



OPCOM HOLDINGS BERHAD (OHB) and its subsidiaries

Anti-Bribery and Corruption Policy (ABC Policy)

COMPANIES	Opcom Holdings Berhad (OHB) and all its subsidiaries (hereafter collectively referred to as Opcom Group)
VERSION	1.0
EFFECTIVE DATE	1 June 2020

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1. **Policy Statement**

- 1.1 Opcom Group adopts a zero-tolerance policy against all forms of bribery and corruption. We are committed to ensure the highest standards of integrity, accountability, and professionalism in the conduct of our businesses. We are also fully committed to comply with all laws and regulations which govern our businesses and operations.
- 1.2 This ABC Policy shall be read together with Opcom Group's other internal policies/procedures/guidelines/manuals, including but not limited to Human Resource Manual and Finance Manual.

2. **Purpose**

This purpose of this ABC Policy is:

- 2.1 to set out the responsibilities of Opcom Group and its employees, officers and directors to observe and uphold Opcom Group's stance on zero-tolerance to bribery and corruption;
- 2.2 to ensure that Opcom Group has adequate procedures in place to prevent and detect bribery and corruption;
- 2.3 to provide information and guidance on how Opcom Group expect its employees and those working for the Company to conduct themselves;
- 2.4 to provide guidance on how to recognise bribery and corruption;
- 2.5 to provide a safe and confidential avenue for employees of Opcom Group (hereafter referred to as the Employee or the Employees) and members of the public to disclose any bribery or corruption, without fear of reprisal;
- 2.6 to protect Opcom Group against the possible penalties and repercussions resulting from acts of bribery and corruption.

3. **Scope and Applicability**

- 3.1 The scope of this ABC Policy applies to all directors, officers and employees (whether permanent, contract or temporary) of Opcom Group, who are undertaking work on behalf of the Company, inside and outside of working hours.
- 3.2 Opcom Group also expects that third parties that have dealings with Opcom Group such as agents, distributors, representatives, contractors, sub-contractors, suppliers, vendors, consultants, customers, authorities, and others (hereafter referred to as Third Party or Third Parties) who perform work or services for and on behalf of Opcom Group, will comply with the relevant parts of this ABC Policy when performing such work or services.

3.3 This ABC Policy is not intended to provide answers to all questions regarding bribery and corruption. Instead it is intended to provide the directors, officers, employees, and third parties with a guide on how to prevent and detect bribery and corruption in pursuant to Opcom Group’s commitment to zero-tolerance on bribery and corruption.

4. **Owner of the ABC Policy**

4.1 The Integrity Committee (IC) shall be primarily responsible for the implementation and administration of this ABC Policy. The IC has the responsibility for monitoring the use and effectiveness of this ABC Policy and dealing with any queries on its interpretation. The IC reports directly to the Audit Committee and the Board of Directors.

4.2 The organisational chart of the IC is annexed in **Appendix A**.

5. **Compliance with Laws and Regulations**

5.1 This ABC Policy shall at all times comply with the laws and regulations of Malaysia. In the event of any inconsistency or conflict between the provisions of this policy and the laws of Malaysia, the latter shall prevail.

5.2 The paramount laws on bribery and corruption are the Malaysian Anti-Corruption Commission Act 2009, Amendment Act 2018 (“MACC Act”), and the Penal Code (Chapter IX).

6. **Corruption and Bribery**

6.1 Corruption is defined as an abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.

6.2 Bribery is a form of corruption and it can be broadly described as 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 to gain any commercial, contractual or personal gain or advantage.

6.3 Bribery can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, or other reward or benefit. Bribes can be direct (e.g. you give a bribe to someone) or indirect (e.g. you get someone else to give a bribe to another person) for the benefit of the employee, the employee’s family or Opcom Group.

