

DOLPHIN INTERNATIONAL BERHAD

[Registration no. 201201016010 (1001521-X)]

(Incorporated in Malaysia)

ANTI-BRIBERY AND CORRUPTION POLICY

INTRODUCTION

Purpose

The purpose of Anti-Bribery and Corruption Policy (“ABC Policy” or “this policy”) is to set out responsibilities of Dolphin International Berhad and its subsidiaries (collectively referred as “the Group”) to comply with laws against bribery and corruption and provide guidance on how to recognise and deal with bribery and corruption issues, to ensure that the Group’s business is conducted in an ethical manner.

Policy Statement

The Group is committed to conduct business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery.

The Group will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We shall also adhere to the Guidelines on Adequate Procedures pursuant to Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission (Amendment) Act 2018, in regards to our conduct both at home and abroad.

Scopes and Applicability

This policy applies to the Group, all its personnel; directors (both executive and non-executive); and business associates engaged in activities with the Group.

Definitions

“**ABMS**” means the Group’s Anti-Bribery Management System.

“**Bribery**” means offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person’s duties.

“**Donation**” means something of value such as money or goods that is given to help a person or organisation for charity purpose.

“**Business associates**” means any individual or organisation come into contact with during the course of work, which includes actual and potential clients, customers, suppliers, dealers, business contacts, agents, advisers, joint venture partners, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

“**Entertainment and Hospitality**” comprises of expenses incurred for provision of food, drink, travel, accommodation or recreation of any kind, by a party.

“**Gift**” comprises of free fares, shares, lottery tickets, club membership, any form of commission, hampers, jewelry, decorative items and any item that is given by a party to another party.

“**Personnel**” means any individual in the employment of the Group including but not limited to directors, executives, non-executives, secondees and individuals on direct hire (full and part time for permanent, fixed-term and temporary employment) of any of our subsidiaries, wherever located.

“**Sponsorship**” means the act of providing money for an event in exchange for promotion purpose.

“**The Group**” means Dolphin International Berhad and its subsidiaries.

“**Top Level Management**” means Board of Directors of Dolphin International Berhad.

Reference

This policy should be read in conjunction with the internal Group’s policies as follows:

- Code of Ethics and Conduct
- Whistle-blowing Policy

Compliance with the policy

Each of the personnel, director and business associate related to the Group has an obligation to act with integrity and to ensure that they are understand and comply with the policy. Ongoing compliance and review shall be conducted on the Group’s anti-bribery policies and procedures and adherence to these to ensure they remain appropriate and proportionate to its business.

When in doubt

Personnel and business associate shall consult with the following person for advice when they are have doubt about their obligations under this policy:

Fung Bee Foong (Ms.)

Head of Human Resources

Dolphin International Berhad,

Mail Address: E-G-2, Block E, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara,
47301 Petaling Jaya, Selangor Darul Ehsan.

Email Address: bf.fung@dolphinint.com.my

Emily Wong Lai Peng (Ms.)

Head of Finance and Account

Dolphin International Berhad,

Mail Address: E-G-2, Block E, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara,
47301 Petaling Jaya, Selangor Darul Ehsan.

Email Address: emily.wong@dolphinint.com.my

POLICY AND PROCEDURE

Anti-bribery Compliance Function

The Group shall establish and maintain an anti-bribery and corruption compliance function within the Group to be responsible for all anti-corruption compliance matters, including:

- Oversee the design and implementation of ABMS;
- Provide advice and guidance to personnel and business associate on implementation of ABMS and issues relating to bribery and corruption; and
- Monitor and report the performance of ABMS to Top Level Management on yearly basis.

Head of Human Resources and Head of Finance shall ensure adequate resources are assigned to perform anti-bribery and corruption compliance function, who should have the appropriate competence, status, authority and independence.

Corruption Risk Assessment

The Group considers risk assessment to be the fundamental to good management practice and a significant aspect in preserving the integrity infrastructure to prevent / detect bribery and corruption acts. Top Level Management believe that the risk assessment must be effective and embedded at all levels of the organisation to intermittently assess the corruption risks when necessary — i.e., a periodic (i.e. yearly) risk assessment on corruption risk, and other reasonable cause for suspicion, for e.g. upon:

- opportunity corruption and fraud activities arising from weaknesses in the organisation's governance framework;
- suspicious financial transactions indicating disguised corrupt payments;
- presence of business associates / activities in countries / sectors with high corruption risk;
- significant change in the business landscape; and
- potential non-compliance of business associate acting on behalf of the Group regarding legal and regulatory requirements related to anti-corruption.

