

WTK

W T K HOLDINGS BERHAD

197001000863 (10141-M)

Anti-Bribery & Corruption Policy and Procedure

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DEFINITION

Except when the context otherwise requires, the following definitions shall apply:

Definition	Description
Business Associate	<p>External party with whom the organisation has, or plans to establish, some form of business relationship.</p> <p>Business associate includes but is not limited to clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors.</p>
Third Party	<p>Person or body that is independent of the organization.</p> <p>All business associates are third parties, but not all third parties are business associates.</p>
Approval Matrix/Limit of Authority	<p>This refers to the approved documents stipulating the approving authority and authority limits allowed for the Board and Management at W T K Holdings Berhad.</p>

1.0 INTRODUCTION

W T K Holdings Berhad (“WTK” or “the Company”) and its subsidiaries (collectively known as “WTK Group” or “the Group”) is committed to conducting its business with integrity and in compliance with all laws and regulations.

This Anti-Bribery & Corruption Policy and Procedure (here-in-after referred to as “ABC Policy” or “Policy”) defines the policies and procedures for W T K Holdings Berhad and its subsidiaries. It is the intention of Board of Directors of WTK to ensure that these procedures serve as our commitment to prohibit bribery and corruption in the business conduct within the Group.

The policy should thus be read in conjunction with the Company’s various policies & guidelines. An electronic version of this Policy is available on the Company’s website.

2.0 OBJECTIVES

2.1 Policy Objectives

The main objectives of this Policy are as follows:

- To ensure the policies and practices are oriented towards embedding ABC stance organisation wide, with guidance from Guideline on Adequate Procedures and requirements of Malaysian Anti-Corruption Commission (“MACC”) Act 2009, introduced via the MACC (Amendment) Act 2018;
- To ensure adequate and standardised ABC Policy are consistently applied throughout the Group by all relevant staff; and
- To ensure that business operations within the Group are strictly adhering to the ABC Policy.

2.2 Application

This Policy applies to:

- (i) every employee of the Group (“**Employees**”);
- (ii) every director of the Company and each of the subsidiary companies within the Group (including executive and non-executive director) (“**Directors**”); and
- (iii) business associates of the Group, which includes associated and affiliated companies of the Group, clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors, and others performing work or services for or on behalf of the Group (“**Business Associates**”).

2.3 Responsibilities of Employees, Directors and Business Associates

Employees, Directors and Business Associates are expected to read, understand and comply with the requirements and procedures set out in this Policy. No waivers or exceptions will be granted for practices that deviates from this Policy.

The Board of Directors and Directors of the respective subsidiaries of the Group should endorse this Policy and make clear that it attaches strategic importance to the implementation of this Policy.

Each subsidiary company of the Group is also a commercial organisation as defined under Section 17A(8) of the MACC Act. The requirements of the Ministerial Guidelines should, accordingly, not just be applied on a Group basis by the holding company but also by each of the companies within the Group. Amongst others, the respective Directors and the management of those companies should act accordingly to comply with the requirements of Section 17A of the MACC Act, the Ministerial Guidelines as well as any other requirements.

Associated and affiliated companies of the Group should be treated as being at least a Business Associate although the degree of influence and control over that company by the Group or any of its companies may impose a higher duty of care in the context of the requirements than with an unrelated Business Associate.

Employees, Directors and Business Associates requiring support and advice pertaining to the compliance of this Policy shall consult the Head of Internal Audit or the designated compliance officer of the Group (“**Designated Compliance Officer**”).

3.0 RECOGNISING BRIBERY AND CORRUPTION

Bribery is commonly defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours etc.).

Corruption is commonly defined as an act done with intent to gain an advantage not consistent with official duty and the rights of others.