- 6.4 For the purpose of this ABC Policy, “family or household” includes employee’s spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, cousins, and other persons who are a member of your household (hereafter referred to as family).
- 6.5 It is important to note that it will be irrelevant whether the bribe was accepted or not, was given or not, merely by offering the bribe would be sufficient for an offence to be committed.
- 6.6 Bribery and corruption are punishable offences under the MACC Act. There are 4 main offences prescribed by the MACC Act:
- i. Soliciting/receiving gratification as per Section 16 & 17(a);
 - ii. Offering/giving gratification as per Section 17(b);
 - iii. Intending to deceive (false claim) as per Section 18;
 - iv. Using office or position for gratification as per Section 23.
- 6.7 Additionally, any breaches of this ABC Policy may tantamount to a breach of Section 17A of the MACC Act in which in the event any commercial organisation commits an offence under Section 17A shall, on conviction, be liable to:-
- a) A fine, not less than 10 times the sum or value of gratification or RM1million, whichever is higher; OR
 - b) Its officers concerned, imprisonment for a term not exceeding 20 years, or BOTH.
- 6.8 Gratification as defined in the MACC Act as:-
- a) Money, donation, gift, loan, fee, reward, valuable security, property or interest in the property, whether movable or immovable, financial benefits;
 - b) Office, dignity, employment, contract of employment/services and agreement to give employment/render services in any capacity;
 - c) Payment, release, discharge/liquidation of loan, obligation or other liability;
 - d) Valuable consideration of any kind, 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, 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 (a) to (f).
- 6.9 Chapter IX of the Penal Code covers offences by public servants accepting and abetting in corruption.

7. Gifts, Hospitality, and Entertainment (G+H+E)

7.1 Opcom Group acknowledges that G+H+E may be an appropriate business practice. However, improper or excessive G+H+E (which includes travel and accommodation) can be a form of bribery, corruption, or gratification, which is prohibited under this ABC Policy.

7.2 Offering or giving G+H+E

7.2.1 Except as provided in the Exception Rule in this Policy (annexed in **Appendix B**), no G+H+E may be provided, directly or indirectly by any director, officer, employee, or Third Parties for or on behalf of Opcom Group or any director, officer, employee.

7.2.2 G+H+E shall only be given if 1) it seeks to improve the image of Opcom Group; 2) better present products and services; or 3) establishes cordial relations.

7.2.3 No G+H+E may be given where any giver is aware that it 1) will violate any Gift or Hospitality policies or regulation which the recipient is subject to; and 2) is intended to induce an inappropriate advantage, reward or benefit from the recipient.

7.2.4 Any G+H+E that Opcom Group offers or gives in connection with Opcom Group's business must:

- where it is to be provided to a public official, must comply with the applicable governmental policy or guidelines in the jurisdiction where the public official is working at, for the giving of G+H+E to such public official;
- be given as a legitimate, justified business courtesy;
- be given in an open manner;
- not create an expectation that the giver will receive something in return;
- be in good faith and reasonable in value and frequency;
- be compliant with any applicable laws, rules, and regulations;
- be expensed in accordance with the appropriate business expense policies and procedures;
- not influence or appear to influence the independence of the receiver of the G+H+E;
- not be provided to a customer when Opcom Group is bidding for a contract, if those receiving the G+H+E have some influence on the contract decision, unless the G+H+E takes the form of basic refreshments provided as a business courtesy;
- not be cash (or cash equivalents such as vouchers, gift cards, credit cards or credit notes);
- not be, or give the appearance of being, lavish, offensive or inappropriate (for example, adult entertainment); and
- not be in the form of per diem or daily payments.

7.3 Receiving G+H+E

7.3.1 Except as provided in the Exception Rules in this Policy (annexed in **Appendix B**), all directors, officers and employees as well as any Third Party acting for or on behalf of Opcom Group, or its directors, officers and employees are prohibited from:

- accepting any payments (including cash or cash equivalents such as vouchers, gift cards, credit cards or credit notes);
- requesting gifts, contributions, gratuities, services or bribes from Opcom Group's suppliers, or clients, regardless of its worth;
- accepting any G+H+E from a supplier when they are bidding for a contract, if those receiving the G+H+E have some influence on the contract decision, unless G+H+E takes the form of basic refreshment as a business courtesy;
- accepting any G+H+E that is, or gives the appearance of, being lavish, offensive or inappropriate (for example adult entertainment);
- accepting any favours that might be regarded as placing them under some obligations to such person or party;
- accepting any gifts from an individual or a party;
- accepting any G+H+E in the form of per diem or daily payments;
- accepting tickets to entertainment, cultural, social or sporting events without both the giver and receiver attending;
- accepting from, a business contact of Opcom Group, any G+H+E in their personal capacity or through any of the family members or agents to avoid the requirements of this G+H+E Policy.

7.4 G+H+E Policy for Directors

7.4.1 All directors of Opcom Group must be themselves committed to refrain from offering, giving or receiving any G+H+E (in-kind, cash, advantages, favour or otherwise) from Third Parties who deal with Opcom Group, where the G+H+E would reasonably be expected to influence the performance of the director's duties in any aspect.

