

	Reference No	HHB/POL/HR/CG-CCP
	Effective Date	1 ST March 2019
	Revision No.	0
DOCUMENT TITLE	CORPORATE GOVERNANCE : CODE OF CONDUCT POLICY	

H HEALTHCARE BERHAD

CORPORATE GOVERNANCE : CODE OF CONDUCT POLICY

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1. Introduction

The Directors and Management of H Healthcare Berhad, together with that of its subsidiary and associated companies (the "H Healthcare Berhad Group") are committed to adhering to the best practice in corporate governance and observing the highest standards of integrity and behaviour in all activities conducted by the H Healthcare Berhad Group, including the interaction with its customers, suppliers, shareholders, employees and business partners, and within the community and environment in which the H Healthcare Berhad Group operates.

All employees of the H Healthcare Berhad Group play an important role in establishing, maintaining and enhancing the reputation, image and brand of the H Healthcare Berhad Group and ensuring the observance to and compliance with the standards of integrity and behaviour that is required. Employees are to display the highest levels of professionalism in all aspects of their work and comply with this Code of Conduct and all applicable laws, regulations and other policies applicable within the H Healthcare Berhad Group.

2. Objective

2.1 The purpose for the Code of Conduct policy are as follows:

- (a) The Code of Conduct provides professional, ethical and legal guidance to all employees in the conduct of their business and that of the H Healthcare Berhad Group.
- (b) The Code of Conduct provides a common behavioural framework for all employees of the H Healthcare Berhad Group, irrespective of their specific job or location. However, it is not intended to be all-encompassing and there are areas in which the H Healthcare Group has developed or will develop specific

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detailed policies. This Code of Conduct is to be read and applied in conjunction with such policies.

- (c) The Group strives to maintain a work environment and a learning environment for its employees in which honesty, integrity and respect for fellow employees and the customers/clients of the Group constantly reflected in personal behaviour and standards of the conduct.

3. Applicability of the Code of Conduct

- 3.1 This Code of Conduct applies to all Executive Directors and Employees of the H Healthcare Berhad Group.
- 3.2 The standards set out in this Code of Conduct extend beyond normal working hours, and apply to all Directors and employees fulfilling their roles while on the business of the H Healthcare Berhad Group, including after hours functions, conferences and social activities.
- 3.3 It is a condition of employment and/or appointment with the H Healthcare Berhad that all Directors and employees comply with this Code of Conduct and all applicable laws, regulations and other policies of the H Healthcare Berhad Group and failure to comply may result in the commencement of disciplinary proceedings that may lead to termination of employment and/or appointment.

4.1 General and Specific Principles

4.2 Compliance with Law

- 4.2.1 The H Healthcare Berhad Group operates in a highly regulated business environment and its activities are subject to numerous laws, regulations and licensing conditions. All

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employees must ensure that they familiarise themselves with the laws, regulations and licence conditions applicable in their activities. If in doubt, they are to seek advice.

4.2.2 All employees activities and business activities of the H Healthcare Berhad Group must be conducted in absolute compliance with applicable laws and regulations

4.2 Professional Integrity

4.2.1 The aim of the H Healthcare Group is that it provides an environment in which all employees, customers, suppliers and other business partners are treated fairly and equitably irrespective of, amongst others, sex, race, sexual orientation, age, disability, and religion or ethnic origin. Employees are to conduct themselves and the business activities of the H Healthcare Berhad Group to facilitate these aims being achieved.

4.2.2 H Healthcare Berhad Group will compete effectively and fairly in markets in which it operates. It will be honest, ethical and responsible in the way it presents products and services to its customers, uses its market power and its pricing practices.

4.2.3 No employee should knowingly permit any transaction to occur through his or her offices that is not fair to the Group’s principals and customers alike. Relationships with customers, manufacturers, suppliers, competitors, and employees are to be based on fair dealing, on fair competition in quality, price, and service, and on compliance with applicable laws and regulations.

4.3 Accurate and Complete Accounting

4.3.1 Employees should use the approved company’s funds and other property solely for the benefit of the company. All disbursements must be lawful and consistent with instructions and approval provided by the company. Transactions concerning the account, including the purchase and distribution of premiums, should be clearly authorized and properly and promptly recorded.

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4.3.2 No unrecorded fund, reserve, asset, or special account shall be set up or maintained for any purpose. No false or fictitious entries shall be made in books, records, accounts, or in company communications for any reason. No payment or transfer of funds or assets (such as tangible and intangible premiums) shall be made for any purpose other than that described by the supporting documents, and specifically as authorized by the company or clearly within the discretion granted to the company by the Management.

4.3.3 Employees are responsible for the accurate and timely recordkeeping for all company assets, liabilities, revenues, and expenses. Compliance with accepted accounting rules and controls is required. All books, records, supporting vouchers and documents must accurately and completely describe the transactions they represent.

4.4 Bribes

4.4.1 The H Healthcare Berhad Group does not permit or condone bribes, kickbacks, or any other illegal, secret, or improper payments, transfers, or receipts. This prohibition applies both to the giving and the receiving of payments or gifts above the value as prescribed categories below :

Categories	*Gift Value (also covers regional entities)
Employees	RM 100 – RM 300
Management	RM 1000

4.4.2 All payments and transfers of premium and other items of value to employees of other business entities or to such entities themselves shall be made openly and must be disclosed and authorized in advance by the principal, the customer, and the company.

4.4.3 No employee shall offer, give, or transfer any money or anything else of value for the personal benefit of any employee or agent of another business entity for the purpose of:

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- i. Obtaining or retaining any business that the business entity itself would not otherwise provide.
- ii. Receiving any kind of favored treatment that the business entity itself would not otherwise provide.
- iii. Inducing or assisting such employee or agent to violate any duty to his employer or to violate any law.

