

ANTI-BRIBERY AND CORRUPTION POLICY

SANYOG SDN BHD



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|---|-----------------------|------------------------------------|----------------------|-----|
|  | Title | Anti-Bribery and Corruption Policy | | |
| | Ref No. | SSB/P/ABC/01 | Version No. | 1.0 |
| | Effective Date | 2 nd May 2025 | Revision Date | - |

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1.0 INTRODUCTION

Sanyog Sdn Bhd (“SANYOG” or the “Company”) and its subsidiaries (“SANYOG Group” or the “Group”) are committed to ethical, transparent and responsible business practices as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or re-enactments that may be made by the relevant authority from time to time.

This Anti-Bribery and Corruption Policy (“Policy”) sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.

This Policy is supplemental to, and shall be read in conjunction with the Group’s Code of Ethics and Conduct, Whistleblowing Policy, the MACC Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018.


2.0 OBJECTIVE

This Policy sets out the Group’s position on matters pertaining to bribery and corruption that may be encountered by the Directors and Employees of the Group in the course of business for the purpose of providing guidance in dealing with and preventing acts of bribery and corruption. All Directors and Employees of the Group shall be referred to as “Officers” hereon.

The Group will take reasonable and appropriate measures to ensure that its businesses do not participate in corrupt activities to gain advantage or benefit.

3.0 DEFINITION

| Definition | Description |
|--------------------|---|
| Bribery | The act of giving or receiving something of value in exchange for some kind of influence or action in return, that the recipient would otherwise not offer |
| Business Associate | <p>External party with whom the organisation has, or plans to establish, some form of business relationship.</p> <p>Business associate includes but is not limited to clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors, and others performing work or services for or on behalf of the Group.</p> |

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| Corruption | The act of soliciting, giving, accepting or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services or valuable goods as an inducement or reward to or not to do an act in relation to the person's principal affairs – in short, corruption is essentially an abuse of entrusted power or position to obtain a personal gain or benefit. |
| Gratification | Defined in Section 3 of the MACC Act 2009 and includes money, donation, gift, loan, fee, reward, valuable security, property or interest in property, employment, appointment, release, forbearance, undertaking, promise, rebate, discount, services employment or contract of employment or services and agreement to give employment or render services in any capacity. The provision or receipt of gratification is not an offence unless it is done corruptly. |
| Top Level Management | Unless otherwise separately defined in this Policy, definition of words such as top level management and those relating to corruption are as specified in Section 17A MACC Act and Guidelines on Adequate Procedures Appendix. |
| Third Party/Parties | Person or body that is independent of the organization. All business associates are third parties, but not all third parties are business associates. |

4.0 SCOPE


This Policy applies to the following:

- (i) All Officers of the Group working at all levels and grades, Business Associates associated with the Group (which may include but not limited to clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors, and others performing work or services for or on behalf of the Group) including Third Parties who intends to establish a business relationship with SANYOG Group.
- (ii) The Group's business dealings with private and public sector entities, including their directors, employees and Intermediaries.

5.0 ANTI-BRIBERY AND CORRUPTION COMMITMENT

The Group is committed to conducting business dealings with integrity, honesty and respect. This means avoiding practices of bribery and corruption of all forms in the Group's daily operations. The Group has adopted a zero-tolerance approach against all forms of bribery and corruption. Officers who refuse to pay bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing business.

The Policy reflects the Group's dedication to maintaining the highest level of integrity and ethics in SANYOG Group. Full compliance to both the spirit and the letter of this Policy is mandatory and should be maintained using a principle-based approach.

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6.0 RESPONSIBILITIES OF DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES

All Officers and Business Associates are expected to read, understand and comply with the requirements and procedures set out in this Policy. No waivers or exceptions will be granted for practices that deviates from this Policy.

The Board of Directors and Directors of the respective subsidiaries of the Group should endorse this Policy and make clear that it attaches strategic importance to the implementation of this Policy.

