

15th of July 2020

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Chief Operating Officer

Salcon Berhad

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1.0 INTRODUCTION

- 1.1 Salcon Berhad and its Group of Companies (collectively, the “**Salcon**” or “**Company**”) is committed to conduct our business with transparency, honesty and integrity.
- 1.2 This Anti-Bribery and Anti-Corruption Policy (“the Policy”) draws together the principles which support Salcon’s zero tolerance on any form of bribery or corruption, whether direct or indirect, by or of its stakeholders.
- 1.3 This Policy should be read in conjunction with the Company’s Code of Ethics & Conduct and Whistleblowing Policy.

2.0 APPLICABLE LEGISLATION

- 2.1 Salcon is committed to conducting its business ethically and in compliance with all applicable laws and regulations in the countries where it does business. These laws include but are not limited to the Malaysian Penal Code (revised 1977) (and its amendments), the Malaysian Anti-Corruption Commission Act 2009 and the Companies Act 2016. These laws prohibit bribery and acts of corruption, and mandate that companies establish and maintain accurate books and records and sufficient internal controls. In cases where there is a conflict between mandatory laws and the principles contained herein and other relevant policies, the law shall prevail.
- 2.2 Under the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act”), bribery and corruption are criminal offences and the legal consequences include fine of limited amount and/or imprisonment of up to twenty (20) years. A commercial organisation commits an offence if an associated person corruptly

gives any gratification with intent to obtain or retain business or an advantage in the conduct of business, for the commercial organisation.

- 2.3 If an offence is committed by a commercial organisation, the section 17A MACC Act 2009 also deems its directors, controller, officer, partner or persons concerned in its management of affairs to have committed the same offence. It is therefore important that you understand how bribery and corruption may be committed and the legal consequences arising from such act as well as to take steps to prevent bribery and corruption from happening.

3.0 OBJECTIVES

3.1 The objectives of this policy are to:

- a. Ensure that Salcon has adequate procedures in place to prevent and detect bribery and corruption;
- b. Provide information and guidance to those working for or with Salcon on how to recognise and deal with potential bribery and corruption issues as well as understanding their roles and responsibilities; and
- c. Protect Salcon against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behavior.

4.0 SCOPE

4.1 This Policy applies to:

- a. directors (both executive and non-executive), officers, employees of the Group (including permanent, part-time and contract (fixed-term) employees) ("Personnel");
- b. any third party (person or entity) who performs services for or on behalf of the Company. This includes actual and existing clients, customers, contractors, sub-contractors, consultants, advisers, agents, suppliers, vendors, distributors, representatives, service providers, intermediaries and investors ("Business Associates"); and

- c. joint-venture entities in which Salcon has non-controlling interests, co-ventures and associated companies are strongly encouraged to adopt these or similar principles.

5.0 DEFINITIONS

5.1 For the purpose of this Policy:

- a. "Bribery & Corruption" means any action which would be considered as an offence of giving or receiving 'gratification' under the MACC Act. In practice, this means offering, giving, receiving or soliciting something of value in an attempt to illicitly influence the decisions or actions of a person who is in a position of trust within an organisation.

Bribery may be 'outbound', where someone acting on behalf of Salcon attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Company such as a senior decision-maker or someone with access to confidential information.

- b. "Gratification" is defined in the MACC Act to mean 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, 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).

- c. "Conflict of Interest" means when a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making at Salcon
- d. "Public Officer" means (i) any person who engages in services for national or local governments; (ii) any person who engages in services for an agency or organisation affiliated with a government entity; (iii) any person who engages in services for a public enterprise or state-owned entity; or (iv) any person authorised by a government entity to exercise a public function.
- e. "Entertainment and Hospitality" means the considerate care of guests, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Salcon's offices, with or without the personal presence of the host. Provision of travel may also be included.

