



ASTRO MALAYSIA HOLDINGS BERHAD

Company No. 201101004392 (932533-V)

# **ASTRO MALAYSIA HOLDINGS BERHAD**

## **Anti-Bribery and Corruption Policy**

## **Group CEO Statement**

Astro Malaysia Holdings Berhad and its subsidiaries (collectively, "**Company**") are committed to ensuring that our business and operation meets its legal obligations and prevents, detects and penalises corrupt practices, and opportunities for bribery and corruption are reduced, if not eliminated.

We require all of the Company's employees at all times to act honestly and with integrity, and to safeguard the Company's assets. Bribery is an ever present threat to our assets and resources, and therefore it is crucial that we join hands to fight against any form of bribery or corruption in our business.

The Company's Board, Senior Leadership and all its employees do not tolerate any form of corruption (including the giving and receiving of bribes) within the Group and will take very seriously any attempt to commit corrupt practices by personnel, contractors, agents and business partners. Cases of suspected corruption will be properly investigated and appropriate action taken, including reporting to the appropriate authorities, disciplinary action, prosecution and active pursuit of recovery.

The Company's employees are actively encouraged to report any case of suspected corruption either to their line manager, Director People & Workplace or Vice President, Corporate Assurance via the Company's Whistleblowing Line.

This Policy is adopted and endorsed by our Board of Directors and is to be communicated to everyone in our business to ensure their commitment to it. Our Senior Leadership Team attaches the utmost importance to this Policy and apply a "**zero tolerance**" approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf, including advisors, agents or contractors.

More specifically, we have introduced new Gifts and Hospitality policies to capture specific thresholds on gifts and hospitality as well as streamlined its corresponding approval processes. We expect all of the Company's Board, Senior Leadership and employees to fully comply with the policies and procedures set out within this Policy.

We also expect that all third parties dealing with the Company to apply the highest ethical standards in their business relationships and that they have an appropriate anti-corruption compliance framework in place.

Any breach of this Policy will be regarded as a serious matter and is likely to result in disciplinary action. If you have any question or concerns, please consult Human Capital.

Henry Tan Poh Hock  
Group CEO



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## 1.0 INTRODUCTION

### Purpose

The Board of Directors of Astro Malaysia Holdings Berhad, including its subsidiaries (collectively, "**Company**"), has a zero tolerance against all form of bribery and corruption.

As part of this commitment, the Company has developed the Astro Anti-Corruption Framework ("**AACF**") Manual to provide an overview of the key principles outlined in AACF policies and procedures, which is in line with the applicable laws and regulations in Malaysia. The AACF intends to fulfill the requirements set forth in The Guidelines on Adequate Procedures to Section 17A (5) of Malaysian Anti Corruption Commission Act 2009 ("**MACC Act**").

### Scope and Application

This AACF Manual is intended to apply to:

- (a) all of the Company's Board of Directors (executive and non-executive) ("**Directors**"), except otherwise stated in this Manual;
- (b) all of the Company's employees, including permanent and on contract employees, ("**Employees**"), regardless their position or role;  
  
(collectively, "**Personnel**"); and
- (c) all business associates, including vendors, contractors, sub-contractors, consultant, agents, representatives, and other intermediaries who are performing work or services, for and on behalf of the Company ("**Business Associates**"),

All Personnel and Business Associates, including those of the Company's joint ventures and any significant investment, are expected to read, understand and comply with the requirements set in the AACF. No waivers or exceptions will be granted for practices that deviate from AACF principles.

In the event of conflict between the content of the AACF and any applicable law, the applicable law shall prevail and the Personnel shall comply with applicable law.

### What is Bribery and Corruption?

In line with the MACC Act and the Guidelines of Adequate Procedures, the Company has developed and implemented a comprehensive set of measures to combat bribery and corruption of all forms related to the Company's operations.

### Bribery

Under the MACC Act, "gratification" or more commonly known as "bribery" means offering, giving, receiving or soliciting something of value (for example money or information) in an attempt to illicitly influence the decisions or actions of a person with a position of trust within an organisation.

