



ANTI- BRIBERY AND CORRUPTION POLICY

1. Introduction

- This Anti-Corruption and Bribery Policy ("the Policy") is part of West River Engineering Sdn Bhd, West River M&E Sdn Bhd, Voon M&E Sdn Bhd, Neutron M&E Sdn Bhd and Neutron Letrik Sdn Bhd ("West River Group") commitment in conducting its business in a legal and ethical manner that complies with all applicable laws, which include the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or reenactments that may be made by the relevant authority from time to time ("the MACC Act").
- West River Group takes reasonable measures and implement appropriate procedures to prevent involvement of bribery and corruption in its business practices.
- West River Group emphasis on the commitment to creating a bribery/corruption-free environment.
- This Policy is not meant to be exhaustive and should be read together with West River Group's Code of Conduct & Ethics, Whistle Blower Policy and other applicable policies and procedures.

2. Background and Objectives

2.1 Background

- This Policy emphasizes on the provision under Section 17A MACC Act 2009 that stipulates a corporate liability principle where a commercial organisation can be considered guilty if any of its employees and/or associates commit corruption for the benefit of the organisation. The commercial organisation is also considered guilty in the event whether or not, the upper management or its representatives know about the corruption acts committed by its employees or associates.
- This new provision encourages commercial organisations to take appropriate and parallel steps to ensure businesses are conducted with integrity and without corruption.

2.2 Objectives

- Based on the background above, the Objectives of this Policy is focused on :
 - Setting out West River Group's principles on bribery and corruption
 - Providing clarification on specific transactions and circumstances which fall under the ambit of this Policy
 - Preventing corrupt activities which fall under the MACC Act



- To provide adequate procedures to protect the Company, its directors, senior management and all levels of employees against any criminal offences arising from activities which are chargeable under the MACC Act

3. Board's Commitment

- The Board leads by example through their actual and perceived integrity against any forms of bribery and corrupted practices.
- The Board of Directors are the guardian for the existence and quality of this Policy.
- The Board delegates the implementation of the Policy to the senior management who in turn assimilate them into respective functions and areas of responsibilities of each employee.
- The Board uses the external advisor to assist it in assessing the effectiveness of the Policy and to review its level of compliance.
- The Integrity Officer is responsible to assist the Board to monitor and upgrade the Policy from time to time, subject to the Board's approval.

4. Scope

- This Policy is applicable to :
 - All employees of West River Group including directors whether employed on full-time or part-time basis, on contract, in probation or temporary basis ("Employees").
 - Business Associates who are business associates of West River Group such as those who carry out works for and/or on behalf of West River Group including provision of goods and services. They include but not limited to suppliers, contractors, sub-contractors, agents, consultants, advisors, customers, partners, distributors, solicitors, representatives and others ("Business Associates").
- This Policy forms an integral part of the terms and conditions of the employment and business contracts; as the case may be.
- In the event of conflict between mandatory law and this Policy, the law shall prevail.

5. Bribery and Corruption

- Bribery is the offering, giving, receiving or soliciting of any item of value to influence the actions of an official, or other person to gain advantage or benefit whether commercial, contractual, regulatory or personal.
- Bribery also includes an illegal or unethical gift or lobbying effort bestowed to



influence the recipient's conduct. It may take the form of money, goods, rights in action, property, preferment, privilege, emolument, objects of value, advantage, or merely a promise to induce or influence the action, vote, or influence of the recipient.

- Corruption is a form of dishonesty or abuse of power undertaken by a person or organization entrusted with a position of authority, to acquire commercial, contractual, regulatory or personal advantage or benefit. Corruption may include offering, giving, receiving, or soliciting of bribery.
- Briberies and corruption are illegal and therefore are NOT allowed in West River Group regardless of reason and who the giver and / or receiver parties are.

6. Gifts and Hospitality

- Employees and Business Associates are not allowed to promise, offer or give any gifts or hospitality in any form, in order to secure improper business advantage or to improperly influence business decisions whether to private or public officials and entities.
- Employees and Business Associates are also not allowed to require, solicit or accept any gifts and hospitality in any form for their own personal benefit or benefit of the Company.
- However, gifts and hospitality which are customary or festive in nature are allowed if they :
 - Are not lavish or excessive in value compared to the occasion
 - Will not result in undue influence or create obligation on the part of the recipient
 - Are not exclusively given to the particular recipient only
 - Are legal and compliant with relevant laws
- Employees and Business Associates must politely decline any offer of gifts or hospitality that are not allowed and explain our Policy to the third party.
- Employees and Business Associates must declare and surrender (for gifts) any gifts or hospitality which do not conform with the conditions above and that cannot be avoided immediately to upper management in accordance with procedures. The management will make a decision to donate, return or give away the gift as appropriate.