3.1 Offences under the MACC Act

3.1.1 The MACC Act stipulates four (4) main offences, being:

- Soliciting / Receiving Gratification (Bribe) - Sections 16 & 17(a) MACC Act
- Offering / Giving Gratification (Bribe) - Section 17(b) MACC Act
- Intending to Deceive (False Claim) - Section 18 MACC Act
- Using Office or Position for Gratification (Bribe) (Abuse of Power / Position) - Section 23 MACC Act

The Malaysian Anti-Corruption Commission (Amendment) Act 2018, introduces two (2) more offences, being:

- Offering / Giving Gratification by commercial organisation (Corporate Liability) – Section 17A MACC Act
- Office Bearers and Senior Personnel (Personal Liability) – Section 17A(3) MACC Act

3.1.2 The MACC Act makes it an offence, amongst others, to:

- (i) corruptly solicit or receive or to agree to receive, or corruptly give, promise or offer any gratification as an inducement to or a reward for, or otherwise on account of any person:
 - (a) doing or forbearing to do anything; or
 - (b) any officer of a public body doing or forbearing to do anything, in which the public body is concerned;
- (ii) being an agent, corruptly accepts or obtains, or agrees to accept or attempts to obtain, from any person any gratification as an inducement or a reward for:
 - (a) doing or forbearing to do, or for having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show favour or disfavour to any person in relation to his principal's affairs or business; and
- (iii) corruptly gives or agrees to give or offers any gratification to any agent as an inducement or a reward for doing or forbearing to do, or for having done or forborne to do any act in relation to his principal's affairs or business, or for showing or forbearing to show favour or disfavour to any person in relation to his principal's affairs or business.

3.2 Consequences of Committing such Offences under the MACC Act

If you commit any of the offences under the MACC Act, you may be liable to imprisonment for a term not exceeding twenty (20) years and a fine of not less than ten (10) times of the sum or value of the gratification which is the subject matter of the offence or one million ringgit (RM1,000,000.00), whichever is higher.

"Gratification" as defined under the MACC Act to include:

- (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, any discount, commission, rebate, bonus, deduction or percentage;
- (v) any forbearance to demand 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).

This Policy refers “bribery and corruption” as a standard term to cover all types of gratification.

3.2.2 Any person to whom any gratification is given, promised, or offered, in contravention of the MACC Act shall report such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Malaysian Anti-Corruption Commission or police officer. Failure to report could lead to prosecution which may result in a term of imprisonment and/or fine being imposed as prescribed under Section 25 of the MACC Act. This would amount to a criminal conviction which may, amongst others, disqualify a person convicted from being a director of a company, an officer or a person whether directly or indirectly be concerned with or takes part in the management of a company.

3.2.3 It should be noted that, amongst others, an offence relating to bribery and corruption may be committed even if the so-called “bribe” is not in the form of money (see the definition of “gratification” above) and even if the value of the “bribe” is small or minimal.

4.0 CONFLICTS OF INTEREST

In the context of an Employee or a Director, a conflict of interest is a situation where your position or responsibilities within the Group presents an opportunity for you or someone close to you to obtain personal gain or benefit, or where there is scope for you to prefer your personal interest, or of those close to you, above your duties and responsibilities owed to the Group.

In the context of a Business Associate, a conflict of interest is a situation where your duties and responsibilities owed to the Group presents an opportunity for you or someone close to you to obtain personal gain or benefit, or where there is scope for you to prefer your personal interest, or of those close to you, above your duties and responsibilities owed to the Group.

Conflicts of interest – whether actual, potential or perceived may give rise to a risk of corruption.

While conflict of interest is not necessarily prohibited in connection with laws relating to bribery and corruption, situations of conflict of interest may increase the risk of corruption. You should be transparent to declare conflicts of interest at such time or times or instance or instances as the Group may require such declarations and/or where actual, potential or perceived conflicts arise even if the time or instance to declare conflicts of interest as required by the Group has not yet arrived.

A person with a conflict of interest should abstain from involvement in decision making within the Group where that conflict of interest arises. Laws and regulations including, under company law, may also preclude a person with a conflict of interest from being involved in such decision making.

4.1 Declaration of Conflicts of Interest

4.2.1 Employees and Directors

- (i) Employees (including Directors who are employees) are required to make declaration of any conflicts on interests on an annual basis by filing up the **Employees Conflict of Interest Declaration Form, attached in Appendix 1**, or any other form as provided by the Head of Human Resource of the Group (or respective subsidiaries) or as and when they are taking up a new position in the Group.
- (ii) Employees (including Directors who are employees) are also required to make declaration of any conflicts of interests on an 'ad hoc' basis if they become aware of a conflict, regardless of whether such conflict is an actual, potential or perceived conflict of interest.
- (iii) Directors are required to make declaration of any conflicts on interests by notifying the Company Secretary of the respective companies within the Group. This is in addition to any obligation to notify as an employee if Director is also an employee.

