

ANTI-BRIBERY AND CORRUPTION POLICY

1.0 INTRODUCTION

Sycal Ventures Berhad and its subsidiaries ("Sycal Group") have adopted a **zero tolerance policy** against all forms of **bribery and corruption**. The Group is committed to conduct business ethically, with particular attention of complying with all relevant rules and regulation. This which include strict compliance to:

- Malaysian Anti-Corruption Commission Act 2009
- Malaysian Anti-Corruption Commission (Amendment) Act 2018, and
- Any of its amendments or re-enactments made by the relevant authority from time to time.

The Sycal Group's Anti-Bribery and Corruption Policy and Guidelines ("Policy") outline the relevant core principles to guide the Board, management and employees on how to deal with improper solicitation, bribery and other corruption related issues that may arise in the course of daily business activities.

Please refer to Sycal Group's **Anti-Bribery and Corruption Manual** for more detailed information.

2.0 SCOPE OF COVERAGE

This Policy is intended to be applicable upon:

- All employee of Sycal Group of all levels
- Senior management or any managerial executives
- The Board of Directors
- Any Third Parties associated with Sycal Group

3.0 PRINCIPLES

Core principles guiding Sycal Group's **zero tolerance policy** towards corruption and bribery include:

- The Group will conduct business in an honest and ethical manner, in accordance to guidelines stipulated within Code of Conduct and Business Ethics Policy ("COBE")
- All employees are committed to acting professionally, fairly and with integrity in all business dealings
- Senior management is committed to implement, enforce and continuous improve internal control system to counter corruption and bribery.
- Senior management will conduct regular risk assessment upon business activities to effectively prevent any corruption or bribery related issues
- Senior management will conduct training programs and mentoring sessions for all relevant employees whenever necessary

4.0 GIFTS, ENTERTAINMENT AND BENEFITS

Generally speaking, Sycal Group has adopted a “No Gift” Policy: “Any person or agent acting for or on behalf of Sycal Group, the employees, the Board or their family members are prohibited from, directly or indirectly, receiving or providing gifts”. Very importantly, under no circumstances can an Employee, Board or his/ her family/ household members accept gifts in the form of cash or cash equivalent.

It is the duty of the Employees and the Board to inform external parties involved in any business dealings with Sycal Group that the company practices a “No Gift Policy” and to seek the external party’s understanding for adherence with this policy.

To refuse a gift from an external party is compulsory, if there is a conflict of interest situation (e.g. the external party is offering gift when bidding is in progress). Under such situation, the management should politely return the gift with a letter of explanation about the Company’s “No Gift” policy.

Only under very limited circumstances whereby receiving gift is allowed (refer to ABC Manual), the employee is still expected to immediately report and record the gift in the Gift Register provided by the Admin & Personnel Department, only upon the approval by your Head of Department. Otherwise, the gift should be returned.

In the event the Head of Admin & Personnel Department approves the acceptance of the gift, he/ she must also determine the subsequent treatment of the gift:

- donate the gift to charity; or
- hold it for departmental display; or
- share with other Employees in the department; or
- permit it to be retained by the Employees.

Generally speaking, employees are also not allowed to provide gifts to any third parties, unless with the approval by Head of Admin & Personnel Department. The limited circumstances whereby provision of gift is permitted are outlined in ABC Manual.

Sycal Group recognizes that providing modest entertainment is a legitimate way of fostering good business relationship with external clients. As such, eligible Employees are allowed to entertain external clients through a reasonable act of hospitality as part of business networking process. However, you are required to comply with the relevant guidelines and procedures, and maintain expenses within the limits of your entitlement, as stipulated in the ABC Manual.

Similarly, the occasional acceptance of a reasonable and modest level of entertainment provided by third parties is also subjected to the relevant guidelines and procedures stipulated in the ABC Manual.

All persons who are subjected to this Policy shall take into consideration the impact of ‘gift’ to their behaviours or decision making process; as well as how the act of receiving/ accepting gift will be perceived - prior to giving or accepting any Gifts, Entertainment and/or Benefits.

5.0 CORPORATE HOSPITALITY

Generally speaking, corporate hospitality is recognized as a legitimate way to network and build goodwill in business relationships. However, beware that the following corporate hospitality activities are illegitimate:

- If it provides an advantage to certain person if offered; or
- If it is given with the intention of inducing the person to perform a particular function improperly; or
- If there is knowledge that acceptance of the advantage would in itself be improper performance.

As a general principle, all Employees and Board member are prohibited from soliciting corporate hospitality nor are they allowed to accept hospitality that is excessive, inappropriate, illegal or given in response to, in anticipation of, or to influence a favorable business decision, particularly from parties engaged in a tender or competitive bidding exercise.

6.0 CORPORATE SOCIAL RESPONSIBILITY, SPONSORSHIPS AND DONATIONS

Contributions or donations made by Sycal Group to community projects or charities or for social corporate responsibility (CSR) purposes, need to be made in good faith and in compliance with Sycal's Code of Conduct and Business Ethics (COBE), this Policy and all other relevant Sycal's policies and procedures.

Generally speaking, no donation - which may be perceived to breach applicable laws or any other sections of this Policy - should be made.

7.0 POLITICAL CONTRIBUTIONS

In no event should Sycal Group make charitable donations or contributions to political parties; whilst the Employees and the Associated Third Parties acting in their personal capacity as citizens are not restricted to make any personal political donations. Sycal Group will not make any reimbursement for these personal political contributions back to its Employees or the Associated Third Parties.

