



SUNWAY HEALTHCARE GROUP

ANTI-BRIBERY AND CORRUPTION POLICY

Version 2.0 (26 April 2022)

COMMITTED TO
SUSTAINABLE
DEVELOPMENT **GOALS**



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1. INTRODUCTION AND PURPOSE

- 1.1 Sunway Healthcare Holdings Sdn Bhd as well as its subsidiaries and business units ("**Sunway Healthcare**") has adopted a **zero-tolerance policy** against all forms of bribery and corruption. Sunway Healthcare is committed to conducting its business in accordance with all applicable laws, rules and regulations and the highest ethical standards. Sunway Healthcare's Code of Conduct and Business Ethics (CCBE) sets out our core principles in this regard. This Anti-Bribery & Corruption Policy ("**ABC Policy**") elaborates those principles.
- 1.2 The purpose of this ABC Policy is to provide guidance to Sunway Healthcare Employees and/or any person(s) associated with Sunway Healthcare (hereinafter referred to as "Associates" – as defined in Section 3) concerning how to deal with bribery and corruption and related issues that may arise in the course of business. It reiterates Sunway Healthcare's commitment to full compliance by its Employees and Associates with the Malaysian Anti-Corruption Commission (MACC) Act 2009 and the MACC (Amendment) Act 2018 and any other local anti-bribery or anti-corruption laws that may be applicable. This ABC Policy complements and should be read in conjunction with Sunway Healthcare's Code of Conduct and Business Ethics (CCBE) and its Whistleblowing Policy and Procedures, copies of which can be obtained from the Group HR Portal or at www.sunwaymedical.com.

2. SCOPE

- 2.1 This ABC Policy applies to Sunway Healthcare's Employees and Associates and it reflects the standards to which Sunway Healthcare expects its Employees and Associates to adhere to when acting on Sunway Healthcare's behalf. Where appropriate, Sunway Healthcare's Associates, partners, agents, vendors, suppliers, contractors, independent contractors, consultants and other third party service providers shall sign a separate agreement in order to undertake to comply with this ABC Policy.
- 2.2 This ABC Policy is intended to supplement all applicable laws, rules, and other internal policies and is not intended to supplant any local or international laws.
- 2.3 Sunway Healthcare is fully committed to complying with the Malaysian Anti-Corruption Commission (MACC) Act 2009 and the MACC (Amendment) Act 2018, as Sunway Healthcare's business operations are primarily based in Malaysia. As Sunway Healthcare enters or has entered into contractual arrangements to comply with Anti-Bribery and Corruption regulations in Singapore, the UK and the US, Sunway Healthcare also commits to complying with Anti-Bribery and Corruption regulations in the foregoing jurisdictions, where applicable. From time to time, Sunway Healthcare may enter into contractual arrangements that may require Sunway Healthcare to also comply with Anti-Bribery and Corruption regulations in other countries or regions. There may also be other Anti-Bribery and Corruption regulations that Sunway Healthcare may be required to comply with as the business continues to grow.

3. DEFINITIONS

Associates	Business associates, partners, agents, vendors, suppliers, service providers, tenants, contractors, independent contractors, independently contracted doctors, visiting doctors, consultants and any other third party service providers or persons who perform services for or on behalf of Sunway Healthcare.
Bribery	Act of giving, agreeing to give, promises or offers to any person any gratification (including payment of cash, gifts, or excessive entertainment, or an inducement of any kind offered or given to any person) with the intent (a) to obtain or retain business for the company; or (b) to obtain or retain an advantage in the conduct of business for the company.
Corruption	Abuse of entrusted power for private gain.
“Contractor” or “third party service provider”	Entity or individual who provides, and receives payment for, services or goods related to any aspect of Sunway Healthcare’s operations, and includes subcontractors.
Employees	All employees including directors of all companies within Sunway Healthcare.
Entertainment / Hospitality Expenses	Meals, drinks, lodging, travel or other expenses given to or received from people who have, who may have facilitated the creation of a business relationship with Sunway Healthcare. This include expenses incurred by a prospective client, customer or business partner. Expenses can be a legitimate contribution to achieving a business outcome and also includes attendance at social, cultural or sporting events.
Family Members	Includes spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of an Employee and/or Associate’s household.
Gifts	Money, goods or services, which, if given appropriately, are a mark of friendship or appreciation. Gifts should be given without expectation of consideration or value in return.
Money Laundering	Process of introducing money, property or other assets derived from illegal and criminal activities into the legal financial and business cycle to give it a legitimate appearance. It is a process to clean ‘dirty’ money in order to disguise its criminal origin.