All declaration of conflicts of interests shall be made to the relevant parties. If the relevant parties are unsure whether the situation of conflict is acceptable or manageable, they should consult the Head of Internal Audit or the Designated Compliance Officer.

Depending on the levels, this may include consultation with the Head of Human Resource and Company Secretary. The respective Directors and Board may also obtain other independent professional advice or other advice if it considers necessary.

4.2.2 Business Associates

- (i) Business Associates are required to declare any conflict of interests prior to establishing or entering into a relationship or new relationship with the Group by filing up the **Business Associates Conflict of Interest Declaration Form, attached in Appendix 2**, or as and when there is a change in circumstances by notifying the representative from the Group you are engaged with. Existing Business Associates must declare any conflict of interest in the same way upon this Policy being disseminated to them.
- (ii) If Business Associates are unsure whether he/she have either an actual, potential or perceived conflict of interest, he/she is advised to make a declaration to the representative from the Group that he/she is in liaison with.

An actual, potential or perceived conflict of interest may (without limitation) include, any person within the Group who is a Director or who is a person who holds an executive position within the Group or who may otherwise be involved in any capacity in any transaction or matter or potential transaction or matter or in the business relationship with the Group.

- (iii) Any Employee who has received any notification or declaration of conflicts of interest from Business Associates shall refer such notification or declaration to his/her Head of Department. If the Head of Department is unsure whether the situation of conflict is acceptable or manageable, he/she should consult the Head of Internal Audit or the Designated Compliance Officer. If the person receiving the notification or declaration is a Director, he/she shall refer such notification or

declaration to the Managing Director (“MD”).

4.2 Record-keeping

Information relating to conflicts of interest situations, as declared by the Employees, Directors and Business Associates shall be compiled and kept in a database within each of the relevant business units within the Group. The Group must establish a system such that checks may efficiently be instituted for potential conflicts of interest in connection with a matter requiring decision making. Procedures for decision making should invariably require checks for potential conflicts of interest. These procedures do not mean that a person does not have to declare his/her conflict of interest, where appropriate.

5.0 GIFTS, ENTERTAINMENT, HOSPITALITY AND TRAVEL

5.1 General Parameters

Where this Policy refers to the act of “receiving” a bribe, it also refers to actions amounting to the act of soliciting or agreeing to receive a bribe.

Where this Policy refers to the act of “giving” or “paying” a bribe, it also refers to actions amounting to the act of agreeing to give, promising or offering a bribe.

5.2 Gifts

The Group adopts a “No Gift” policy, subject only to exceptions. Employees and Directors shall not solicit or accept and give or offer any gifts from or to Business Associates or any third party that may have direct or indirect business interest or relationship (including, any potential interest or relationship) with the Group (“**Third Parties**”).

The Group, however, recognises that gifts are commonly offered to and received in the business environment in connection with a customary business or cultural occasion.

5.2.1 Receiving Gifts

- (i) If Employees and Directors were offered or have received a gift from Business Associates or Third Parties, Employees and Directors are required to politely return the gift with a note of explanation about the Group’s “No Gift” policy.
- (ii) In circumstances where it is not possible to refuse or return a gift, Employees and Directors should report to his/her Head of Department, where applicable, or in the case of Directors, to the Board, and record the gift received detailing the following:
 - (a) details of the gift;
 - (b) the estimated value of the gift;
 - (c) the purpose and occasion such gift were given; and
 - (d) the counterparty providing the gift, including the organisation or entity he/she belongs to and its role in the Group’s business.
- (iii) The Managing Director of the Group or Head of Department, where applicable, shall decide if the gifts can be accepted and determine the treatment of the gift, if accepted. If the Head of Department is unsure of in his/her decision or on the treatment of gifts accepted, he/she shall consult the Head of Internal Audit or the Designated Compliance Officer.

- (iv) If a decision has been made to accept the gifts, the MD or Head of Department, where applicable, shall decide on the treatment of gifts based on the following:
- (a) donate the gift to charity;
 - (b) register it as company property to be used generally by all employees;
 - (c) display the gift in a common area;
 - (d) share the consumption of the gift with employees; or
 - (e) permit the gift to be retained by the employee.

The decision to accept gifts and the treatment of gifts shall be recorded.

- (v) If the gift is given anonymously, the recipient must deliver the gift to the Head of Internal Audit or the Designated Compliance Officer and the Head of Internal Audit or the Designated Compliance Officer shall determine the treatment of the gift. The decision to accept gifts and the treatment of gifts shall be recorded.

