



People caring for people

**RAMSAY SIME DARBY HEALTH CARE
SDN BHD**

Anti-Bribery and Corruption Policy

05 February 2020

Rev 2

Objective

To set out the responsibilities of RSDHC Employees and Associates in observing and upholding company's position on bribery and corruption.

Scope

This policy applies to all Employees (whether permanent, fixed-term, casual or temporary) and Associates of RSDHC business

Policy

The purpose of this policy is to protect RSDHC and its Employees from breaches of anti-corruption laws by:

- clearly setting out the company's position on bribery, corruption and facilitation payments;
- clarifying the responsibilities of RSDHC and its Employees
- provide information and guidance on how to recognize and deal with bribery and corruption issues

Policy Statement

RSDHC conducts its business in an open, honest, fair and ethical way. RSDHC takes a zero-tolerance approach to all instances of Bribery and Corruption and requires RSDHC Employees to act professionally, fairly and with integrity always. RSDHC is committed to complying with all applicable anti-corruption laws in all jurisdictions in which its businesses operate.

Under no circumstances will RSDHC approve any offers made to win business or influence a business decision in RSDHC's favour. RSDHC Employees and Associates must not give, offer, promise, accept or request a bribe and must not cause or permit a Bribe to be given, offered, promised or accepted.

Reference

Ramsay Global Anti-Bribery & Corruption Policy (Feb 2019), Sime Darby Code of Business Conduct (Feb 2019), Sime Darby Anti-Bribery and Anti-Corruption Policy (Feb 2019)

Related Documents

RSDHC Code of Business Conduct (May 2015), RSDHC Risk Management Committee Terms of Reference (12 April 2019), RSDHC Whistleblowing Policy (1 March 2019)

Definitions

Associate	Any third-party individual or organisation who is not an Employee and is performing work for or on behalf of RSDHC including agents, brokers, business partners, consultants, contractors, franchisees, joint venture partners, joint venture entities (and their employees) stakeholders and other representatives.
Bribe or Bribery	Giving, offering, promising, requesting, agreeing to receive, or receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person to influence them corruptly or improperly in the exercise of their duty.
CEO	Chief Executive Officer (Group or Facility)
Corruption	Corrupt practice of illicit behaviour, including Bribery, extortion, fraud, nepotism, graft, speed money or facilitation payments, pilferage, theft, embezzlement, falsification of records, kickbacks, influence peddling, Money Laundering and campaign contributions.
Employee	Any person performing duties on behalf of RSDHC, whether or not directly employed, contracted or otherwise engaged by RSDHC and including permanent, casual, fixed term, temporary and workers wherever located.
Facilitation Payments	Payments made to government officials to expedite or secure performance of a non-discretionary, routine government action e.g. approving licensing applications, granting permits etc.
Government Official	<ul style="list-style-type: none">• officials, employees and contractors of any government department/ agency in Malaysia, Indonesia or in any other country; any public international organisation (e.g., the United Nations)

	<ul style="list-style-type: none"> • political parties and party leaders • candidates for public office; • executives and employees of government-owned or government-run companies (such as a doctor in a state-controlled hospital); or • an individual holding a legislative, administrative or judicial position. • anyone acting on behalf of any of the above officials
Money Laundering	<p>The process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.</p> <p>Includes situations where a person or entity receives funds where it is known, suspected or it would be reasonable to know or suspect that the funds are from illegal activities, or if the person is negligent as to whether that is the case.</p>
RSDHC	Ramsay Sime Darby Health Care and its related bodies corporate in Malaysia, Indonesia, Hong Kong or any of those entities, as the context requires.
Secret or Corrupt Commission	Where an agent (which includes employees) dishonestly receives or solicits money or other benefits (payment of money is not a requirement of the offence) from a third party in return for agreeing to act in a certain way, or be influenced to show any favour or disfavour to any person, in relation to the affairs or business of the agent's principal. Can include use of misleading documents or statements by agents with the intent of defrauding their principals.
Third Parties	Any individual or organisation with whom RSDHC Employees and Associates come into contact during the course of their duties for RSDHC and includes actual and potential patients, clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts, advisers, government and public bodies and health funds and other insurers.

1. Bribery and Corruption

It is illegal to pay or receive a Bribe whether paid or received directly or indirectly. There is no set monetary threshold that defines a payment as a Bribe. A Bribe can include money or anything of value where there is an intention to improperly influence the actions of a Third Party. It also covers payments or gifts as a reward for the improper actions of a Third Party. There is no need for the Bribe to be successful to be viewed as corrupt, the offering or accepting of it is generally enough to amount to a criminal offence.

