




# **UWC BERHAD**


**Registration No. 201801012223 (1274239-A)**  
(Incorporated in Malaysia)

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

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			


# Contents

1. INTRODUCTION	3
2. PURPOSE	3
3. APPLICABILITY	4
4. ROLES & RESPONSIBILITY	4
5. GENERAL PRINCIPLES	7
6. CONFLICT OF INTEREST	8
7. GIFT, ENTERTAINMENT, HOSPITALITY AND TRAVEL EXPENSES	9
7.1 OUR APPROACH	
7.2 BUSINESS COURTESIES	
7.3 ASSESSING ACCEPTABILITY	
7.4 TRAVEL, ACCOMODATION AND PROMOTIONAL VISITS EXPENSES	
8. DONATIONS AND SPONSORSHIPS	11
9. EDUCATIONAL SCHOLARSHIP	12
10. POLITICAL CONTRIBUTION	12
11. FACILITATION PAYMENTS	12
12. EMPLOYMENT OF BOARD MEMBER / EMPLOYEES	13
13. DEALING WITH BUSINESS ASSOCIATES AND OTHER ASSOCIATED THIRD PARTIES	14
14. DUE DILIGENCE FOR BUSINESS ASSOCIATES AND THIRD PARTIES	15
15. PROCUREMENT	15
16. SEGREGATION OF DUTIES AND APPROVING AUTHORITY OF FINANCIAL AND NON-FINANCIAL TRANSACTIONS	16

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

# Contents

17. FACILITATION PAYMENTS	18
18. TRAINING AND AWARENESS	18
19. VIOLATION OF POLICY	19
20. REPORTING OF POLICY VIOLATIONS	20
21. RECORD KEEPING	20
22. ASSOCIATED POLICIES AND PROCEDURES	21
23. MONITORING AND REVIEW	21
GLOSSARY	22

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

## 1. Introduction

The Malaysian government has enacted the MACC (Amendment) Act 2018 (the "Act") by introducing the new Section 17A, to demonstrate its commitment to eradicate bribery and corruption. UWC Berhad (the "Group") itself and its officers and employees could all face prosecution under the Act if in breach.

The Act also creates a new offence for a company which fails to prevent a bribe being paid by anyone "associated" with that company to a foreign public official or other person in order to obtain or retain a business advantage for the company. A person will be "associated" with the company if that person provides services for or on behalf of the company.

This Anti-bribery and Anti-corruption Policy (hereinafter referred to the "Policy" or "ABC Policy") has been designed to comply with the Malaysian Anti-Corruption Commission Act 2009 and Malaysian Anti-Corruption Commission (Amendment) Act 2018.


The Group has established this policy to clearly defined its approach towards bribery and corruption within its business and we expect our officers, employees and, where appropriate, business associates to conduct themselves in accordance with this policy.

An electronic version of this ABC Policy is available at <https://www.uwcberhad.com.my/>.

## 2. Purpose

The purpose of this policy is to:

- Set out the Group's responsibilities and each employee in observing and upholding the Group's commitment in "zero-tolerance" position on bribery and corruption;
- Promote a culture of honesty and openness among the Group's directors and employees; and
- Provide information and guidance for all Directors and employees of the Group on how to recognize, address and deal with instances of potential or actual bribery and corruption which may arise when carrying out their duty.

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

### 3. Applicability

This policy is applicable to all Directors and Employees of the Group at all times. All companies within the Group must comply with this policy and any additional specific internal policies that exist.

We will also encourage the application of this policy amongst our business associates. The reporting requirement of this Policy is also applicable to UWC's contractors, suppliers and all business associates who hold themselves as representing UWC (Please refer to further definition as defined in the glossary).

### 4. Roles and Responsibilities


In the course of employment or business representing UWC, you may be offered gifts, entertainment or hospitality in association with your work. It is important to recognise that accepting gifts, entertainment or hospitality can give the impression that you favour a particular person or company when making decisions or taking action, even when this was not your intention or the offeror of the gift.

#### a) Board of Directors

- Authority to approve the anti-bribery policies and procedures of the organization.
- Overseeing over the implementation of the organization's anti-bribery programme by CEO and its effectiveness.
- Ensuring that the anti-bribery policy and organization's strategy are aligned.
- Ensuring that appropriate and adequate resources are allocated and assigned for the effective operation of the anti-bribery programme.
- Ensuring that appropriate control measures such as investigation and remediation actions were taken into action and documentation on these actions have been properly documented.
- Receiving and reviewing the updates in associated to the content and operation of the anti-bribery compliance programme of the Group at scheduled intervals.