### Corruption

According to Transparency International<sup>1</sup>, corruption means the abuse of entrusted power for personal gain. However, corruption has a broader definition than bribery. This Manual therefore refers to "bribery and corruption" as a standard term to cover all types of gratification.

### Understanding and Declaration

All Personnel and Business Associates must **read, understand, comply** and **declare** their acceptance and compliance with this AACF by completing the Personnel Integrity Pledge or Third Party Integrity Pledge as appropriate.

We also expect all other parties that are engaging with the Company to **read, understand** and **comply** with the AACF.

### Consequences and Implication

Engaging in bribery and corruption is illegal according to both local and international legislation. Under MACC Act, if you participate in bribery and corruption, you may be subject to:

1. **Imprisonment up to 20 years; and**
2. **A fine of not less than ten times the sum or value of the relevant bribe (gratification) or RM1 million, whichever is higher (no upper limit)**

Failure for Personnel to comply with this AACF, including non-completion of trainings relating to anti-bribery and corruption, will result in disciplinary action, up to and including termination of employment or dismissal.

<sup>1</sup> Transparency International is an independent, non-government and organization which is committed to fight against corruption. For more information on Transparency International, please visit

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Since our principles are based on legal requirements, violating them could subject the Company, its Personnel to penalties including fines, imprisonment and other criminal or civil sanctions.

These violations may also result in high costs, personal reputational damage or loss of professional accreditation and severely damage the reputation of the Company.

Failure for Business Associates to comply with this AACF may result in the termination of the business relationship with the Company.

### Dealing with Difficult Situations

Refer to the DO's and DON'T' below:



You SHOULD:

- ✓ Read, understand, comply to this AACF.
- ✓ Sign a declaration on regular basis as determine by the Company.
- ✓ Be aware of the potential risk scenarios "red flag" (such as unusual or suspicious transactions, unexplained invoices, incomplete information and receiving gift and hospitality).
- ✓ Communicate the Company's principle and the importance of spotting red flag to the team members and any external party you are engaging with.
- ✓ Attend mandatory anti bribery and corruption training.
- ✓ Report any non-compliance of the AACF to line manager, Compliance Unit or through the whistleblowing channel.

Dealing with situations that may potentially involve bribery and corruption can be difficult. If you are not sure whether an act may be considered as a bribe, then ask yourself these following questions:

1. Is this a bribe? Are you being pressured to provide something that you are not comfortable with?
2. Is this legal? Are there any laws/regulations/company policies that addresses this situation?
3. Will your act have a negative impact on the Company's reputation/business?
4. How would you feel if your decision(s) were highlighted in the media?



You SHOULD NOT:

- ✗ Participate in any illegal any illegal or illicit acts of bribery or corruption.
- ✗ Misuse your position or the Company's name for your personal benefit, or to the detriment of the company.
- ✗ Fail to report any real or suspected incidents of bribery and corruption.
- ✗ Conceal, alter, destroy or otherwise modify any information on incidents of bribery and corruption.
- ✗ Collude with Business Associates in making false claims relating to work orders/projects /products and services.

## 2.0 DECLARING CONFLICT OF INTEREST

All Personnel and Business Associates shall declare conflicts of interest on a periodic basis and/or where actual, potential or perceived conflicts arises.

### What is Conflict of Interest?

A “**conflict of interest**” arises in a situation where you are or maybe in a position to take advantage of your role by using power, confidential information, assets or intellectual property for the benefit of yourself or a **closely related person**.

### Who is a Closely Related Person?

A “Closely Related Person” is someone you are related to (e.g. relative or immediate family), have a personal friendship/relationship with, or anyone living in the same household as you.

Based on the MACC Act, ‘relative’ includes:

- Spouse
- Siblings (brother(s)/sister(s)).
- Spouse’s siblings.
- Direct line of ascendant (parent/grandparents) or descendant (children/grandchildren) including your spouse’s and your spouse’s siblings.
- Uncle, aunt or cousin.
- Son-in-law or daughter-in-law.

### Types of Conflict of Interest

There are three (3) types of conflicts of interest:

#### a) Actual conflict of interest

When you face a real, existing conflict. This would be the case if you can influence decisions that are to be made by the Company with respect to dealings with a business, enterprise or entity owned or partially owned by you, your family/household members, associates or friends.

