

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

## INTRODUCTION

**NetX Holdings Berhad** and its subsidiaries (collectively referred to the “Group” or “NetX”) establishing a culture and adopted **zero tolerance policy against all forms of bribery and corruption**, whereby bribery and corruption is not acceptable. The Group acknowledged and committed to conducting the business dealing ethically with integrity ensuring uncompromising adherence to professionalism, strong moral principles and laws and regulations enacted countering bribery and corruption.

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 dismissal, fines and imprisonment, which subsequently resulted on Group’s reputation on the lawsuits, financial impact and reduce market capitalisation.

The Anti-Bribery and Anti-Corruption Policy has made known to the employees via internal circulation at the meantime embedded in the Company’s Handbook and an electronic version of the Policy is available at the Company’s Website.

## APPLICATION

Anti-Bribery and Anti-Corruption Policy (hereinafter referred to as the “Policy”) set out the Group’s responsibilities in providing principles, guidelines and recommendation to the employees on the procedures to deal with solicitation, bribery and corruption that could possibly arise on the business dealing and operation activities. It applies to the directors, officers, employees, consultants, supplier, subcontractors, agents or any other person associated with or acting on behalf of the Group (collectively referred to the “Third Parties”), whereby compliance required.

This Policy is regularly reviewed to reflect any changes made by the law, regulation and any changes in the business operations and nature.

## GIFTS, CORPORATE HOSPITALITY AND EXPENSES

Gifts could be in the form of tangible or intangible goods or services given or received as a form of appreciation or friendship. Corporate Hospitality includes entertainments, meals, receptions, tickets to entertainment or events, being occasionally given or received at a reasonable and modest level to initiate and foster relationship with Third Parties. Expenses include reimbursable payments such as flight ticket, accommodation incurred from potential customers, business partners that are not specific in the contractual agreement.

As a general rule, employees are discouraged from giving or accepting gifts, entertainment and other benefits to or from any third parties which covered under the scope of this policy. Notwithstanding this,

the Company recognizes that the occasional acceptance or offer of modest gifts and entertainment may be a legitimate contribution to good business relationships.

Employees and directors shall exercise proper care and judgement (e.g. reasonable in value, infrequent in nature, transparent and not given to influence an unfair advantage) in respect of giving or accepting gifts, entertainment and other benefits to or from any third parties.

The reporting and approvals guidelines set forth below must be strictly adhere to:

Description	Valued at > USD 500	Valued at ≤ USD 500
Gifts (given or received)	Seek Head of Department and Chief Executive Officer/ Executive Director /Director approval.	Inform Compliance Officer Email: <a href="mailto:compliance@netx.com.my">compliance@netx.com.my</a>
Entertainment (received)	Seek Head of Department approval prior to event.	Inform Compliance Officer Email: <a href="mailto:compliance@netx.com.my">compliance@netx.com.my</a>
Entertainment (given)	Seek Head of Department and Chief Executive Officer/ Executive Director /Director approval.	Follow the usual reporting and approval requirements in accordance with expense policy.

### Dealing with Public Officials

Employees and Directors 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.

If a gifts, corporate hospitality and expenses is intended for public officials, Personnel 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.

The reporting and approvals guidelines set forth below must be strictly adhere to:

Description	Valued at > USD 500	Valued at ≤ USD 500
Gifts and entertainment involving government officials	Seek prior approval from HOD and CEO/ ED/ Director.  Due diligence must be completed and reviewed by Compliance Officer.	Seek prior approval from HOD.  Due diligence must be completed and reviewed by Compliance Officer.

## **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 strictly prohibits facilitation payments and kickbacks, which is not only limiting to cash, financial asset, services and any forms of gift-in-kind. If the employees are in doubt whether the payment made could be fall within the scope of facilitation payments or kickbacks, employees are required to consult the Head of Department prior making any payments. Employees shall make the payment only if the parties could provide with official receipt or written confirmation.

The Group equally uphold the safety of all Employees as priority. Making facilitation payment could be an exception in the event if the payment is the only recourse to protect the safety of the Employees or approval has obtained from the Executive Directors or the Board of Director.

