnel to use good judgment and common sense in assessing the requests for donations and sponsorships. If the Employee is in doubt, his/she should seek advice from the Human Resources Department before proceeding with the donations and sponsorships.



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6. FACILITATION PAYMENTS & KICKBACKS

As facilitation payments constitute a form of bribery and corruption that involves expediting or facilitating the performance of a public official for a routine governmental action, the Group does not accept and prohibits the use of facilitation payments or kickbacks in its business. In the event the situation arises where the safety and security of any Personnel is at stake or the Personnel has been coerced to make such payments, the Personnel should immediately escalate such matter to the Human Resource Department for appropriate actions to be taken.

7. MANAGING RELATIONSHIPS

7.1 Dealings with Business Partners or the public

- (a) As a corporate citizen committed to prevent bribery and corruption, the Group's dealings with Business Partners or the public must be carried out with care, in such a manner consistent with the values and principles that the Group advocates and adopts, and in compliance with all relevant laws and regulations.
- (b) It is the Group's expectation that all Business Partners acting for or on its behalf share the values, principles and ethical standards of the Group as being outsiders having dealings with the Group, their actions can implicate the Group legally and tarnish the Group's reputation. The Group also requires that the public that deals with the Group adheres to ethical conducts and practices.
- (c) Thus, before establishing any business relationship with these external parties, the Group is obligated to conduct appropriate due diligence to understand the business and background of these prospective Business Partners before entering any arrangements with them. This is to ascertain that the Group filters its Business Partners and engage and deals only with those that subscribe to an acceptable standard of integrity in their business practices. No business dealings should be entered into with prospective Business Partners that are reasonably suspected of engaging in bribery and improper business practices unless those suspicions have been investigated and resolved satisfactorily.
- (d) As a way of ensuring that the Group only carries out its business with Business Partners that share similar values, principles and ethical standards with the Group, the following must be complied with:
 - (i) Conduct due diligence to assess the integrity of the Group's prospective Business Partners;
 - (ii) Ensure that all Business Partners (prospective and existing ones) are aware of the Group's compliance policies particularly this Policy, communicate the Group's expectations on them and obtain their commitment to comply with the same; and
 - (iii) Continue to be aware of and periodically monitor third party performance and business conducts and practices to ensure ongoing compliance.



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- (e) Standard clauses shall be included in all legal documents and/or contracts with the Group's Business Partner, requiring them to comply with this Policy and other applicable laws besides granting the Group the right to terminate any contract or business relationship in which an act of bribery or corruption has been observed or proven to have occurred.
- (f) In the absence of contracts or other legal documents stipulating the clauses, the Business Partners are required to declare their adherence to this Policy.
- (g) In the course of conducting due diligence, where there are red flags raised, these warrant further investigations and must be appropriately and sufficiently addressed before the engagement of the Business Partners can progress.
- (h) The Group requires its Personnel to use good judgment and common sense in assessing the integrity and ethical business practices of external parties to ensure that the Group deals only with those who share common values as the Group.

7.2 Dealings with Public Officials

- (a) Caution must be exercised when dealing with Public Officials. Providing gifts, entertainment, hospitality or other benefits, whether directly or indirectly, to Public Officials is generally considered a red flag situation in most jurisdictions.
- (b) Such provision to Public Officials or their family/household family in exchange for future benefits or results is prohibited in the Group.

7.3 Conflict of interest

- (a) Conflicts of interest arise where there is personal interest that can be considered to have potential interference with objectivity in performing duties or exercising judgement on behalf of the Group. A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

All Personnel must avoid situations in which their personal interest would conflict with their duties and responsibilities. All Personnel must not use their position, official working hours, the Group's resources and assets, or information available to them for personal gain or to the Group's disadvantage.

- (b) In situations where a conflict of interest does occur, the Personnel is required to declare the matter to their reporting Head of Department. In the case of Directors, the conflict must be disclosed to the board of Directors of the Company and recorded by the Company Secretary.



