

WELLCALL HOLDINGS BERHAD

Reg. No. 200501025213 (707346-W)

ANTI- BRIBERY AND CORRUPTION POLICY

1. Objective

- a) The objective of this policy is to establish controls to ensure compliance with all applicable anti Bribery regulations.
- b) To ensure that the Group's business is conduct in an honest and ethical manner.
- c) The Board of Directors (the "Board") are very emphasize on a zero-tolerance approach towards bribery and corruption thus disciplinary action will be taken by the Board if there any violation of this policy.

2. Scope

This Anti-bribery and Corruption Policy ("Policy") is applicable to all employees, other third party and business associates in **Wellcall Group** (the "**Group**"), its subsidiary and its associate company.

The term "employee" means any person at all levels and grades, including senior managers, managers, executives, non-executives, directors, employees (whether full time, part time, contract or temporary), trainees, seconded staffs, volunteers, interns.

The "other third parties" or "business associates" herein refer to consultants, contractors, agents, sponsors, suppliers, customers, any third party and any other person associated with the Company.

The prohibition on bribery extends broadly to include: -

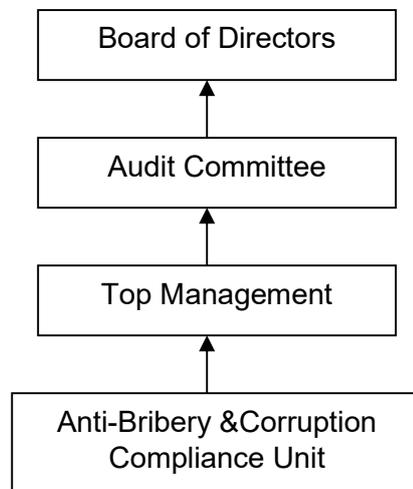
- Bribes: When one party giving or offering or receiving or soliciting another party, either directly or through a third party, of anything of value, advantage or benefit of any kind in order to influence the making or not making, or implementation of a decision or act by the party concerned such as to retain or obtain business. This is also includes giving, promising to give or offering a payment, gift or entertainment to a third party to 'facilitate' or expedite routine procedure.
- Anything of value may include but is not limited to cash, cash equivalents, discounts, donations, travel expenses, entertainment, stocks or gifts.
- Gratification is as defined under Section 3 of Malaysian Anti-Corruption Commission Act 2009 and any amendment thereof after the effective date of this policy and include but not limited to, abuse of function, abuse of public property, bribery, clientelism/ cronyism, concealments, corruptions, embezzle element, illicit enrichment, insider trading, kickback, money laundering, nepotism, obstructing of justice, patronage, trading in influence and facilitation money.

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3. Governance Structure and Responsibilities



The responsibilities of each function in the Anti-bribery and Corruption governance structure is as follows: -

3.1 Board of Directors

The Board shall demonstrate leadership and commitment with respect to the anti-bribery management system by: -

- a) Approving the Group's anti-bribery policy;
- b) Ensuring that the Group's strategy and anti-bribery policy are aligned;
- c) At planned intervals, receiving and reviewing information about the content and operation of the Group's anti-bribery management system;
- d) Requiring that adequate and appropriate resources needed for effective operation of the anti-bribery management system are allocated and assigned;
- e) Exercising reasonable oversight over the implementation of the Group's anti-bribery management system by top management and its effectiveness.

3.2 Audit Committee (AC)

AC is delegated with the oversight roles and responsibilities by the Board as follows: -

- a) To review and assess the Group's anti-bribery management system and ABC policy to ensure its adequacy and effectiveness in line with the ABC committed by the Board;
- b) To review the implementation and compliance with approved Group anti-bribery management system and ABC policy and to ensure that bribery and corruption risks identified are being responded to appropriately with the results and recommendation reported to the Board;

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- c) To review the adequacy and effectiveness of the Group's anti-bribery management system and internal control system established and implemented by Top Management to manage bribery and corruption risks through internal audit reports from Internal Auditor with the results of the review reported to the Board.

3.3 Top Management

Top management responsibilities in respect to the anti-bribery management system as follows: -

- a) Ensuring that the anti-bribery management system, including policy and objectives, is established, implemented, maintained and reviewed to adequately address the Group's bribery risks;
- b) Ensuring the integration of the anti-bribery management system requirements into the Group's processes;
- c) Communicating internally and externally regarding the anti-bribery management system;
- d) Ensuring that the anti-bribery management system is appropriately designed to achieve its objectives;
- e) Directing and supporting personnel to contribute to the effectiveness of the anti-bribery management system;
- f) Supporting other relevant management roles to demonstrate their leadership in preventing and detecting bribery as it applies to their areas of responsibility;
- g) At planned intervals, reporting to the AC on the content and operation of the anti-bribery management system.