#### b) Chief Executive Officer

- Ensuring that anti-bribery programme is appropriately designed to achieve its objectives.
- Ensuring that the anti-bribery programme, including its associated policies and procedures as well as the objectives, is established, implemented, maintained and reviewed to adequately address the organization's risks in connection to bribery and corruption.
- Deploying appropriate and adequate resources for the effective operation of the anti-bribery programme.

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

- Ensuring the effective integration of the anti-bribery programme requirements into the organization's processes.
- Communicating internally and externally to the stakeholders regarding the Anti-Bribery and Anti-Corruption Policy.
- Communicating internally on the importance of effective anti-bribery management and adhering to the anti-bribery requirements.
- Promoting and foster an appropriate anti-bribery culture within the organization and continual improvement.
- Promoting on non-retaliation policy such that no personnel will suffer discriminatory or disciplinary action for reports made in good faith or on the basis of reasonable belief of violations or suspected violations of the organization's Anti-Bribery and Anti-Corruption Policy, or for refusing to engage in bribery, even if such refusal may result in the organization losing business (except where the individual participated in the breach).
- Encouraging the use of reporting procedures in accordance with the established Whistleblowing Policy for suspected and actual bribery.

c) Risk Committee


- Ensure sufficiently informed and complete overview of the business and its risks.
- Taking account of activities of the business which may create significant bribery risk.
- Evaluate bribery risks by reference to a realistic assessment of likelihood and impact.
- Support the promotion of risk awareness in the organization.

d) Compliance/Anti Bribery Officer

- Overseeing the implementation of anti-bribery programme and the relevant policies.
- Ensuring consistent adherence to the organization's anti-bribery programme and policies.
- Providing guidance and advice to personnel on anti-bribery and issues relating to bribery.
- Manage the communications in accordance with the Whistleblowing Policy should a bribery or suspected incident occur.
- Reporting the performance of the anti-bribery programme to top management and/ or governing body.

e) Finance

- Ensuring proper control on the access to funds.
- Ensure detailed information on the nature of transaction and the rationale for it are properly recorded to comply with anti-bribery legislation and other applicable regulations.
- Provide documentary evidence in the case of audit or investigations.

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

f) Human Resources

- Recruiting suitable people and ensuring that only those who demonstrate the appropriate behaviours and values are hired and promoted.
- Apply sanctions fairly, consistently and, where appropriate, openly for breach and violations of the anti-bribery programme.
- Advise on the design and implementation of policies and procedures in relation to anti-bribery programme to ensure that they align to personnel practices, are workable and appropriate across the company's operations.
- Recruiting suitable people and ensuring that only those who demonstrate the appropriate behaviours and values are hired and promoted.
- Apply sanctions fairly, consistently and, where appropriate, openly for breach and violations of the anti-bribery programme.
- Advise on the design and implementation of policies and procedures in relation to anti-bribery programme to ensure that they align to personnel practices, are workable and appropriate across the company's operations.

g) Supply Chain

- Carrying due diligence check on vendor/supplier and perform vendor/supplier audits whenever necessary including verification of documentation related to the due diligence.

h) Sales and Marketing

- Carrying due diligence check when entering into or renewing a contract or agreement with a third party.

i) External Audit


- Ensure that the external audit procedures are aimed at detecting material misstatements in UWC's financial statements, including due to fraud or error.
- Reporting to the Audit Committee on any fraud, bribery or corruption detected.

j) Internal Audit

- Provide advice on the design and monitoring of the anti-bribery programme.
- Reporting to the Audit Committee on any fraud, bribery or corruption detected.

k) Corporate Affair & Communication

- Manage internal and external communications on the programme, including public reporting.
- Responsible for corporate communications and also internal communications.

 <b>UWC BERHAD</b> Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
		Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy		

l) Information Technology

- Responsible for proper maintenance of relevant databases for safekeeping of digital materials and records related to the anti-bribery programme.
- Ensuring proper back-up on the digital records and the recoverability to these records.
- Assist and leveraging in technology in any audit/investigation on bribery case.

m) All employees

- Be familiar with applicable anti-bribery requirements, laws and directive of this Policy.
- Responsible for complying to this Policy.
- Act in accordance with UWC's Code of Conduct.
- Report to Anti-Bribery Officer on actual or potential bribery case.
- Assist in any audit/investigation on bribery case.
- Keep confidential any information relevant to an audit/investigation of suspected fraud.
- Complete anti-bribery training as well as attest to comply annually.

## 5. General Principles


All forms of bribery and corruption are strictly prohibited. UWC will not tolerate any act of bribery or corruption. Any breach of this policy or applicable law and regulation could result in disciplinary action being taken and ultimately could result in dismissal.

