Asia OneHealthcare Group Anti-Bribery and Anti-Corruption Policy (CP/Eth/02; v5.1)

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1. Overview

1.1 Asia OneHealthcare Bhd and its subsidiaries ("**Group**", "**we**", "**us**" or "**our**") takes a zero-tolerance approach to all forms of bribery and corruption. The Group requires its directors, Employees and Business Associates to act professionally, fairly, honestly and with integrity at all times.

1.2 The Group is committed to complying with all applicable anti-bribery and anti-corruption laws in all jurisdictions in which the Group operates, including the Malaysian Anti-Corruption Commission Act 2009 and corporate liability principles under Section 17A, where applicable.

Group entities operating outside Malaysia shall comply with the applicable local ABC laws and regulatory requirements and may implement additional anti-bribery and anti-corruption policies and procedures for their respective operations, where required to comply with local laws or regulations. Such local requirements shall apply together with this Policy, and the stricter standard shall prevail where applicable.

1.3 The Group is committed to implementing adequate procedures and internal controls to prevent bribery and corruption, including risks arising from the conduct of directors, Employees and Business Associates acting for or on behalf of the Group.

1.4 Under no circumstances will the Group approve or tolerate any offer, payment, gift, favour, sponsorship, hospitality, entertainment, donation or other benefit

made to improperly influence a business decision, secure business, retain business or obtain any improper advantage for the Group, any Group Company, or any individual.

1.5 Directors, Employees and Business Associates must not give, offer, promise, solicit, accept or receive any bribe or engage in any form of corruption, whether directly or indirectly.

1.6 This Group Anti-Bribery & Anti-Corruption Policy ("**Policy**") applies to each Group Company, and to all directors, Employees and Business Associates. This Policy should be read together with the Group Code of Conduct and Business Ethics, Group Anti Money Laundering, Countering Financing of Terrorism and Countering Proliferation Financing Policy, applicable gifts, sponsorships, donations, hospitality and entertainment procedures, limits of authority and any other applicable internal policies, procedures and guidelines.

2. Definitions

Term	Definition
ABC	Means anti-bribery and anti-corruption.
Bribe / Bribery	Means the giving, offering, promising, soliciting, accepting or receiving of any Gratification as an inducement, reward or advantage for doing or forbearing to do anything in relation to the business or affairs of the Group, whether for the benefit of the person receiving it, another person, a Group Company or any other party.
Business Associate	Means any third-party individual or organisation who is not an Employee and who performs work or services for or on behalf of the Group, or with whom the Group has or proposes to establish a business relationship. This includes joint venture partners, vendors, suppliers, contractors, consultants, independent medical specialists, subcontractors, advisers, agents, distributors, introducers, intermediaries, outsourced service providers and any other third party acting for or on behalf of the Group.
Corruption	Means any dishonest, fraudulent, improper or unlawful conduct, including bribery, facilitation payments, extortion, fraud, theft, embezzlement, abuse of position, falsification of records, improper conflicts of interest and any other conduct which may breach applicable ABC laws.
Employee	Means any person employed by the Group at any level or grade, including permanent, fixed-term and temporary employees, trainees, secondees and interns.
Facilitation Payment	Means any unofficial payment or benefit made to secure or expedite the performance of a routine or administrative action, including approvals, permits, licences, customs clearance, inspections, or other government or administrative processes.
Facility	Means any hospital, medical centre, allied health business or other facility under the Group.
Facility CEO	Means the Chief Executive Officer or equivalent head of the relevant Facility.

Gratification	Includes money, donation, gift, loan, fee, reward, commission, rebate, property, interest in property, employment, appointment, service, favour, hospitality, entertainment, sponsorship, travel, accommodation, discount, release of liability, valuable consideration, or any other benefit or advantage, whether financial or non-financial.
Group	Means Asia OneHealthcare Bhd, its subsidiaries and related companies collectively.
Group Company	Means any company within the Group.
Senior Management	May include the Group Chief Executive Officer, Group Chief Financial Officer, relevant Regional Chief Executive Officer or Regional Chief Operating Officer, Group General Counsel, Group Head of Internal Audit, relevant Facility CEO and such other senior personnel as may be relevant to the matter.