4.4.4 No employee shall assist in the misuse of company funds, including, without limitation, the misappropriation of such funds for the personal benefit of employees of the company, or customers.

4.4.5 No outside agent of any kind shall be used to circumvent the prohibition against bribes, kickbacks, and other illegal, secret, or improper payments. Fees, commissions, and expenses paid to outside agents must be based upon proper billings, accurate recordkeeping, and reasonable standards for services rendered.

4.4 Gift and Entertainment

4.4.1 Except in connection with and specifically pursuant to programs officially authorized by the company, employees may not accept, directly or indirectly, any money, objects of value, or premiums from any person or company that has or is doing or seeking business with the company. All employees must disclose authorized transactions of this nature to the company. Providing excessive gifts or entertainment to others who may represent potential business is prohibited.

4.4.2 Employees may accept only business-related meals, entertainment, gifts, or favors when authorized by management and when the value involved is not significant and clearly will not create an obligation to the donor.

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4.4.3 Any payments or transactions must be accurately recorded in the company’s books and records and must be consistent with applicable law and accepted practice in the community.

4.5 Conflicts and Interest

4.5.1 No employee should use his or her position with the company or information acquired during employment in a manner that may create a conflict, or the appearance of a conflict, between the employee’s personal interests and those of the company.

4.5.2 All activities conducted as an employee of the company should always place the lawful and legitimate interests of the company over personal gain.

4.5.3 Absent written authorization by the company, no employee shall be affiliated with any buyer, purchasing agent, or provider of goods or services to the company. Such affiliation generally is inconsistent with the employee’s capacity to deal equitably with all buyers, to fairly and honestly service principals, and to discharge his or her responsibility to the company.

4.5.4 Areas where conflicts might arise include: substantial share ownership in competing organisations or seeking or accepting gifts or entertainment beyond levels considered reasonable in the business environment of the H Healthcare Berhad Group.

4.5.5 Any actual or potential conflicts of interest are to be fully disclosed to appropriate management / Board of Directors and where such circumstances are permitted by management and/or the Board of Directors to continue, shall not be deemed a breach of this Code.

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4.6 Diverting

Diverting is defined as “a process in which a product is sold by a manufacturer to a specific customer in a designated market, who subsequently transfers product ownership, distribution and retail control to a different customer and/or marketing area.” It is a process that many principals prohibit either by policy or in their contracts with the company. Employees shall not knowingly assist or otherwise be involved with the diverting of any products.

4.7 Confidentiality & Protection of Company Assets

4.7.1 Employees must keep confidential all information that would reasonably be considered to be confidential, including but not limited to terms and conditions of contracts entered into by the H Healthcare Berhad Group, employee and customer details, information entrusted to the company by principals or customers that is otherwise not readily available to the public, proprietary information of the Company performance and financial details and policies and procedures of the H Healthcare Group.

4.7.2 Employees should refrain from discussing confidential H Healthcare Berhad Group’s business with outsiders and with anyone else who does not have a legitimate need to know the information. Employees should refer outside inquiries regarding the company to the persons in the company authorized to respond to the particular inquiry.

4.7.8 Assets and confidential information should be fully protected and must not be used by employees for personal gain or for any other reason that is not in the best interests of the H Healthcare Berhad Group.

4.8 Political and Charitable Contributions

Although employees are encouraged to be socially responsible and politically active, employees may not contribute the company’s or any principal’s funds or assets to any political candidates, party, charity, or similar organizations, unless such contribution is

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expressly permitted by law and has been preapproved by the appropriate, authorized representative of both the company.

4.9 Occupational Health and Safety Environment

- 4.9.1 It is envisaged that the H Healthcare Group will conduct its business activities and operations in a safe manner and in an environment that prevents, to the extent possible, injury to its employees, customers, suppliers and contractors.
- 4.9.2 H Healthcare Berhad Group endeavours to ensure that the Group will reduce the environmental impacts of its business activities and will seek to do this through continual improvement of environmental performance, protection and safety
- 4.9.3 H Healthcare Berhad Group is committed to provide effective support and training for the employees of the Group to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impacts of their activities.

5.0 Administration of Code

- 5.1.1 All employees who suspect violations of the letter or spirit of this code have an obligation to report their concerns to the company or to any member of the board of directors. . Matters of concern include pressure exerted by manufacturers, customers, company personnel, or others to utilize accounts in an unauthorized manner or to take or enable other actions inconsistent with authorized company procedures and policies or this code. Employees may also relate their suspicions or specific incidents to any member of the board of directors.
- 5.1.2 All allegations of improper or illegal behavior will be investigated promptly and thoroughly. The investigation shall remain as confidential as practicable and those conducting the investigation shall respect the privacy of all persons involved.

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5.1.3 No adverse action shall be taken or permitted against anyone for communicating legitimate concerns to the appropriate persons. While an investigation will be facilitated if the employee identifies himself or herself, the company will accept and investigate matters submitted anonymously.

5.1.4 This code is subject to amendment and may be reviewed and updated periodically. All employees must certify annually their intent to comply with the guidelines herein.

5.1.5 Questions about this code and its application by employees should be directed to their Manager or Human Resource.

RECEIPT AND ACKNOWLEDGMENT OF CODE OF CONDUCT POLICY

Your signature below indicates that you have read, understand, and agree to abide by the company's code of conduct.

Employee's Signature :

Date :

Employee's Name :

Entity / Location :

NRIC No / Passport No :

Immediate Superior's Signature

Date :

Employee's Name :

Entity / Location :

NRIC No / Passport No :