5.2.2 Exception to the “No Gift” Policy

Notwithstanding the above, Employees and Directors may accept gifts in the following situations, without having to report to his/her Head of Department, where applicable, or in the case of Directors, to the Board and recording the same:

- (i) token gifts or promotional items (such as pens, notepads, calendars etc. of minimal value) bearing company logo or brand; and
- (ii) fruits, flowers, food hampers with an approximate or actual value not exceeding RM1,000,

provided that such gifts are not extended and/or accepted for the purpose of or with intention to:

- (a) influence any present or future act or decision by that Employee or Director;
- (b) inducing that Employee or Director to perform or omit any act in violation of his/her proper duties and responsibilities; or
- (c) inducing that Employee or Director to use or direct any person to use his influence with the government, or any of its representatives, divisions or agencies to affect or influence any act or decision of any such government, representative, division or agency and in any or all of the above cases, for the purpose of expediting, benefiting, prejudicing or affecting in any way whatsoever whether directly or indirectly the business dealings or relationship of the gift giver with the Group.

5.2.3 Providing Gifts

- (i) Generally, Employees and Directors are not allowed to give any gifts to Business Associates or to Third Parties.
- (ii) Gifts to Business Associate or to Third Parties shall only be given mainly as a business courtesy. Any gifts offered shall be unsolicited and not affecting, or be perceived as affecting business judgment. Gifts may be given provided it fulfils the following conditions:
 - (a) made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with festive seasons or other ceremonial occasions;

- (b) no obligation – it must not be used to cause or induce the receiver to improperly or illegally influence any business action or inaction or cause others to perceive an improper influence;
 - (c) no expectation – there must not be any expectation of any favour or improper advantages from the receiver;
 - (d) made openly – if made secretly and undocumented then the purpose will be open to question;
 - (e) reasonable value – the type of gift and its value must commensurate with the occasion and in accordance with general business practice;
 - (f) legal – it complies with applicable laws
- (iii) Gifts to Business Associates or to Third Parties by Employees shall only be given with the verification and authorisation according with the Approval Matrix/Limit of Authority of the Group for non-operating expenses.
- (iv) Employees shall maintain expenses within the limits authorised according to the Approval Matrix/Limit of Authority when providing gifts to Business Associates or to Third Parties.
- (v) All expenses incurred to provide the gifts must be properly documented, receipted and recorded detailing the following:
- (a) details of the gift;
 - (b) the value of the gift;
 - (c) the purpose and occasion such gift were given; and
 - (d) the counterparty receiving the gift, including the organisation or entity he/she belongs with and its role in the Group's business.
- (vi) In the case where Directors are providing gifts to Business Associates or to Third Parties, Directors must conform with the guidelines specified by the Board.

5.3 Entertainment and Hospitality

The Group recognises the need to provide reasonable and proportionate entertainment under appropriate circumstances.

Occasional entertainment and hospitality at a modest level (including meals, entertainment and recreational activities provided or paid for) is a legitimate way to foster good business relationships and is a common practice in the business environment. Hospitality and entertainment may include meals, receptions, tickets to entertainment, social or sports events.

It is important that Employees and Directors exercise proper care and judgment before providing entertainment and hospitality to Business Associates or to Third Parties and/or accepting entertainment or hospitality offered by Business Associates or Third Parties. This is to safeguard the Group, Employees, Directors, Business Associates and Third Parties from any impropriety or undue influence which may give rise to a risk of bribery.

5.3.1 Receiving Entertainment and Hospitality

- (i) Employees and Directors are strictly prohibited from soliciting entertainment and hospitality from Business Associates or Third Parties.

- (ii) Employees and Directors are also prohibited from accepting entertainment that is excessive, inappropriate, illegal, or given in response to, or in anticipation of, or to influence business judgment.
- (iii) In the event Employees or Directors find that entertainment and hospitality offered by Business Associates or Third Parties is beneficial to foster healthy business relationship and in a modest level, Employees or Directors may pursue the same after notifying his/her Head of Department, where applicable or if a Director, then the Board and recording the event detailing the following:
 - (a) details of the entertainment or hospitality;
 - (b) the value of the entertainment or hospitality;
 - (c) the purpose and occasion such entertainment or hospitality were given; and
 - (d) the counterparty receiving the entertainment or hospitality, including the organisation or entity he/she belongs with and its role in the Group's business.
- (iv) If Employees or Directors are unsure or doubtful of the appropriateness of entertainment or hospitality offered by Business Associates or Third Parties, Employees or Directors should either decline the offer or consult your Head of Department (who shall seek the advice of the Head of Internal Audit or the Designated Compliance Officer, if deemed necessary) or if Director, then to consult the Board.