3. Prohibition of Bribery and Corruption

3.1 Bribery and corruption are strictly prohibited. A Bribe may consist of money or anything of value and may be offered, given, promised, requested, accepted or received directly or indirectly through another person.

3.2 There is no need for a Bribe to be successful for it to be improper or unlawful. The offer, promise, request or acceptance of a Bribe may be sufficient to constitute a breach of this Policy and may amount to a criminal offence.

3.3 Directors and Employees must not use personal funds, third parties, intermediaries, agents, consultants, vendors or any other arrangement to do something that would be prohibited if done directly by the Group.

3.4 No director or Employee will suffer detrimental treatment for refusing to engage in bribery or corruption, even if such refusal results in the Group losing business or experiencing delay.

4. Dealing with Business Associates

4.1 Business Associates shall only be engaged for legitimate business purposes, in compliance with applicable laws and regulations, on arm's length basis and on commercially reasonable terms.

4.2 Before engaging a Business Associate to act for or on behalf of the Group, the relevant Group Company shall carry out due diligence and risk assessment proportionate to the nature, value and risk profile of the engagement.

4.3 Due diligence may include verification of identity, ownership, qualifications, reputation or adverse media screening, conflict of interest checks and review of payment arrangements.

4.4 Additional care shall be taken where:

(a) the Business Associate operates in, or the transaction involves, a jurisdiction assessed as having higher corruption risk;
(b) the Business Associate will interact with government agencies or public officials on behalf of the Group;
(c) the engagement involves tenders, licensing or permits involving the public sector; or
(d) there are red flags such as refusal to provide information, unusual payment requests, lack of clear scope of work, pressure to bypass normal approvals, or requests to conceal arrangements.

4.5 Contracts with Business Associates shall include ABC provisions, including obligations to comply with applicable ABC laws and this Policy, maintain proper records, notify the Group of any suspected breach, cooperate with any investigation or audit, and allow the Group to suspend or terminate the relationship in the event of any breach or suspected breach.

4.6 The Group shall not make any payment to a Business Associate if it knows or suspects that all or part of the payment may be used as a Bribe or for any improper purpose.

4.7 All due diligence records, risk assessments, approvals and supporting documents relating to Business Associates shall be retained for at least seven (7) years from the date of completion of the relevant project, transaction or engagement, or such longer period as may be required by law or internal policy.

4.8 The Group may avoid, suspend or cease dealings with any Business Associate who refuses to commit to doing business without bribery or corruption, fails to comply with this Policy, or is found or suspected to have engaged in bribery, corruption or other improper conduct.

5. Political Contributions

5.1 The Group does not make political donations, contributions, sponsorship, pledge, loan, gift or other form of support, whether monetary or in kind, to any political party, political party official, candidate for political office, politically linked organisation or any person acting on their behalf.

5.2 Directors and Employees may participate in political activities in their personal capacity but cannot hold positions except as ordinary members, and provided that such activities are carried out outside work, without using Group resources, and without suggesting that they represent the Group.

5.3 Directors and Employees must not use the Group's funds, information, facilities, equipment or any other Group resources for political purposes, political fundraising, political campaigns or activities intended to obtain political influence. Under no circumstances will any Director or employee be compensated or reimbursed in any way by the Group for a political contribution.

5.4 The Group shall not make any payment or contribution to any charity, lobbying firm or other organisation where there is reason to reasonably believe that it is being used as a channel to support a political party, political individual or political cause.

5.5 The Group shall avoid participation in political fundraising events, including dinners, conferences, publications or similar activities organised by political parties, political office holders, candidates for political office or politically linked organisations where the participation involves a significant fundraising element or may give rise to a perception of political support.

5.6 Entertainment (in the form of meals or refreshments), travel or accommodation provided to a politician, political office holder or public official may be permitted where it is modest, for a legitimate business purpose, properly approved, recorded and in compliance with the Group's gifts, sponsorship, donations, hospitality and entertainment requirements.

6. Charitable Donations, Community Contributions and Sponsorships

6.1 The Group may support bona fide charitable, community, educational, healthcare or corporate social responsibility initiatives, provided that such contributions are lawful, properly approved and made in good faith.

6.2 Charitable donations and community contributions made on behalf of the Group shall only be made to legitimate and reputable organisations, including organisations registered with the relevant authority or recognised by the government or applicable regulatory body, where relevant.

