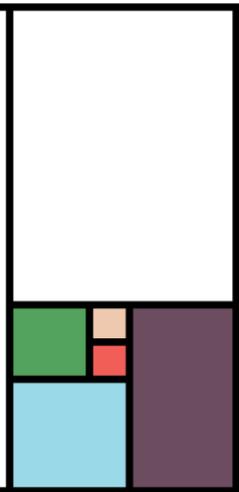


BRIQUE ENGINEERING SOLUTIONS



ANTI-BRIBERY & CORRUPTION POLICY AND GUIDELINES

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Preliminary

Definitions

You: refer to any person to whom this Manual applies. Where more specific references are used (such as “employee”), the more specific reference is intended.

Family/Household: includes your spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household.

Employee: means any person who is in the employment of BRIQUE including but not limited to executives, non-executives, secretaries, secondees and individuals on direct hire.

BRIQUE: Brique Engineering Solutions. The companies in which BRIQUE has direct or indirect shareholding are distinct legal entities.

HoD: Head of Department

Introduction

Brique Engineering Solutions (BRIQUE) has adopted a zero-tolerance policy against all forms of bribery and corruption. The BRIQUE Anti-Bribery and Corruption Policy and Guidelines (hereinafter referred to as the “ABC Manual”) elaborates BRIQUE’s upon principles, providing guidance to employees concerning how to deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business. It is also intended to apply to every director (executive and non-executive) except as otherwise stated in this Policy and Guidelines. Joint venture companies in which BRIQUE is a non-controlling party and associated companies are encouraged to adopt similar principles and standards. BRIQUE also expects that contractors, subcontractors, consultants, agents, representatives and others performing work or services for or on behalf of BRIQUE will comply with the relevant parts of the ABC Manual when performing such work or services.

If a law conflicts with a policy as set out in this ABC Manual, you should comply with the law. If you perceive that a provision in this Manual conflict with the law in your jurisdiction, you should consult with your Head of Department, Human Resource Department or Legal Department, rather than disregard the Manual without consultation. However, if a local custom or policy conflicts with this Manual, you are called upon to comply with this Manual. If you have any questions about any of these conflicts, please consult your Head of Department, Human Resource Department or Legal Department.

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

If you have any doubt about the scope of applicable laws or the application of the group’s policies concerning the fight against bribery and corruption, you should contact your relevant Legal Department immediately.

“ALWAYS ASK WHENEVER IN DOUBT”

Engaging in bribery or corrupt practices can have severe consequences for you and for BRIQUE. You may face dismissal, fines and imprisonment, and the company may face damage to reputation, financial loss and disbarment from business and other negative consequences.

An electronic version of this Policy and Guidelines is available at www.briquesolutions.com

Gifts & Entertainment

“No Gift” Policy

BRIQUE has adopted a “No Gift” Policy whereby, subject only to certain narrow exceptions, BRIQUE employees and directors (executive and non-executive), family members or agents acting for or on behalf of BRIQUE employees, directors or their family members are prohibited from, directly or indirectly, receiving or providing gifts.

Gifts can be misconstrued as bribes and therefore deemed in violation of anti-bribery and corruption laws as well as tarnishing BRIQUE’s reputation. For this reason, BRIQUE requires employees and directors to abide by this policy to avoid conflict of interest or the appearance of conflict of interest for either party in on-going or potential business dealings between BRIQUE and external parties.

A conflict of interest arises in a situation in which an individual is in a position to take advantage of his or her role in BRIQUE for his or her personal benefit, including the benefit of his or her family/household and friends. This would undermine the duties of good faith, fidelity, diligence and integrity as expected by BRIQUE from its employees and directors in the performance of their duties and obligations.

It is the responsibility of employees and directors to inform external parties involved in any business dealings with BRIQUE that the Company practices a “No Gift Policy” and to request the external party’s understanding for and adherence with this policy.

Receiving Gifts

The Company is very much aware that the exchange of gifts can be a very delicate matter where, in certain cultures or situations, gift giving is a central part of business etiquette. Despite acknowledging BRIQUE’s “No Gift Policy”, some external parties may still insist in providing gifts to BRIQUE employees, directors and/or their family members in certain situations which do not fall within the general exceptions.