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

The prohibition on bribery applies to the giving of anything of value, not only money. "Anything of Value" may include, but is not limited to, the following:

- Any gift of cash or cash equivalent. Cash equivalent could be in the form of discount, vouchers, shares, commission or loan;
- Business opportunities;
- Stock options;
- Lavish, excessive or improper gifts, meals, travel, entertainment or hospitality that would be illegal or in breach of applicable bribery and corruption laws;
- Favorable contracts;
- Political contributions;
- Facilitation payment; and
- Donations to a charity affiliated with or sponsored by a government official.



	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

No employee will suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes or other illicit behaviors, even if such refusal may result in the Company losing business or experiencing a delay in business operations.

All employees, officers and directors, and/ or agent performing work for or on behalf of UWC are strictly prohibited from offering, paying, soliciting or accepting bribes, including facilitation payments.

## 6. Conflict of interest

### a) What is a conflict of Interest?

Conflict of interest may arise in a situation where there is a personal interest that might be considered to interfere with the individual's objectivity either by a director or employee when performing duties or exercising judgement on behalf of the Company.

### b) How does conflict of interest affect the Group?


A conflict of interest may create corruption risk when an employee or contracted third party breaches the duty due to the company by acting in regard to another interest and does not advise the company of this.

Conflict of interest can cause others to question the Group's reputation and integrity and can cause severe consequences for UWC.

### c) What are employees' responsibilities?

All directors and employees should avoid or deal in a situation which personal interest could conflict with their professional obligation or duties. They must not use their position, official working hours, Company's resources and assets for personal gain or to the Company's disadvantages.

All directors and employees who encounter a situation of conflict of interest should disclose the nature and scope of the conflict based on the disclosure requirement as stated in the Group's Code of Conduct (Doc. Ref. No. UWC-POL-FIN-024).

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

## 7. Gifts, Entertainment, Hospitality and Travel Expenses

### 7.1 Our approach

UWC has adopted a “No Gift” Policy. Directors, employee, contractors, agent or business associates who held themselves as representing UWC Group of Companies should not solicit, give or receive, either directly or indirectly, gifts, gratuities, special allowances, a favour or an unreasonable benefits to induce, support or reward improper conduct including in connection with any business or anticipated future business involving UWC.

However, UWC also recognizes and accepts that the occasional offer/acceptance of a modest gift, entertainment or hospitality can make a valuable contribution to the development and maintenance of good business relationships as well as creation of goodwill. Employees are expected to exercise good judgment and abide by the company’s policies and procedures before accepting or giving of such business courtesies.

### 7.2 Business Courtesies

This policy covers the following types of business courtesies exchanged with external parties:


- (a) Gift - all gifts, including personal gifts, to and from people or business associates who have, who may have, or who may facilitate the creation of a business relationship with the Group.
- (b) Entertainment - attendance at social, cultural or events with people or business associates who have, who may have, or who may facilitate the creation of a business relationship with the Group.
- (c) Hospitality - drinks, meals, as well as lodging and travel expenses given to or received from people or business associates who have, who may have, or who may facilitate the creation of a business relationship with the Group.

### 7.3 Assessing Acceptability

Action involving third party openly to promote good relations or mark significant occasions is considered generally appropriate. UWC allows appropriate business-related Gift, Entertainment or Hospitality provided it meets the following 5 guiding principles:

#### Principle 1: Objective

The purpose behind the business courtesies must not be intended to influence the recipient as well as questionable, controversial, or could negatively impact on UWC’s reputation.

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

Principle 2: Value

The value of business courtesies is reasonable, modest, appropriate and acceptance of it must be regarded as common or customary.

Principle 3: Policies and Procedures

The business courtesy does not violate the code of conduct and applicable policies and procedures of either party.

Principle 4: Law and regulations

The business courtesy does not violate applicable anti-bribery and anti-corruption law and regulations.

Principle 5: Transparency


Would not cause uncomfortable in discussion of the business courtesy and acceptance of the business courtesies is made known to the public.

The Group's Gift, Entertainment and Hospitality Standard Operating Procedures (Doc. Ref. No. UWC-POL-EXE-001) set out the detailed guidelines and procedures to help guide the employees through the decision of whether gift, entertainment or hospitality meets the guiding principles above.

