



INTERNATIONAL

ANTI-BRIBERY AND CORRUPTION POLICY

VIVOCOM INTL HOLDINGS BHD Company No. (596299-D)
No. 4, Jalan Seri Utara1, Off Jalan Ipoh, 68100 Batu Caves Kuala Lumpur
Tel: 03-6259 0111 Fax : 03-6252 8899 Web: www.vivocomgroup.com

Contents

1. Policy Statement.....	3
2. Purpose	3
3. Scope.....	3
4. Reference	3
5. Definitions	4
6. Responsibilities.....	5
7. Corruption Risk Assessment.....	5
8. Conflict of Interest	5
9. Gifts, Entertainment and Hospitality.....	6
10. Donations and Sponsorships.....	7
11. Anti-Money Laundering.....	7
12. Facilitation Payments	7
13. Procurement and Tendering Process	8
14. Due Diligence Process.....	8
15. Financial and Non-Financial Controls	8
16. Record Keeping	8
17. Raising A Concern	9
18. Training and Communication	9
19. Monitoring and Review	9

1. Policy Statement

Vivocom Intl Holdings Berhad and its subsidiaries (collectively referred to as the “Group” or “Vivocom”) adopt a zero-tolerance approach to all forms of bribery and corruption. The Group is committed to conduct its businesses in an honest and ethical manner and requires the Group’s directors, employees, and business associates to act professionally, fairly and with integrity in all business dealings and relationships wherever the business operates.

Vivocom will constantly uphold all applicable anti-bribery and corruption laws in all jurisdictions in which its business operates and will remain bound by the laws of Malaysia, including the Malaysian Anti-Corruption Commission (MACC) Act 2009, in respect of business conduct both at home and abroad.

Any violation of this Policy may also constitute a violation of applicable laws and may result in disciplinary action including dismissal, termination of a contract or termination of service. Further legal action may also be taken if Vivocom’s interests have been impacted by non-compliance by individuals and the organizations.

2. Purpose

The purpose of this Anti-Bribery and Corruption (“ABC”) Policy is to:

- a) set out the responsibilities of Vivocom, directors and employees in observing and upholding the Vivocom’s stance on zero-tolerance to bribery and corruption;
- b) provide guidance for all directors, employees and business associates to recognise and deal with bribery and corruption issues in its day to day business operations; and
- c) protect Vivocom against possible penalties and repercussion resulting from acts of bribery and corruption.

3. Scope

This Policy applies to all directors (executive and non-executive), employees (whether temporary, fixed-term, or permanent) and any potential/existing business associates who perform services for or on behalf of the Group. It applies wherever the Group does business.

4. Reference

This ABC policy should be read in conjunction with other policies and procedures, which including Employee Handbook, Human Resource Policy, Tender and Procurement manual and Whistleblowing Policy.

5. Definitions

For the purpose of this ABC policies:

- 5.1 “ABMS” means Vivocom’s Anti-Bribery Management System, which specifies anti-bribery policies and procedures implemented to identify, manage and prevent any bribery.
- 5.2 “Bribery” means offering, promising, giving, soliciting or accepting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly in violation of applicable law, as an inducement or reward for a person for acting or refraining from performing any act, in breach of that person’s duties, actions or decisions.
- 5.3 “Business associates” means any individual or organisation comes into contact with during work, which includes actual and potential customers, suppliers, contractors, agents, consultants, intermediaries, auditors and government or public bodies (including their advisors, representatives and officials, politicians and political parties).
- 5.4 “Corruption” means “the abuse of entrusted power for personal gain”. Corruption includes dishonest activities and could be in the form such as extortion, collusion, fraud, breach of trust, abuse of power, embezzlement, and money laundering.
- 5.5 “Directors” means all independent and non-independent directors, executive or non-executive directors of the Group.
- 5.6 “Employee” means all individuals performing duties on behalf of Vivocom, whether directly employed, contracted, or otherwise engaged by Vivocom and including permanent, casual, fixed-term, temporary and workers wherever located.
- 5.7 “Facilitation payment” means any form of unofficial payment made to an individual in control of a process or decision to secure or expedite the performance of a routine action or administrative duty.
- 5.8 “Political contribution” means any contribution, made in cash or in-kind, to support any political party or candidate.
- 5.9 “Public office” means a position or occupation established by law or by the act of a government body to exercise the authority of the government in the provision of public services.