6.0 ANTI-BRIBERY AND ANTI-CORRUPTION

- 6.1 Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement or reward for an action which is illegal or a breach of trust. Bribery can take many other forms including cash and non-cash gifts, lavish entertainment or hospitality or other reward or benefit. Bribery takes place if someone is given a gift, donation, loan, cash or non-cash incentive, benefit, or is taken out for particularly lavish hospitality and that in doing so the giver of such items has done so with the intention of inducing or rewarding someone to behave improperly or not to perform their function correctly or in good faith.
- 6.2 Corruption is the abuse of entrusted power for private gain. Essentially, it is the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description.

- 6.3 Bribery and Corruption may take the form of anything of value, such as money, goods, services, property, privilege, employment position or preferential treatment, and are in all forms prohibited.
- 6.4 A *Staff Anti-Bribery and Anti-Corruption Declaration Form* is set out in *Schedule A* in this policy.
- 6.5 Examples of risk scenarios where Bribery & Corruption could take place are set out in *Schedule B - Potential Risk Scenarios: "Red Flags"* in this policy.
- 6.6 This Policy prohibits all forms of Bribery & Corruption practices, and makes no distinction between whether they are being made to persons in the public or private sectors. Salcon's relationships with Public Officers, our Personnel, Business Associates and any other parties are based on transparency and integrity. Our Personnel and Business Associates must not directly or indirectly pay, offer or promise any Gratification to any Public Officer, party or their family members as an inducement for or reward for acting improperly. Furthermore, our Personnel must not directly or indirectly pay, offer or promise any gratification to customers, Business Associates or any other party for the purpose of exerting influence, soliciting payment or other unfair or illegal preferential treatment. Our Personnel will not suffer demotion, penalty or other adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.
- 6.7 It is also not permitted for Personnel and Business Associates (or someone acting on behalf) to falsify the Company's books and records for the purpose of bribery or of hiding bribery. Specifically, Personnel cannot:
 - a. maintain off-books accounts;
 - b. fail to record or inadequately record transactions;
 - c. record non-existent expenditures;
 - d. inaccurately identify liabilities;
 - e. knowingly use false documents; or
 - f. destroy accounting books and records.

7.0 FACILITATION PAYMENTS AND KICKBACKS

- 7.1 The Company strictly prohibits facilitation payments or "kickbacks" of any kind.

- 7.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government officer (such as the issuance of permits, licences, processing visas or work permits etc.). Kickbacks are typically payments made in return for a business favour or advantage and can include discounts or other types of cash incentives.
- 7.3 Our Personnel and Business Associates must avoid any activity that might lead to a facilitation payment or kickback made by or on behalf of the Company to any Public Officer for any purposes.
- 7.4 Salcon Board of Directors fully supports the Policy and expect all Personnel and Business Associates to uphold their position on anti-bribery and anti-corruption with the highest standards of ethical behavior.

8.0 GIFTS, ENTERTAINMENT AND HOSPITALITY

- 8.1 Our Personnel and Business Associates must not directly or indirectly solicit for gifts, entertainment and hospitality from any party for themselves or for or on behalf of Salcon.
- 8.2 The giving and receiving of gifts, entertainment and hospitality are not prohibited, if the following requirements are met:
 - 8.2.1 it is not done with the intention of influencing, to obtain or retain or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefit;
 - 8.2.2 it complies with applicable laws;
 - 8.2.3 it is of reasonable value (*refer to the Attached Limits of Authority*), commensurate with the occasion and in accordance with general business practice
 - 8.2.4 taking into account the reason for the gift or entertainment, it is of an appropriate type and value in the applicable country/region and given at an appropriate time;
 - 8.2.5 it is given openly, not secretly.
- 8.3 Our Business Associates should not provide gifts, entertainment and hospitality to our Personnel. All Personnel must declare to the Company if they receive/ accept any gifts or entertainment and hospitality that are beyond the *Limits of*

Authority from Business Associates or any parties as set out in Schedule C – Declaration of Giving/Acceptance of Entertainment/Gifts within seven (7) working days of receipt.