These principles apply equally in any country in which RSDHC operates or carries on business.

2. Recognition of local and international legislation

RSDHC is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to Malaysia Anti-Corruption Act, Malaysian Penal Code (revised 1977) (and its amendments), Indonesian Anti-Corruption laws as manifested in Law No. 31 of 1999 regarding Eradication of Criminal Acts of Corruption (August 16, 1999), as amended by Law No. 20 Of 2001, Indonesian Anti-Bribery Law in Law No.11 of 1980 regarding bribery (October 27,1980), the US Foreign Corrupt Practices Act 1977 (amended 1998), and UK Bribery Act 2010. These laws prohibit bribery and corruption. Organisations are mandated to establish and maintain accurate books and records as well as adequate measures to prevent corrupt practices.

In case of conflict between mandatory law and the principles contained in this Policy, the law shall prevail.

3. Facilitation Payments

Facilitation Payments made anywhere in the world are prohibited by RSDHC and you must not make these types of payments regardless of local custom or law.

4. Secret Commissions/ Other Acts of Corruption

All Secret Commissions and other acts of Corruption are prohibited including fraud, embezzlement, Money Laundering, extortion, nepotism, graft, speed money pilferage, theft, embezzlement, falsification of records, kickbacks and other forms of influence peddling.

5. Donations

Political Donations

This policy does not prohibit donations to political parties, provided that they are never made in an attempt to influence any decision or gain a business advantage and are always publicly disclosed and comply with the requirements of this policy.

Political donations must be reported to Group CEO who must maintain a Political Donations Register. All political donations must receive prior written approval from the RSDHC Board, must be applied for the intended purpose, be disclosed, reported or published as required by applicable local law or government agencies and recorded in the RSDHC accounts.

Any indirect political donations must be pre-approved by the relevant Facility CEO in respect of any amount exceeding the set Limit of Authority and be reported to the Group CEO.

Charitable Donations

RSDHC only makes charitable donations that are legal and ethical under local laws and practices. Charitable donations can only be offered by Facility CEO as per their Limit of Authority and with prior approval of Group CEO.

6. Gifts, Entertainment, Travel Expenses and Corporate Hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.

RSDHC recognizes that accepting or offering gifts, entertainment or hospitality of moderate value may be customary and in accordance with local business practice. However, all business gifts, hospitality, business entertainment and travel expenses must comply with the RSDHC Code of Business Conduct and RSDHC Gifts and Hospitality policy, must be appropriate in the context of the relevant relationship and must not be offered or accepted in circumstances which could be considered to give rise to undue influence. Refer to the *Anti-Bribery Checklist*.

Not Acceptable/ Breach	Acceptable
<ul style="list-style-type: none"> • provision of business gifts, hospitality and business entertainment to any Government Official • provided to a single individual or single organisation on multiple occasions; • received in a context that makes them inappropriate (e.g. the provider is in the process of a competitive tender for the relevant division); or • include cash, loans or cash equivalents (such as gift certificates or vouchers). 	<ul style="list-style-type: none"> • done for the purpose of general relationship building only; • not reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient; • complies with the local law of the jurisdiction in which the expenditure is made; • given in an open and transparent manner; • complies with any financial limit on gifts, entertainment or hospitality that may be accepted or offered that has been set by RSDHC or its businesses.

7. Dealing with Associates

Any Employee proposing to engage a Third Party to act for or on behalf of RSDHC (i.e. Associate) should:

- ensure that compliance with any relevant anti-bribery and corruption laws that may apply are part of the Associate's contractual obligations, and that RSDHC has the capacity to cease all dealings with the Associate, without penalty, in the event that the Associate breaches any applicable anti-bribery and corruption law.
- implement appropriate controls to ensure that the actions of the Associates will not adversely affect RSDHC, including a ban on dealings with Associates who do not comply with this policy.
- not make a payment to an Associate if they know or suspect that the person may use or offer all or a portion of the payment directly or indirectly as a Bribe.
- ensure that Associates are legitimate service providers. If in any doubt about the legitimacy of a proposed Associate, the Employee must discuss his/her concerns with their Line Manager/ Facility/ Group CEO prior to entering into any arrangements with the Associate.
- carry out due diligence checks to the service to be provided including a corruption risk assessment.
- retain all paperwork and records documenting the due diligence checks and risk assessment for six years from the date of completion of the project or transaction.
- Ensure particular care:
 - with operations proposed (to any extent) in countries assessed as having a high corruption risk by Transparency International (these assessments can be accessed online <http://www.transparency.org/research/cpi/overview>)
 - where an Associate is intended to be involved in negotiating any business arrangements or transactions with the public sector on behalf of RSDHC (including bidding for tenders, negotiating supply contracts, arranging leases or licenses or providing transportation or customs clearance services).