7.4 Travel, Accommodations and Promotional Visits Expenses

Paying for company, government officials, employees and other third parties to attend a conference, meetings or other events should not violate anti-bribery laws and regulations. UWC can only pay reasonable incurred expenses in good faith for the transport, accommodation and promotional visit expenses that are directly related to business visit purpose. In addition to the safeguards required for gift, entertainment and hospitality giving (as set forth above in section 7.3) the following additional factors should be observed:

- (i) The persons concerned do not have direct authority to influence any approvals in favour of UWC or to award future contracts to UWC;
- (ii) The expenses are business related;
- (iii) UWC pays expenses for travel and accommodation directly to the suppliers (i.e. hotels, airlines and travel agencies etc.) or reimburses the individuals only upon presentation of a written receipt and documentary confirmation of attendance at the conference, meetings or events in accordance with the Group's Claim Management Policy (Doc. Ref. No. UWC HRM Policy 6 A).

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

- (iv) UWC's payment is limited to those costs necessary for participation in the conference, meetings or events, including registration fees and reasonable (not extravagant) travel expenses and meals, and does not include payment for personal or leisure activities, such as entertainment or side trips;
- (v) The total cost is reasonable under the given circumstances; and
- (vi) The expense is properly recorded, including the reason for the expenditure, and properly accounted for.

## 8. Donations and sponsorships


It is never permissible to provide a donation or sponsorship to improperly influence a government official/ third parties, or in exchange for any improper favor or benefits. Directors and employees must ensure that all donations and sponsorships are not used as a subterfuge for bribery or used to circumvent or avoid any of the provisions of the code of conduct and ethics, including in particular, the prohibition on bribery.

UWC only make charitable donations and sponsorships provided that:

- All contributions shall be made in accordance with the approved budget;
- All contributions are aligned with the Group's sustainability policy/practices;
- The beneficiary entity must proof that it has all the certifications (i.e. registered charities or non-profit organisation) and has satisfied all the requirements for operating in compliance with applicable laws;
- Payments to the beneficiary entity must be made exclusively on the account registered in the name of the beneficiary entity and no payment is to be made directly or indirectly to an individual government official.
- It is transparent and not to be used as a means to cover up an undue payment or bribery;
- It is not made in cash to ensure that payment is only channeled to intended recipient;
- Letter of acknowledgement or payment receipt with justification is available;
- It is legal and permitted by existing local law and regulations; and
- It is made in accordance with UWC's Code of Conduct (Doc. Ref. No. UWC-POL-FIN-024) as well as associated policies and procedures.

Donation and sponsorship must be handled in accordance with the Group's Donation and Sponsorship Standard Operating Procedure (Doc. Ref. No. UWC-POL-EXE-002).

Prepared By: Matin Ng	Revision: 1	Page No: 11 of 24
-----------------------	-------------	-------------------

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

## 9. Educational Scholarship

UWC Berhad is committed in upholding Malaysia's Educational Blueprints emphasizing the technical, vocational education and training (TVET) as an essential need for the labour market and economy. Supporting the initiative, UWC offer a wide range of scholarship programme for students in technical to administration fields.

The awarding of the sponsorships is based on strict guidelines and due diligence, regardless of ethnicity, gender or religion to ensure only qualified students receive the sponsorship award. The process of selection is transparent and the reasons for selection is properly recorded in accordance with the Group's Scholarship Award Standard Operating Procedure (Doc. Ref. No. UWC-POL-EXE-003). This is imperative to ensure that no element of bribery or corruption is involved in the award of scholarships.

## 10. Political contribution

The Group does not make any political contribution to political parties, movements, committees, political organisation and trade unions, nor to their representatives and candidates.

The Group may, in very limited circumstances, make political contributions where such contributions meet the following requirements:


- Permitted under applicable law and regulations;
- Such political contributions must never be made with the expectation of favorable treatment in return for the Company;
- Approve by the Board of Directors; and
- Contributions made are fully recorded in the Company's books and record.

## 11. Facilitation payments

Facilitation payments refer to any payments, no matter how small, given to public or government official or authorities, so as to secure or expedite the performance of public or government services to which the payer is entitled.

- (a) Directors, employees, agent or business associates who held themselves as representing UWC Group of Companies must not make facilitation payments at any time, consistent with the prohibition on bribery and corruption detailed in this Policy.
- (b) Facilitation payments do not include legitimate documented fees paid to government entities which are required under relevant laws, rules or regulations, such as express or rush service for visa/permit processing time which the rates of such services are published.


Prepared By: Matin Ng	Revision: 1	Page No: 12 of 24
-----------------------	-------------	-------------------

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

- (c) Under very limited circumstances where a facilitation payment is unavoidable, i.e. if a demand for payment is accompanied by threats of life, physical injury or liberty, the employee must make an effort in good faith to seek advice from the anti-bribery officer before paying for the facilitation payment.
- (d) Any facilitation payment made in nature that is defined in clause 11 (c) above should be reported in accordance with the Group's Whistleblower Policy (Doc. Ref. No. UWC-POL-FIN-023).

