

NOVELPLUS GROUP OF COMPANIES – ANTI-CORRUPTION AND BRIBERY POLICY

1. Introduction

This Anti-Corruption and Bribery Policy (ACBP) is to prevent the occurrence of corruption and bribery practice in relation to the businesses of the Group. NovelPlus Group conducts its business in a legal and ethical manner.

This ACBP aims to set out the main principles, policies and guidelines that the Company practices in relation to anti-corruption and bribery. This ACBP is not meant to cover all possible situations that may arise in the course of business. This ACBP is designed to provide a frame of reference and guidance to all persons working for and with the Company in observing and complying with the applicable laws on anti-corruption and bribery.

2. General

The Group requires all employees including permanent, probationary, contract and temporary staff and Directors of the Group to be committed to act professionally with integrity in their business dealings.

3. Objectives

This policy are set to provide information and guidance to the BOD and employees on the overall position bribery and corruption that might happened on daily operations. For all intents and purposes, the BOD and employees shall ensure compliance with all applicable laws in performing their duties.

4. Responsibility

This policy is applicable to all BOD, Management and employee (either permanent, contract or temporary) of the Group. This policy need to be read and understand clearly by the employee. Disciplinary action will be taken including termination of employment if violation of the policy.

5. Definition

Corruption is defined as abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.

Bribery is the most common form of corruption and it can be broadly described as the offering, promising, giving, accepting or soliciting of an advantage as an inducement of any action which is illegal or a breach of trust in order to gain personal or other advantage. It can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, loans, fees or other reward or benefit.

6. Anti-Corruption and Bribery

6.1. Gifts, Hospitality and Entertainment

In connection with the business of the Group, all employees and directors of the Group are strictly prohibited from receiving and/or offering the following, whether directly or indirectly:-

- (a) Any gift of cash or cash equivalent, including vouchers, discounts, coupons and shares;
- (b) Any gifts involving parties engaged in a tender or competitive bidding exercise involving the Company;
- (c) Any gifts that comes with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome for or from the Company is required in return for the gift;
- (d) Any gift that would be illegal or in breach of applicable laws on bribery and corruption; and
- (e) Any gift which is lavish and/or excessive or may adversely tarnish the reputation of the Company.

6.2. Facilitation Payments (“FP”)

Usually small bribe payments (usually paid to low-level officials) made directly or indirectly to secure or speed up performance of a routine or to avoid bureaucratic delays and red tapes that may slow down certain business dealings.

In any case, employees must never pay, offer, solicit or receive bribes of any forms including facilitation payments, employee immediately notify immediate superior for consultation. For any above cases, the documents need to be shown to the immediate superior and to be kept properly.

6.3. Political Contribution

In respect of political contributions, funds or resources of the Group must not be used to make any direct or indirect political contributions on behalf of the Group without approval from the BOD. Any appearance of making such contributions or expenditure to any political party, candidate or campaign, must also be avoided.

6.4. Donations

Donations in the form of charity may be permissible depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to.

7. Record Safekeeping

All record should be in proper filing to be maintained with accuracy and completeness for all payments made to third parties in the ordinary course of business which is prove as evidence that such payments not linked to corrupt and/or unethical manner.

Employees must declare all gifts, hospitality or entertainment to respective Department for recording into a register which is subject to internal audit review. All expenses claim from Employees incurred to third parties should be approved by the immediate superior and specifically recorded the reason for such expenses.

8. Reporting

Employees should report any cases of wrongdoing or a violation of the Policy is encouraged to report using Whistleblower Policy (WBP). Employee produce genuine report on the violations or suspected violations will not discriminated against suffer any sort or manner of retaliation. Report will be treated confidentially.

9. Review Of The Policy

The BOD will monitor compliance with the Policy and review the Policy at least once every 3 years to assess their effectiveness and ensure that it continues to remain relevant and appropriate.

The BOD reserves the total rights to all amendments, deletions or augment any terms and conditions or any part of this policy when necessary including the use of an additional form, should there be a need to develop one.

(The rest of this page is intentionally left blank)

Abbreviations

BOD	-	Board of Directors
C	-	Chairman
CEO	-	Chief Executive Officer
CFO	-	Chief Financial Officer
COO	-	Chief Operating Officer
FP	-	Facilitation Payments
ID	-	Independent Director
Novelplus Group / Group	-	NovelPlus and its Subsidiary Companies
Novel+	-	NovelPlus Sdn Bhd
WBP	-	Whistleblower Policy

(The rest of this page is intentionally left blank)