

ANTI- BRIBERY AND ANTI-CORRUPTION POLICY

1. Objective

a) The objective of this Anti-Bribery and Anti-Corruption Policy (“Policy”) is to establish the anti-bribery stance of Sinmah Capital Berhad (“Sinmah”) and its subsidiaries (“Group”) and to set out the Group’s anti-bribery expectations for internal and external parties working with, for, and on behalf of the Group.

b) This Policy also aims to ensure that the Company’s and the Group’s businesses are conducted in an honest and ethical manner.

c) This Policy is established taking into consideration Section 17A of the Malaysian Anti-Corruption Commission Act 2009 and the Guidelines on Adequate Procedures pursuant to Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission Act 2009.

2. Scope

This policy is applicable to all the Group’s Directors, Employees, suppliers, and Business Associates of the Group.

The term “Director” includes a director of Sinmah or its subsidiaries.

The term “Employee” means any person at all levels and grades, including senior managers, managers, executives, non-executives, workers, and employees, whether full time, part time, contract or temporary.

The term “Business Associate” means any persons performing services for or on behalf of the Group, apart from the Group’s Employees, including consultants, contractors or subcontractors, trainees, seconded staffs, volunteers, interns, agents, sponsors, service providers, associates, and business partners.

“Supplier” refers to the Group’s suppliers of trade and non-trade goods.

3. Sinmah Group’s Anti-Bribery Stance

Sinmah Group has a zero-tolerance policy towards bribery throughout its businesses, regardless of country of operations.

Sinmah Group prohibits its Directors, Employees, suppliers or Business Associates from undertaking any bribery conduct when conducting business with, for, or on behalf of Sinmah Group.

The prohibition on bribery extends broadly to include: -

- Bribes: When one party giving or offering or receiving or soliciting another party, either directly or through a third party, of anything of value, advantage, or benefit of any kind in order to influence the making or not making, or implementation of a decision or act by the party concerned such as to retain or obtain business or a business advantage. This also includes giving, promising to give or offering a payment, gift or entertainment to a third party to ‘facilitate’ or expedite routine procedures.
- Anything of value may include but is not limited to cash, cash equivalents, discounts, donations, travel expenses, entertainment, stocks or gifts.
- Facilitation Payments, also known as grease payments, are unofficial and improper payments or benefits provided to secure or expedite a routine or necessary action to which the Group is legally entities.

4. Doing Business with Integrity

Sinmah Group believes in conducting business with parties who uphold the same values and standards of business ethics and integrity as the Group. This includes its business relationships with its Directors, Employees, suppliers, and Business Associates.

5. Gifts, Entertainment, and Corporate Hospitality

Gifts, entertainment, or corporate hospitality which may influence or be perceived to be able to influence business decisions or outcomes may be construed as bribes and they must not be given or received by the Group’s Directors, Employees, suppliers, or Business Associates when in the conduct of the Group’s business. Similarly, gifts, entertainment, or corporate hospitality shall be avoided where a conflict of interest situation is present.

Generally, the Group’s practice for giving and receiving gifts are limited to the following situations (in the following situations, an “Organisation” may refer to Sinmah Group or an external party):

- (a) gifts given by Sinmah Group to Employees and Directors and/ or their family members in relation to an internal or externally recognised function, event, or celebration of the Group (e.g. in recognition of an employee’s/ director’s service to the Group);
- (b) exchange of gifts at Organisation-to-Organisation level (e.g. gifts exchanged between companies as part of an official company visit/ courtesy call and thereafter said gift is treated as company property);
- (c) gifts to external institutions or individuals in relation to an Organisation’s official functions, events and celebrations which is commonly given in public (e.g. commemorative gifts or door gifts offered to all guests attending the event);
- (d) token or corporate gifts of nominal value, normally bearing a corporate logo (e.g. t-shirts, pens, diaries, calendars and other small promotional items), that are given out equally to members of the public, delegates, customers, partners, or stakeholders attending events such as conferences, exhibitions, training, trade shows, etc. and deemed as part of an Organisation’s brand building or promotional activities; and
- (e) gifts to external parties who have no business dealings with the Group (e.g. monetary gifts or gifts in-kind to charitable organisations).

The Group's Employees are not allowed to provide gifts to third parties or customers unless they obtain prior approval from the Management.

Apart from the above-mentioned situations, the Group's Directors and Employees are discouraged from receiving gifts from parties who have business dealings with the Group. If such situations are unavoidable, established policies and procedures of the Group in relation to receiving gifts must be complied with. Notwithstanding, in no circumstances may gifts in the form of cash or cash equivalent be accepted.

6. Donations, Sponsorships, and Political Contribution

The Group does not make donations or contributions to political parties, nor does it sponsor any political events. This, however, does not prohibit any individual from making donations or sponsorships under their personal capacity provided that the donations or sponsorships must not be associated with the Group.

Contributions or donations made by the Group need to be made in good faith and in compliance with the Group's Code of Conduct and Ethics Policy, this Policy and all relevant Group's policies and procedures.

7. Procurement Process

The Group has established policies and procedures addressing the selection of suppliers and Business Associates. The selection of suppliers and Business Associates is based on merits such as quality, pricing, capability, track record, and experience, and it shall be in the best interest of the Group.

Due diligence forms part of the Group's selection of new suppliers and Business Associates and due diligence review may also be performed on existing suppliers and Business Associates from time to time.

Suppliers and Business Associates may be required to provide written acceptance and acknowledgment of the Group's applicable policies.

8. Compliance and Reporting a Concern

The Group takes combatting corruption and bribery very seriously. Any violation of this Policy will be regarded as a serious matter by the Group and is likely to result in a review of relationship, including disciplinary action, dismissal, or termination, consistent with applicable laws and regulations.

All the Group's Directors, Employees, suppliers, and Business Associates are required to be familiar with and comply with this Policy.

An Employee must notify his or her superior as soon as possible if he or she believes or suspects that a breach of this Policy has occurred or may occur. Alternatively, the Employee may raise his or her concerns through the Group's Whistle-Blowing Policy.

The Group's Directors, suppliers, and Business Associates or members of the public may also raise their concerns regarding any known breaches or suspected breaches of this Policy through the Group's Whistle-Blowing Policy, which is available on the Group's corporate website. Whistle-blowers shall be accorded the protection as set out in the Whistle-Blowing Policy.

9. Record-keeping

The Group must keep financial records and have appropriate internal controls in place which will provide evidence and support for any legitimate payments to third parties. The Group must ensure all expenses claims relating to hospitality, gifts or entertainment incurred to third parties are submitted in accordance with the Group's relevant policies. All accounts, invoices, and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.

10. Training and Communication

From time to time and as determined by the Group, Directors, Employees, suppliers, and Business Associates, especially those operating in areas that are exposed to high bribery risk, shall be provided with relevant training on how to implement and adhere to this Policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all Directors, Employees, suppliers, and Business Associates at the outset of our relationship with them and as appropriate thereafter.

11. Monitoring and Review

All the Group's Directors, Employees, suppliers, and Business Associates are responsible for the success of this Policy and should ensure they use it to disclose any suspected unethical business practices or wrongdoing. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.