## 12. Employment of Board Member/Employees

- (a) The Board recognises board diversity as a key attribute to its board composition and as such, a balanced board should comprise of Directors with the requisite range of skills, competence, knowledge, calibre and experience, including a diversity of perspectives, gender, age and ethnicity in order to set the context for appropriate board behaviour which will enable them to discharge their duties and responsibilities effectively in good faith with reasonable degree of care and diligence.
- (b) UWC, being a diversified business group, provide equal opportunity for any qualified and competent individual to be employed as board member and/or employees of UWC group of companies, irrespective of gender, age, ethnicity and religion, sourced from both UWC Scholarship Programme and externally. The UWC Scholarship Programme is crucial in attracting and developing local talents to support the Group's continuous growth and sustainability. Please refer to clause (9) of this Policy for further information of the UWC Scholarship Programme.
- (c) The recruitment of board members/employees should be based on approved criteria such as skills, knowledge and experience required for the position to ensure that only the most qualified and suitable individuals are employed in accordance with the "Group's Board Charter" (Doc. Ref. No. UWC-POL-FIN-025) and "Recruitment and Selection Policy" (Doc. Ref. No. UWC HRM Policy 003) accordingly.
- (d) The grant of a position in UWC group of companies to any individual should not be influenced by the exchange of improper favors. Proper assessment should be carried out in accordance with the Group's New Employee Probation and Confirmation Policy (Doc. Ref. No. UWC HRM Policy 004) and Performance Management Policy (Doc. Ref. No. UWC HRM Policy 008).
- (e) A merit-based approach is applied for promotion of employees in accordance with the policy set out in the "Promotion and Transfer Management Policy" (Doc. Ref. No. UWC HRM Policy 009).


 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

- (f) All newly recruited Directors and employees will be given Anti-Bribery and Anti-Corruption training upon joining.
- (g) Annually, all board members and employees are required to make annual attestation to re-affirm their understanding and commitment on the anti-bribery programme.

### **13. Dealing with business associates and other associated third parties**

- (i) UWC could be held criminally liable for the acts of bribery by the agents, contractor, supplier, representatives and other business associates who held themselves as representing UWC Group of Companies.
- (ii) Business associates who held themselves as representing UWC should be made aware of and understand the Company's Code of Conduct (Doc. Ref. No. UWC-POL-FIN-024) and the requirements of this Policy and that they will comply accordingly.
- (iii) Business associates should be retained only on the basis of substantive services that they will provide and there must be a written agreement in place with the business associates which documents the services to be provided as well as their remuneration that is appropriate and in accordance with the market value of the services.
- (iv) Prior to the Group entering into a commercial relationship with any business associates or third party, it is important that sufficient due diligence is carried out to ensure that the manner in which they carry out their business is consistent with the Group's commitment to conduct business ethically, with integrity, adhere to the applicable anti-bribery and anti-corruption laws and in line with the Group's code of conduct as well as all applicable policies and procedures.
- (v) UWC should avoid dealing with anyone known or reasonably suspected of corrupt and bribery practices.
- (vi) UWC reserve the right to terminate the contract in the event that bribery or an act of corruption has been proved to occur by any business associate which is inconsistent with this policy and the applicable law and regulations.



 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			


#### **14. Due Diligence for business associates and third parties**

- (a) Due diligence is a crucial part of the anti-bribery programme and should be carried out before:
- i. Hiring, engaging or entering into a transaction with agent, supplier, contractor or other business associates;
  - ii. Entering into a partnership or joint venture;
  - iii. Awarding scholarship; and
  - iv. Hiring of Board Members/Director and Key Senior Management employees.
- (b) The nature and level of due diligence to be carried out should be made in accordance with the Due Diligence Standard Operating Procedure (Doc. Ref. No. UWC-POL-EXE-005) and Scholarship Award Standard Operating Procedure (Doc. Ref. No. UWC-POL-EXE-003).

#### **15. Procurement**

- (a) UWC is committed to dealing with its suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favoritism is to be shown in the procurement of goods and services.
- (b) Employees and business associates must not enter into any contract on behalf of UWC or for the UWC's benefit where the entry into that contract is in any way affected by a breach of this Policy as well as any applicable law and regulations.
- (c) UWC will avoid dealing with prospective suppliers known for offering or providing bribes. UWC will make this Policy known to its suppliers and encourage them to adhere to similar high standards of corporate responsibility.
- (d) Procurement practices shall be made in accordance with the Group's Control of External Providers Procedure (Doc. Ref. No. UWC-SOP-11-01) and External Providers Information Procedure (Doc. Ref. No. UWC-SOP-11-02).
- (e) Risk assessment on supplier should be carried out in accordance with the Control of External Providers Procedures (Doc. Ref. No. UWC-SOP-11-01) and this will include an assessment of bribery risk.