Although the general principle is to immediately refuse or return such gifts, accepting a gift on behalf of BRIQUE is allowed only in very limited circumstances, whereby refusing the gift is likely to seriously offend and may sever BRIQUE’ business relationship with the Third Party. However, in no circumstances may an employee, director or his/her family/household members accept gifts in the form of cash or cash equivalent.

All gifts received must be immediately recorded in the Gift Register using the form (online at www.briquesolutions.com) for approval by the HoD/CEO. If not approved the gift will be politely returned, where possible, with a note explaining the Company's “No Gift” Policy, ensuring to highlight the appreciation of the gesture. Upon approval, the HoD/CEO must determine the designation of the gift from the following:

- a) Donate to charity
- b) Hold for departmental display
- c) Share amongst staff/employees/contractors/etc.
- d) Permit it to be retained by the employee

In determining the above, HoD/CEO is expected to exercise proper care and judgment in each case, taking into account pertinent circumstances including the character of the gift, its purpose, the position/ seniority of the person(s) providing the gift, the business context, reciprocity, applicable laws and cultural norms.

Providing Gifts

Generally, employees are not allowed to provide gifts to third parties with the exception of the President & Group CEO, Executive Vice Presidents and any other officers identified in the gift and entertainment policy of the respective jurisdictions.

Gifts & Entertainment

Exceptions to the “No Gift” Policy

Although generally BRIQUE practices a “No Gift” Policy, there are certain exceptions to the general rule whereby the receiving and provision of gifts are permitted in the following situations:

- a) Exchange of gifts at the company-to-company level (e.g. gifts exchanged between companies as part of an official company visit/courtesy call and thereafter said gift is treated as company property);
- b) Gifts from company to external institutions or individuals in relation to the company’s official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event);
- c) Gifts from BRIQUE to employees and directors and/or their family members in relation to an internal or externally recognised Company function, event and celebration (e.g. in recognition of an employee’s/director’s service to the Company);
- d) Token gifts of nominal value normally bearing the BRIQUE or company’s logo or (e.g. t-shirts, pens, diaries, calendars and other small promotional items) that are given out equally to members of the public, delegates, customers, partners and key stakeholders attending events such as conferences, exhibitions, training, trade shows etc. and deemed as part of the company’s brand building or promotional activities; and
- e) Gifts to external parties who have no business dealings with BRIQUE (e.g. monetary gifts or gifts in-kind to charitable organisations).

Even in the above circumstances, employees and directors are expected to exercise proper judgment in handling gift activities and behave in a manner consistent with BRIQUE’s general principles, as per below:

- Conscientiously maintain the highest degree of integrity,
- Always exercise proper care and judgment,
- Avoid conflicts of interest,
- Refrain from taking advantage of your position or exercising your authority to further your own personal interest at the expense of BRIQUE, and
- Comply with applicable laws, regulations and BRIQUE policies and procedures.

Providing and Receiving Entertainment

Providing and receiving modest entertainment are legitimate ways of building and maintaining healthy business relationships with external clients, therefore providing and receiving reasonable acts of hospitality are permitted for eligible BRIQUE employees.

BRIQUE is aware that providing and receiving entertainment can be perceived in various ways, positively and negatively, depending on country, culture, client and circumstance (4 C’s). When providing entertainment to third parties, BRIQUE employees and directors should always refer to the 4 C’s and exercise proper care and judgement, especially when dealing with public officials (see page 8) to ensure compliance with local anti-bribery and corruption laws.

Employees and directors are strictly prohibited from providing or offering to provide entertainment with a view to improperly cause undue influence on any party in exchange for some future benefit or result. Any acts of this nature, whether provided directly or indirectly through an intermediary, may be construed as an act of bribery and contrary to the general values and principles of this policy.

BRIQUE sets limits on entertainment expenses as a preventative measure. You are expected to maintain expenses within these limits when providing entertainment of any kind.

Any entertainment activities that would involve public officials requires the prior approval of the HoD/CEO.

Specific rules governing employees' conduct when dealing with Public Officials is set out in greater detail in the 'Dealing with Public Officials' part of this ABC Manual. Directors (executive and non-executive) are also expected to abide by the same rules.

Dealing with Public Officials

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

Caution must be exercised when dealing with public officials as the laws of bribery and corruption in some countries are more stringent and provides for stricter punishments.