5.3.2 Providing Entertainment and Hospitality

- (i) Employees, Directors and Business Associates are strictly prohibited from providing or offering entertainment and hospitality with a view to improperly influence any party in exchange for any advantage or benefit in return for the Group.
- (ii) In providing or offering entertainment and hospitality to Business Associates or Third Parties to foster healthy business relationship, the Employees and Directors should always bear in mind to exercise proper care and judgment in order not to be perceived that the provision or offer of entertainment and hospitality is in response to, or in anticipation of, or to influence business judgment.
- (iii) Employees must obtain prior approval from your Head of Department (who shall seek the advice of the Head of Internal Audit or the Designated Compliance Officer, if deemed necessary) for providing or offering entertainment and hospitality to Business Associates or Third Parties to foster healthy business relationship. Employees shall maintain expenses within the limits approved according to Approval Matrix/Limit of Authority for non-operating expenses when providing or offering entertainment to Business Associates or to Third Parties.
- (iv) All expenses incurred to provide the entertainment must be properly documented, receipted and recorded together with the following details:
 - (a) details of the entertainment;
 - (b) the value of the entertainment;
 - (c) the purpose and occasion such entertainment were given; and
 - (d) the counterparty accepting the gift, including the organisation or entity he/she belongs with and its role in the Group's business.

- (v) In the case where Directors are providing or offering entertainment and hospitality to Business Associates or Third Parties to foster healthy business relationship, Directors must conform with the guidelines specified by the Board.

5.4 Third-Party Travel

Business-related travel expenditures, such as travel, meals or accommodations, may be incurred depending on the business arrangement with Business Associates when performing a work or task relating to the Group's business, such as factory visits, site audits and business trips ("**Third-Party Travel**"). However, inappropriate, excessive or unnecessary Third-Party Travel poses a risk of bribery, especially when the business activity in question involves a material interest of a specific party.

5.4.1 Specific Prohibitions

- (i) The Group strictly prohibits the provision of any non-business-related travels, such as vacation trips, holidays, tours or anything to that substance, to any Business Associates or Third Parties.
- (ii) The Group also prohibits Employees and Directors from receiving any non-business-related travel from Business Associates or Third Parties.
- (iii) Third-Party Travel shall not be provided or accepted for persons not relevant for the performance of the work or task in question. For example, family members, who has no official business, of the person performing the work or task in question.

5.4.2 Providing or Receiving Third-Party Travel

- (i) When providing or receiving a Third-Party Travel, assessment shall be made considering the following:
 - (a) Relevance: whether the Third-Party Travel primarily relates to a legitimate business arrangement;
 - (b) Necessity: whether the Third-Party Travel and their recipients are necessary for the performance of the said business arrangement; and
 - (c) Proportionate and Reasonableness: whether the value of the Third- Party Travel (travel and accommodation class) is appropriate and reasonable in relation to the circumstances such as length or duration of trips and seniority level of the recipient.
- (ii) When receiving Third-Party Travel involving outstation or overseas business-related travel provided by Business Associates or Third Parties to Employees, prior approval by his/her Head of Department must be obtained. In the case where Head of Department is the key liaison person involved in the business arrangement with Business Associates or Third Parties, the relevant approval shall be obtained from the MD for the acceptance of such Third-Party Travel.
- (iii) When providing Third-Party Travel to Business Associates or any Third Parties, Employees must obtain prior approval from his/her Head of Department. In the case where the Head of Department is the one seeking approval for the provision of the said Third-Party Travel, prior approval shall be obtained from the MD.

- (iv) The approval for providing Third-Party Travel shall be in accordance with the Approval Matrix/Limit of Authority for non-operational expenses.
- (v) All expenses incurred to provide Third-Party Travel to Business Associates or to Third Parties must be properly documented, receipted and recorded.
- (vi) In the case where Directors is the key liaison person involved in the business arrangement with Business Associates or Third Parties, Directors must conform with the guidelines specified by the Board in relation to receiving or providing Third-Party Travel.