7.5 Spouses, Family member, and Partners

7.5.1 All directors, officers and employees of Opcom Group are not permitted to offer or provide G+H+E to a spouse, a family member, or a partner of a Third Party.

7.6 Hospitality & Gifts Register

7.6.1 Opcom Group maintains a Hospitality & Gifts Register for the gifts that have been received or given by Opcom Group (annexed as **Appendix C**). This Hospitality & Gifts Register will be maintained by the Corporate Services Workgroup (CS). For practicability, all directors, officers, or employees are required to register gifts that they receive or provide with a market value exceeding RM500 (or equivalent) from each organisation/individual in a single transaction, immediately, or as soon as practicable, to CS.

8. Facilitation Payments

8.1 Facilitation payments are typically small, unofficial payments made to secure or expedite the performance of a routine or necessary action (such as the issuance of permits, licenses, processing visas or work permits, provisions of mail pick-up service, etc) to which the payer is entitled, legally or otherwise.

- 8.2 Offering, promising, requesting, paying facilitation payments is strictly prohibited. The facilitation payments can be of any sort of advantage, including but not limited to cash or other assets, to influence them in their duties.
- 8.3 All directors, officers and employees must not offer, promise, give, request, accept or, receive anything which may be regarded as a facilitation payment. If any employee does receive a request or offer facilitation payment, the said employee must immediately report to their Business Unit (BU) Head and CS, who will then update the Audit Committee and Board of Directors.
- 8.4 Facilitation or similar payments may be made in limited circumstances where your life is in danger but under no other circumstances. Any payment so made must be reported, immediately, or as soon as practicable, to their BU Head and CS, who will then update the Audit Committee and Board of Directors.

9. **Kick-backs**

- 9.1 Kick-backs are typically payments made in return for a business favour. These kick-backs are fulfilled after a company has awarded a contract. They take place in purchasing, contracting procurement, or other departments responsible for decisions to award contracts. The supplier provides the bribe by kicking part of the contract fee back to the buyer, either directly or through an intermediary.
- 9.2 All directors, officers and employees must avoid any activity that might lead or suggest that kick-back will be made by or on behalf of Opcom Group. Any suspicions, concerns or queries regarding payment should be reported immediately, or as soon as practicable, to their BU Head and CS, who will then update the Audit Committee and Board of Directors.

10. **Corporate Social Responsibility (CSR), Sponsorships and Charitable Donations**

- 10.1 These are legitimate activities for entities but can be abused by being used as a subterfuge for bribery. Any CSR, sponsorship, and donations must not be used to facilitate corruption, bribery, and money laundering activities.
- 10.2 Process for CSR, sponsorship, and charitable donations:
 - All requests for CSR, sponsorship, and donations must be carefully examined for legitimacy and it must not be made to improperly influence a business outcome;
 - The recipient must be a legitimate organisation and due diligence carried out to ascertain that the benefits reach the intended recipients whilst the programmes meet the intended objectives;
 - No CSR, sponsorship, and donations shall be made to a beneficiary who is controlled by any political officials;

- Charitable donations are permitted only to registered (non-profit) charities. No charitable donations may be given to any organisation which is not a registered charity;
- Approvals for CSR, sponsorship, and charitable donations must be sought in accordance with Opcom Groups' Delegation of Authority Matrix. A duly approved copy shall be extended to CS for the record. The initiator is obliged to ensure that proof of receipt of all CSR, sponsorship and charitable donations must be obtained from the recipient organisation;
- No charitable donation may be made at the request of any party where that donation may result in improper conduct.

11. **Political Contributions**

- 11.1 Opcom Group does not make political donations and is not affiliated with any political party, independent candidate, or with any other organisation whose activities are primarily political.
- 11.2 Directors, officers, employees, or Third Parties are free to make personal donations provided such payments are not purported to be made on behalf of Opcom Group and are not made to obtain any form of advantage in any business transaction.

12. **Dealing with Public Official**

- 12.1 Public official means an individual having a public official function or acting in a public official capacity, and include any of the following:-
- "officer of a public body" as defined in the Malaysian Anti-Corruption Commission Act 2009;
 - An officer or employee of any government body or agency or statutory body, ministry or department of the government (of any level);
 - Police, military, paramilitary, security services, police force, customs, border patrol, legislatures and judicial system of any country;
 - elected political representative;
 - political party and any officer, employee or other person acting on behalf of a political party;
 - candidate for public office;
 - member of a ruling or royal family;
 - special adviser to governments, or individual government officials, whether paid or unpaid, formal or informal; and
 - a family member of any of the above.
- 12.2 Opcom Group strictly prohibits the giving of G+E+H for public officials to obtain any form of advantage in any business transaction.