Providing gift, entertainment or corporate hospitality to public officials or their family/household members is generally considered a 'red flag' situation in most jurisdictions.

You are prohibited from paying for non-business travel and hospitality for any government official or his/her family/household members without permission from your HoD/CEO. Other BRIQUE policies and procedures on gift, entertainment and corporate hospitality must also be abided by, copies of which can be obtained from your Human Resource Department or HoD/CEO.

If approval is obtained for you to provide gift, entertainment or corporate hospitality to public officials, you must ensure that the gift, entertainment or corporate hospitality is not excessive and lavish, and must commensurate with the official designation of the public official and not his personal capacity. You must also be aware of local laws governing the activity and to ensure compliance. You should seek guidance from your Human Resource Department or Legal Department prior to providing any gift, entertainment or corporate hospitality to public officials.

Facilitation Payments

"Facilitation payment" is defined as payments made to secure or expedite the performance by a person performing a routine or administrative duty or function. Offering, promising or requesting facilitation payments is equally as prohibited as actually paying or receiving facilitation payments. Facilitation payments need not involve cash or other financial asset; it can be any sort of advantage with the intention to influence them in their duties.

BRIQUE prohibits accepting or obtaining, either directly or indirectly, facilitation payments from any person for the benefit of the employee himself or for any other person who is subject to this Policy. The reason underlying this prohibition is that facilitation payment is seen as a form of bribery and corruption.

All persons subject to this Policy must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. If you receive a request or if you are offered facilitation payments, you must report it to your HoD/CEO.

Exception - Facilitation Payments

However, there are certain situations or circumstances where you are faced with having to make facilitation payments in order to protect your life, limb or liberty. In dangerous situations like this, you are allowed to make payments but you must immediately report to your HoD/CEO. Making facilitation payment in such a situation is the **only** exception which can be used as a defence when faced with allegations of bribery and corruption.

Money Laundering

Money Laundering occurs when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities, including financing terrorism.

BRIQUE strongly objects to practices related to money laundering, including dealing in the proceeds of criminal activities.

Money laundering is a very serious crime and the laws governing this type of crime can have extra territorial effect, i.e. the application of the law is extended beyond local borders. The penalties for breaching anti-money laundering legislation are severe and can include extradition and incarceration in foreign jurisdictions.

To avoid violating anti-money laundering laws, employees are expected to always conduct counterparty due diligence to understand the business and background of BRIQUE' prospective business counterparties and to determine the origin and destination of money, property and services.

Counterparty means any party that BRIQUE is currently in relationship with or intends to do business with in the future, either on a regular or once-off basis. Counterparties include but are not limited to customers, contractors, suppliers, consultants, agents, JV partners and any other business partners.

A number of initiatives can be taken to strengthen anti-money laundering governance, they include the following:

- Adequate training and compliance programs should be conducted to ensure understanding and strict compliance to any internal anti-money laundering policies.
- Employees frequently involved in decision making process concerning counterparties particularly in matters on financial transactions should be properly acquainted with the applicable laws and regulations related to money laundering.
- Employees should be attentive to and report suspicious behaviour by customers, consultants and business partners using proper reporting channels, in-house experts on anti-money laundering should always be consulted.
- Convoluted payment arrangements such as payment in cash, payment to a third party or to accounts in other countries or requests for upfront payment for expenses or other fees.
- Periodic audits should be conducted and a process should be developed to follow all available accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

BRIQUE's dealings with third parties, which include contractors, suppliers, agents, consultants, joint venture partners, introducers/government intermediaries etc., must be carried out in compliance with all relevant laws and consistent with the values and principles in this Policy. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

BRIQUE expects that all third parties acting for or on its behalf to share the Company's values and ethical standards as their actions can implicate BRIQUE legally and tarnish the Company's reputation. Therefore, where we engage third parties, such as contractors, agents, intermediaries or joint venture partners, we are obligated to conduct appropriate counterparty due diligence to understand the business and background of BRIQUE' prospective business counterparties before entering into any arrangements with them to ensure that we are dealing with counterparties that subscribe to acceptable standard of integrity in the conduct of their business.