5.5 Dealing with Public Officials

Caution must be exercised when dealing with public officials as bribing an Officer of a Public Body or a Foreign Public Official ("**Public Officials**") is an offence under the MACC Act.

"Officer of a Public Body" is defined under the MACC Act as any person who is a member, an officer, an employee or a servant of a public body, and includes a member of the administration, a member of Parliament, a member of a State Legislative Assembly, a judge of the High Court, Court of Appeal or Federal Court, and any person receiving any remuneration from public funds, and, where the public body is a corporation sole, includes the person who is incorporated as such.

"Foreign Public Officials" is defined under the MACC Act to include (a) any person who holds a legislative, executive, administrative or judicial office of a foreign country whether appointed or elected; (b) any person who exercises a public function for a foreign country, including a person employed by a board, commission, corporation, or other body or authority that is established to perform a duty or function on behalf of the foreign country; and (c) any person who is authorized by a public international organization to act on behalf of that organization.

Employees, Directors and Business Associates who have dealings with Public Officials shall not engage, directly or through a third party, in any activity or transaction that may constitute, or be perceived to constitute, as an attempt to bribe Public Officials.

5.5.1 Providing Gifts, Entertainment and Hospitality and Third-Party Travel to Public Officials

- (i) Employees and Business Associates are strictly prohibited from paying for or providing gifts, entertainment and hospitality and Third-Party Travel to Public Officials for or on behalf of the Group.
- (ii) Gifts, entertainment and hospitality and Third-Party Travel to Public Officials for or on behalf of the Group must only be paid or provided for by the decision of the MD. The MD must conform with the guidelines specified by the Board and are prohibited from paying for or providing gifts, entertainment and hospitality and Third-Party Travel that are excessive, lavish and directed to Public Officials in his/her personal capacity.

6.0 DONATIONS AND SPONSORSHIPS

As part of the Group's commitment to contribute and give back to the communities where the Group operates, the Group provides such assistance in appropriate circumstances and in an appropriate manner.

Employees and Directors must ensure that all donations and sponsorships by the Group are not used to circumvent, avoid, or evade the laws or regulatory requirements. More importantly, it shall not be used to facilitate corruption, illegal and money laundering activities.

6.1 Providing Donations and Sponsorships

- (i) All request for donations and sponsorships by the Group shall be carefully examined with appropriate due diligence by evaluating the request against the following criteria:
 - (a) the objective of the donation and sponsorship does not contradict with the Group's values;
 - (b) the intended recipient is a legitimate organisation and proper due diligence/background checks have been conducted;
 - (c) the intended recipient does not have affiliation with a Public Body (defined under MACC Act); and
 - (d) there is no risk of a perceived improper advantage for the Group.
- (ii) References shall be made according to the Approval Matrix/Limit of Authority for non-operating expenses.
- (iii) Once a donation or sponsorship has been made, the Group shall undertake necessary measures to validate the carrying out of the intended utilisation of the donation or sponsorship, and where possible, make note on whether the objectives of the donation or sponsorship has been achieved.
- (iv) A trail of documentary evidence relating to donations and sponsorships by the Group (including all expenses incurred for donations and sponsorships) shall be compiled and kept in a database within the relevant business unit of the Group.

6.2 Political Contributions

The Group has no political affiliation and will not make any political contributions or favours. You are strictly prohibited from making political donations (to political parties, politicians and political campaigns) for or on behalf of the Group.

While Employees, Directors and Business Associates are not prohibited from making personal political donations or contributions, those donations or contributions must never be associated with the Group and must always be made in Employees', Directors' and Business Associates' own personal capacity.

7.0 FACILITATION PAYMENTS

Facilitation payments includes unofficial and improper payments or benefit, given to secure or expedite a routine or necessary action to which the Group is entitled, legally or otherwise. Facilitation payments are a form of bribery and could be small in value and solicited by both public and private sectors.

Facilitation payments are often extorted in circumstances such as:

- (i) obtaining release of perishable goods from customs or seeking entry at the immigration desk or obtaining clearances or non-actions on complaints or inspections; and
- (ii) a payment or benefit requested by a government or regulatory officer to provide preferential treatment such as expedition of processing of documents.