6. Responsibilities

- 6.1 The Board is fully responsible for this Policy and has delegated the oversight of this Policy to the Audit Committee (“AC”).
- 6.2 All Chief Executive Officers within the Group are responsible for ensuring compliance with this Policy by their respective subordinates.
- 6.3 All directors and employees are required to be familiar with and comply with this Policy.
- 6.4 The Chief Financial Officer (“CFO”) will have the primary responsibility to the AC. There should be adequate procedures in place to regularly assess, monitor and review the bribery and corruption risk. The CFO is also responsible for implementing this policy in each subsidiary, monitoring its use, effectiveness, and reporting the performance of ABMS to the AC at least once a year.
- 6.5 Bribery is a criminal offence. Any person (director, employee, business associate) will be held accountable whether he pays a bribe personally or if he authorises, assists or conspires with someone else to pay the bribe. The punishment for such an offence under the relevant corruption and bribery laws may include imprisonment and a significant monetary fine, which will not be paid by Vivocom.

7. Corruption Risk Assessment

- 7.1 Vivocom considers risk assessment to be fundamental to good management practice and a significant aspect in preserving the integrity infrastructure to detect, manage or prevent any bribery and corruption acts.

Therefore, Vivocom shall conduct regular (at least annually or at any periodic intervals) risk assessments on the Group’s business operations, take proactive mitigation measures and putting in place of internal controls in combatting any corruption and bribery. The monitoring plan must be established and prioritised following the risk ratings.

8. Conflict of Interest

- 8.1 A conflict of interest will exist when the private interest of a director or an employee interferes in any way with the interests of the Company. A conflict can arise when a director or an employee takes actions or has interests that make it difficult for him to carry out the duties/work for Vivocom objectively and effectively.

8.2 Conflict of interest may also arise directly or indirectly when a director or an employee, or members of his family, receives improper personal benefits as a result of his position in Vivocom.

All directors and employees should disclose any material transaction or relationship that could reasonably be expected to give rise to such a conflict. The disclosure must be submitted through email to CFO.

9. Gifts, Entertainment and Hospitality

9.1 The Group is very much aware that modest and reasonable exchange of the gift, entertainment and hospitality can be a very delicate matter, where, in certain culture or situations, giving and receiving of the gift, entertainment and hospitality is a central part of business etiquette.

As such, the receipt or giving of the gift, entertainment and hospitality is only allowed when the gift, entertainment and hospitality are in compliance with the law and must not violate the giver or receiver's policies on the matter, and be consistent with local custom and practices, which may be varying in a different culture. The gift, entertainment and hospitality must be reasonable, modest, and bona fide.

9.2 The Group prohibit any giving and receiving of gifts, entertainment and hospitality to a business associate if it would be made with the intension of influencing the business associate to obtain or retain business or in exchange for benefits. The directors and employees should always exercise their good judgement and moderation when giving and receiving of the gift, entertainment and hospitality during business activities.

9.3 Some examples of acceptable gifts, entertainment and hospitality:

- Gift: door gift to all attendees during work-related seminars/conferences, and/or business events, corporate gift during the festive season.
- Entertainment and Hospitality: refreshments or meals during/after meetings which do not exceed the threshold amount set in the Human Resource Policy or travel arrangement given to the staff for business purposes.

9.4 All giving and receiving of gift and hospitality shall be kept as a record and those which are exceeding the threshold shall be submitted to the CFO for approval. Further details are set out in Guideline on Providing and Receiving of Gifts and Hospitality in Human Resource Policy.

10. Donations and Sponsorships

- 10.1 The Group allows any charitable donation or sponsorship for legitimate reasons and permitted under the laws. Such donations and sponsorships, however, must be made in good faith without any expectation of a reciprocal benefit or to influence the decision of the donation or sponsorship recipient.
- 10.2 All donations and sponsorships are subjected to due diligence checks and must be approved under the Group's policies and procedures.
- 10.3 The Group is prohibited from making any contribution (in cash or in-kind) to support any political parties or candidates. It is perceived as an attempt to gain an improper business advantage. No reimbursements will be made by Vivocom to any director or employee for personal contributions.