Associated and affiliated companies of the Group should be treated as being at least a Business Associate although the degree of influence and control over that company by the Group or any of its companies may impose a higher duty of care in the context of the requirements than with an unrelated Business Associate.


7.0 SPONSORSHIPS, DONATION AND POLITICAL CONTRIBUTIONS

- (i) Donations and sponsorships may be permissible depending on the circumstances and should be made directly to an official entity and be capable of being publicly disclosed.
- (ii) Donations and sponsorships must not be made to influence business decisions or to cover up undue payments or bribery.
- (iii) The provisions relating to donations and sponsorships also apply to charitable support and donations, whether of in kind services, knowledge, time, or direct financial contributions.
- (iv) Written or verbal approval, on a case-by-case basis, must be obtained from the Managing Director/Executive Director before the Group's funds or resources may be utilised for any direct or indirect political contributions.

8.0 POLITICAL CONTRIBUTIONS

The Group will not make donations, whether in cash, kind or by any other means, to support any political parties or candidates. SANYOG Group recognises this may be perceived as an attempt to gain an improper business advantage.

If any contribution is made, it must be permissible under applicable laws and regulations and must not be made with any promise or expectation of favourable treatment in return. It must be properly recorded in accounting records with supporting evidences.

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9.0 FACILITATION PAYMENTS

The Officers and Business Associates dealing with the Group shall not accept or obtain or attempt to accept or obtain, solicit, offer, promise or give facilitation payments to secure or expedite the performance of their duty.

However, the Group recognises that, in exceptional circumstances, a facilitation payment may be an immediate recourse to protect the safety of the Officer. In such situations, the prior approval of the Group Managing Director/ Managing Director is required or, in an emergency, retroactively as soon as possible after the payment.

10.0 GIFTS, HOSPITALITY AND ENTERTAINMENT

This Policy does not prohibit gifts, hospitality and entertainment ("GHE"), so long as it is reasonable and appropriate to do so in the circumstances that do not influence business decisions. Any such business courtesies offered or received that are transacted on behalf of the Group must be approved in accordance with the Group's Limits of Authority.

The following are to be judged when giving or accepting the GHE. It must be:


- reasonable in value;
- transparent;
- infrequent in nature;
- not given to influence or obtain an unfair advantage; and
- respectful and customary

GHE may include the following:-

- (i) gifts presented at work-related conferences, seminars and/or business events;
- (ii) gifts given in gratitude for hosting business events, conferences and/or seminars;
- (iii) token gifts offered in business situations or to all participants and attendees for example, work related seminars, conferences, trade and business events; and
- (iv) refreshments or meals during meetings or as participants of work-related conferences and/or seminars or meals for business purposes.

As a general principle, Officers shall not accept or give a gift to a third party if it is made with the intention of influencing the third party to obtain or retain business, or in exchange for favours or benefits. In addition, lavish or unreasonable gifts or hospitality should not be accepted.

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11.0 MONEY LAUNDERING

The Group strongly objects to practice money laundering, including dealing in the proceeds of criminal activities.

To avoid violating anti-money laundering laws, Officers are expected to always conduct reasonable due diligence on customers and counterparty to understand the business and background of the prospective business customers and counterparties and to determine the origin and destination of money, property and services.

12.0 CONFLICT OF INTEREST


A conflict of Interest may arise in a situation where an individual is in a position to take advantage of his/her role in SANYOG for his/ her personal benefit, including the benefit of his/her family and/or friends and/or company. This would undermine the duties of good faith, fidelity, diligence and integrity as expected by SANYOG from its Officers in the performance of their duties and obligations.

All Officers should avoid situations in which personal interest could conflict with their professional obligations or duties. Officers must not use their position, official working hours, company's resources and assets, or information available to them for personal gain or to the company's disadvantage.

Should any Officer encounter a conflict-of-interest situation, they are required to disclose the said situation.

