

VESTLAND BERHAD**ANTI-BRIBERY AND CORRUPTION POLICY****1. INTRODUCTION**

Vestland Group is committed to conducting its business with integrity and has put in place an Anti-Bribery and Corruption Policy (“ABC Policy”) to ensure that the business operations are carried out professionally in accordance with business ethics and conduct.

This policy applies to all employees of Vestland, directors and external parties providing services to Vestland such as the suppliers/contractors, advisors, consultants, internal and external auditors and Board members.

2. BRIBERY AND IMPLICATIONS

- 2.1 This ABC Policy shall apply to all directors, managers and employees of the Vestland Group in dealing with external parties in the commercial context.
- 2.2 Managers and supervisors of all levels have additional responsibilities under the ABC Policy and are held to a higher standard of compliance. They are required to create and maintain an open environment that is comfortable for employees to ask questions, raise concerns and report misconduct.
- 2.3 All employees of the Vestland Group must refrain from any acts of bribery which takes the form of offering, promising, giving, demanding or receiving anything of value to anyone in the form of bribes, kickbacks and/or any other improper gratification (including gifts, hospitality and entertainment) to improperly influence the outcome of any transaction whether it is for their personal benefits or for the benefit of the Vestland Group.
- 2.4 Any employee of the Vestland Group that breaches any of the ABC Policy may fall within the scope of serious misconduct and may be subjected to disciplinary action, up to and including dismissal, depending on the fact and circumstances of each case. Violation of this ABC Policy may also constitute a criminal offence under Malaysia laws, where the Company may refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal penalties.

3. DEFINITIONS

- 3.1 “Gratification” shall have the meaning defined in the Malaysian Anti-Corruption Commission Act 2009 which include but is not limited to anything of monetary and non-monetary value or benefits to the person. Gratification does not have to be direct or indirectly given or received by an employee, but it can also be given or received by anyone related to the employee that is beneficial, of value or advantageous to employee.

“Gratification” means:

- (a) money, donation, gifts, 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).
- 3.2 "Gifts" can be in the form of goods or services, including anything that can be of value to the person receiving it. Examples of gifts can be free travel trips, tickets for any cultural, entertainment or sporting events, and payment of loan, school fees or medical expenses.
- 3.3 "Hospitality" means the considerate care of guests, which may include meals, refreshment, travel, transportation, accommodation, as well as entertainment in the context of conventional, cultural and sporting events.
- 3.4 "Public Officials" are defined as any person who is a member, an officer, an employee or a servant of a public body.
- 3.5 Policies pertaining to these definitions is elaborated in their respective clauses below.

4. PUBLIC OFFICIALS AND GOVERNMENT DEALINGS

- 4.1 The Vestland Group recognises that the practice of giving and receiving gifts varies between countries, regions, cultures and religions, so the definitions of what is acceptable and not acceptable will inevitably differ for each. When dealing with public officials, employees of the Vestland Group should ensure that any giving or receiving of gifts do not relate to, in any form whatsoever, the public official's official dealings or public duty. At all material times, employees of the Vestland Group are to ensure compliance with laws of their respective jurisdictions, and the higher standard will be applicable to all employees to avoid non-compliance of any laws on anti-bribery which may be applicable to the Vestland Group as a whole.
- 4.2 Any hospitality of public officials, subject to the approval of a director, are for circumstances where it is to reasonably facilitate genuine promotional, business or educational meetings. Any hospitality provided must be without expectation of any influence exerted to the public officials in exchange for any commercial outcome, and should always be at a reasonable and modest value.

5. GIFTS, HOSPITALITY AND ENTERTAINMENT

5.1 In respect of any gifts, hospitality and entertainment in the commercial context:

- a. The intention behind giving or receiving any gifts, hospitality or entertainment must always be considered first. It should never be for an improper motive to obtain or retain a business, or to obtain some form of benefit or advantage, whether it is for the business or for the individual employee;
- b. If an employee is unsure of how to consider the intention behind any gifts, hospitality or entertainment offered, the employee must always disclose and refer the matter to the immediate superior or head of department to obtain advice and also approval before proceeding.
- c. All employees of the Vestland Group are not allowed to give or receive any gratification, gifts, hospitality or entertainment where it is for an improper purpose and can be deemed as a gratification, regardless of whether it is to benefit the individual employee or to benefit the business of the Vestland Group;
- d. An employee must obtain prior clearance and approval from the immediate superior and/or head of department before giving or receiving gifts, hospitality or entertainment to or from any person which is not of any improper motive;
- e. Where any gifts, hospitality or entertainment is not improper and received before prior approval can be obtained, an employee must always disclose such gifts, hospitality or entertainment to the immediate superior and/or head of department, regardless of its value;
- f. Where it is difficult or inappropriate to decline the offer of gifts, hospitality or entertainment (i.e., when meeting with an individual of a certain region/culture who may take offence), it may be accepted but it must be declared and/or surrendered to the employee's immediate superior and/or head of department, who will assess the relevant circumstance and take the necessary steps, including returning the gift on the employee's behalf, where appropriate or required to do so.