Public Officials	Includes officers to Public Bodies, candidates for public office, officials of any political parties and officials of any state-owned enterprises whether locally or abroad.
Public Bodies ¹	Includes the Government of Malaysia, State Government, any local and statutory authority, foreign or national or state department, registered societies, registered sports bodies, company or subsidiary of any public bodies.

4. POLICY STATEMENT

- 4.1 Sunway Healthcare has adopted a ZERO TOLERANCE policy against all forms of bribery and corruption. Sunway Healthcare Employees and Associates MUST NOT offer, promise or give a bribe to anyone, and MUST NOT request, agree to accept or take a bribe from anyone.
- 4.2 Bribery is a crime and penalties can be severe including prison sentences and large financial penalties. Depending on the circumstances, these penalties can be applied to a company and its Employees and Associates or a combination of any of them.
- 4.3 **All Employees are reminded that he/she will be subject to stern disciplinary action, including dismissal as well as civil and criminal liability if he/she is found in violation of this ABC Policy.**
- 4.4 Sunway Healthcare is committed to take all necessary measures to ensure that our businesses do not participate in corrupt activities and to implement adequate procedures effectively to comply with the provisions of Section 17A of the amended MACC Act 2009.
- 4.5 We recognize that local laws for Sunway Healthcare's businesses outside Malaysia may, in some instances, be less restrictive than the principles set forth in this ABC Policy. Sunway Healthcare and its Associates will, nevertheless, be expected to comply with the principles set out in this ABC Policy in respect of conduct in all jurisdictions where Sunway Healthcare operates, even where compliance with this ABC Policy prohibits conduct that may otherwise be permitted by the local law of a particular jurisdiction. The principles and best practices standards set out in this ABC Policy will be the prevailing criteria.

5. GIFTS, ENTERTAINMENT AND HOSPITALITY

- 5.1 Gifts, Entertainment and Hospitality are usually assessed as high risk areas for bribery.
- 5.2 Sunway Healthcare has adopted a "NO GIFT" Policy whereby, subject only to certain narrow exceptions, Sunway Healthcare employees are prohibited from, directly or indirectly, receiving or providing gifts. Sunway Healthcare requires employees and directors to abide by this policy to avoid conflict of interest or the appearance of conflict of interest for either party in on-going or potential business dealings between Sunway Healthcare and external parties as gifts can be seen as bribes that may tarnish Sunway Healthcare's reputation or be in violation of anti-bribery and

¹ As defined in [Guidelines On Adequate Procedures Pursuant to Subsection \(5\) of 17A under the MACC Act 2009](#) issued by the Prime Minister's Department on 4 December 2018

corruption laws. Employees should also refer to and familiarise themselves with Sunway Group's Gifts, Entertainment and Hospitality Policy.