7. Donations & Sponsorships

- Donations and sponsorships to outside parties for the purpose of corporate social responsibility and charity are allowed but are subjected to prior approval from upper management.



- Whilst West River Group supports corporate social activities especially to the under-privileged, Employees and Business Associates must be careful to ensure that all donations and sponsorship are for legitimate purpose and not used to disguise any forms of bribery and corruption.
- The recipients of such donations and sponsorship must be legally registered entity and records of receipt properly surrendered to the Integrity Officer to be kept in the Company and be audited as necessary.

8. Facilitations Payments & Kickbacks

- Payments to expedite some administrative process by a third party are facilitation payments. Facilitation payments usually involve payments made to government officials but it can also be made to non-governmental third parties.
- Kickbacks are value received in return for a business favour or advantage. It can be in the form of cash, cash equivalent, favours, advantage, privilege or kind.
- West River Group prohibits making or receiving of Facilitation payments and Kickbacks by any of its employees. Any employee found to be involved in such transactions would have committed a misconduct and will be dealt with in accordance with the Company's rules and employment terms.

9. Business Associates' Roles and Responsibilities

- West River Group's Business associates must always abide by the Policy in all their business dealings with and for West River Group.
- West River Group's Business Associates are not allowed to offer, promise, solicit, give or accept bribes, in any forms, on behalf of West River Group and for all jobs related to West River Group.
- This Policy also applies to West River Group's Business Associates' suppliers, contractors, sub- contractors, agents, consultants, distributors, solicitors, representatives and others who are engaged by the Associates to carry out jobs and services for West River Group.
- This Policy is explained to Business Associates for their compliance and forms a part of the terms and conditions of engagement / contracts with them. Where appropriate, the terms and conditions of contracts will contain clause(s) pertaining to compliance of the Policy.



- Business Associates may liaise with West River Group or our Integrity Officer in case of doubt and for any clarification. Strict actions may be taken on Business Associates who breach this Policy, including termination of contract.

10. Employees' Roles and Responsibilities

- Compliance with the Policy together with the Company's Code of Conduct & Ethics, Whistle Blower Policy and other policies and procedures, forms an integral part of the Employee's terms of engagement.
- Employee who suspects or knows of a violation of the Policy has a duty to report by following the procedures of reporting as outlined in West River Group's Whistle Blower Policy. The Company's Whistle Blower Policy is available to all employees.
- Awareness of this Policy is part of employee training for all existing and new employees as well as training on regular basis.
- Breach of the Policy may lead to disciplinary action including termination of employment.

11. Risk Assessment and Management

11.1 Risk Assessment Process:

Frequency:

Conduct regular assessments to identify bribery and corruption risks associated with company operations, projects, and business relationships.

Stakeholder Involvement:

Engage relevant stakeholders, including project managers, procurement teams, and legal advisors, in the risk assessment process.

11.2 Risk Identification:

Project Specific Risks:

Identify bribery and corruption risks specific to each project, considering factors such as project location, stakeholders involved, and regulatory environments.

Third-Party Risks:

Assess risks associated with third-party relationships, including suppliers, contractors, and consultants.

11.3 Risk Analysis:

Likelihood and Impact Assessment:

Assign likelihood and impact scores to identify bribery and corruption risks. Categorize risks based on severity and potential impact on project objectives.



11.4 Mitigation Strategies:

Proactive Measures:

Develop proactive mitigation strategies for each identified risk. Prioritize measures that address the root causes of bribery and corruption risks.

11.5 Risk Register Update:

Documentation:

Maintain a comprehensive risk register that includes the details of assessed bribery and corruption risks. Document the assessment outcomes, including risk scores, identified vulnerabilities, and proposed mitigation strategies.

Integration with Overall Risk Management:

Integrate the bribery and corruption risk assessment outcomes into the broader organizational risk management framework.

11.6 Continuous Monitoring:

Regular Reviews:

Conduct periodic reviews of the risk register to ensure its relevance and alignment with the current business environment. Update risk assessments based on changes in project scope, external factors, or regulatory requirements.

11.7 Reporting:

Communication:

Communicate the outcomes of bribery and corruption risk assessments to relevant stakeholders, including senior management and the board. Provide regular updates on the status of risk mitigation efforts.

11.8 Training and Awareness:

Employee Training:

Provide training programs for employees involved in risk assessments to enhance their understanding of bribery and corruption risks. Foster a culture of awareness and vigilance against corrupt practices.