5.2 Any gifts, hospitality or entertainment provided by the Vestland Group must always be of moderate and reasonable value and should never be given: -

- a. With an intention to exert improper influence or create a perception of expectation for certain outcome.
- b. Where it causes a conflict of interest.

5.3 All employees of the Vestland Group should not give any gratification, gift, hospitality or entertainment to persons for improper purposes related with Vestland Group's business in their personal capacity.

6. FACILITATION PAYMENTS

6.1 Facilitation payments (also known as grease payments) are payments made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement without making any payments. Employees should decline to make any facilitation payments and report to immediate superior and/or head of department immediately when they encounter any request for facilitation payments.

7. DONATIONS, SPONSORSHIPS AND CHARITY CONTRIBUTIONS

- 7.1 Any donations, sponsorships and charitable contributions by the Vestland Group must be done with the approval of the Managing Director and it must be done in a transparent manner for social and moral responsibility.
- 7.2 It should never be paid in exchange for any business applications to the Vestland Group, whether it is to obtain a business, or to obtain some form of advantage of the business of the Vestland Group.
- 7.3 Employees are encouraged to make donations and charitable contributions in their personal capacity, but it should never be in exchange for any improper purposes that affects the business of the Vestland Group.
- 7.4 All employees of the Vestland Group should not agree or promise to provide any form of political donation or support particularly where it is to obtain any business or advantage to the Vestland Group. Any requests for political donations should be brought to the attention of the Managing Director immediately.

8. TENDER PROCESS

- 8.1 Any tender processes participated by Vestland Group should be done in a transparent manner in the bidding process.

9. RECORD KEEPING AND TRAINING

- 9.1 All employees of the Vestland Group are required to complete and undertake all relevant documentations and processes particularly where it relates to anti-bribery and corruption initiatives.
- 9.2 Any failure to do so will impact the individual employee's performance review and where it is a severe non-compliance, an employee may be subject to further disciplinary action(s). Where the facts and circumstances require, repeated failure to undertake proper record keeping or undergoing compulsory trainings may warrant the dismissal of an employee from the Vestland Group.

10. COMPLIANCE WITH THE LAW

- 10.1 All employees of the Vestland Group and its affiliates are responsible in ensuring that they always comply with all laws and regulations, in particular, to the Malaysian Anti-Corruption Commission Act 2009. No excuses or exceptions will be acceptable for non-compliance of any domiciled laws and regulations where the Vestland Group conducts its business.

11. THRID PARTIES AND AGENCIES

- 11.1 The Vestland Group required that all employees conduct the requisite due diligence of third parties that the Vestland Group contracts with or hires to carry out any external functions on behalf of the Vestland Group, which includes without limitation to agents, consultants, contractors, subcontractors, resellers, customs, brokers, business contacts, professional advisors, joint venture partners and any other parties supplying goods and services to the Vestland Group ("Other Applicable Persons").

- 11.2 Where reimbursements are paid to Other Applicable Persons, employees of the Vestland Group are to ensure that such payments made are for proper reimbursements and not for reimbursements that can be tied to giving any form of gratification for improper purposes.
- 11.3 The Vestland Group expects all Other Applicable Persons to have anti-bribery and corruption policies in place within their organisation or part of their work ethos which are consistent with the ABC Policy.
- 11.4 The Vestland Group has zero tolerance of Other Applicable Persons who do not conduct themselves in accordance with the principles of the ABC Policy where it brings disrepute or legal implications to the Vestland Group. Any non-compliance with the principles of the ABC Policy by Other Applicable Persons may lead to the review and/or termination of any agreement with such parties.
- 11.5 All Vendors interested in conducting business with Vestland are required to complete and return the Vendor Conflict of Interest Disclosure Form.