Dealing with Third Parties

To help ensure that we only do business with third parties that share BRIQUE standards of integrity, we must do the following:

- Conduct due diligence to assess the integrity of BRIQUE's prospective business counterparties. Do not enter into any business dealings with any third party reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated and resolved.
- All third parties are made aware of the BRIQUE Code of Conduct and Business Ethics (CoBE) and BRIQUE ABC Policy and our expectations of them.
- Continue to be aware of and to periodically monitor third party performance and business practices to ensure ongoing compliance.

If at any point during the due diligence exercise or in the dealings with a third party, there are conflicts of interest or "red flags" are raised, these warrant further investigation and must be sufficiently addressed before the engagement of the third party can progress. Examples of common "red flags" involving third parties include:

- The transaction involves a country known for a high incidence of corrupt payments.
- Family, business or other "special" ties with government or public officials.
- A reference check reveals a flawed background or a reputation for getting "things done" regardless of the circumstances or suggests that for a certain amount of money, he can fix the problem.
- Objection to anti-bribery representations and warranties in commercial agreements or negative response when told of such requirements.
- Convoluted payment arrangements such as payment in cash, payment to a third party or to accounts in other countries or requests for upfront payment for expenses or other fees.
- The third party requires that his/her identity not be disclosed as part of the business transaction.
- Inadequate credentials for the nature of the engagement or lack of an office or an established place of business.

BRIQUE requires its employees to use good judgment and common sense in assessing the integrity and ethical business practices of third parties and have provided the above as a guideline.

Employees should seek advice from their HoD/CEO whenever particular questions arise relating to third parties that the Company has appointed or is considering appointing.

Dealing with Third Parties

Dealing with Contractors & Suppliers

BRIQUE is committed to uphold the highest standard of ethics and integrity in all aspects of its procurement activities.

BRIQUE should avoid dealing with any contractors or suppliers known or reasonably suspected of corrupt practices or known or reasonably suspected to pay bribes. BRIQUE must ensure that all procurement activities are in line with the procurement policies and procedures that are applicable in your jurisdiction, which include:

- Due diligence of contractors and suppliers are undertaken before they are registered/ licensed with BRIQUE.
- Contractors and Suppliers are made aware of and understand the ABC Manual and that they will comply accordingly.
- All commercial contracts and invitations to bid (ITBs) incorporate the provisions relating to business conduct, conflict of interest and fighting corruption and unethical practices.
- In Malaysia, the General Terms and Conditions of License for contractors incorporate the provisions relating to business conduct, conflict of interest and fighting corruption and unethical practices.
- All commercial contracts with major contractors and suppliers to incorporate a provision where BRIQUE retains the right to audit third party compliance with the BRIQUE ABC Manual provisions.

BRIQUE must conduct due diligence on prospective contractors and suppliers to confirm whether or not these external parties have in place anti-bribery programmes and that they will not engage in any improper practices.

Screening should be conducted on the company, its directors and top management and this can be done through the due diligence process and procedures as established in your jurisdiction. The scope and extent of the due diligence required will vary depending upon the circumstances of each proposed transaction.

BRIQUE should also monitor significant contractors and suppliers as part of their regular review of the performance of the third party. BRIQUE has the right to terminate their services in the event that these third party pay bribes or act in a manner which is inconsistent with the ABC Manual.

If any red flags are raised, these issues must be resolved. If it is not possible then the company must be barred from being on the list of registered or licensed contractors / suppliers and/or disqualified from participating in any BRIQUE tender exercise. For further guidance on the implementation of the BRIQUE ABC Manual and the due diligence checklist for contractors and suppliers, employees should consult their HoD/CEO respective Procurement or Legal Department.

Due Diligence Checklist for Contractors & Suppliers

BRIQUE and, in particular, the procurement function must follow the following procedures when dealing with Contractors and Suppliers:

- Perform a risk assessment using a risk-based approach;
- Undertake due diligence on the third party depending on the level established by the risk analysis;
- Preparing and maintaining appropriate written documentation of the due diligence and risk assessment performed.

Dealing with Third Parties

Mergers & Acquisitions

BRIQUE must undertake due diligence in evaluating Mergers and Acquisition transactions and investments to ensure compliance with anti-bribery and corruption laws.