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7.4 Recruitment of Personnel

- (a) The Group's recruitment, performance evaluation, remuneration, recognition and promotion for employees and Directors shall be objective and show no favour.
- (b) Appropriate due diligence shall be conducted on prospective employees and Directors, in proportion to the risk profile of the position. The assessment shall include background checks to ensure the prospective employee or Director has not been convicted in any bribery or corruption case(s) nationally or internationally.
- (c) The Group will not offer employment to prospective employees in return for previous favour or in exchange for improper favour, such as awarding of contracts. The Group shall award contracts and employee positions based on merit. Support/referral letters in all forms shall not be recognised as part of the business decision making process.

8. CONTROL MEASURE

8.1 Record-keeping

- (a) The Group shall ensure that all financial transactions are properly kept and have appropriate internal controls in place which will evidence, substantiate and justify the business reasons for making payments to Business Partners, for a period subject to prevailing laws and regulations on record-keeping.
- (b) All Personnel must provide their respective reporting Head of Department or Director all written records of all gifts, entertainment, hospitality or any other benefits offered to or accepted by them, irrespective of value and the reporting Head of Department shall submit the Gifts Declaration Form to the Human Resources Department. In the case of Directors, the Company Secretary shall maintain records of the declarations and any related documents.
- (c) All Personnel must also ensure that all expenses claims relating to gifts, entertainment and hospitality incurred for the benefit of Business Partners and other external parties are submitted in accordance with the Group's finance policies for the time being, with the basis/reason for such expenses clearly recorded.
- (d) All accounts, invoices, memorandum, due diligence forms and other documents and records relating to dealings with Business Partners must be prepared, maintained and submitted with full accuracy and completeness.

8.2 Reporting

- (a) Any person subject to this Policy who learns of any attempted, suspected or actual bribery or corruption activities that violates this Policy and/or other relevant policies and



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procedures of the Group is responsible to report promptly through the Group's whistleblowing channels as prescribed in the Whistleblowing Policy.

- (b) Reports made in good faith, either anonymously or otherwise, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation, as provided by the Group's Whistleblowing Policy.

9. PERSONNEL DECLARATION

- 9.1 All Personnel shall certify in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the Personnel's employment. For conflict of interest involving Directors, the Company Secretary shall maintain records of the declarations and any related documents.
- 9.2 The Group reserves the right to impose disciplinary action termination in the event that the persons is in breach of this Policy and/or implicated in any bribery and corruption related incident.
- 9.3 The Group reserves the right to request for any information, including any Personnel's assets, if the Personnel is implicated in any bribery and corruption-related accusation or incident.

10. COMMUNICATION, TRAINING AND AWARENESS

- 10.1 This Policy is a public document which shall be communicated to all our Personnel and Business Partners. Our Personnel and Business Partners must read and understand the Group's position regarding anti-bribery and corruption, integrity and ethics.
- 10.2 Adequate training on the Group's anti-bribery and corruption approach shall be provided to our Personnel.

11. SYSTEMATIC REVIEW, MONITORING AND ENFORCEMENT

11.1 Governance, monitoring and compliance

Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption. Our Personnel is encouraged to raise any concerns or inadequacies in the anti-corruption compliance programme to the Risk Management Committee.

11.2 Responsibility for this Policy

In enforcing the Group's anti-corruption programme, particularly this Policy, the Human Resources Department is responsible to monitor performance of all Personnel relating to



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the policies and procedures to combat bribery and corruption that the Group has adopted. This is to ensure that the Personnel understand and comply with the requirements of these policies and procedures whilst performing their roles and functions.

11.3 Audits and compliance

To ensure that the Group's anti-corruption compliance programme is up-to-date and relevant to existing laws and regulations, this Policy should be audited internally by Human Resources Department or by an external party to ensure that the controls and measures put in place by the Group to prevent corruption and to operate in an ethical manner are still relevant. The Human Resources Department or the external party should conduct this audit and report the findings of the audit to the RMC in a timely manner for appropriate actions.

11.4 Infringement of this Policy

The Group is committed to enforce the requirements of this Policy. As such, any failure to observe any of the provisions in this Policy and other compliance documents of the Group may result in disciplinary actions, including termination of employment and referral for criminal prosecution, depending on the circumstances. Further details on the disciplinary procedures and actions which may be taken against misconducts such as corruption and bribery can be found in Code of Conduct and Ethics/Employees' Handbook.