- 5.3 However, Sunway Healthcare recognises that the exchange of business courtesies, such as modest gifts, hospitality and entertainment (including meals, invitations to attend promotional events or parties) particularly during festive periods is customary and legitimate to create goodwill, and/or strengthen business and commercial relationships. Such courtesies are allowed if they are not lavish, appropriate and reasonable in the light of accepted business practices of the relevant businesses that the Company operates in and is not intended to improperly influence the decisions of the person involved.
- 5.4 Sunway Healthcare's Employees or Associates must not give or request favours or offer or accept gifts or any personal benefit or privilege of any kind with a value that could in any way influence (for example, by causing the person to act or fail to act in violation of a legal duty, by causing the person to abuse or misuse their position, by securing an improper advantage, contract or concession, etc.) the judgment of the recipients or a third party in their business dealings with or on behalf of Sunway Healthcare or any other party.
- 5.5 The basic rules on Gifts, Entertainment and Hospitality expenses² are :-
- **Bona fide:** Made for the right reason: if a gift, entertainment or hospitality, it should be given clearly as an act of appreciation, if travel expenses then for a bona fide business purpose.
 - **No obligation:** The activity will not create any obligation or expectation on the recipient.
 - **No undue influence:** The expenditure will not be seen as intended for, or capable of, achieving undue influence in relation to a business transaction or public policy engagement.
 - **Made openly:** It will not be performed in secret and be undocumented – if it is, then the purpose becomes questionable.
 - **Legality:** It is compliant with relevant laws.
 - **Accords with stakeholder perception:** The activity would not be viewed unfavourably by stakeholders were it made known to them.
 - **Proportionate:** The value and nature of the expenditure is not disproportionate to the occasion.
 - **Conforms to the recipient's rules:** The gift, hospitality or reimbursement of expenses will meet the rules or code of conduct of the recipient's organisation.
 - **Infrequent:** The giving or receiving of gifts, entertainment and hospitality is not overly frequent between the giver and the recipient.
 - **Documented:** The expense will be fully documented including purpose, approvals given and value.
 - **Reviewed:** The records of entertainment and hospitality expenses and the effectiveness of the policy and procedures are reviewed by management.
- 5.6 When unsure, Employees and Associates should consult his/her Head of Department / Division or CEO within Sunway Healthcare, as applicable.

² Extracted from *Gifts & Hospitality - Global Anti-Bribery Guidance by Transparency International UK, 2018*

6. DONATIONS, SPONSORSHIP & CORPORATE RESPONSIBILITIES (CSR)

6.1 As a responsible corporate citizen, Sunway Healthcare is committed to contributing to the wellbeing of the people and nation in Malaysia and countries where it operates. It is however important that all donations and sponsorships are made in accordance with Sunway Healthcare's policies and receive prior authorization by Sunway Healthcare's Management or the Board.

6.2 Employees must ensure that all sponsorships and donations are not used as a subterfuge for bribery or used to circumvent or avoid any of the provisions of Sunway Healthcare's CCBE including in particular, the prohibition on bribery.

Employees of Sunway Healthcare needs to be certain that donations to local or foreign-based charities or beneficiaries are not disguised illegal payments or bribes to government officials, and must ensure that the charity does not act as a conduit to fund illegal activities in violation of international anti-money laundering, anti-terrorism and other applicable laws.

6.3 Generally, all sponsorships and donations must comply with the following:

- ensure such contributions are allowed by applicable laws;
- obtain all the necessary internal and external authorisations;
- be made to well established entities having an adequate organisational structure to guarantee proper administration of the funds;
- be accurately stated in the company's accounting books and records;
- not to be used as a means to cover up an illegal payment or bribery.

Examples of red flags to look out for are as follows:

- The proposed recipient /organisation has affiliations with a Public Official or their relatives are involved;
- The contribution is made on behalf of a Public Official;
- There is a risk of a perceived improper advantage for Sunway Healthcare;
- The proposed recipient is based in a high risk country, the request comes from a high risk country or the activity takes place in a high risk country.

6.4 Corporate Responsibility (CR)

6.4.1 As part of Sunway Healthcare's commitment to corporate responsibility and development, as a general principle, Sunway Healthcare provides such assistance in appropriate circumstances and in an appropriate manner. However, such requests must be carefully examined for legitimacy and not be made to improperly influence a business outcome.

6.4.2 The proposed recipient of assistance must be a legitimate organisation and appropriate due diligence must be conducted. Even requests determined to be legitimate must be carefully structured to ensure that the benefits reach their intended recipients. If you are in any doubt as to whether a charitable contribution or social benefit is appropriate, consult the Legal Services Department for assistance.

- 6.5 Sunway Healthcare requires employees to use good judgment and common sense in assessing the requests for donations, sponsorships and CR. When in doubt as to whether a charitable contribution or social benefit is appropriate, employees should seek further advice from Finance and Legal Services Department for assistance.