	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

## 16. Segregation of duties and approving authority for financial and non-financial transactions

UWC Group of companies have already put in place the internal controls in financial and non-financial perspectives to address various business processes and payments to third parties / business associates as well as to protect assets, ensure accurate accounting, and deter corruption and bribery. Some of the key controls that must be strictly complied with and enforced are:

### (a) Financial Control

#### (i) Group's Limit of Authority Matrix

- The financial authorisation limit such as expenditure and payment are governed by the Group's Bank Signatories policy, Approval Matrix for Purchase Requisition and Authority Limit for CAPEX. All authority limit is considered as formal schedule of matter reserved for Board's approval as stated in the Board Charter (Doc. Ref. No. UWC-POL-FIN-025).
- The Approval Matrix assigned personnel empowered to authorise and approve the documents with their respective prescribed limits. Segregation of duties are in place whereby the approving process involves different level and / or departmental function throughout the key decision areas.
- Authorisation limits and their delegations within the UWC Group help to ensure consistent good business practice and corporate governance across all divisions of the UWC Group.
- All employees are expected to understand their authorisation limits, as well as those of their direct reports, along with related policies, and to exercise a duty of care with respect to decisions made on behalf of the UWC Group.


#### (ii) Capital expenditure

The approval and control of all capital expenditure of UWC Group of Companies is governed by the established Fixed Asset Management Policy and Procedure (Doc. Ref. No. UWC-POL-FIN-005).

#### (iii) Extraordinary provisions and financial adjustments

Any adjustment made or provision to the financial records shall be made in accordance with the Group's Month End, Quarter End and Year End Closing Policy and Procedure (Doc. Ref. No. UWC-POL-FIN-007).

Prepared By: Matin Ng	Revision: 1	Page No: 16 of 24
-----------------------	-------------	-------------------

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

(iv) Gift, entertainment and hospitality related expenditure

All expense claims relating to entertainment, gift, hospitality and travel incurred must be submitted with proper supporting documentations and made in accordance with the Group's Claim Management Policy (Doc. Ref. No. UWC HRM Policy 6 A).

(v) Payment to works or services performed by business associates

- All payments to business associates shall not be in cash or in kind for a specific favour or improper advantage. It must be paid to a bank account in the name of the business associate.
- The payment to business associate must comply with all applicable policies and procedures of UWC.
- Payment to party other than the business associate itself is prohibited and payment to an offshore bank account upon request by business associate will not be entertained.
- Proper segregation of duties, verification, authorisation, approval and supporting documents must be in place before payment can be made in accordance with the Group's AP Policy and Procedure.

(b) Non-financial control

(i) Pre-qualification process

The pre-qualification and approval process are in place to guide the procedures in the assessment of the third party's skills, integrity, capability and suitability in the capacity such as director, employee, contractor, supplier, agent and etc.


The necessary due diligence procedures that should be carried out on the third party can be referred in clause (14) of this policy.

(ii) Fair Competitive process

A fair competitive process is established in which the minimum requirement of quotation comparison is stated in the Group's External Providers Information Procedure (Doc. Ref. No. UWC-SOP-11-02).

The Group's External Providers Information Procedure (Doc. Ref. No. UWC-SOP-11-02) also stipulates the policy for appointing single source or sole source supplier.

Prepared By: Matin Ng	Revision: 1	Page No: 17 of 24
-----------------------	-------------	-------------------

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

(iii) Human resource policies and procedures

The Group's HR policies and procedures outline the human resource governance policies for various phases of the employer-employee relationship such as manpower planning, recruitment, confirmation of probation, personal records management, salary and statutory compliance, claim and leave management, performance management, training and development, discipline and grievance management.


**17. Managing of bribery & corruption**

In addition to the controls stated in clause (16) above, other internal controls at UWC that forms part of the risk framework to prevent bribery & corruption includes:

- Risk assessments to identify and evaluate exposure to bribery and corruption.
- Code of Conduct.
- Protection offered to whistleblowers.
- Data security, backup and recovery controls.

**18. Training and Awareness**

- (a) It is a mandatory requirement that everyone who works at UWC Group of Companies receives anti-bribery training. Training is offered to all UWC director/employee via the induction process to raise awareness of bribery and corruption, how to recognise it and what to do if there is a possible concern or real suspicions. All newly appointed directors/ employees should complete the training within 3 months of commencement of work.
- (b) The refresher training will be provided to directors and employees to re-affirm their understanding and commitment on the anti-bribery programme. Directors and employees of UWC Group of Companies are required to made annual attestation following the refresher training conducted.
- (c) The attendance record and all relevant documentations shall be maintained by Human Resource Department.

