


POLICY – (MANAGEMENT)

(POLICY FOR ANTI-BRIBERY AND CORRUPTION)

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(Management)			
		Chief Executive Officer	
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1.0 STATEMENT OF POLICY

The Group is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure corrupt gratification is prevented. The Company has adopted a zero-tolerance approach against all forms of bribery and corrupt gratification and its associated activities. The Board of Directors and Top-level Management are committed to acting professionally, fairly and with integrity in all of the Group’s business dealings and relationships in whichever country we operate.

The Group shall constantly uphold all laws relating to bribery & corruption in all the jurisdictions where we operate. We are bound by the laws of Malaysia, in particular the

POLICY FOR ANTI-BRIBERY AND CORRUPTION			
Document No: CENGILD/GEN/GRP/POLICY-001	Issue No: 1	Revision No: 1	Effective Date: 5/2/2021

Malaysian Anti-Corruption Commission Act 2009 (“MACCA 2009”), pertaining to our conduct both at home and abroad.

The penalties for violating these laws can be severe, both for the Company and for the individuals involved, including significant corporate and individual fines, and imprisonment. Any violation of this Policy may result in disciplinary action, up to and including dismissal in appropriate circumstances.

2.0 OBJECTIVE

This Anti-Bribery & Corruption Policy (“Policy”) sets out the responsibilities of Cengild Medical Berhad (the “Company”) and its subsidiaries (the “Group”) and those who work for the Group on the requirement to observe and uphold the Group’s zero-tolerance position on “bribery and corruption” (collectively known as “corrupt gratification”).

3.0 SCOPE OF POLICY

This Policy applies to Cengild’s all directors and all personnel, and its business associates acting on behalf.

4.0 DEFINITIONS

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting or soliciting something of value or of an advantage so to induce or influence an action or decision. A bribe refers to any inducement, reward or object/item of value offered to another individual in order to gain or retain commercial, contractual, regulatory or personal business or advantage. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Corruption means the act of soliciting, giving, promising to give, offering, accepting or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services, favours, positions or valuable goods as an inducement or reward to or not to do an act in relation to the person’s principal affairs or function - in short, corruption is essentially an abuse of entrusted power or position to obtain a personal gain or benefit

Bribery and corruption (collectively “**corrupt gratification**”) are illegal. Employees must not engage in any form of corrupt gratification, whether it be directly or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world and they must not accept bribes in any degree.

“**Gratification**” is defined in the MACCA to mean the following:

POLICY FOR ANTI-BRIBERY AND CORRUPTION

Document No: CENGILD/GEN/GRP/POLICY-001

Issue No: 1

Revision No: 1

Effective Date: 5/2/2021

- (a) 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;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money's worth or valuable thing;
- (f) 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
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

“Personnel” means directors and all individuals directly contracted to the Company on an employment basis (including temporary, contract-basis or permanent employees), consultants, contractors, trainees, seconded staff, casual workers, agency staff, volunteers, interns, agents, sponsors or any other person or persons associated with the Company, or any of our subsidiaries or their employees, no matter where they are located (within or outside of Malaysia).

“Business Associate” means an external party with whom Cengild has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

“Cengild” or **“Company”** means Cengild Sdn Bhd.

5.0 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

- a) All forms of bribery and corruption are prohibited. The Group upholds a zero-tolerance approach.
- b) Bribery may take the form exchange of money, goods, services, property, privilege, employment position or preferential treatment. Cengild personnel and its business associates

POLICY FOR ANTI-BRIBERY AND CORRUPTION			
Document No: CENGILD/GEN/GRP/POLICY-001	Issue No: 1	Revision No: 1	Effective Date: 5/2/2021

shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit of the Company or the persons involved in the transaction.

- c) This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.
- d) This Policy applies to all countries worldwide, without exception and without regard to regional customs, local practices or competitive conditions.
- e) No employee or external party will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviour.

6.0 GIFTS, ENTERTAINMENT, HOSPITALITY & TRAVEL

The Group accepts normal and appropriate gestures of hospitality and goodwill (whether given to or received from third parties) so long as the giving or receiving of gifts, entertainment, hospitality & travel meets the following requirements:

- a) It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours, positions or benefits;
- b) It is not made with the suggestion that a return favour is expected;
- c) It is in compliance with local laws;
- d) It is given in the name of the organization, not in an individual's name;
- e) It does not include cash or a cash equivalent (e.g. a voucher or gift certificate);
- f) It is appropriate for the circumstances (e.g. giving small gifts around festive seasons or as a small thank you to an organization for helping with a large project upon completion);
- g) It is of an appropriate type and value, and given at an appropriate time, taking into account the reason for the gift, entertainment, hospitality and travel;
- h) It is given or received openly, not secretly;
- i) It is not selectively given to a key or influential person, clearly with the intention of directly influencing them;
- j) It accords with the limits of threshold, frequency and approval mandate as pre-determined by the Company; and
- k) It is not offered to, or accepted from, a government official or representative, politician or political party, without the prior sanction based on the Group's approval mandate.