7. POLITICAL CONTRIBUTIONS

- 7.1 As a matter of general policy, Sunway Healthcare does not make or offer monetary or in-kind political contributions to political parties, political party officials or candidates for political office.
- 7.2 If any contribution is made, it must be permissible under applicable laws and must not be made with any promise or expectation of favourable treatment in return and must be accurately reflected in Sunway Healthcare's accounting records. Under no circumstances, however, will any employee be compensated or reimbursed in any way by the Company for a personal political contribution.

8. FACILITATION PAYMENTS & KICKBACKS

- 8.1 "Facilitation Payments" is defined as payments made to secure or expedite the performance by a person performing a routine or administrative duty or function. "Kickbacks" are typically payments made in return for a business favour or advantage.
- 8.2 Sunway Healthcare prohibits all its Employees from making or accepting, facilitation payments or "kickbacks" of any kind. Associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.
- 8.3 Any request for a facilitation payment MUST be refused and the matter MUST be reported immediately through the Whistleblowing Policy and Procedures (as listed in Section 13 – "Whistleblowing: Raising a Concern or Complaint").
- 8.4 All Employees are reminded that offering and/or receiving "facilitation payments" / "kickbacks" is a major misconduct as listed in the Acts of Misconduct in Sunway Healthcare's Disciplinary Policy & Procedures.

9. MONEY LAUNDERING

- 9.1 Sunway Healthcare strongly objects to practices related to money laundering, including dealing in the proceeds of criminal activities.
- 9.2 To avoid violating anti-money laundering laws, Employees are expected to always conduct reasonable due diligence on customers and counterparty to understand the business and background of Sunway Healthcare's prospective business customers and counterparties and to determine the origin and destination of money, property and services.

Detailed guidelines on Anti-Money Laundering Policy are further elaborated in the Anti-Money Laundering Policy.

10. DEALING WITH ASSOCIATES & THIRD PARTIES

10.1 Sunway Healthcare's dealings with Associates and third parties, which include contractors, independent contractors, suppliers, service providers, agents, tenants, independently contracted doctors, visiting doctors, consultants, joint venture partners, introducers, intermediaries etc., must be carried out in compliance with all relevant laws and consistent with the values and principles of Sunway Healthcare's CCBE. As part of this commitment, all forms of bribery and corruption are unacceptable and must not be tolerated.

10.2 To help ensure that we only carry out business with Associates and third parties that share Sunway Healthcare's standards of integrity, we must do the following:

- Conduct reasonable due diligence, where practical and relevant, to assess the integrity of Sunway Healthcare's prospective business counterparties. Do not enter into any business dealings with any Associates and third party reasonably suspected of engaging in bribery and improper business practices.
- All third parties are made aware of Sunway Healthcare's CCBE and this ABC Policy and our expectations of them.
- Appropriate background checks, where practical and relevant, should be conducted on the company, its directors and top management and this can be done through established due diligence process and procedures. The scope and extent of the due diligence required will vary depending upon the circumstances of each proposed transaction.
- Sunway Healthcare's Business Units (BUs) should also monitor significant Associates especially contractors and suppliers as part of their regular review of the performance of the Associates and third parties. Sunway Healthcare has the right to terminate their services in the event that these Associates or any third party gives or accepts bribes or act in a manner which is inconsistent with the CCBE and this ABC Policy.

11. DEALING WITH PUBLIC OFFICIALS

11.1 Sunway Healthcare strives to build transparent and fair relationships with government agencies and public officials. Sunway Healthcare Employees and Associates must exercise caution when dealing with public officials and appropriate action must be taken to comply with applicable laws and regulations of bribery and corruption in Malaysia and in all countries in which Sunway Healthcare operates.

12. RECRUITMENT OF EMPLOYEES

12.1 Sunway Healthcare provides equal opportunity for any qualified and competent individual to be employed by the Sunway Healthcare Group from various multicultural and multiracial background, sourced local and internationally.

12.2 The recruitment of employees should be 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.

12.3 In line with this, for all recruitments:

- Where applicable, 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;
- Offers of employment should not be given in exchange for or to reward any benefit received by Sunway Healthcare. All companies of the Sunway Healthcare Group should not offer employment, procure and/or create an opening within the company in exchange for a personal benefit or seek an unfair advantage in any business negotiation or as an inducement for future business.