#### b) Potential conflict of interest

When you are in or could be in a situation that may result in a conflict, but this has not fully materialised.

#### c) Perceived conflict of interest

When you are in or could be in a situation that may appear to be a conflict, even if this is not the case.

If you are unsure whether you have either an actual, potential or perceived conflict of interest, you should consult Human Capital for advice. Alternatively, if in doubt, you are advised to make a declaration to Human Capital and Corporate Assurance.

### When do We Declare?

Employees are required to make their declarations through the Conflict of Interest Declaration Form on an annual basis or as and when they are taking up a new position in the Company.

Employees must also make a declaration through the Conflict of Interest Declaration Form if they become aware of a conflict at any other time (an ‘ad hoc’ declaration).

The Group CEO and Directors are required to make their declarations through the same Conflict of Interest Declaration Form on an annual basis.

Business Associates are required to declare prior to onboarding or when there is a change of circumstances by completing a Third Party Due Diligence Questionnaire.



#### You SHOULD:

- ✓ Declare any actual, potential or perceived conflict of interest to Human Capital
- ✓ Periodically declare any conflict of interest according to the scheduled declarations process.
- ✓ Declare conflict of interest when taking up a new position (i.e through promotions or job transfer)
- ✓ Seek conflict of interest declaration from business associates you intend to deal with or have dealing with.



#### You SHOULD NOT:

- ✗ Conceal any actual, potential or perceive conflict of interest that may put your integrity, credibility and decision making in question.
- ✗ Make decision when there is an actual or potential conflict of interest between you and the other party (such as during contract negotiations or tender process) without first making a disclosure.

### 3.0 NO GIFT POLICY AND HOSPITALITY

#### 3.1 No Gift Policy

Personnel and its Business Associates, including their Closely Related Person(s)<sup>1</sup> are prohibited from directly or indirectly, giving and receiving gifts that may influence good judgement and decision making, subject to certain **limited exceptions**.

##### Giving Gift

Generally, Personnel including their Closely Related Person(s) are not allowed to give or provide gifts to Business Associates and other parties engaging with the Company, with the exceptions of the following:

- (a) A gift featuring the Company's logo or brand (e.g. diaries, lanyards, pens, etc.), and is part of an approved marketing or promotional campaign;
- (b) The gift is exchanged at a company-to company level (e.g. for official events or launches);
- (c) The gift is a token of appreciation at an official function or public event (e.g. door gifts at conferences, open house);
- (d) The gift is given as part of the Company's Corporate Social Responsibility ("CSR") programme; or
- (e) The gift is offered in conjunction with any festive or occasion.

Even with the exceptions listed above, all Personnel, including their Closely Related Persons are expected to exercise proper care and judgment in handling gift activities and are **strictly prohibited** from giving the following:

- (a) Any gift of cash or cash vouchers;
- (b) Any gifts to parties engaged in a tender or competitive bidding exercise;
- (c) Any gifts that comes with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome is required in return for the gift;
- (d) Any gift which is lavish and/or excessive or may adversely tarnish the reputation of the Company; or

- (e) Any gift that would be illegal or in breach of applicable laws on bribery and corruption.

##### Receiving Gift

If you are offered or receive a gift from an external party or where there is a conflict of interest, you are required to politely refuse or return the gift, and inform the giver with a polite notification of the Company's "No Gifts" Policy.

#### 3.2 Hospitality

##### What is Hospitality

Hospitality comes in many forms, consisting of travel or transportation, accommodation, entertainment and recreation (leisure activities) and meals.

The Company **strictly prohibits** the giving and receiving of hospitality in the following situations:

- (a) Any hospitality provided or received with a view to improperly cause undue influence on any party in exchange for some future benefit or result;
- (b) Any hospitality provided or received with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome is required;
- (c) Any hospitality during specific time periods, such as parties engaged in a tender or competitive bidding exercise (where you are involved in the exercise) or contract negotiations (except for normal meals during or after contract negotiation sessions provided it is not lavish or excessive);
- (d) Any hospitality provided or received that would be illegal or in breach of any applicable laws;
- (e) Any hospitality that are sexually oriented;
- (f) Any hospitality provided or received that would be perceived as lavish or excessive or may adversely tarnish the reputation of the Company; or
- (g) Any hospitality offered or accepted frequently with the same party.