3.4 Anti-bribery & Corruption Compliance Unit (ABCCU)

Anti-bribery & Corruption Compliance Unit is led by the Corruption Risk Officer, i.e. the Financial Controller and assisted by the Head of Departments from Human Resources, Procurement and Marketing. Top management shall assign to an anti-bribery and corruption compliance unit the responsibility and authority for: -

- a) Overseeing the design and implementation by the Group of the anti-bribery management system;
- b) Providing advice and guidance to personnel on the anti-bribery management system and issues relating to bribery;
- c) Ensuring that the anti-bribery management system conforms to the requirements of this policy;
- d) Reporting on the performance of the anti-bribery management system to top management and other compliance functions on yearly basis or as appropriate.

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4. Bribery and Corruption Risk Assessment

Risk assessment on Anti-Bribery and Corruption is established in order to ensure the Group is totally free from any bribery and corruption risks. The anti-corruption risk assessment will be assessed by RMC members where the members meet twice a year for discussion on the management of potential risks and to reduce the potential risks to an acceptable level to the Group.

The process of risk management and treatment is the responsibility of the Head of Departments where for further details please refers to the Group's Anti-Corruption Risk Assessment Process.

5. Due Diligence

The conduct of due diligence on employees, other third parties and business associates by the Group shall be in regular basis or any time if the Board may deem appropriate to avoid the exposure of any potential bribery and corruption risk.

6. Conflict of Interest

Directors and Employees should avoid conflicts of interest with the Group and disclose immediately all contractual interest, whether direct or indirect, with the Group.

Directors and Employees are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Group or its subsidiaries, and the associate company.

Where a potential or actual conflict arises, every Directors and Employees shall adhere to the procedures provided by the relevant laws.

The Directors' and Employees Code of Conduct and Ethics are published on the Group's website for public information.

7. Providing and Receiving of Gifts/ Entertainment/ Corporate Hospitality/Travel

7.1. The Group has adopted a "No Gift" policy, whereby, subject only to certain narrow exceptions. All employees, employees' family members or agent acting for or on behalf of Group's are prohibited from directly or indirectly receiving or providing gifts. The Group requires its employees to abide by this regulation to avoid conflict of interest or the appearance of conflict of interest for either party in on-going or potential business dealing between the Group and external parties as a gift can be seen as a bribe that may tarnish the Group's reputation or be in violation of anti-bribery and corruption laws.

7.2. 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 the Group for his or her family/ household and friends.

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7.3. Entertainment, Hospitality and Travel

Entertainment includes business meals and refreshment, cash or discount voucher, any gathering, entertainment tickets such as movie tickets and concert tickets, social or sports events and branded items.

Hospitality such as accommodation, food, drink or any events provided for building of business relationship where the third parties shall present at the event as a host otherwise will define as gift.

Travel includes air transportation such as flights; sea transportation such as ships and boats; and road transportation such as train, car, taxi and bus either for local and overseas travel from one place to another place which shall not include any transportation for a short distance.

In order to avoid any conflict of interest, all employees are strictly not allowed directly or indirectly to receive and provide any form of entertainment, hospitality and travel from/to other third parties and business associates. But there is exception to accept or receive where notify by declaration using the Gift/ Entertainment/ Corporate Hospitality/ Travelling Register Form. (further details refer section 7.6).

7.4. Providing Gifts

Generally, all Employees or Person Connected to them are not allowed to provide gifts to Third Party with exception of Managing Director (MD)/ Executive Director (ED)/ General Manager (GM)'s approval and in any event shall not be more than RM 500.00 per year. All provision of gift to Third Party required prior approval from the Head of Department and Employees are required to apply for the intended gift to Third Party with the estimated value of entertainment in the Gift/ Entertainment/ Corporate Hospitality/ Travelling Register Form.

7.5. Receiving Gifts

The Group is very much aware that the exchange of gifts can be very delicate matter where, in certain cultures or situations, gift giving is a central part of business etiquette. Despite acknowledging the Group's "No Gift Policy", some external parties may still insist in providing gifts to the employees, directors and/ or their family members in certain situation 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 Group's is allowed only in very limited circumstances.