13.0 BUSINESS ASSOCIATES AND THIRD PARTIES

- (i) As part of the Group's commitment to combat bribery, the Group expects all Business Associates and Third Parties to refrain from bribery.
- (ii) The Group expects all Business Associates to have anti-bribery and corruption policies in place within their organisation which are consistent with this Policy.
- (iii) The Group expects all Business Associates and Third Parties acting on behalf the Group to contractually agree to refrain from bribery and corruption.
- (iv) If the Group is not satisfied that bribery and corruption prevention has been upheld, due diligence shall be undertaken with regards to any Business Associate or Third Parties intending to act on the Group's behalf.
- (v) The Group has zero tolerance of Business Associate and Third Parties who do not conduct themselves in accordance to the principles in this Policy where it brings disrepute or legal implications to the Group. Any non-compliance with the principles of this Policy by the Business Associate or Third Parties may lead to the review and/or termination of any agreement with such parties.

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14.0 COMMUNICATION AND TRAINING

The Group will on a continuing basis provide specific and regular training in relation to anti- corruption and bribery laws and compliance with this Policy, for all new and existing Officers.

This Policy is published on the Company's website and awareness is reinforced through emails, newsletters and the Employee's Handbook.

All Employees and Directors are required to acknowledge that they have read and understood and will abide by the Policy.

15.0 CONFIDENTIALITY AND PROTECTION

Any individual who knows of, or suspects, a violation of this Policy, is encouraged to whistle blow or report the concerns through the mechanism set out under the Group's Whistleblowing Policy.

No individual will be discriminated against or suffer any sort or manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of this Policy. All reports will be treated confidentially.


16.0 MONITORING AND REVIEW

The Officers and Business Associates are responsible for the success of this Policy and should ensure adherence to this Policy and use it to disclose any suspected danger or wrongdoing.

Internal control systems and procedures of the Group will be subject to regular audits to provide assurance that they are effective in countering corruption and bribery.

The Company will conduct regular risk assessments to identify the bribery and corruption risks facing the business, set anti-bribery and corruption objectives and assess the effectiveness of existing controls in achieving those objectives.

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17.0 RECORDS-KEEPING

It is important that proper and complete records be maintained of all payments made to third parties in the usual course of business as these would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with the Business Associates and Third Parties are maintained and recorded with accuracy and completeness.

All expenses claims relating to gifts or entertainment made to third parties must be submitted in accordance with the Group's reimbursement procedures and/or applicable policy and specifically recorded the reasons for such expenditure.


All documents, accounts and records relating to dealings with Business Associates, Third Parties, such as customers, suppliers, intermediaries, agents 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 Group will also maintain records the relevant declaration submitted by the Officers, Business Associates and Third Parties to ensure that all persons subject to this Policy comply with the requirements.

18.0 COMPLIANCE TO THE LAW

The Group will comply with all applicable laws, rules and regulations of the governments, commissions and exchanges in jurisdictions within which the Group operates. The Officers are expected to understand and comply with the MACC Act 2009 (including any amendments thereof). The Group reserves the right to report any actions or activities suspected of being criminal in nature to the police or other relevant authorities.

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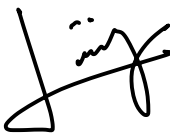
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19.0 REVIEW OF THE POLICY

This Policy will be reviewed at least once every three (3) years to ensure its effectiveness and consistency with the governing legislation and regulatory requirements, or more frequently should there be material changes to the said legislation and regulations or as and when necessary.

This Policy was reviewed and approved by the Board of Directors of the Company on 2 May 2025.

| Revision Date | Approval Date | Version | Author/Person Who approved New / Revised Version | Description/Reason for Change |
|---------------|--------------------------|---------|--|-------------------------------|
| - | 2 nd May 2025 | V1.0 | Meryll Lim | |

| Prepared by | Reviewed by | Approved by |
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