6.3 Charitable donations, community contributions and sponsorships must not be used to improperly influence any business decision or obtain an unlawful advantage.

6.4 Due diligence should be conducted where appropriate, particularly where the donation, contribution or sponsorship is connected to a public official or a party who may influence business decisions involving the Group.

6.5 All charitable donations, community contributions and sponsorships must comply with the Group's applicable gifts, sponsorships, donations, hospitality and entertainment procedures, limits of authority, documentation requirements and approval processes.

7. Gifts, Sponsorships, Donations, Hospitality and Entertainment

7.1 The Group recognises that modest and reasonable gifts, sponsorships, hospitality and entertainment may, in limited circumstances, be customary and appropriate in business relationships.

7.2 However, gifts, sponsorships, hospitality and entertainment which are or may be perceived as excessive, lavish, frequent, disproportionate, secretive or intended to improperly influence a person are prohibited.

7.3 Directors and Employees must comply with the Group's applicable gifts, sponsorships, donations, hospitality and entertainment procedures before offering, giving, receiving or accepting any gift, sponsorship, donation, hospitality or entertainment.

7.4 As a general guide, any gift, sponsorship, donation, hospitality or entertainment is not acceptable where it:

(a) is intended to obtain or reward an improper business advantage;
(b) is offered or received during a tender, contract negotiation, dispute, investigation, audit, inspection or approval process;
(c) is provided to or received from the same individual or organisation repeatedly or excessively;
(d) is in cash or cash equivalent, unless expressly permitted under approved procedures;
(e) is concealed, undocumented or not properly approved; or
(f) would cause embarrassment to the Group if publicly disclosed.

7.5 Any gift, sponsorship, donation, hospitality or entertainment must be reasonable, transparent, properly recorded, compliant with applicable law and approved in accordance with the relevant procedure and limits of authority.

8. Facilitation Payment

8.1 All forms of Facilitation Payments are prohibited, whether made directly or indirectly through a third party.

8.2 If a director or Employee is asked to make a Facilitation Payment, the request must be refused and reported to the relevant head of department, Facility CEO, Group Legal & Compliance or through the Whistleblowing channel, as appropriate.

8.3 Where a payment is made because there is an immediate threat to health, safety or liberty, the payment must be reported as soon as possible so that the circumstances may be reviewed, recorded and addressed.

9. Conflicts of Interest

9.1 A conflict of interest arises when a director's or Employee's personal, family, financial or other private interest influences, or may appear to influence, the objective performance of his or her duties to the Group.

9.2 Directors and Employees must avoid actual, potential or perceived conflicts of interest and must promptly declare any conflict in accordance with the Group Code of Conduct and Business Ethics and declaration process.

9.3 No director or Employee shall participate in any evaluation, recommendation, approval, negotiation, decision or transaction involving the Group where he or she has an actual, potential or perceived conflict of interest, unless the conflict has been declared and appropriately managed.

10. Books, Records and Internal Controls

10.1 All payments made or received by the Group must be accurately and completely recorded in the Group's books and records.

10.2 All financial transactions must be supported by proper documentation and authorised in accordance with the Group's internal controls, procurement processes, finance procedures and limits of authority.

10.3 Directors and Employees must not create, approve or process false, misleading, incomplete or artificial records, invoices, claims, descriptions, contracts or supporting documents.

10.4 Payments to Business Associates must be made only for legitimate goods or services properly provided, to the contracted party, through approved payment channels, and in accordance with the approved contract or purchase order.

10.5 Contracts, invoices, receipts, bank records, due diligence documents, approvals, declarations and other supporting documents relating to Business Associates and ABC controls shall be retained for at least seven (7) years, or such longer period as may be required by law or internal policy.

11. Training and Communication

11.1 Training on this Policy shall form part of the induction process and ongoing training programme for Employees, as appropriate to their roles and responsibilities. Group Human Resources shall maintain training attendance and/or completion records to verify that Employees have received the relevant training required for their roles.

11.2 Group Internal Audit and/or Group Human Resources may assess, based on employees' roles, responsibilities and areas of work, whether more detailed or targeted training is required. Where specific training needs are identified, this shall be communicated to Group Legal & Compliance for appropriate training support.

11.3 Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy and receive adequate and regular training or communication on it.