<sup>1</sup> as defined under Section 2.0 of this AACF.

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All Personnel are required to exercise proper care and judgment before accepting hospitality offered or provided by third parties. This is not only to safeguard the Company's reputation, but also to protect Personnel from allegations of impropriety or undue influence.



### You SHOULD:

- ✓ Communicate on No Gifts Policy to third parties engaging with the Company, and request their understanding and adherence to this policy.
- ✓ Exercise good judgement when giving or receiving gifts to avoid tarnishing the Company's reputation or creating a negative perception of bribery and corruption.
- ✓ Politely refuse or return any gift offers ( includes festive hampers, gifts delivered off-site, vouchers and discounts offered by third parties) unless it is within the limited exceptions.



### You SHOULD NOT:

- ✗ Offer or accept any gift of cash or cash vouchers and any hospitality that may create a sense of obligation, or comes with a direct/indirect suggestion, hint or expectation of special treatment or create conflict of interest that would be perceived negatively.
- ✗ Offer or accept gifts which do not fall within the limited exceptions as stated above.
- ✗ Offer or accept any gifts and/or hospitality to parties engaged in a tender or competitive bidding exercise.
- ✗ Accept gifts that are delivered off-site (i.e. your home) from business associates or any other parties engaging with the Company.
- ✗ Exchange hospitality frequently with the same person or party over a period of time.
- ✗ Offer or accept any gifts and/or hospitality that would be illegal or in breach of any applicable laws.



## 4.0 SPONSORSHIP AND DONATIONS

As a responsible corporate citizen, the Company is committed to contribute to the wellbeing of the communities. It is important that all Corporate Social Responsibilities (“CSR”), sponsorships and donations are made in accordance with the the Company's policies and procedures and as permitted by existing laws and regulations. However, these activities may be misused or perceived as vehicles for bribery and corruption.

All of these activities shall be made in accordance with the following:

- (a) ensure such contributions are allowed by applicable laws;
- (b) be made to legitimate entities having an adequate organizational structure for proper administration of the funds;
- (c) be accurately stated in the Company's accounting books and records; and
- (d) not to be used in return of an improper business advantage or be used as a means to cover up a bribe.

For avoidance of doubt, donations and sponsorship are **strictly prohibited** in the following situations:-

- (a) Any sponsorship and donation request that comes with a direct/indirect suggestion, hint, understanding or implication that some expected or desirable outcome is required;
- (b) Any sponsorship and donation that is illegal or in breach of any applicable laws;
- (c) Any sponsorship and donation that is excessive or may otherwise tarnish the reputation of the Company; or
- (d) Any sponsorship and donation that is used as a conduit to circumvent, avoid or evade the law or regulatory requirements.

All Personnel are encouraged to use good judgement and common sense in assessing sponsorship and donation requests.

Due diligence will be conducted to ensure that the requests are legitimate and that any red flags are solved prior to committing the funds. Examples of red flags to look out for include:

- (a) the proposed recipient has affiliations with government officials or their relatives are involved;
- (b) the funds are made on behalf of a government official;
- (c) there is a risk of perceived improper advantage for the Company;

- (d) 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.

### Political Contributions

We do not make political donations (i.e. donations to politicians or political campaigns or candidates for political offices) and we do not allow the Company's resources to be used for this purpose.

However, the Company encourages Personnel to participate in the political election process by voting. Personnel may choose to make personal political contributions as appropriate within the limits established by the law

The Company has the right to engage and communicate its views and position on issues of public interest in line with our responsibilities as TV broadcaster.



#### You SHOULD:

- ✓ Ensure that all request has been carefully examined for legitimacy purposes and not be made to improperly influence a business outcome
- ✓ Ensure all request shall be made in accordance with the Company's policies and procedures.
- ✓ Avoid making cash donations whenever possible.
- ✓ Conduct due diligence on all parties who are requesting/receiving the donations or sponsorship.