Where RSDHC holds a majority ownership in/ otherwise effectively controls a joint venture, the joint venture entity must comply with this policy.

8. Joint Ventures and Acquisitions

Where RSDHC does not exercise effective control of a joint venture, RSDHC is nonetheless committed to exercising its influence to assist the joint venture entity to avoid improper conduct. The conduct of the joint venture entity and its employees, even where RSDHC does not exercise effective control, may still have an impact on RSDHC.

Where a joint venture is proposed, as part of proper due diligence on the venture, a report addressing all elements of Corruption, including Bribery, must be completed for consideration by the RSDHC entity proposing the joint venture.

9. Conflict of Interest

Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with that person's objectivity when performing duties or exercising judgement on behalf of RSDHC. Employees should avoid or deal appropriately with situations in which personal interest could conflict obligations or duties. Employee must not use their position, official working hours, RSDHC resources and assets for personal gain or to RSDHC's disadvantage.

10. Record Keeping

All payments made or received by RSDHC must be accurately recorded in RSDHC's books and records. All financial transactions must be authorised by appropriate management in accordance with internal control procedures.

All finance paperwork and records, such as contracts, invoices, receipts, bank statements or commission or rebate slips relating to an Associate should be retained for at least 7 years

11. Reporting Non-Compliance or Concerns

If Employees have any suspicions, concerns or queries regarding this policy or whether Bribery or Corruption has occurred, they should raise these with their Unit/ Department Head, Facility CEO or through the confidential Whistleblower channels at the earliest possible stage.

The *Anti-Bribery Checklist* attached to this policy provides a summary of some key elements when considering whether their actions comply with this policy. The overall context and circumstances of each case will be considered in determining whether or not specific behaviour has been inappropriate or in breach of this policy.

All matters will be dealt with in confidence and in strict accordance with any applicable legislation which protects the legitimate personal interests of Employees. RSDHC is committed to ensuring that no RSDHC Employee suffers detrimental treatment as a result of refusing to take part in conduct that may constitute Bribery or Corruption or raises a genuine concern in respect of any such conduct.

12. Training and Communication

Training on this policy forms part of the induction process and ongoing training programme for all RSDHC Employees. For high level executives and Employees whose work involves regions or areas of assessed as having a high corruption risk the training programme may be more detailed and extensive.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

13. External Communication

Communication of the company's zero tolerance approach to Bribery and Corruption must be communicated to all Associates and proposed suppliers, contractors and business partners at the outset of company's business relationship with them and as appropriate during the course of their work for the company.

14. Consequences for Breaches of Anti-Bribery and Corruption Policy or Anti-Corruption laws

Consequences for individuals:

If an Employee commits or in the reasonable opinion of RSDHC has committed an act of Bribery or Corruption, the individual could be imprisoned, disqualified from acting as a director, face significant monetary fines (which RSDHC will not pay) and/or most likely be terminated without compensation. Further legal action may also be taken in the event that RSDHC's interest have been harmed as a result of non-compliance.

Consequences for RSDHC:

If an Employee or Associate is found by a competent court or regulator to have committed an act of bribery or corruption, RSDHC could receive an unlimited fine, be prevented from bidding for government contracts and lose the ability to trade in certain jurisdictions. RSDHC could also face damage to its corporate brand and reputation, loss of business, legal action by competitors, litigation or substantial investigation expenses. In addition, under certain anti-corruption laws, the directors and senior officers of RSDHC can be held personally liable for the breaches committed by Employees and Associates and face significant fines and/or imprisonment.

Consequences for Associates:

RSDHC will avoid or cease doing business with any Associates who do not commit to doing business without Bribery or who are later found to have engaged in Bribery or corrupt practices.

15. Enforcement and Discipline

RSDHC will appropriately investigate all allegations of Corruption and Bribery and take legal and/or disciplinary action in all cases where it is considered appropriate. Where a case is referred to the police or other law enforcement agency, RSDHC will co-operate with the criminal investigation which could lead to the Employee being prosecuted.

16. Risk Assessment, Monitoring and Review

The RSDHC Risk Management Committee (RMC) will have primary responsibility to the Board for having adequate structures in place to regularly assess, monitor and review the risk of Bribery and Corruption across its global operations. The RMC is responsible for implementing this policy in each RSDHC regional business, monitoring its use, effectiveness, dealing with any queries on its interpretation as well as reporting to the RSDHC Board on the matters covered by this policy

The Facility CEOs shall consult with the Heads of each Department (in particular the Legal, HR, and Finance) to develop, monitor and update appropriate bribery prevention procedures, internal control procedures and audit processes.