Besides, Sycal Group's property(ies), facility(ies), service(s) or employee(s) time cannot be used for or contributed to any political party(ies) or candidate(s).

8.0 FACILITATION PAYMENT

Sycal Group prohibits accepting or obtaining, either directly or indirectly, facilitation payments, or Kickbacks of any kind from any person for the benefit of the employee himself or for any other person.

All persons must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. If you receive a request or if you are offered facilitation payments, you must report it to your Head of Department.

Any individual suspicious of or concerns if a facilitation payment was made on behalf of the company, he or she should raise these by reporting directly to key members in the Risk Management Committee (refer to the Whistleblowing Policy).

However, under the situations whereby one is faced with having to make facilitation payments in order to protect one's life, limb or liberty; he/ she is allowed to make payments but the individual must immediately report it to the Head of Admin & Personnel Department and Risk Management Committee.

9.0 MONEY LAUNDERING

Sycal Group strongly against any practices related to money laundering, including dealing with the proceeds of criminal activities.

To avoid violating anti-money laundering laws (or being perceived of doing so), employees are expected to always conduct reasonable due diligence to understand the business and background of Sycal's prospective business counterparties.

10.0 DEALING WITH THIRD PARTIES

Sycal expects that all third parties acting for or on its behalf to share the Company's values and ethical standards as their actions can implicate Sycal legally and tarnish the Company's reputation.

Everyone should avoid dealing with any contractors or suppliers known of (or reasonably suspected of) bribery and corruption practices.

Appropriate assessment shall be conducted to individuals or third parties to ensure the business and background of the potential business partners are free from bribery elements or conflict of interest prior to procurement process.

Supplier selection should never be based on receipt of the Gifts, Entertainment or Benefits. Bidding process is open to all qualified bidders and no parties having the unfair advantage of separate, prior, close-door negotiations for a contract.

11.0 RESPONSIBILITIES

The Board has oversight of this Policy. The Group Managing Director, Senior Managers and Heads of Department are responsible for ensuring the compliance with this Policy. Every manager and employee is required to be familiar with and comply with this Policy.

We have a zero-tolerance approach to corruption and bribery. Any violation of this Policy will be regarded as serious matter and will result in disciplinary action, including immediate dismissal and termination in accordance with local law.

Any individual suspicious of, concerns or believes that a violation of this Policy had occurred or may occur in future; should raise up, notify and report the issue to the key members in the Risk Management Committee (refer to the Whistleblowing Policy).

12.0 RECORD KEEPING

All documents, accounts and records relating to dealings with third parties, such as customers, suppliers and business contracts, should be prepared and maintained with strict accuracy and completeness. No accounts should be kept "off-book" to facilitate or conceal improper payments.

The relevant personnel must keep all financial records and have appropriate internal controls in place which will evidence, substantiate and justify that business reason for making payments to, and receiving payments from, any third parties.

The accounting department must ensure all expenses claims relating to gifts or entertainment made to third parties are submitted and documented in compliance with the Company's reimbursement procedures. The reason for all expenditure should be clearly explained and documented. All the relevant personnel shall further ensure that all expense claims do comply with the guidelines and policies outlined in the ABC Manual.

13.0 COMMUNICATION & TRAINING (EMPLOYEES and THIRD PARTIES)

Sycal will on a continuing basis provide specific and regular training on this Policy, and on anti-corruption and bribery laws and on how to implement and comply with this Policy, for all new and existing Employees.

Sycal's zero-tolerance approach to corruption and bribery must be communicated to all the associated third parties at the outset of our business relationship with them and as appropriate thereafter. Wherever possible, all the associated third parties should be sent a copy of this Policy at the outset of the business relationship or shall always refer to this Policy published on Sycal's Company website.

14.0 MONITORING & REVIEW

Senior management should maintain relevant internal control systems and procedures, and to regularly review and monitor the system, as to provide assurance that the system is adequate and effective in countering corruption and bribery related activities.

15.0 WHISTLEBLOWING POLICY

Sycal encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Sycal Group encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

Individual making a report or disclosure about any actual or perceived bribery or corruption activities (in good faith, without malicious intent); will be accorded protection of anonymity and confidentiality.

16.0 CONTINUOUS IMPROVEMENT

Sycal Group is committed to continually improving any policies and procedures relating to anti-bribery and anti-corruption. The Risk Management Committee will strive to develop relevant measures and if possible, certify the Group's anti-bribery procedures as adequate.

All the Employees and the Associated Third Parties are welcome to comment on this Policy and suggest ways in which it might be improved.

17.0 SANCTIONS FOR NON-COMPLIANCE

Sycal Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of non-compliance.

The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.

Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.

18.0 WAIVER & FURTHER CLARIFICATIONS

Any deviation or waiver from this policy must be recommended by the Risk Management Committee and to be approved by the Audit Committee and the Board.

Should you require further clarification with regards to this Policy, depending on the subject concerned, you should consult your Head of Department or the Risk Management Committee.

If a law conflicts with the policies as set out here, the law prevails and you should comply with the law. If you perceive that a provision in this Policy conflicts with the law in your jurisdiction, you should consult with your Head of Admin & Personnel Department or the Risk Management Committee, rather than disregard the Policy without consultation.

SYCAL GROUP RESERVES THE RIGHT TO AMEND THIS POLICY

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