#### You SHOULD NOT:

- ✗ Commit to a request without first undergoing proper process and procedures to evaluate the legitimacy.
- ✗ Accept donation or provide sponsorship during or after contract negotiation/ significant event
- ✗ Contribute on behalf of the Company to politicians or political campaigns or candidates for political office
- ✗ Accept any offer for sponsorships that will influence decision making.

## 5.0 DEALING WITH FACILITATION PAYMENTS

### What is Facilitation Payment?

A “facilitation payment” is a payment received or made to a decision maker or an administrative staff (in either public or private sectors) to speed up a process or secure licenses/permits.

Facilitation payments are illegal under the MACC Act as it falls within the meaning of gratification or bribery.

Facilitation payments need not involve cash or other financial asset, it can be by any sort of advantage with the intention to influence them in their duties.

### Making Facilitation Payment

Identifying the difference between a legitimate request for payment in exchange for a service, and an illegal request for a bribe can be difficult.

If you face this problem, stop and ask yourself these questions:

- Am I able to obtain an official receipt for the payment?
- Am I being pressured to make the payment?

If you are unable to obtain an official receipt, or feel pressured into making a payment, the officer or representative may be asking you for a facilitation payment.

## 6.0 VIOLATIONS AND INVESTIGATIONS

Any conduct which is non-compliant or in violation of this AACF will be taken seriously and are subject to disciplinary actions.

Where non-compliance of the AACF is detected or a complaint is received, the Whistleblower Hotline Committee shall oversee the investigation process. Please refer to the **Whistleblower Policy** below for more details.



### You SHOULD:

- ✓ Be aware of any signs that you are being asked for or being offered a facilitation payment.
- ✓ Communicate the Company's value on facilitation payments to relevant parties you are engaging with.
- ✓ Ask for official receipts for all payments.
- ✓ Report the incident via whistleblowing channels.



### You SHOULD NOT:

- ✗ Accept or obtain, either directly or indirectly, facilitation payments from any person.
- ✗ Fail to report any real or suspected incidents of requests for facilitation payment.

## 7.0 WHISTLEBLOWING

### Open Door and Speak Up

We encourage openness, transparency and accountability in ensuring prompt action is taken where necessary, in order to mitigate any potential financial or reputation damage arising from serious forms of misconducts.

We also encourage reporting (whistleblowing) (whistleblowing) of real or suspected cases of bribery and corruption without fear of retaliation or reprisal.

We have in place a Whistleblowing Policy, which provides channels for secure reporting of concerns about instances of bribery and corruption and other forms of misconduct.

### Whistleblowing Channels

The whistleblowing channels available include the following:

- Call or SMS 019-6002258 (office hours from 9am to 6pm)
- Email to whistleblowingline@astro.com.my
- Letters/documents to be addressed to the Head of Corporate Assurance or the Chairman of Audit and Risk Committee.

These channels are managed by Corporate Assurance who also assumes primary responsibility for the investigation and recommendation to the Board.

You may lodge an anonymous report. However, you must also be aware that there must be sufficient evidence in order for the Company to conduct an investigation. You are therefore encouraged to provide detailed, factual information to assist with the investigation (i.e. who, what, where, when, how).

All disclosures are protected with confidentiality and the whistleblower's identity will be protected against retaliation in any form, provided that the report is done in good faith.



#### You SHOULD:

- ✓ Report any real or suspected cases of bribery, corruption or misconduct through the designated whistleblowing channels.
- ✓ Provide detailed, factual information to assist with the investigation (i.e. who, what, where, when, how).
- ✓ Provide your contact details when reporting through whistleblowing channels. While anonymous reporting is allowed, you are strongly encouraged to provide some form of contact details e.g. email, for Corporate Assurance to update you on the investigation progress.
- ✓ Encourage Business Associates or any parties engaging with the Company to report any concerns through the whistleblowing channels.



#### You SHOULD NOT:

- ✗ Report false, baseless, or malicious allegations.
- ✗ Fear retaliation or reprisal for reporting in good faith.