11.4 This Policy may be communicated to Employees through induction, training, internal announcements or other appropriate channels. Employees may be required to sign or provide a declaration or acknowledgement confirming that they have read, understood and agree to comply with this Policy. Directors shall also be made aware of this Policy as part of their onboarding process, or through such other appropriate communication channels as may be determined by the Group.

11.5 Where appropriate, Business Associates shall be informed of the Group's ABC expectations through contractual provisions, vendor onboarding documents, supplier codes, declarations or other appropriate communication channels. Where required by the Group, Business Associates shall sign or provide an acknowledgement or declaration that they have read, understood and agree to comply with the Group's ABC requirements applicable to their engagement with the Group.

12. Consequence for Breach

12.1 Any director or Employee who breaches this Policy may be subject to disciplinary action, up to and including dismissal, in accordance with applicable laws and internal procedures. Legal action may also be taken where the Group's interests have been harmed.

12.2 Individuals who engage in bribery or corruption may face personal criminal liability, including fines, imprisonment, disqualification from acting as a director and other penalties under applicable laws.

12.3 If an Employee, director or Business Associate is found by a competent court or regulator to have engaged in bribery or corruption, the Group may face fines, regulatory action, debarment from government contracts, litigation, investigation costs, loss of business and reputational damage. In some circumstances, directors and senior personnel may also face personal liability.

12.4 The Group may avoid, suspend or cease dealings with Business Associates who do not commit to doing business without bribery or corruption or who are found or suspected to have engaged in bribery, corruption or other improper conduct.

13. Reporting Non-Compliance or Concerns

13.1 Employees who have any queries regarding this Policy should seek guidance from their head of department, Facility CEO or Group Legal & Compliance.

13.2 Employees who witness, suspect or become aware of bribery, corruption or any breach of this Policy must report the matter at the earliest possible stage through their head of department, Group Human Resources, Group Legal & Compliance or the Whistleblowing channel.

13.3 All reports will be handled sensitively and, where appropriate, confidentially and in accordance with applicable laws, internal policies and investigation procedures.

13.4 The Group is committed to ensuring that no Employee suffers retaliation or detrimental treatment as a result of refusing to take part in bribery or corruption or raising a genuine concern in good faith.

13.5 Where the matter involves significant risk which includes potential involvement of employees in managerial position, material financial exposure or possible criminal conduct, the matter shall be escalated to Senior Management and/or the relevant Board committee, as appropriate.

14. Review, Monitoring and Enforcement

14.1 The Audit Committee or such other Board committee designated by the Board shall have oversight of the Group's ABC framework.

14.2 ABC risk shall be considered as part of the Group's risk management and internal control framework and reviewed as appropriate, including where there are changes to business activities, entry into new markets, material transactions, ABC incidents, regulatory developments or changes in the Group's operating environment.

14.3 Material breaches of this Policy shall be reported to the relevant Board committee and, where appropriate, to the Board.

14.4 Heads of departments are responsible to ensure employees under their supervision are aware of this policy.

14.5 Management and heads of departments shall consult Group Legal & Compliance where required to develop, monitor and update appropriate bribery prevention procedures for their relevant business or operations.

14.6 This Policy shall be reviewed periodically once in every three years and may be updated from time to time to reflect changes in law or internal governance requirements.

15. Examples of ABC Red Flags

15.1 The following are examples of red flags which may indicate ABC risk and should be escalated for guidance or further review:

(a) pressure to bypass normal procurement, approval, due diligence, finance or documentation processes;
(b) a vendor or consultant requesting kickbacks or unusual commission fees;
(c) requests for payment to an unrelated party, personal account, offshore account or account in a different country without proper justification;
(d) requests to split payments, create vague invoices or use misleading descriptions;
(e) gifts, sponsorships, donations, hospitality or entertainment offered by third parties or requested by third parties during tender, contract renewal, pricing negotiation, investigation, audit or dispute resolution;
(f) a third party refusing to provide ownership information, due diligence documents, conflict declarations or contractual ABC commitments;
(g) requests from public officials or their representatives for unofficial payments to expedite approvals, licences or administrative processes; and
(h) instructions to keep an arrangement secret or not to record it in the Group's books and records.

15.2 The above examples are not exhaustive. Directors and Employees should seek guidance where they are unsure whether a situation may involve ABC risk.