11. Anti-Money Laundering

- 11.1 Money laundering is a process by which a person or a group tries to conceal the proceeds of illegal activities such as drug trafficking or terrorist funding or try to make the sources of their illegal funds look legitimate.

It is a very serious offence and the legal implications arising from such an offence are severe including hefty fines and imprisonment in Malaysia.

- 11.2 The Group strictly prohibits any practices or business dealings relating to money laundering. Vivocom is committed to complying with anti-money laundering laws. The Group will only conduct business with reputable customers, involved in legitimate business activities with funds derived from legitimate sources.
- 11.3 To avoid violating any anti-money laundering laws, the Group is expected to always exercise its due diligence to understand the business and background of the Group's prospective business associates and ensure that they are involved in lawful business activities and their funds are of lawful origin.

12. Facilitation Payments

- 12.1 Vivocom adopts a strict stance that disallows facilitation payments. Regardless of whether in Malaysia or any other country, the Group prohibits all employees and business associates acting on behalf of the Group from giving, offering or accepting any form of facilitation payments.
- 12.2 There may be situations or circumstances where the employee is forced to make facilitation payment to protect their life, limb or liberty. In such situations, the employee must immediately report the incident to the respective Chief Executive Officer for the necessary action to be taken.

13. Procurement and Tendering Process

- 13.1 The selection of suppliers, agents, consultants, contractors, or advisors shall be following the policies and procedures of the Group and shall not be decided based on any gift or bribe.
- 13.2 Bidding process is open to all qualified bidders and no unfair advantage should be given to any tenderer via any prior or closed-door negotiation.

14. Due Diligence Process

- 14.1 Due diligence shall conduct prior to entering any contractual relationship with the business associates (customers, suppliers, agents, consultants, contractors or advisors) are free from bribery elements or conflict of interest.
- 14.2 Due diligence shall include a search through relevant databases, credit checks, checking for relationships with public officials, and document verification.

15. Financial and Non-Financial Controls

- 15.1 The Group has established policies and procedures covering the following areas:
 - a. Financial controls are mechanisms and procedures implemented to ensure the integrity of financial and accounting information. The controls include segregation of duties, reconciliation, approval, disbursement, audit trail and information security.
 - b. Non-financial controls are controls on non-financial business transactions. Examples are satisfaction survey, number of defects, quality of output or input, number of complaints and project progress.

16. Record Keeping

- 16.1 All accounts, invoices, letters, agreements and other documents or records relating to the transactions and dealings with business associates shall be prepared and maintained with strict accuracy and completeness. There should be no records kept "off-book to facilitate or conceal improper payment.
- 16.2 The Company and the respective business units must keep all financial records and documentary evidence of the reason for making payments to and receiving payments from any person.
- 16.3 All records shall be retained for at least seven (7) years from its date of generation and produced on request.

17. Raising A Concern

- 17.1 Vivocom strongly encourages employees, business associates and any external parties to notify or report any real or suspected cases of bribery and corruption to Chief Executive Officer or AC Chairman without fear of retaliation or reprisal. The details of the whistleblowing procedures are set out in the Group's Whistleblowing Policy.
- 17.2 No one should suffer any detrimental treatment as a result of refusing to take part in bribery or reporting concerns under this policy in good faith.
- 17.3 If anyone has any queries concerning this policy and related requirement, please contact the CFO through email or phone call.

18. Training and Communication

- 18.1 Every employee will receive the relevant training on anti-bribery and corruption. The training will be in accordance with the position and function.
- 18.2 All directors and employees of the Group shall declare in writing that they have read, understood and will abide by this policy.
- 18.3 Vivocom's zero-tolerance approach to bribery and corruption must be communicated to all the business associates at the outset of the business relationship with Vivocom and as appropriate thereafter. There shall be a copy of this policy extended to such business associates.
- 18.4 There shall be training and communication records kept by the Human Resource Department for reference.

19. Monitoring and Review

- 19.1 Vivocom recognises that managing an ABMS is a continuous process. A systematic review and monitoring process are necessary to ensure its objectives are being met.
- 19.2 Internal control systems and procedures designed to mitigate bribery/ corruption risks are subject to regular audits to ensure the effectiveness of the controls. The results of any audit shall be reported to the AC and acted upon accordingly

-The remainder of this page is intentionally left blank-