 <b>UWC BERHAD</b> Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
		Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy		

## 19. Violation of policy


The Group regards bribery and corruption as a very serious matter. Any contravention to the applicable anti-bribery law and this policy, may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of non-compliance.

Any business associates who violates the terms of this Policy, who knows of and fails to report to UWC's management the potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts terminated. The Group and its employees can be investigated by government regulators depending on the circumstances, prosecuted administratively, under applicable civil law or under criminal law, which could result in severe fines and penalties, debarment and imprisonment if a violation of applicable anti-bribery and corruption laws and regulations is established.

The Anti-Corruption Commission (Amendment) Act 2018 was passed by the Senate of Malaysia on 5 April 2018 and one of the major amendments is the introduction of section 17A. This new provision penalises commercial organisations where an associated person corruptly gives any gratification with intent to obtain or retain business, or an advantage in the conduct of business, for the commercial organisation.

The offence is set out as follow:

Section	Offence	Detail	Sanction/Implication
Section 17A	Soliciting/ Receiving Bribe by any person	Any person associated with commercial organization consist of a Director, a partner, an employee who soliciting/ receiving any form of bribe as an inducement for performing/not performing a task	Not less than 10 times the sum or value of the gratification or RM1,000,000 (whichever is higher) OR imprisonment for a term not exceeding 20 years OR to both

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

## 20. Reporting of violations

The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy.


Anyone who have suspected fraud, bribery, misconduct or any integrity concerns in connection to policy violation shall report his/her concerns to Chairman, Audit Committee via email [gracefng@uwcberhad.com.my](mailto:gracefng@uwcberhad.com.my).

If any employee believes reasonably and in good faith that suspected incident of improper conduct or malpractice exists within the Group, the employee should report this immediately to his immediate superior or management in writing. The identity of the employee shall not be revealed unless prior consent is obtained.

Further details on UWC's Whistleblowing Policy (Doc. Ref. No. UWC- POL-FIN-023) is available at <https://www.uwcberhad.com.my/investor-relation/>.

## 21. Record Keeping

All accounts, invoices, and similar documents and records relating to dealings with third parties, such as customers, suppliers and contractors, agents and consultants must be properly maintained with strict accuracy and completeness. 'Off-the-books' accounts and false or deceptive entries in the Company's books and records are strictly prohibited.

 <b>UWC BERHAD</b>	Registration No. 201801012223 (1274239-A)	Department: All	Policy no: UWC-POL-EXE-006
			Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

## 22. Appendix

This ABC Policy should be read in conjunction/ complemented with the following policies and procedures:


- Board Charter (Doc. Ref. No. UWC- POL-FIN-025);
- Code of Conduct (Doc. Ref. No. UWC-POL-FIN-024);
- UWC Group of Companies Employee Handbook;
- Donation and Sponsorship Standard Operating Procedure;
- Gift, Entertainment and Hospitality Standard Operating Procedures;
- Sustainability Policies and Procedures;
- Scholarship Award Standard Operating Procedure;
- Whistleblowing Policy (Doc. Ref. No. UWC- POL-FIN-023);
- Recruitment and Selection Policy (Doc. Ref. No. UWC HRM Policy 003);
- New Employee Probation and Confirmation Policy (Doc. Ref. No. UWC HRM Policy 004);
- Performance Management Policy (Doc. Ref. No. UWC HRM Policy 008);
- Claim Management Policy (Doc. Ref. No. UWC HRM Policy 6 A);
- Promotion and Transfer Management Policy (Doc. Ref. No. UWC HRM Policy 009);
- Third Party Due Diligence Standard Operating Procedure;
- Control of External Providers Procedure (Doc. Ref. No. UWC-SOP-11-01);
- External Providers Information Procedure (Doc. Ref. No. UWC-SOP-11-02);
- Bank Signatories Policy;
- Approval Limit for Purchase Requisition;
- Fixed Asset Management Policy and Procedure (Doc. Ref. No. UWC-POL-FIN-005);
- Month End, Quarter End and Year End Closing Policy and Procedure (Doc. Ref. No. UWC-POL-FIN-007);
- AP Policy and Procedure (Doc. Ref. No. UWC-POL-FIN-001); and
- Information Technology (“IT”) Policy (Doc. Ref. No. UWC-FR-197-00).

## 23. Monitoring and Review

The Board or Audit Committee shall monitor the effectiveness and review the implementation of this policy, at least 3 years once to consider its suitability, adequacy and effectiveness.