There could be instances where payments may be made in exchange for a lawful express or preferential service (such as expedited passport and visa approval process). These payments are not considered as facilitation payments provided that the payments fulfil the following criteria:

- (a) the express or preferential service is available to everyone;
- (b) the payment for express or preferential service is made in accordance with an official and published price list;
- (c) the payment for express or preferential service is not payable individual but to the organization or entity; and
- (d) an official receipt will be issued by the organization or entity for the payment of express or preferential service.

7.1 Making Facilitation Payments

- (i) Employees, Directors and Business Associates are strictly prohibited from making any facilitation payments for or on behalf of the Group, even where such payments may not be expressly prohibited under local law, local practice or customs in certain jurisdictions.
- (ii) If Employees, Directors and Business Associates encounter requests of facilitation payments for or on behalf of the Group, he/she must refuse such requests and immediately report such requests to the Head of Internal Audit or the Designated Compliance Officer.
- (iii) If Employees, Directors and Business Associates are pressured to make a facilitation payment and such payment becomes necessary to protect his/her health, safety or liberty, he/she shall immediately report the incident to the Head of Internal Audit or the Designated Compliance Officer by providing the following information, where practicable:
 - (a) the date and time of the incident;
 - (b) the service or routine action that was sought after;
 - (c) the identity of the persons involved in the incident;
 - (d) the particulars of the threat and circumstances in which the threat was made; and

- (e) the amount or the amount of the facilitation payment made.
- (iv) The Group will not take adverse action against any persons who make facilitation payments for or on behalf of the Group in the genuine belief that his/her health, safety or liberty would have been compromised if such payments had not been made.
- (v) In the event that the Head of Internal Audit or the Designated Compliance Officer receives a report of facilitation payments being made for or on behalf of the Group in circumstances where pressure or coercion may have been applied, the Head of Internal Audit or the Designated Compliance Officer shall immediately report the incident as required under Section 25 of the MACC Act.

8.0 FINANCIAL AND NON-FINANCIAL CONTROLS

The Group adopts a clear separation of functions and duties for all jobs and positions and decision-making processes, whether financially or non-financially related.

The Approval Matrix/Limit of Authority adopted by the Group aims at ensuring all transactions entered into or matters involving the Group are subject to appropriate levels of approval with a clear separation of functions and duties.

9.0 OPERATIONAL FUNCTIONS VULNERABLE TO BRIBERY AND CORRUPTION

Some aspects of the operational functions of the Group which may tend to raise more potential vulnerabilities to bribery and corruption. For that reason, there are more extensive provisions and approaches to be taken in relation to these aspects than for other aspects of the operational functions of the Group. This does not mean, however, that bribery and corruption and vigilance in addressing them should be taken more lightly in relation to the other aspects of operational functions. Bribery and corruption is a very serious matter and must always be approached with that in mind.

It is important that there should always be a culture of looking out for gaps and weaknesses which may not have been identified before. It should also be noted that gaps and weaknesses are not necessarily generic and across the board but may present only in particular facts and circumstances.

10.0 RECRUITMENT OF EMPLOYEES

10.1 Recruitment

Appropriate due diligence should be applied in selecting recruits, especially senior management and employees particularly those to be placed in a department or aspect of operational functions vulnerable to bribery and corruption, and in appointing board members.

10.2 Employment Contract

The Group expects the adherence to the provisions, principles and standards of this Policy by Employees and requires Employees to attest in writing that they have read, understood and will observe the provisions, principles and standards of this Policy. This attestation will be done by filing up the **Employees Anti-Bribery & Corruption Policy and Procedure Declaration Form, attached in Appendix 3** or any other form as provided by the Head of Human Resource or as and when they are taking up a new position in the Group, which shall be signed and submitted to the Group prior or during the official appointment of new Employees by the Group.

Existing Employees must declare any conflict of interest in the same way upon this Policy being disseminated to them.

The terms and conditions of the employment contract should contain appropriate provisions on compliance with anti-bribery and anti-corruption requirements of the Group, the right to termination and disciplinary action for non-compliance and such other requirements as the Group may from time to time consider appropriate in relation to anti-bribery and anti-corruption.

11.0 BUSINESS DEALINGS WITH INTEGRITY

The Group is committed to conduct business with Business Associates and Third Parties who uphold the same value of business ethics and integrity as the Group.