13. Dealing with Third Parties

- 13.1 Third party means any individual or organisation in which the employees comes into contact during the course of their work for or with the company and it includes but not limited to agents, distributors, representatives, contractors, sub-contractors, suppliers, vendors, consultants, customers, authorities, and others.
- 13.2 All dealings between Opcom Group and Third parties must be carried out in compliance with all relevant laws and consistent with this ABC Policy.
- 13.3 Opcom Group expects that all Third parties acting for and on behalf of Opcom Group to adhere to the relevant parts of this ABC Policy when performing work or services, as their conducts and actions may implicate Opcom Group and tarnish Opcom Group's reputation. The Third parties must subscribe to Opcom Group's stance on zero tolerance on bribery and corruption. Thus, in situations where we engage Third parties such as agents, distributors, representatives, contractors, sub-contractors, suppliers, vendors, consultants, customers, authorities, and other intermediaries, we will be obligated to conduct appropriate due diligence on these Third parties. This is to ensure that we are dealing with Third parties that subscribe to Opcom Group's values and ethical conduct.
- 13.4 To further ensure that Opcom Group does business with Third parties that share our standards of integrity, we conduct the following:
- Conduct due diligence to assess the integrity of the Third parties (clause 14);
 - Do not enter into business dealings with any Third parties that are suspected of engaging in bribery and improper business practices unless those suspicions are investigated and resolved;
 - All Third parties must be made aware of Opcom Group's ABC Policy, Whistleblowing Policy, and our expectations of them.
- 13.5 Prior to the engagement or commencement of any business or professional relationship, all Third parties must sign a declaration form (annexed as **Appendix D**) which states that:
- They acknowledge that they have read, understood and agree to comply with the ABC Policy of Opcom Group;
 - They are committed to ensure that our directors, employees, and agents acted on their behalf in dealing with Opcom Group comply to the ABC Policy of Opcom Group, and, undertake to inform Opcom Group of any breach/infringement of this ABC Policy;
 - They have not been convicted or subject to any investigations by the relevant authorities for actual or suspected breach of the law as of the date hereof;

- They agree to keep proper books and records available for inspection by Opcom Group, Opcom Group's auditors or investigating authorities, and they shall extend their cooperation in the audit/investigation and similar matters pertaining to the contract;
- They agree that the declaration form shall form part of the terms and conditions of their appointment and/or contract for service, and acknowledge that Opcom Group has the right to terminate or suspend their contract for service and disqualify them from tendering for future contracts (if any) if they are found to be in breach of the ABC Policy.

13.6 If during the due diligence exercise or in the dealings with the Third parties, there are "red flags" being raised, these "red flags" must be investigated and addressed before the engagement of the Third parties can proceed.

13.7 Examples of "red-flags" include the following:

- The transaction is with a company which operates its business in a country known for high incidence of corrupt payments;
- The Third party has "special" ties with government or public officials;
- Reference check revealed a flawed background or reputation for getting things done regardless of the circumstances or suggest that for a certain amount of money, the Third party can fix the problem;
- Objection to anti-bribery warranties in the agreements/contract;
- Convoluted payment arrangements such as payment in cash, payment to Third party or request for upfront payment for expenses or other fees;
- The Third party requests for his/her identity not to be disclosed;
- Lack of an office or established place of work

13.8 If all the red flags are sufficiently mitigated, then Opcom Group, on presentation of the record of mitigation plans and action formulated and taken, may proceed with the relationship. If the red flags are not sufficiently mitigated, then further work needs to be carried out prior to entering into a contract.

14. **Due Diligence**

14.1 Due diligence includes but not limited to background checks on the person or entity, a document verification process, or conducting interviews with the person to be appointed to a key role where corruption risk has been identified.

14.2 Human Resource & Administration Workgroup needs to conduct due diligence on any recruitment of the employee for Opcom Group. The Deputy CEO or Co-CEOs or BU Head or Designated Officer shall designate what checks are necessary based upon the position offered.