17. Policy Review

The RMC will review this policy from time to time and at least every three (3) years. Any significant changes to this policy will be communicated to all Employees (and Associates where appropriate) by the method most practicable, including email updates and the provision of training where appropriate.

Appendix 1: ANTI-BRIBERY CHECKLIST

1. Gift, Entertainment or Hospitality

- 1.1 Ensure that the giving/ accepting of any gift, entertainment or hospitality is done in an open and transparent way
- 1.2 Ask yourself: would I be comfortable telling my line manager about this?
- 1.3 Ask yourself: is it reasonable and would RSDHC be willing to reciprocate by giving such gifts, entertainment or hospitality?
- 1.4 Accept/ give occasional, modest gifts and entertainment that are legitimately provided or accepted as a way of fostering business relationships between RSDHC and Third Parties, after advising or consulting with your line manager

2. Associates/Third Parties

- 2.1 Carry out due diligence checks on Associates including:
 - checking the identity of Associates, including directors, shareholders and related bodies corporate of Associate companies and offices and directorships held by individuals;
 - checking that they are legitimate and trustworthy using online search engines such as Google as well as official sources such as company and credit registers, registration checks and relevant regulatory sites or publications and reference checks;
 - checking that they are not known to have been involved in any corrupt activity or bribery;
 - checking the bribery risks in the location and country the Associate operates;
 - checking the legitimacy and risks of the Associate's other businesses, business partners or joint ventures;
 - checking the nature of the proposed project or transactions;
- 2.2 Advise of RSDHC's requirement, and obtain the agreement of third parties (particularly associate and joint venture partners or entities) to adhere to the policy as part of the engagement process;
- 2.3 Keep all paperwork and records evidencing the checks you have carried out on associates, finance paperwork as well as records (i.e. contracts, invoices, receipts, bank statements or commission or rebate slips) with the Associate for at least 6 years from the date of the project or transaction;
- 2.4 Ensure that all payments made or received by RSDHC are accurately recorded in RSDHC's books and records;
- 2.5 Ensure that all financial transactions are authorised by appropriate management in accordance with internal control procedures.
- 2.6 Check with the Unit/ Department Head or Facility/ Group CEO:
 - if a third party has given you, or has offered to give you, gifts or hospitality of more than RM 200/ IDR 670,000/ HKD 400 and you are concerned that refusal will cause offence;
 - if you are invited to any event that is being funded by a third party which includes overseas travel;
 - if they are satisfied with the checks you have carried out on that intermediary or agent before engaging with any new third party or agent
- 2.7 Report as soon as possible to the Group CEO or the confidential Whistleblower channels, any concerns you have about any conduct you suspect or know may constitute bribery or corruption.

DO NOT:

- × accept gift or cash greater than RM 200/ IDR 670,000/ HKD 400 without recording on the gift register
- × accept a gift of a holiday;
- × accept gifts or hospitality given by a third party to your relatives or friends, regardless of value, except that relatives (e.g. your partner) may attend events with you, where your attendance at the event does not breach this policy and their attendance is appropriate in the context of the event;
- × offer gifts or hospitality to friends or relatives of third parties (other than as excepted above) as this could be seen as trying to win or secure contracts;
- × permit a third party to sponsor or fund a personal event for you (e.g. free catering for a wedding or party)
- × accept tickets to sporting, cultural or social events if the host is not present at that event;
- × offer or accept a gift or hospitality that could influence, or be perceived to influence, your decision-making process on behalf of the business, or a third party's decision-making process, including when you are negotiating on behalf of RSDHC or looking to win contracts for RSDHC;
- × offer or accept a gift, hospitality or entertainment during an active tender process or contract negotiations with that third party regardless of the value or nature of the gift, hospitality or entertainment;
- × accept gifts or hospitality if you think it might impair your objective judgment, influence your decision making or create a sense of obligation;
- × offer or accept gifts or hospitality if there is a risk they could be misconstrued or misinterpreted by others for example lavish gifts and entertainment;
- × split a gift between colleagues if a purpose of the split is to reduce the face value therefore bringing it under any thresholds set out in the Gifts and Hospitality policy
- × offer or accept gifts or hospitality that are not reasonable or proportionate. Refer to the Gifts and Entertainment policy (if any in your country of business) for further details.
- × make a payment to an agent or intermediary which you know, or suspect may be used or offered as a bribe;
- × use an agent or intermediary that is found from checks to have poor references or an unsatisfactory reputation;
- × seek to hide a payment or disguise the nature of it made to or by RSDHC.