9.0 CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

- 9.1 Any charitable contributions or sponsorships made or offered on behalf of the Company must:
- a. not be related to, dependent on, or made in order to win, or influence, a business deal or decision;
 - b. be given directly to the relevant charity or organisation and not to an individual; and
- 9.2 The Company will conduct due diligence to ensure that the recipient of any charitable contribution or sponsorship is a legitimate body and a registered charity. The recipient will be required to provide a receipt for the contribution, and confirmation of what the funds will be used for.

10.0 POLITICAL DONATIONS

- 10.1 All Personnel and Business Associates must not make or offer any political contributions or donations on behalf of the Company to Public Officers, political parties or political campaigns.
- 10.2 Any request for political donation or contribution must be pre-approved by an Executive Committee comprising the Deputy Chairman, Managing Director and Chief Operating Officer of the Company.
- 10.3 Our Personnel may participate in political activities in their individual capacity with their own money and at their own time but to make it clear that their individual political views and actions are personal and not reflective or representative of Salcon. Salcon will not reimburse any personal political contributions.

11.0 PROCUREMENT

- 11.1 The Company ensures that procurement process is fair, transparent and free from corrupt elements i.e. the selection process for contractors, consultants,

suppliers or sub-contractors to carry out the contract.

11.2 It is Company's procedure to undertake Pre-Qualification Assessment Process.

12.0 BUSINESS ASSOCIATES RESPONSIBILITIES

- 12.1 All Business Associates acting on behalf of Salcon are required to comply with this Policy and all other related policies.
- 12.2 Our Personnel must carry out proper due diligence process and comply with all applicable Salcon standard operating procedures before on-boarding any Business Partners. This include informing them of Salcon's Anti-Bribery and Anti-Corruption Policy and with effect from the date of this Policy.
- 12.3 Due diligence should also be carried out with regards to any Business Associates intending to act on Salcon's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with Salcon.
- 12.4 Salcon shall include standard clauses in all contracts with Business Associates enabling Salcon to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for Business Associates acting on Salcon's behalf where bribery risk has been identified.

13.0 RESPONSIBILITIES OF SALCON PERSONNEL

- 13.1 All Salcon 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. A sample declaration can be found in Schedule A of this Policy.
- 13.2 All Salcon Personnel are required to carry out those responsibilities and obligations relating to Salcon's anti-bribery and corruption stance, alongside those already in existence, which includes the following:
 - a. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
 - b. Promptly record all expense claims relating to entertainment, gifts or expenses incurred and submitted in accordance with the Company's

policy and specifically record the reason for the expenditure.

- c. Ask the COO if any questions about this Policy arise or if there is a lack of clarity about the required action in a particular situation;
- d. Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance on the next course of action;
- e. Be alert to indications or evidence of possible violations of this Policy;
- f. Promptly report violations or suspected violations through appropriate channels;
- g. Attend required anti-bribery and corruption training as required according to position; and
- h. Not misuse their position or Salcon's name for personal advantage.

13.3 When dealing with Business Associates, all Salcon's Personnel shall not:

- a. express unexplained or unjustifiable preference for certain parties;
- b. make any attempt at dishonestly influencing their decisions by offering, promising or conferring advantage;
- c. exert improper influence to obtain benefits from them;
- d. directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.

13.4 During an active or anticipated procurement or tender exercise, Personnel participating in the exercise in any way whatsoever, shall not:

- a. receive gifts, entertainment and hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
- b. provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
- c. be involved in any discussions regarding business or employment opportunities, for personal benefit or for the benefit of a Business Associate;
- d. abuse the decision-making and other delegated powers given by the top management; and
- e. bypass normal procurement or tender process and procedure.