- 14.3 For Board members, due diligence on executive based director will be conducted by Human Resource & Administration Workgroup, while non-executive based director (in any designation), due diligence will be conducted by other existing Board members, or conducted by any other designated personnel as appointed by the Board of Directors.
- 14.4 On Third Party, the respective BU Head who deals with them will conduct due diligence on them accordingly.
- 14.5 A background check for due diligence shall include checking with a previous employer or other methods deemed fit.
- 14.6 For the document verification process, shall include the following:
- The identity document provided (photos in NRIC or passport or Certificate of Incorporation for Entity) match with the face of the actual person or match with the actual physical of business for Entity;
 - Document from previous company or engagement (e.g. payslip or letter, etc.) is tally per observed, without bad records on corruption and bribery cases (if observable);
 - Document on financial means e.g. account statement / etc. match with their current status/position without any suspect on having corruption or bribes (if obtainable);
 - Any other methods deemed fit.
- 14.7 For conducting interviews with the person to be appointed, shall include the following:
- To obtain few alternate contact details i.e. e-mail address and/or contact numbers on the spot, to assess whether has many contacts in hand which may lead to higher risk on corruption;
 - To enquire their living lifestyle against current status, whether their ways of living have any loopholes that relate to corruption and bribes;
 - To ask on the ideas on problem-solving in the deal with the government servant or third parties for a faster solution, to assess whether any potential in offer counterparty to accept bribes;
 - To raise a question on how to deal with the incoming high demands from contractors on an open tender, to assess whether any potential in offer counterparty to give bribes;
 - Any other methods deemed fit.
- 14.8 The due diligence shall be performed in reasonable methods to enable the identification of corruption risk.

15. **Responsibilities of Directors, Officers and Employees**

15.1 It is the responsibility of all directors, officers and employees of Opcom Group to comply, prevent, detect, report any bribery, and other forms of corruption.

15.2 All directors, officers and employees of Opcom Group must sign a declaration form (annexed as **Appendix E**) which states that:-

- They acknowledge that they have read, understood, and agree to comply with the ABC Policy of Opcom Group;
- They are committed to comply with the ABC Policy, and, undertake to inform Opcom Group of any breach/infringement of this ABC Policy;
- They have not been convicted or subject to any investigations by the relevant authorities for actual or suspected breach of the law as of the date hereof;
- They agree that the declaration form shall form part of the terms and conditions of the employment appointment/contract of service, and acknowledge that Opcom Group has the right to terminate or suspend the employment appointment/contract of service if they are found to be in breach of the ABC Policy.

15.3 The signed declaration form must be kept in the Personal File of each director, officer, or employee, under the custodian of CS or the Human Resource Workgroup.

16. **Record Keeping**

16.1 Opcom Group must keep the financial records and have appropriate internal controls in place which will evidence the business reason for any payments made to Third party.

16.2 All directors, officers and employees must ensure that all expenses relating to gifts, hospitality, and entertainment expenses incurred are submitted in accordance with the company's expense policy and record the reason for such expenditure.

16.3 All accounts, invoices, and records relating to dealing with Third parties must be maintained with strict accuracy. No accounts must be kept "off-book" to facilitate or conceal improper payments.

17. **Whistleblowing**

17.1 Opcom Group encourages all directors, officers, employees or Third Parties to raise their concerns and speak up when they see, or become aware of bribery, corruption, gratification, or any acts in breach of the ABC Policy.

17.2 Opcom Group is committed to ensuring that no one will suffer any detrimental treatment as a result of refusing to take part in bribery or corruption or because of reporting in good faith their suspicion that actual or potential bribery has taken place or may take place in the future.

17.3 If any director, officer, employee, or Third Party believes reasonably and in good faith that bribery, corruption, gratification, or any acts in breach of the ABC Policy exists in Opcom Group, the matter can be raised with the respective BU Heads.

17.4 However, if for any reason, it is believed that this is not possible or appropriate, then the concern should be reported to the Integrity Committee (IC). Channel of reporting to the IC is as follow:

Name: Corporate Services Workgroup

Email: whistle-blowing@opcom.com.my (Mark "Strictly Confidential")

Tel: +603-5519 5599

17.5 In the case where reporting to management is a concern, then the report can be made to the Chairman of the Audit Committee. Channel of reporting to the Chairman of the Audit Committee is as follow:

Chairman of the Audit Committee

Name: Ms Chan Bee Lean

Email: chan.beelean@opcom.com.my

Tel: +603-5519 5599 or 014-3913341

17.6 The person receiving the report shall update the Chairman, Deputy Chief Executive Officer, Acting Co-CEO of Opcom Group, and investigate all reports promptly. The progress of investigation will be reported to the Audit Committee (AC), no later than the immediate next scheduled AC meeting. All reports received will be treated as confidential.

