



**M N C WIRELESS BERHAD**  
(REGISTRATION NO.200301033463 (635884-T))

## **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

### **INTRODUCTION**

- M N C Wireless Berhad (“MNC” or “the Company”) and its subsidiaries (“the Group”) are committed to the highest standard of corporate governance and business integrity. In line with this commitment, the Group has developed the Anti-Bribery and Anti-Corruption Policy (“the Policy”) to ensure compliance with the relevant regulation for instances Malaysian Anti-Corruption Commission Act 2009 (“MACC Act”), Malaysian Anti-Corruption Commission (Amendment) Act 2018 and adequate procedures pursuant to subsection (5) of Section 17A under the MACC Act.
- The Policy is not intended to provide definitive answers to all questions regarding bribery and corruption but serves as a general guideline on how employees and business associates should respond to the violation and risk of corruption and bribery. The intention of the Policy is to provide a basic outline towards a better understanding of the risk associated with corruption and bribery and your obligations to actively prevent its occurrence.

### **OBJECTIVE**

- The Policy is designed to uphold the Group’s zero-tolerance position on bribery and corruption in its day to day operations and assures compliance with applicable laws, rules and regulations. The Policy provides information and guidance on standards of behaviour to which a person must adhere to and how to recognise as well as deal with bribery and corruption.
- The Directors of the Company and The Management are committed to acting professionally, fairly and with integrity in all the Group’s **business** dealings with business relationships in all countries in which the Group operates.
- Failure in reporting or participating in any act of giving, promising, soliciting, accepting bribes or corrupt practices are committing an offence which may led to dismission, fines and imprisonment, which subsequently resulted on Group’s reputation on the lawsuits, financial impact and reduce market capitalisation.

### **APPLICABILITY**

- The Policy shall be application to the following:
  - ❖ Directors of the Company
  - ❖ Employees of the Group, including permanent, fixed term or temporary, contract, part-time employees and interns.
  - ❖ Business Associates and Third Parties, this includes (but not limited to the following) consultants, contractors, agents, vendors and service providers, joint venture partners, legal advisors, customer, potential clients and any other person with the Group.



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## **BRIBERY AND CORRUPTION**

- **“Bribery”** refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting or soliciting something of value or of any advantage so to induce or influence an action or decision, which is illegal and unethical. 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.**
- **“Gratification”** is defined in Section 3 of the MACC Act 2009 and includes money, donation, gift, loan, fee, reward, valuable security, property or interest in property, employment, appointment, release, forbearance, undertaking, promise, rebate, discount, services employment or contract of employment or services and agreement to give employment or render services in any capacity. The provision or receipt of gratification is not an offence unless it is done corruptly.

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 Parties (such an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe, a gift or act of hospitality, they must seek further advice from the Human Resources Department (“HR”) who will escalate to the Management if deemed necessary.

## **POLICIES AND PROCEDURES**

### **1. GIFTS, TRAVEL, HOSPITALITY AND ENTERTAINMENT**

- The Group accepts normal and appropriate gestures of hospitality and goodwill (whether given or received from Third Parties) with legitimate business purpose and does not impede on its business judgement/dealings. so long as the giving or receiving of gift, entertainment, hospitality and travel meets the following requirements:
  - ❖ 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 favour, positions or benefits;
  - ❖ It is not made with the suggestion that a return favour is expected;
  - ❖ It is in compliance with applicable laws;
  - ❖ It is given in the name of the organization, not in an individual’s name;



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- ❖ It does not include cash or a cash equivalent, the gift is not easily convertible into cash (e.g. gift cards, securities);
  - ❖ 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);
  - ❖ It is of not appropriate type and value, and given at an appropriate time, taking into account the reason for the gift, entertainment, hospitality and travel;
  - ❖ It is given or received openly, not secretly;
  - ❖ It is not selectively given to a key or influential person, clearly with the intention of directly influencing them;
  - ❖ It accords with the limits of threshold, frequency and approval authority matrix as predetermined by the Group; and
  - ❖ 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 authority matrix.
- 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 as long as it is declared to the HR Officer, who shall assess the circumstances, including whether it accords with the Group's predetermined thresholds and frequency.
  - The Group recognizes 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.
  - As good practice, gifts, entertainment, hospitality and travel given and received should always be disclosed to the HR Department including those received from suppliers.
  - The intention behind a gift, entertainment, hospitality or travel being given or received should always be considered. If there is any uncertainty/doubt, employees shall consult the HR Department for advice, who will escalate to the Management if deemed necessary.

In the event HR Department and/or The Management approves to accept the gift, The Management shall also decide on the treatment of the gift whether to:

- a. Donate the gift to the charity; or
- b. Hold it for departmental display; or
- c. Share among the employees in the department; or
- d. Permit to be retained by the employee



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## **2. FACILITATION PAYMENTS AND KICKBACKS**

- An unofficial, usually a small cash payment to induce or reward a person which could be public or public official to obtain preferential treatment or to expedite the performance of a routine action by the Board, Employees and the Third Parties. Kickbacks are typically payments, compensation or reward made in return for a business transaction or advantage.
- The Group does not accept and will not make any form of facilitation payments of any nature. The facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognize 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. We recognize that kickbacks are typically made in exchange for a business favour or advantage.
- The Group prohibit all its employees from making or accepting, facilitation payments or kickbacks of any kind. Employee shall raise any concerns or queries immediately to HR Department and/or The Management if they come across any improper business practices. Business associates must avoid/prevent any activities that might lead to facilitation payment or kickback being made or accepted.