The risk assessment is facilitated by the development and implementation of the risk management framework specific to the Group's business and the organisational context. The design of this framework reflects the principles and the process outlined in generic guidelines on risk management by *Committee of Sponsoring Organizations of the Treadway Commission* ("COSO"), *International Organization of Standardization* ("ISO") 31000, and *Guidelines on Adequate Procedures* issued by the Malaysian Anti-Corruption Commission.

Conflict of Interest

Conflict of interest exist when personnel is / could be influenced by a personal interest in carrying out their duties, which can be intentional, perceived or potential. Conflict of interest is an act that leads to partial decision making which constitute the element of corrupt conduct.

Conflict of interest may arise directly or indirectly through an intermediary, such as third-party, friends or family. As such, the Group requires all personnel to report any actual or potential conflict of interest such as family, financial or other connection directly or indirectly related to their line of work as procedures outlined within the Group

Gifts, Entertainment and Hospitality

The Group adopt a “No Gifts” policy, whereby it is applicable to all personnel of the Group. The personnel must not directly or indirectly offer or accept any gifts, entertainment and hospitality to or from any party, regardless of local business custom and practices, which will influence their decision-making in the course of carrying out their duties.

Charitable Donations and Sponsorships

The Group does not make charitable donation or sponsorship to any third-party individual / organisation or political association / parties. The Group will not make any reimbursement to the personnel or business associate on any payment made on personal capacity.

Facilitation Payments

All personnel of the Group are strictly prohibited to give and accept facilitation payments for expediting or securing an action or approval made in return to the advantage of business. All payment made to or accepted from external parties must be supported with appropriate evidence to avoid violation of this policy.

However, there are certain situations or circumstances where the Group are faced with having to make facilitation payments in order to protect human’s life, limb or liberty. In dangerous situations like this, personnel is allowed to make payments, but personnel must immediately report to Top Level Management. Making facilitation payment in such a situation is the only exception which can be used as a defence when faced with allegations of bribery and corruption.

Due Diligence

The Group shall conduct due diligence on personnel, business associate and third-party organisation, either on a regular or one-off basis, where there is significant exposure to bribery and corruption risk. As part of the due diligence procedures, the Group will perform search of relevant databases, public information portals, documentation screening and interview to understand their background to ascertain any indication of implication in present or past unethical or unlawful activities.

Scope of due diligence to be performed on personnel, business associate and third-party organisation may vary depending upon the circumstances / natures of each proposed transaction. Criteria and results of the due diligence process must be documented as procedures outlined within the Group.

Financial and Non-Financial Controls

The Group adopts segregation of duties for job functions (i.e. financial and non-financial related). Designated personnel for preparing, verifying and approving each transaction / activity was documented in written procedures (i.e. internal standard operating procedures and Approval Matrix) and communicated to personnel for adherence.

Record Keeping

Records include accounts, invoices, correspondence, memoranda, tapes, discs, papers, books, and other documents or transcribed information of any type. Head of Department must maintain written records

to evidence that adequate financial and non-financial controls established within the Group has taken place to mitigate any bribery / corruption risks. All records shall be retained for at least seven (7) years from its date of generation, to enable the Group to comply with any requests from the relevant authorities.

Raising A Concern

Personnel, business associates and any external parties are encouraged to raise concerns in good faith about any issue or suspicion of malpractice at the earliest possible stage. If it is unsure whether a particular act constitutes bribery or corruption, or if there are any other queries or concerns, these should be raised to the identified personnel stated in the Group's Whistle-blowing Policy which publicly published on its official website (<https://dolphinint.com.my/>).

All reports of misconduct, findings of investigations and monitoring and corrective actions shall be centralised and logged in a log administered and monitored by Head of Human Resources. Top Level Management shall be informed of any new reports of misconduct and may request to review the log at any time.

Training and Communication

All new personnel will be briefed about this policy as part of their induction training on first working day and all existing personnel will receive regular refresher training including but not limited to compliance with laws, regulations or internal written procedures relevant for the Group's line of business and the position they hold in the Group.

The Group acts with due care before engaging with new business associates and ensure that they acknowledge the Group's commitment on prohibiting bribery / corruption activities. A copy of the Group's ABC Policy, Code of Ethics and Conduct are made available to each business associate via publicly published on its official website (<https://dolphinint.com.my/>).

Monitoring and Review

Anti-bribery compliance function is responsible to oversee implementation of the Group's ABMS and assess its effectiveness on mitigating bribery / corruption risks. Periodical internal audit shall be performed on ABMS implementation and results of assessment will be reported to Top Level Management on yearly basis.