- 13.5 When dealing with external parties in a position to make a decision to Salcon's benefit (such as a Public Officer or client), Salcon's Personnel shall not:
- a. offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
 - b. be involved in any discussions regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
 - c. otherwise abuse the decision-making and other delegated powers given by the top management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves; and
 - d. exert improper influence to obtain personal benefits from them.

14.0 CONFLICTS OF INTEREST

- 14.1 A Conflict of Interest may arise in a situation where an individual is in a position to take advantage of his/her role in Salcon for his/ her personal benefit, including the benefit of his/her family and/or friends and/or company. This would undermine the duties of good faith, fidelity, diligence and integrity as expected by Salcon from its Personnel in the performance of the Personnel's duties and obligations.
- 14.2 All Personnel should avoid situations in which personal interest could conflict with their professional obligations or duties. Personnel must not use their position, official working hours, company's resources and assets, or information available to them for personal gain or to the company's disadvantage.
- 14.3 All Personnel who is in a situation of actual or potential conflict must complete the Conflict of Interest Declaration Form as soon as the situation arises and he/she shall abstain from discussion/voting. The Conflict of Interest Declaration Form is set out in Schedule D.
- 14.4 Personnel must submit the completed Conflict of Interest Declaration Form to the Human Resource Department for retention in the Personnel's personal file. It is the responsibility of the Personnel to keep a copy of the approved Conflict of Interest Declaration Form for audit purposes.

14.4 If Personnel is uncertain on any matter relating to the disclosure, Personnel should disclose and seek advice from Chief Compliance Officer (CCO).

15.0 REPORTING VIOLATIONS

15.1 The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy.

15.2 Suitable reporting channels shall be established and maintained for receiving information regarding violations of this policy, and other matters of integrity provided in good faith by Salcon Personnel and/or external parties.

15.3 Personnel who, in the course of their activities relating to their employment at Salcon, encounter actual or suspected violations of this Policy are required to report their concerns using the reporting channels via whistleblowing@salcon.com.my.

15.4 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.

15.5 Retaliation in any form against Salcon Personnel where the person has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Any Salcon Personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this Policy shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which Salcon may pursue.

16.0 ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE

16.1 Salcon has established an Integrity Committee & appointed Chief Compliance Officer ("CCO") acted by the COO who will be responsible for all anti-bribery and anti-corruption compliance matters in the Company.

16.2 The Integrity Committee is adequately equipped to act effectively against Bribery and Corruption and shall:

- a) provide advice and guidance to Personnel on this Policy and issues relating to Bribery and Corruption;

- b) take appropriate steps to ensure that adequate monitoring, measurement, analysis and evaluation of this Policy is performed;
- c) report on the performance of this Policy to the top management and Risk Management Committee regularly.

16.3 Appropriate resources shall be provided for effective operation of this Policy and that the Integrity Committee is staffed with persons who have the appropriate competence, status, authority and independence.

16.4 The lines of authority for the Integrity Committee tasked with responsibility for overseeing the anti-corruption compliance programme shall be directly to the Risk Management Committee.

17.0 AUDIT MONITORING AND REVIEW

17.1 Regular audits shall be conducted to ensure compliance with this Policy. Such audits may be conducted internally by Salcon or by an external party. Audit documentation should include performance improvement action plans.

18.0 ENFORCEMENT FOR NON-COMPLIANCE

18.1 Salcon regard acts of bribery and corruption seriously and will take appropriate actions in the event of non-compliance of this Policy. For our Personnel, non-compliance of this Policy may lead to disciplinary action and termination of employment.

18.2 For Business Associates, non-compliance of this Policy may lead to termination of contract and claim for damages.

19.0 TRAINING & COMMUNICATIONS

19.1 This Policy is a public document which shall be communicated to all our Personnel and Business Associates. Our Personnel and Business Associates must read and understand Salcon's position on anti-bribery and anti-corruption.

19.2 Adequate training on Salcon's anti-bribery and anti-corruption approach shall be provided to our Personnel.