## **3. DEALING WITH PUBLIC OFFICIALS**

- A “public or government official” which includes, not exhaustive to the candidates for public office, officials of any political party, and officials of state-owned enterprises other than the Group. The Group must exercise proper care and judgment when handling gift, corporate hospitality activities by applying the Company Code of Conduct principles to determine the appropriateness of the gift and corporate hospitality or entertainment, in particular when dealing with public officials and public agencies/bodies as strict rules apply.
- The Group must ensure that the gift, entertainment or Hospitality is not excessive and lavish, and must be commensurate with the official designation of the public official and not his personal capacity. All gifts, corporate hospitality and expenses required to be made transparently and open, genuinely for business purposes.

## **4. POLITICAL CONTRIBUTION**

- The Group will not make donations, whether in cash, kind or by any other means, to support any political parties or candidates. We recognize this may be perceived as an attempt to gain an improper business advantage.
- If any contribution is made, it must be permissible under applicable laws and regulations and must not be made with any promise or expectation of favourable treatment in return. It must be properly recorded in accounting records with supporting evidence.



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**5. MONEY LAUNDERING**

- Money laundering is defined as nature of money/ assets is hidden in legitimate business dealings/ when legitimate funds are used to support criminal activities, including financing terrorism. The Group strongly objects to practice money laundering, including dealing in the proceeds of criminal activities.
- To avoid violating anti-money laundering laws, the respective Head of Department or The Management will conduct proper due diligence/background check on customers and counterparty to understand the business and background of prospective business customers and counterparties and to determine the origin and destination of fund, property and services.

**6. CHARITABLE CONTRIBUTIONS AND SPONSORSHIP**

- 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 at the Company's website [www.mnc.com.my](http://www.mnc.com.my)
- The Group shall ensure that all charitable donations made are legal and ethical under applicable laws and practices, and that donations are offered or made in accordance with the Group's approval authority matrix. If in doubt, whether it is appropriate, employees shall consult The Management or HR Department. For all the contribution made should be supported with Official Receipt and recorded accurately in the Group's books of account. No donation should be made which may or may be perceived to breach applicable law or any other sections of this Policy.

**7. DEALINGS WITH BUSINESS ASSOCIATES AND THIRD PARTIES**

- The Group commitment to compliance with Anti-Corruption laws extends to the activities of its Business Associates and Third Parties. The Group expects all Business Associates and Third Parties performing services for or on behalf the Group to contractually agree to refrain from bribery and corruption and to adhere to the Policy.
- To ensure the Business Associates in standard of integrity and compliance to the applicable laws, the Group shall undertake appropriate due diligence process where deemed necessary.



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- The Group strives to build and strengthen its relationships with Business Associates. In ensuring that the Business Associate adhere to industry best practice and accepted standards of behaviour, Business Associates may be required to complete the Business Partner Declaration Form, where deemed necessary based on circumstantial requirements.
- In the event that if commit or suspicious of bribery and corruption arises in the dealing with any Business Associates, the Group reserves the right to terminate their services/goods.

## **8. RECRUITMENT OF EMPLOYEES**

- The recruitment of employees should be performed based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. HR Department should perform detailed background check upon hiring of employees in responsible in management positions, to ensure here is no element of corruption involvement to the potential employee.
- If you find or suspect that another person subject to this policy has violated or about to violate this policy or applicable law, whether deliberately or inadvertently, you must forthwith report in writing, to your Head of Department or HR Department.

## **EMPLOYEE'S RESPONSIBILITIES AND WHISTLEBLOWING CHANNEL**

- The Policy is circulated to all the employees of the Group via email and the Policy is also available on the Company's intranet and employee's handbook. As an employee of the Group, you must ensure that you read, understand and comply with the information contained within Policy, and with any training or other Anti-bribery and Anti-corruption information you are given from time to time.
- All the employees and those under the Group 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 you have reasons to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this Policy, you must report promptly via the procedures set out in the Whistleblowing Policy which is made available in the Company's website.
- All reported concerns will be taken seriously, in a confidential and sensitive manner. The identity of the individual anonymity will be protected unless the disclosure is required by law pursuant to an investigation or legislation, may need to provide a statement as part of the supporting evidence required.



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- The Group will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.
- All forms of bribery or corruption are prohibited. If any employee breaches this Policy, the employee will face disciplinary action and could face dismissal for gross misconduct. The Group has the right to terminate a contractual relationship with an employee or to initiate legal action against the employee in the event of breaches this Policy, if deemed necessary.

#### **TRAINING AND COMMUNICATION**

- The Group's Anti-Bribery and Anti-Corruption Policy shall be published in the Company's website. The Policy and zero-tolerance stance shall be appropriately communicated to Directors of the Company, all employees, Business Associates and any Third Parties performing services for on behalf of the Group should be complied with this Policy.
- The Group will provide adequate training on this Policy as part of the induction process for all new employees and will be asked formally to accept in writing that they will comply with this Policy. Wherever possible, all the Business Associates should be sent a copy of this Policy at the outset of the business relationship or shall always refer to the Company's website.

#### **REVIEW AND MONITORING**

- In the interest of maintaining best practice, the Group is committed to continually improving its policies and procedures on a regular basis.
- The Audit and Risk Management Committee will be responsible to oversee the process of reviewing including assessing its suitability, adequacy and effectiveness and ensure that the Policy is enforced and compliance. Such review may take the form of an internal audit, or an audit carried out by an external party.

#### **RECORD KEEPING**

- The Group and the respective department head shall keep detailed and accurate financial records and shall have appropriate internal controls in place to act as evidence for all payments made and payment accepted. The Finance Department must 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 Business Associates and any Third Parties are submitted in accordance with the Company's applicable policy and specifically record the reason for such expenditure.



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**AMENDMENT AND MODIFICATION**

- The Group reserves the right to amend this policy from time to time when deemed necessary and other provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and any other applicable regulations of other regulatory entities.