In these limited circumstances, employees are excepted to immediately or within one (1) week from receiving the gift to record the gift in the Gift/ Entertainment/ Corporate Hospitality/ Travelling Register Form and must report to the respective Head. However, in no circumstances may an employee or their family members accept gifts in the form of cash or cash equivalent.

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7.6. Exceptions To The “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 the Group to external institutions or individuals in relation to the Group’s official functions, events and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event);
- c) Gifts from the Group to employees and directors and/ or their family members in relation to an internal or externally recognised Group function, event and celebration (e.g. in recognition of an employee’s/ director’s service to the Group);
- d) Token gifts of nominal value normally bearing the Group’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 Group’s brand building or promotional activities; and
- e) Gifts to external parties who have no business dealing with the Group (e.g. monetary gifts or gifts in-kind to charitable organisations).

Even in the above exceptional circumstances, employees and directors are expected to exercise proper judgment in handling gift activities and behave in highest degree of integrity, avoid conflict or interest and comply with applicable laws/ regulations/ Group’s rules and regulations/ Group’s code of conduct.

7.7. Disposition of gift

The method of disposition of gift shall be determined by the management whether to:

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- a) Hold it for departmental display, or
 - b) Share with other employees in the department; or
 - c) Permit it to be retained by the employee

7.8. Any individual with any suspicious, concerns or queries regarding a payment made on our behalf or improper business practices, he or she should raise these by write in email to acchairman@wellcall.com.my

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7.9. Any reports on bribery and corruption practices can be made to any of the members of the ABCCU listed under Clause 3.4 by phone calls to +605-366 8805 or email to abccu@wellcall.com.my or through the avenues provided for Wellcall Whistleblowing policy.

8. Protection

If there is any retaliation against any employee who making a good faith in reporting of bribery or corruption is strictly not allowed by the Group. Any employee making report of the actual or suspicious on corruption shall be accorded the protection as set out in the Group's Whistleblowing Policy.

9. Donations, Sponsorship and Political Contribution

The Group does not make charitable donations or contributions to political parties. This however does not prohibit any individual's legal right to associate under their personal capacity.

Contributions or donations made by the Group to community projects or charities need to be made in good faith and in compliance with the Group's Code of Conduct and Ethics Policy, this Policy and all relevant Group's policies and procedures.

The Group's funds, services, property, facilities or employee time cannot be used for or contributed to any political party or candidate for public office without approval according to internal authorisation requirements.

10. Facilitation Payments

Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.

The Group 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. The reason underlying this prohibition is that facilitation payment is seen as a form of bribery and corruption.

All persons must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. If the employee receives a request or is offered facilitation payment, he/ she must immediately report to the Head of Department.

11. Procurement Process

The Group has standard operating processes and adheres to the system of internal controls on supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment.

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A quotation comparison forms part of the procurement process. All suppliers are chosen on the basis of their capability, price and quality.

Due diligence of new suppliers in supplier selection includes an acceptance and acknowledgement of this Policy.

12. Financial and Non-Financial Controls

The Group adopts a clear segregation of duties for all jobs function either it is financially or non-financially related.

For jobs related to non-financially activities, there must be at least two-layers of checking i.e. maker and checker. For jobs related to financial activities, the Group adopts three-layers of checking which shall comprise of the maker, checker and approver. Further, for financial activities (such as disbursement and payment activities), the Group strictly adopts multiple signatories to further mitigate any corruption risk.

13. Record-keeping

All relevant departments have to 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.

All relevant documents will be kept for at least a period of seven (7) years.

14. Training and Communication

All employees shall undergo relevant training on how to implement and adhere to this Policy. Sufficient training will also be provided by the Group to all employees to ensure their better understand on the Whistleblowing reporting channel related to this Policy.

Our zero-tolerance approach to bribery and corruption must be communicated to other third parties and business associates via electronic mail or better known as email at the outset of our relationship with them and as appropriate thereafter.

15. Monitoring and Review

All the employees and the associated third parties are responsible for the success of this Policy and should ensure adherence to this Policy. Any misconduct or non-compliance of this policy by any employees deemed as violation where will be regarded as serious matter by the Company and likely to result in disciplinary action in consistent with local law.

Internal control systems and procedures will be subject to regular audit and reviewed by the ABCCU to provide assurance that there are effective in countering bribery and corruption.

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16. Review

This Policy shall be reviewed by the Board of the Group every 3 years or when there is any changes in the law which affects this Policy or when internal or external events warrant a more frequent review to be undertaken and make such amendments to this Policy as the Board may deem to appropriate.

Date: 23rd November 2020

Revision: 1