11.9 Legal Compliance:

Regulatory Updates:

Stay informed about changes in anti-bribery and corruption regulations. Ensure that risk assessments and mitigation strategies comply with relevant legal requirements.



11.10 Continuous Improvement:

Learning from Incidents:

Incorporate lessons learned from past incidents or industry cases involving bribery and corruption into future risk assessments.

Continuously improve risk assessment methodologies based on evolving best practices.

11.11 Board Reporting:

Regular Reporting to the Board:

Provide periodic reports to the board on the status of bribery and corruption risk assessments.

Seek board input and approval for significant risk mitigation strategies.

12. DUE DILIGENCE

12.1 Due Diligence Policy:

Clearly articulate the company's commitment to conducting due diligence on all relevant parties as an integral part of the Anti-Bribery and Corruption (ABC) program. Align the due diligence process with the objectives and principles of the ABC policy.

12.2 Due Diligence Process:

Integration with ABC Procedures:

Explicitly include Anti-Bribery and Corruption considerations in every stage of the due diligence process.

Ensure that due diligence procedures are consistent with ABC policies and objectives.

Collaboration with ABC Team:

Establish clear communication channels and collaboration between the due diligence team and the Anti-Bribery and Corruption compliance team.

12.3 Information Gathering:

Financial Records:

Assess financial records with a focus on identifying any irregularities or red flags related to bribery or corruption.

Legal History:

Investigate legal history for any past involvement in bribery or corruption-related activities.

Operational Details:

Evaluate the party's operational details to identify vulnerabilities to corrupt practices, such as opaque ownership structures or unclear procurement processes.



12.4 Bribery and Corruption Risk Evaluation:

Risk Scoring:

Integrate specific risk scoring criteria related to bribery and corruption into the due diligence process.

Assign scores based on potential exposure to bribery and corruption risks, considering factors such as the business environment, industry, and geographical location.

12.5 ABC Compliance Check:

Anti-Bribery Policies:

Confirm that the party has implemented and enforces robust Anti-Bribery policies and procedures.

Compliance with Legislation:

Verify compliance with relevant Anti-Bribery and Corruption legislation, international standards, and the company's specific ABC policies.

Check for any history of legal actions related to bribery or corruption.

12.6 Site Visits and Interviews:

On-Site Assessment:

During site visits, pay attention to any signs of unethical behavior or corrupt practices. Conduct interviews with key personnel to gauge awareness, commitment to anti-bribery measures, and understanding of the company's ABC policies.

12.7 Continuous Monitoring:

Ongoing ABC Oversight:

Implement continuous monitoring processes with a specific focus on ABC risks.

Regularly update risk assessments based on changes in the business environment, emerging risks, or detected vulnerabilities.

12.8 Reporting to ABC Compliance Team:

Documentation:

Maintain comprehensive documentation of due diligence activities, emphasizing ABC-specific findings.

Report ABC-related findings promptly to the Anti-Bribery and Corruption compliance team.

12.9 ABC Training and Awareness:

Incorporate ABC Training:

Ensure that employees involved in due diligence are adequately trained on recognizing and addressing bribery and corruption risks.

Foster a culture of awareness and responsibility regarding ABC issues throughout the due diligence process.



12.10 Continuous Improvement:

Learning from ABC Incidents:

Incorporate lessons learned from past ABC incidents into the due diligence process. Continuously improve due diligence methodologies based on emerging ABC best practices and evolving risks.

12.11 Legal Compliance:

ABC Regulatory Updates:

Stay informed about changes in Anti-Bribery and Corruption regulations. Ensure due diligence processes align with the latest legal requirements related to bribery and corruption.

13. Procedures, Documentation and Record Keeping

- Specific procedures for implementing the Policy is contained in the Anti-Bribery and Corruption Procedures of West River Group.
- Accurate and complete records must be properly stored and maintained as part of the usual course of business administration. These records also serve as evidence that payments made were bona-fide and not linked to bribery and corruption.

14. Review and Monitoring

- This Policy is subject to regular review and updates from time to time.
- Review for compliance of the Policy is embedded into day-to-day operational procedures. It is also subject to regular auditing by the Group's Internal Auditor for testing of effectiveness and consistent compliance.

15. Integrity Helpdesk

- If you require any clarifications on the Policy or have any queries where you are unsure about matters related to bribery and corruption, you may contact:
 - Contact Person : Integrity Officer
 - Email : lhyip@westriver.com.my
 - Telephone : +603-9132 5326

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