17.7 The person making an anonymous report will be advised that maintaining anonymity may hinder an investigation. Irrespective of this, anonymity will be maintained as long as the law permits it or the person making the report indicates that he/she no longer wishes to remain anonymous.

17.8 Upon completion of the investigation, an appropriate course of action will be recommended to the AC for their deliberation. Decision taken by the AC will be implemented immediately, if, within AC's authority. AC shall report the cause and action taken to the Board in the next immediate scheduled meeting.

17.9 Matters beyond AC's authority shall be reported directly to the Board for deliberation and decision making.

17.10 CS is responsible for safe keep and maintains all reported documents

18. **Training and communication**

18.1 Training of this ABC Policy is mandatory and attendance is compulsory for all directors, officers and employees. Opcom Group provides adequate training to ensure directors, officers and employees have a thorough understanding of Opcom Group's anti-bribery and corruption position, especially in relation to their roles within or outside Opcom Group.

18.2 Training on this ABC Policy forms part of the induction process for all new employees. Thereafter all existing directors, officers and employees will be required to attend periodic updates, reviews, and training on how to implement and adhere to this policy.

18.3 Trainings on anti-bribery and corruption are given to the company's directors, officers and employees in any of the following manners:

- Course or seminar organised internally or by external training provider;
- Self-directed learning via circulation of reading materials from regulators. Reading materials are to be circulated via e-mail to the directors, officers and employees for reading;
- Video show on Anti-Bribery and Corruption Awareness;
- An induction programs featuring anti-corruption elements;
- Intranet or web-based programs;
- Townhall sessions;
- Retreats;
- Any out-reach programs

18.4 Opcom Group's zero-tolerance stance on bribery and corruption and this ABC Policy must be communicated to all Third parties at the outset of all Opcom Group's business relationship with them.

18.5 Pursuant to clause 13.5, by signing the Declaration Form (Appendix D), the Third Party is deemed to have accessed, read, and understood the ABC Policy of Opcom Group.

18.6 This policy is made publicly available on OHB's website at www.opcom.com.my.

18.7 Other forms of communications with the Third Parties include but not limited to the followings:

- Message through the website;
- Emails, newsletters, posters;
- Video seminars or messages

19. Sanctions for Non-compliance

- 19.1 Non-compliance as identified by the audit and any risk areas identified through this and other means should be reported to the BU Head and CS, who will then update the Audit Committee and Board of Directors, in a timely manner, in accordance with the level of risk identified.
- 19.2 The infringement of the ABC Policy shall constitute serious misconduct or offence. The Board of Directors will make the final decision on the disciplinary actions for the confirmed offence.
- 19.3 For director, officer or employee, non-compliance warrants a disciplinary action up to and including dismissal against the offender.
- 19.4 For Third parties, non-compliance may lead to penalties including termination or suspension of the contract, disqualify them from tendering for future contracts if they are found to be in breach of the ABC Policy.
- 19.5 Further legal action may also be taken in the event the interest of Opcom Group has been harmed by the results of non-compliance by individuals and organisations.

20. Monitor and review

- 20.1 IC, through CS, will report regularly on compliance of this policy to the Audit Committee and the Board of Directors.
- 20.2 The Board of Directors can consider an external audit or internal audit (for example MS ISO 37001 auditors) by a qualified and independent third party at least once every three years to obtain assurance that Opcom Group is operating in compliance with the ABC Policy.
- 20.3 This ABC Policy will be reviewed by the Board of Directors periodically and when internal or external events warrant a more frequent review to be undertaken and make such amendments to the ABC Policy as the Board of Directors may deem to appropriate. Experience from past incidents will be considered to improve the ABC Policy.
- 20.4 The IC will monitor the effectiveness and implementation of this policy. Any improvements/weaknesses identified will be made/rectified as soon as possible.
- 20.5 The following channels can be used to obtain feedback to identify aspects which could be improved or where the process and procedures could be simplified to ensure that ABC Policy is as effective and efficient as possible:

- Conduct interviews with Directors, officers, employees, or Third Parties;
- Obtain feedback from training and exit interviews, manager appraisals, employee suggestions, reports on the use of whistleblowing channels;
- Conduct transactional analysis;
- Conduct internal operational audits: for example, checking whether new employees receive appropriate induction; that training programmes reach all employees; if policies exist and whether they are being followed in practice.
- Carry out spot checks;
- Internal audit and/or external audit independent review;
- Any other channels deemed fit