POLICY FOR ANTI-BRIBERY AND CORRUPTION			
Document No: CENGILD/GEN/GRP/POLICY-001	Issue No: 1	Revision No: 1	Effective Date: 5/2/2021

We shall ensure that all gifts, entertainment, hospitality and travel made are legal and ethical under local laws and practices, and that such expenses incurred are made in accordance with the Group's approval mandate.

Where it is inappropriate to decline the offer of a gift, entertainment, hospitality or travel (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift, entertainment, hospitality or travel may be accepted so long as it is declared and accords with the Group's pre-determined thresholds and frequency.

The Group recognises that the practice of giving and receiving business gifts varies amongst countries, regions, cultures and religions. As such, definitions of what is acceptable and not acceptable will inevitably differ for each.

7.0 FACILITATION PAYMENTS AND KICKBACKS

The Group does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

The Group does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

The Group recognises that despite our strict policy on facilitation payments and kickbacks, personnel may face a situation where avoiding a facilitation payment or kickback may put their or their family's personal security at risk. Under these circumstances, the following steps must be taken:

- a) Keep any amount to the minimum;
- b) Ask for a receipt, detailing the amount and reason for the payment;
- c) Create a record concerning the payment; and
- d) Report this incident to your line manager.

(Refer to SOP:CENGILD/HR/SOP-009 for details)

8.0 POLITICAL DONATIONS

The Group will not make donations, whether in cash, kind or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage. (Refer to SOP:CENGILD/HR/SOP-010 for details)

POLICY FOR ANTI-BRIBERY AND CORRUPTION			
Document No: CENGILD/GEN/GRP/POLICY-001	Issue No: 1	Revision No: 1	Effective Date: 5/2/2021

9.0 CHARITABLE CONTRIBUTIONS

The Group accepts and encourages the act of donating to charities as part of its corporate social responsibility initiatives, whether through services, knowledge, time or direct financial contributions (cash or otherwise).

We shall ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are offered or made in accordance with the Group's approval mandate. (Refer to SOP:CENGILD/HR/SOP-008 for details)

10.0 EMPLOYEE RESPONSIBILITIES

All employees and those under our control are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.

If any employee breaches this Policy, the employee will face disciplinary action and could face dismissal for gross misconduct. The Company has the right to terminate a contractual relationship with an employee if the employee breaches this Policy.

11.0 RECORD KEEPING

The Group shall keep detailed and accurate financial and other records, and shall have appropriate internal controls in place to act as evidence for all payments made. We shall declare and keep a written record of the amount and reason for gifts, entertainment, hospitality and travel accepted and given, including donations, sponsorships and expenses of similar nature by whatever name called, and understand that such expenses are subject to managerial review.

12.0 COMMUNICATION

The Group's Anti-Bribery & Corruption Policy and zero-tolerance stance shall be clearly communicated to all suppliers, contractors, business partners and any third parties at the outset of business relations, and as appropriate thereafter.

13.0 REPORTING OF POLICY VIOLATIONS

Personnel who, in the course of their activities relating to their employment, encounter actual or suspected violations of this Policy are required to report their concerns using the reporting channels stated in Whistleblowing Policy.

POLICY FOR ANTI-BRIBERY AND CORRUPTION			
Document No: CENGILD/GEN/GRP/POLICY-001	Issue No: 1	Revision No: 1	Effective Date: 5/2/2021

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. Retaliation in any form against Cengild personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any Cengild 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 Cengild may pursue.

14.0 AUDIT AND COMPLIANCE

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

15.0 SANCTIONS FOR NON-COMPLIANCE

Cengild regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. For Cengild personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.

For external parties, non-compliance may lead to penalties including termination of contract. Further legal action may also be taken in the event that Cengild’s interests have been harmed by the results on non-compliance by individuals and organisations.

16.0 CONTINUOUS IMPROVEMENT

The Group is committed to continually improving its policies and procedures relating to anti-bribery and anti-corruption. Regular assessments of the Policy should be carried out to ensure its scope, polices, procedures and controls match the bribery and corruption related risks faced by the Company.

The Group’s Compliance & Integrity may therefore endeavour to develop further integrity measures and certify the anti-bribery procedures as adequate where certification is available.

This Policy (Version 1.0) is approved by the Board of Directors of Cengild Medical Sdn Bhd via a resolution dated 5 February, 2021.