13. WHISTLEBLOWING POLICY: RAISING A CONCERN OR COMPLAINT

13.1 Our success in combating all forms of bribery and corruption hinges on our personal commitment to adhere to this ABC Policy. Therefore, it is our responsibility to promptly report any suspected contraventions of this ABC Policy.

13.2 If you have any suspicions or concerns regarding conduct to which this ABC Policy applies, or if you become aware of any action in conflict with this ABC Policy, you must report those concerns or actions to your line manager, internal audit, human resources or legal department, or report your concerns, confidentially, by following the procedure set out in the Whistleblowing Policy and Procedures made available via the Sunway Group Governance Portal and Sunway Healthcare's website www.sunwaymedical.com.

13.3 Any Sunway Healthcare Employee who fails to report known or suspected violations may be subject to disciplinary action including termination of employment. In Malaysia, any person who knows and fails to report an act of giving and offering of bribes is committing an offence under Section 25(1) and (2) of the MACC Act 2009.

13.4 Any report made in accordance with Section 13.2 will be treated with utmost confidentiality. No Employee or Associate acting in good faith will suffer adverse consequences to his employment or retaliation for reporting or for refusing to engage in prohibited conduct, even if such refusal results in loss of business opportunities to any company within the Sunway Healthcare Group or the Sunway Group.

13.5 If you believe that you have suffered any detrimental treatment as a result of refusing to take part in bribery, or because of reporting concerns under this policy in good faith, you should raise the matter by following the procedure set out in the Whistleblowing Policy and Procedures.

14. TRAINING & COMMUNICATIONS

- 14.1 Sunway Healthcare Employees and Associates will be provided with regular anti-corruption compliance training programmes to educate them about the requirements and obligations of anti-bribery and corruption laws and this ABC Policy.
- 14.2 For successful compliance of this ABC Policy, the Sunway Healthcare Management will be responsible to ensure continuous efforts to communicate, train and educate all Sunway Healthcare Employees and Associates.
- 14.3 Records pertaining to training, education and communication programmes of Sunway Healthcare Employees and Associates are kept and maintained by the Human Capital Department for reference.

15. RESPONSIBILITY FOR THE POLICY

- 15.1 This ABC Policy is reviewed and approved by the Sunway Healthcare Board of Directors.
- 15.2 The Board of Directors and the Sunway Healthcare Management team set the tone at the top providing leadership and support for the ABC Policy and take responsibility for its effectiveness within their business units. The Sunway Healthcare Management is responsible for the implementation and all communication and training activities to ensure every employee understands and complies with this ABC Policy.

16. SYSTEMATIC REVIEW & MONITORING

- 16.1 Sunway Healthcare recognises that managing an anti-bribery and corruption programme is a continuous process and a systematic review and monitoring process is necessary to ensure its objectives are being met. The Sunway Group Audit Committee will be responsible for overseeing the process of reviewing the effectiveness and compliance with the anti-bribery and corruption programme and policy. The reviews may take the form of internal audits carried out by the Sunway Group Internal Audit Department (GIAD) or independent audits carried out by an external party, where necessary.
- 16.2 A review of the anti-bribery and corruption programme will be included in GIAD's Audit Plan on a yearly basis. The scope of the review should include evaluations of the design, effectiveness and compliance and provide recommendations for improvements, where required to ensure that the programme and policy remain relevant and adequate.

17. RECORD KEEPING

- 17.1 Sunway Healthcare and its respective business units will keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments to, and receiving payments from, any person.
- 17.2 Employees must ensure that all expense claims relating to hospitality, gifts or expenses incurred to Associates and/or any person are submitted in accordance with Sunway Healthcare's

applicable policy and specifically record the reason for such expenditure. Employees shall further ensure that all expense claims shall comply with the terms and conditions of this ABC Policy.

- 17.3 All accounts, invoices, contracts and other documents and records relating to dealings with Associates and/or any person shall be prepared and maintained with strict accuracy and completeness.
- 17.4 All Associates are reminded that no records shall ever be kept “off-book” to facilitate or conceal improper payments. All record keeping and Document Management System shall be fully in-line with Sunway Healthcare’s operating policies.