20.6 All directors, officers and employees are invited to comment on this policy and suggest ways to improve it, as part of our continuous improvement initiative. Any comments, suggestions, or queries should be addressed to the CS, who compile on behalf of IC for further review. Channel of reporting to the CS is as follow:

Integrity Committee - Corporate Services Workgroup

Name: Vivian Chow Shu Fun

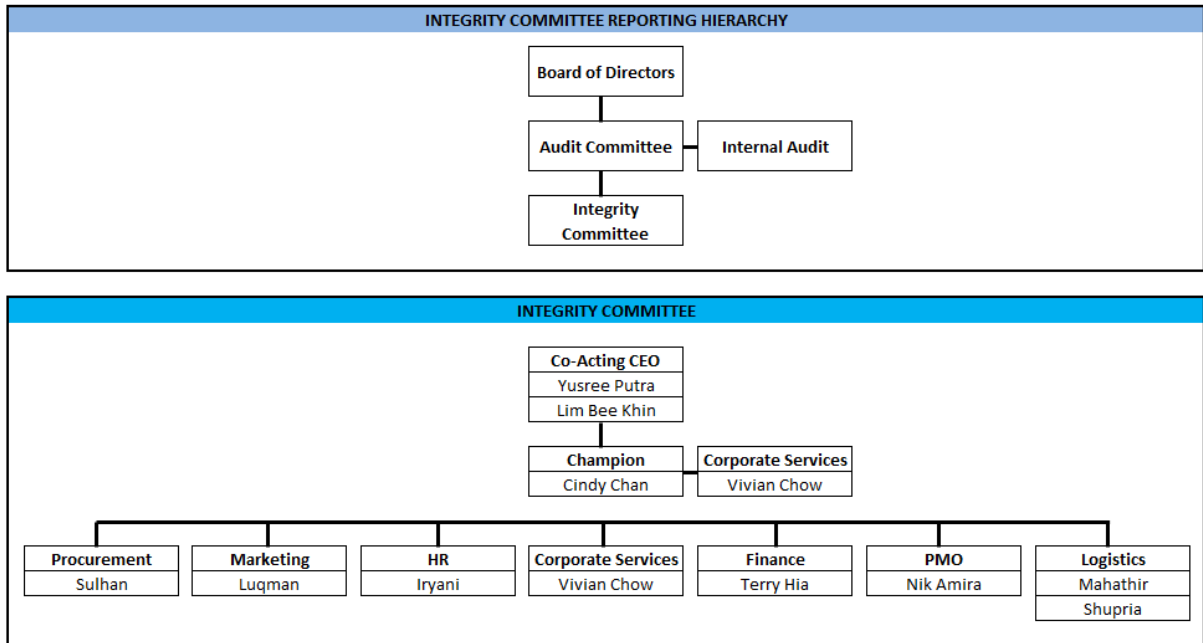
Email: vivian.chow@opcom.com.my

Tel: +603-5519 5599

20.7 All directors, officers and employees will be notified of any material revisions to this Policy.

THE END

Appendix A: Organisational Chart of Integrity Committee for Opcom Group



Appendix B: Exception Rules for receiving and giving of G+H+E

There are exceptions to the general rules whereby the receiving and giving of G+H+E are permitted, as follows:

- a. Exchange of gifts at the company to company level (exchange of gifts as part of official company visit, and thereafter the said gift is treated as the company's property);
- b. Gifts from Opcom Group to external institutions or individuals (or vice versa) in relation to company's official functions, events, and celebrations (e.g. commemorative gifts or door gifts offered to all guests attending the event), for 1) the promotion, demonstration or explanation of products and services; 2) execution or performance of the business relationship; or 3) building a business relationship. The gifts must be given in the name of Opcom Group or in the case of gifts received from external institutions or individuals, must be in the name of Opcom Group;
- c. Token gifts of nominal value, that normally carrying the logo of Opcom Group, e.g., T-shirts, pens, bags, diaries, calendars or other promotional items, that are given out equally to members of the public, customers, shareholders, and are deemed as part of Opcom Group's brand building and promotional activities;
- d. Gifts from Opcom Group to employees and directors and/or their families in relation to an internal or externally recognised company function, event, and celebration (e.g. in recognition of an employee's/director's service to the Company);
- e. Gifts to external parties who have no business dealings with Opcom Group (e.g. monetary gifts or gifts-in-kind to charitable organisations), as part of its Corporate & Social Responsibility (hereafter referred to as CSR). All CSR requests must be directed to and managed by the Corporate Services Department, to avoid any misperception or improper outcome of a decision by providing that CSR;
- f. Gifts offered/received by Opcom Group during the festive period are limited to ≤RM1,000/organisation or ≤RM500/individual, unless a waiver is given by the BOD in cases involving public or government official, or the Chairman, Deputy Executive Director, Acting Co - CEO, or persons in a similar capacity, for all other cases;
- g. Cash equivalent (such as vouchers) must not be given, except when given by Marketing team, or persons acting in a similar capacity, as part of Opcom Group's approved promotional campaign, e.g. lucky draw, quiz, etc, where recipients are picked at random;
- h. Basic refreshments provided by Opcom Group to its directors, officers, employees, or Third Parties, for meeting or discussion purposes, as a business courtesy. Similarly, the directors, officers or employees of Opcom Group is permitted to accept basic refreshments offered by Third Parties, for meeting or discussion purposes, as a business courtesy;

- i. Directors, officers, or employees of Opcom Group are permitted to offer or receive hospitality and entertainment in the normal course of doing business, provided that they are proportional and modest. Hospitality and entertainment that are carried out legitimately and in good faith with the objective of enhancing the reputation of Opcom Group, fostering cordial relations, or improving product promotion are recognized as part and parcel of doing business.
- j. Any gifts from an individual or a party, if refusal would cause significant and/or cultural offence, and the giver is not anticipating any business decision from the act of giving. An example is the Ang Pow given when attending an open house, where the host is giving Ang Pow to all attendees.

Pursuant to Clause 7.6.1 of the ABC Policy, Opcom Group maintains a Hospitality & Gifts Register for the gifts that have been received or given by Opcom Group (annexed as **Appendix C**). This Hospitality & Gifts Register will be maintained by the Corporate Services Workgroup (CS). For practicability, all directors, officers, or employees are required to register gifts that they receive or provide with a market value exceeding RM500 (or equivalent) from each organisation/individual in a single transaction, immediately, or as soon as practicable, to CS

For the avoidance of doubt, no G+H+E, regardless of value or frequency, shall be offered, given, solicited or accepted where there is a corrupt motive.

Appendix D: Declaration Form – Third party

To: Opcom Group

ACKNOWLEDGMENT OF ANTI-BRIBERY AND CORRUPTION POLICY

We, _____ Co registration No. _____ acknowledge that we have read, understood and agree to comply with the Anti-Bribery and Corruption (ABC) Policy of Opcom Group. We are committed to ensure that our directors, employees, and agents acted on our behalf in dealing with Opcom Group comply to the ABC Policy of Opcom Group, and, undertake to inform Opcom Group of any breach/infringement of this ABC Policy.

We have not been convicted or subject to any investigations by the relevant authorities for actual or suspected breach of the law as of the date hereof.

We agree to keep proper books and records available for inspection by Opcom Group, Opcom Group's auditors or investigating authorities, and we shall extend our cooperation in the audit/investigation and similar matters pertaining to the contract.

We agree that the declaration form shall form part of the terms and conditions of our appointment and/or contract for service, and acknowledge that Opcom Group has the right to terminate or suspend the contract for service and disqualify us from tendering for future contracts (if any) if we are found to be in breach of the ABC Policy.

Signature of Authorised Person

Name:

Designation:

Company Stamp:

Date: _____

Appendix E: Declaration Form – Directors/Officers/Employees

To: Opcom Group

ACKNOWLEDGMENT OF ANTI-BRIBERY AND CORRUPTION POLICY

I, _____ IC No./Passport No. _____
_____ acknowledge that I have read, understood, and agree to comply with the Anti-Bribery and Corruption (ABC) Policy of Opcom Group. I am committed to comply with the ABC Policy, and, undertake to inform Opcom Group of any breach/infringement of this ABC Policy.

I have not been convicted or subject to any investigations by the relevant authorities for actual or suspected breach of the law as of the date hereof.

I agree that the declaration form shall form part of the terms and conditions of the employment appointment/contract of service, and acknowledge that Opcom Group has the right to terminate or suspend the employment appointment/contract of service if I am found to be in breach of the ABC Policy.

Signature
Name:
IC No./Passport No.

Date: _____