Anti-Bribery Officer shall identify any improvement needed for this policy and such comments, suggestions and queries should be addressed to the Board and Audit Committee.

Prepared By: Matin Ng	Revision: 1	Page No: 21 of 24
-----------------------	-------------	-------------------

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

## Glossary

### Agent

A representative who normally has authority to make commitments on behalf of the Group represented.

### Bribery

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

### Business Associate

means a person, organization or company outside of the Group with whom the Group has, or plans to establish, some form of business relationship who provides products or services on behalf of or for the benefit of the Group. This potentially includes the distributors, dealers, licensees, agents, representatives, vendors, clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, subcontractors, suppliers, advisers, lawyer, intermediaries and investors and others with whom the Group does business, or with whom the Group seek to do business, or who seek to do business with the Group of Companies not controlled by the Group in which the Group has a partial ownership interest may also be considered Business Associates.

### Business Courtesy

A social nature, extended or received within the scope of business relations. This could be extended to business related items of value given to another free or discounted, as well as social events sponsored or hosted by UWC such as meals, sporting events, and etc. These courtesies are given or accepted as part of a potential business relationship and are not considered gifts.

### Code of Conduct

A policy statement of principles and standards that all personnel and board members of the Group must adhere.


### Conflict of Interest

When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making of the Group.

### Corruption

Corruption is defined in the MACCA as the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description. An example, a contractor rewards a gift in the form of an expensive watch to a Government official for awarding a project to the company belonging to the contractor.

Prepared By: Matin Ng	Revision: 1	Page No: 22 of 24
-----------------------	-------------	-------------------

	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title: Anti-Bribery and Anti-Corruption Policy			

### Customary

According to the customs or usual practices associated with a particular society, place, or set of circumstances.

### Directors

Directors include all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.

### Donation and Sponsorship

Charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting Non-Government Organisations and other social causes.

### Due Diligence

An investigation or assessment of a potential business, investment or individual prior to entering into a business agreement, transaction, recruitment or appointment of individuals. Due diligence is an essential part of the anti-bribery programme.

### Employee

Refers to any person who is employed by the Group companies at all levels and grades, including directors, officers, managers, and all other employees (whether permanent, fixed-term or temporary).

### Extravagant

Exceeding what is reasonable or appropriate, excessive or elaborate.

### Facilitation Payment

Unofficial payments (sometimes known as 'grease' payments) made to public or government officials or authorities, typically of a small amount and so as to secure or expedite the performance of 'routine' public or government services or procedures to which the payer is entitled.


### Hospitality

Entertaining including meals, receptions, tickets to entertainment, social or sports events, participation in sporting events, such activities being given or received to initiate, develop or strengthen relationships. The distinction between hospitality and gifts can blur, especially where the giver of the hospitality does not attend and act as host.

### Lavish Gift

A gift comprises of cash money, free fares, shares, lottery tickets, travelling facilities, entertainment expenses, services, club membership, any form of commission, hampers, jewellery, decorative items and any item of high value.



	<b>UWC BERHAD</b>	Department: All	Policy no: UWC-POL-EXE-006
	Registration No. 201801012223 (1274239-A)		Implemented Date : 1 <sup>st</sup> June 2020
Title:	Anti-Bribery and Anti-Corruption Policy		

### Nominal Value

Gifts with a minimal value (e.g calendars, hats, mugs, t-shirt, pen and etc)

### Political Contributions

Financial and in kind gifts donated or transferred to a political party, politician or political candidate. This may include sponsorships, gifts of property or services, advertising or promotional activities endorsing a political party, the purchase of tickets to fundraising events, subscriptions and affiliation fees, money to meet expenses, and loans, property, services and other facilities at less than market value. The release of employees without pay from the employer to undertake political campaigning or to stand for office could also be included in this definition.

### Public Officials

An officer or employee of a government, public department or public international organization including employees of state-owned enterprises and other government funded or owned entities.

### Risk Assessment

A systematic and continuing process for identifying and analysing inherent bribery risks to enable assessment of their likelihood and impact on the Group's ability to achieve its commitments and objectives. Within the framework of the risk approach of the Group, the results of risks assessments are used to decide the controls to be implemented to mitigate the risks.

### Third Party

For anti-corruption purposes, a third party is a prospective or contracted business associate including agents, distributors, lobbyists, brokers, consultants and other intermediaries, joint venture and consortia partners, contractors, vendors and suppliers.

### Whistleblowing

The sounding of an alarm by an employee, director, or external person, in an attempt to reveal neglect or abuses within the activities of the Group, on the activities of its third parties or other organisation that threaten public interest or the Group's integrity and reputation.