Transparency International has provided a guide (<http://www.transparency.org.uk/our-work/publications/227-anti-bribery-due-diligence-for-transactions>) for companies on undertaking anti-bribery and corruption due diligence in the course of mergers, acquisitions and investments which is as follows:

Due Diligence – Pre Acquisition

1. Anti-bribery due diligence is considered on a proportionate basis for all investments but on a risk-based approach, with the level of due diligence being proportionate to the investment and the perceived likelihood of risk of bribery.
2. The level of anti-bribery due diligence for the transaction is commensurate with the bribery risks.
3. Anti-bribery due diligence starts sufficiently early in the due diligence process to allow for adequate due diligence to be carried out and for the findings to influence the outcome of the negotiations or stimulate further review if necessary.
4. The partners or board provide commitment and oversight to the due diligence reviews.
5. Information gained during the anti-bribery due diligence is passed on efficiently and effectively to the company's management once the investment has been made.

Due Diligence – Post Acquisition

- To conduct due diligence on a proportionate basis immediately after purchase to determine if there is any current bribery and if so, takes immediate remedial action.
- To ensure that the target has or adopts an adequate anti-bribery and corruption programme equivalent to its own.
- Bribery detected through due diligence is reported to the authorities.

What to Look for in Anti-Bribery Due Diligence?

- Has bribery taken place historically?
- Is it possible or likely that bribery is currently taking place?

- If so, how widespread is it likely to be?
- What is the commitment of the board and top management of the target to countering bribery?
- Does the target have in place an adequate anti-bribery programme to prevent bribery?
- What would the likely impact be if bribery, historical or current, were discovered after the transaction had completed?

Joint Ventures

In view of the possibility that BRIQUE may be held responsible for the illegal activities of its co-venturers, we need to ensure that Joint Ventures in which BRIQUE has a controlling interest adopt the BRIQUE Anti-Bribery and Corruption Policy and Guidelines (“ABC Manual”).

Where BRIQUE neither controls nor operates the Joint Venture (JV) or where BRIQUE holds a minority interest, we should:

- Make reasonable efforts to influence the JV Partner to adopt the ABC Manual (or substantially equivalent standards and principles) and to comply with all applicable anti-bribery and corruption laws and to establish controls substantially similar to BRIQUE standards to prevent bribery;
- Be alert to warning signs which may arise in the conduct of the business. Any such warning signs must be reported to HoD/CEO and appropriate action to be taken; and
- Require (or where this right does not formally exist, request) that the majority partner or JV entity to provide written representation of anti-bribery compliance on an annual basis.

Recruitment of Employees

BRIQUE, being a diversified business entity, provides equal opportunity for any qualified and competent individual to be employed by the company from various multicultural and multiracial background, sourced externally, local and internationally.

The recruitment of employees should be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of employees.

In line with this, proper background checks should be conducted in order to ensure that the potential employee has not been convicted in any bribery or corruption cases nationally or internationally. More detailed background checks should be taken when hiring employees that would be responsible in management positions, as they would be tasked with decision making obligations.

If you find or suspect that another person subject to this policy has violated or about to violate this policy or applicable law, whether deliberately or inadvertently, you must forthwith report the same, in writing, to your HoD/CEO.

Whistleblowing Policy

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

If you make a report or disclosure about any actual or perceived bribery or corruption in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, you will be accorded protection of confidentiality, to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that you were mistaken. In addition, employees who whistle blow internally will also be protected against detrimental action for having made the disclosure, to the extent reasonably practicable.

Further details can be found at BRIQUE Whistleblowing Policy at <http://www.briquesolutions.com>

Adherence to this Policy and Guidelines is critical to the smooth running of its business or enterprise and is for the common good of BRIQUE and its employees.

Any conduct which is not in accordance with the principles set out in this Policy and Guidelines will be dealt according to BRIQUE's principles and other applicable local laws.

Any alleged or suspected improper conduct must be disclosed using the procedures provided for in the BRIQUE Whistleblowing Policy as adopted for your jurisdiction, a copy of which is available from your HoD/CEO. Detailed procedures on whistleblowing can be obtained at <http://www.briquesolutions.com>

If you require additional information or clarification, please email your queries to the HR department at HR@aibrique.com

All conflicts of interests (potential or real) and matters related to giving or receiving gifts / entertainment / corporate hospitality will be registered according to the policies and procedures of the respective department. Please liaise with your Human Resource personnel for further information on the procedures for registration.