The Group expects the acknowledgement and adherence to the provisions, principles and standards of this Policy by Business Associates. Such acknowledgement and adherence shall be documented in the **Business Associates Anti-Bribery & Corruption Policy & Procedure Declaration Form, attached in Appendix 4**, which shall be signed and submitted to the Group prior or during the official appointment or engagement of the Business Associate by the Group.

Existing Business Associates must declare any conflict of interest in the same way upon this Policy being disseminated to them.

The terms and conditions of the contracts establishing relations with Business Associates should contain appropriate provisions on compliance with anti-bribery and anti-corruption requirements of the Group, the right to termination and other actions for non-compliance and such other requirements as the Group may from time to time consider appropriate in relation to anti-bribery and anti-corruption.

12.0 BRIBERY AND CORRUPTION RISK ASSESSMENT

The Group shall conduct regular risk assessments to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

These should include risk assessments performed when there is a change in law or circumstance of the business to ensure the identified bribery and corruption risks remains relevant and adequate mitigating controls are implemented.

Complying with Paragraph 15.29 of the Listing Requirements of Bursa Securities, the Company must ensure that bribery and corruption risk is included in its annual risk assessment of the Group.

13.0 TRAINING AND COMMUNICATION

The Group shall conduct an awareness programme for all its Directors and Employees on a regular basis. Business Associates that are identified as vulnerable to bribery and corruption via risk assessment shall also undergo appropriate training.

Training is fundamental to obtain the commitment and to provide the Directors, Employees and Business Associates with the skills and awareness needed to deal with situations which they may encounter.

Top-Level Management with the assistance of Human Resource Department should identify the messages and information it wishes to communicate internally and externally on anti-bribery and anti-corruption and select the communications channels and method that will be most effective. Communication should be adapted in content and language to reflect varying audiences, localities and languages.

All training materials and communicated information as well as the attendance records of training sessions shall be compiled and kept by the Human Resource Department.

14.0 DOCUMENTATION AND RECORD-KEEPING

It is important that proper and complete records and documentation of all transactions made by and matters involving the Group be maintained as these would serve as evidence that the transactions made were bona fide and were not made with a corrupt or unethical intent.

- (i) All relevant documentation required to be maintained by or in relation to this Policy or any other policies or guidelines of the Group to record details of gifts, entertainments and hospitality as well as Third-Party Travel, donations and sponsorships, facilitation payments shall be submitted to the Head of Internal Audit or the Designated Compliance Officer on a quarterly basis for review.
- (ii) The Head of Internal Audit or the Designated Compliance Officer shall maintain written records evidencing that due diligence has taken place and that any risks identified have been carefully considered and mitigated as practicably as possible.
- (iii) All relevant documentation mentioned in this Policy shall be retained.

15.0 NON-COMPLIANCE

Adherence to this Policy by Employees, Directors and Business Associates are mandatory. Any violation of this Policy will be dealt with seriously by the Group which may lead to disciplinary actions being taken against you, the termination of employment/ service or business arrangements, initiation of legal action and/or report to the relevant authorities and/or other appropriate actions (where applicable).

16.0 WHISTLEBLOWING CHANNEL

The Group is committed to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs.

Any person, including Employees, Directors, Business Associates, Third Parties and the general public, who knows of, or suspects of, a violation or potential violation of this Policy is encouraged to report the concerns through the whistleblowing channel set out in the Group's Whistleblowing Policy.

You will be accorded protection of confidentiality when you make a report or disclosure through the Group's whistleblowing channel about any actual or perceived bribery and corruption in good faith, belief and without malicious intent.

Please refer to the Group's Whistleblowing Policy on the Company's website for further details.

17.0 VALIDITY AND REVIEW

This Policy shall take effect immediately upon the approval by the Board of Directors of the Company. It shall be immediately disseminated to Employees, Directors and Business Associates. This applies to future and subsequent Employees, Directors and Business Associates who must be immediately notified of this Policy upon appointment, engagement or establishment of the interests or relationships. Steps should be taken to secure their acceptance and agreement to the Policy. All changes to the Policy shall be disseminated and notified in the same way.

Rules (including Circulars and Letters) from the regulators shall automatically supersede the existing Policy herein stated.

This Policy shall be reviewed at least once in every three (3) years or as and when deemed necessary by the Board of Directors of the Company to ensure that the Policy is effective, kept up-to-date and suitable for use where and when needed.