## **DONATION AND SPONSORSHIP**

Contributions, donations and sponsorships activities made by **NetX** to community projects or charitable organisation need to be made in good faith and in compliance with this Policy and all relevant **NetX**'s policies and procedures. The Group would carry out due diligence ensuring all the contributions made to the registered charity and legitimate body under the laws and regulations, ensuring proper administration on the fund received. 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.

In respect of political contributions, the Group does not make contribution of funds or resources to political party or candidate for public office without the approval from the Board of Directors or Executive Director.

## **CONFLICT OF INTEREST**

**NetX** dealings with third parties, which include contractors, suppliers, agents, consultants, joint venture partners, introducers/government intermediaries etc. A conflict of interest is a situation in which a person or organisation is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.

Employees should avoid or deal appropriately with situations in which personal interest could conflict with obligations or duties. Employees must not use their position, official working hours, Group's resources and assets for personal gain or to the Group's disadvantage. Employee should:

1. Ensure that personal financial circumstances and transactions do not jeopardise their independent judgment or adversely affect their job performance.

2. Not having any financial, non-financial, directly or indirectly interest in any contractor, vendor, potential customer or any Third Parties defines in this Policy.
3. Not have any direct or indirect involvement in other employment (remunerated or otherwise) except with the prior written consent from the Group.
4. Ensure proper care and judgement are exercise prior decision making in the normal course of business dealing.
5. Appropriate assessment shall be carried out to individuals or Third Parties to ensure the business and background of the potential business partners are free from bribery elements or conflict of interest.

Employees are required to inform the Head of Department immediately and shall not conceal any information where possible conflict of interest arises.

## **RECRUITMENT OF EMPLOYEES**

**NetX**, being a diversified business entity, provides equal opportunity for any qualified and competent individual to be employed by the Company from various multicultural and multiracial backgrounds.

The recruitment of employees should be performed based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of employees. In line with this, proper background checks should be conducted in order to ensure that the potential employee has not been convicted in any bribery or corruption cases nationally or internationally. More detailed background checks should be taken when hiring employees that would be responsible in management positions, as they would be tasked with decision making obligations.

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 the same, in writing, to your Head of Department/ Division or Human Resources Manager.

## **RECORDING KEEPING**

**NetX** has established adequate internal controls procedures, ensuring all financial records are kept, serving as an evidence to justify and substantiate the business reason on the payment made.

The Group ensure all the expenses claims relating to gifts, hospitality, reimbursable expenses, facilitation payments incurred to Third Parties are submitted and recorded promptly in the books in accordance with the Group's standard operating procedures and adhere to the Terms and Conditions stated in this Policy.

All the documents as the proof of transaction dealing to or from the Third Parties such as Invoices, Official Receipts, Contracts, Agreements and other documents should be prepared and maintained with strict accuracy and completeness.

No accounts must be kept “off-book” to facilitate or conceal improper payments.

## **AWARENESS, TRAINING AND COMMUNICATION**

**NetX** will continuously provide training on this Policy to raise awareness on anti-bribery and anti-corruption and embed zero tolerance approach to corruption and bribery in the Group procedures and working practices. The Group aims to obtaining the commitments from the directors and employees to this programme and providing employees with the skills needed to deal with situations which could encounter. Nevertheless, training would also be given to all the new recruits as part of induction programme.

Wherever possible, all the Associated Third Parties should be sent a copy of this Policy at the outset of the business relationship or shall always refer to this Policy published on our Company’s website.

A mandatory compliance to this Policy is expected from all the employees and new recruits and the sanctions could be applied in the event of a violation.

## **WHISTLEBLOWING POLICY**

**NetX** encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

If you make a report or disclosure about any actual or perceived bribery or corruption in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, you will be accorded protection of confidentiality, to the extent reasonably practicable, notwithstanding that, after investigation, it is shown that you were mistaken. In addition, employees who whistle blow internally will be also be protected against detrimental action for having made the disclosure, to the extent reasonably practicable. Further details on **NetX**’s Whistleblowing Policy is available at Company website.