12. VIOLATION OF THE ABC POLICY

- 12.1 Any violation of the ABC Policy by employees of the Vestland Group will attract serious repercussions and disciplinary action after due inquiry. Where there is strong evidence of bribery and corruption committed by any employee of the Vestland Group, the employee can be summarily dismissed and will not be allowed to be employed with the Vestland Group.
- 12.2 Employees who are found to have assisted or facilitated the violation of the ABC Policy, whether actively or by way of negligence or omission, will also be deemed to have violated the ABC Policy and committed a misconduct that is liable for dismissal from their employment with the Vestland Group.
- 12.3 Failure to comply with this ABC Policy may cause serious consequences, which may constitute a criminal offence under Malaysia laws. The Company may refer the matter to the appropriate regulatory authorities.

13. REPORTING FOR VIOLATIONS OF POLICY AND WHISTLEBLOWER'S RIGHTS

- 13.1 Where there are reasonable grounds and genuine reasons to suspect that there is a violation of the ABC Policy, employees of the Vestland Group and Other Applicable Persons are required to report the particulars of such suspicion to the Vestland Group's dedicated channel for reporting. Any such reports will be read and addressed by the Managing Director. In the event that the person violating the ABC Policy is Top Management of the Company, the report should be addressed to the Board of Directors.
- 13.2 Any concerns, questions or reports should be addressed to firstly, their immediate superior or head of department, or where that is not possible, to Human Resource Department.
- 13.3 Any reports made for violation of the ABC Policy will be treated very seriously and accordingly, employees are responsible to ensure that: -
 - a. They exercise sound judgement that it is a genuine threat and violation of the ABC Policy
 - b. They have evidence to support their allegations of any violations of the ABC Policy
 - c. They are available to provide evidence in any inquiry of such violations; and
 - d. They are not frivolous report with the motive to scandalise

The Vestland Group ensures that there will be no retaliation or repercussions on the employee for making genuine reports on violation of the ABC Policy. Any genuine reports made will be kept strictly confidential and only informed to persons on a need-to-know basis to safeguard the interests of the Vestland Group and also to ensure that any processes undertaken will not be compromised.

14. **COMPLIANCE AND REVIEW OF THE POLICY**

14.1 The Vestland Group and its Board of Directors will be monitoring compliance with the ABC Policy. There is no tolerance or excuse for non-compliance with the ABC Policy.

Where there is any uncertainty for any practices which relate to the ABC Policy, employees must always seek the advice of their superior or Head of Department. Where there is still uncertainty, they should direct their concerns to Human Resource Department and Managing Director.

14.2 The ABC Policy will be reviewed from time-to-time to ensure that it continues to remain relevant, appropriate and effective in the enforcement of the principles herein and to ensure continued compliance with the prevailing law.

APPENDIX 1 – VENDOR CONFLICT OF INTEREST DISCLOSURE FORM

VENDOR CONFLICT OF INTEREST DISCLOSURE FORM

All Vendors interested in conducting business with Vestland Group must complete and return the Vendor Conflict of Interest Disclosure Form in order to be eligible to be awarded a contract. Please note that all vendors are subject to comply with the Vestland's conflict of interest policies as stated within the certification section below.

If a vendor has a relationship with a relationship with a Vestland's employee, an immediate family member of a Vestland official or employee, the vendor shall disclose the information required below.

Certification: I hereby certify that to my knowledge, there is no conflict of interest involving the vendor named below:

1. No Vestland employee or Vestland employee's immediate family members has an ownership interest in vendor's company or is deriving personal financial gain from this contract.
2. No retired or separated Vestland employee who has been retired or separated from the Vestland for less than one (1) year has an ownership interest in vendor's company.
3. No Vestland employee is contemporaneously employed or prospectively to be employed with the vendor.
4. Vendor hereby declares it has not and will not provide gifts or hospitality of any monetary value or any other gratuities to any Vestland employee or elected official to obtain or maintain a contract.
5. Please note any exceptions below:

Vendor Name	Vendor Phone Number
Conflict of Interest Disclosure*	
Name of Vestland employee or immediate family members with whom there maybe a potential conflict of interest.	<input type="checkbox"/> Relationship to employee _____ <input type="checkbox"/> Interest in vendor's company _____ <input type="checkbox"/> Others _____

**Disclosing a potential conflict of interest does not disqualify vendors. In the event vendors do not disclose potential conflicts of interest and they are detected by the Vestland Group, vendor will be exempt from doing business with the Vestland Group.*

I certify that the information provided is true and correct by my signature below:

 Signature of Vendor Authorized Representative Date Printed Name of Vendor Authorized Representative

PROCUREMENT/CONTRACT DEPARTMENT USE ONLY	
<input type="checkbox"/> Yes, named employee was involved in Bid / Proposed process <input type="checkbox"/> No, named employee was not involved in procurement process or decision	
Name & Signature	Date