



SYSTECH BHD.

[Registration No. 201001012883 (897114-T)]

Incorporated in Malaysia

ANTI-BRIBERY & ANTI-CORRUPTION POLICY AND PROCEDURE

Glossary

Words	Meanings
Bribery	Defined as any action which would be considered as an offence of giving or receiving gratification under the MACC Act.
Business Associate	An external party with whom the Group has, or plans to establish some form of business relationship which may include but not limited to customers, joint venture partners, consultants, contractors, subcontractors, suppliers, agents and etc.
Corporate Gift	Something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift.
Corruption	Defined as any action which would be considered as an offence of giving or receiving gratification under the MACC Act.
Conflict of Interest	When a person's own interests either influence, have the potential to influence, or are perceived to influence their decision making of the Group.
Donations and Sponsorship	Charitable contributions and sponsorship payment made to support the community
Directors	Directors includes all of the following: - <ul style="list-style-type: none">• Independent and non-independent Directors• executive and non-executive Directors• Alternate Directors
Exposed Position	A position identified as vulnerable to bribery through risk assessment. Such position may include but not limited to roles involving procurement, financials, sales, or any other positions which the Group has identified as vulnerable to Bribery and Corruption.
Facilitation Payment	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.
Festive Gift	Traditional treats or gifts customary to the occasion such as red packets (cash or cash equivalent), hampers, and etc.

Gratification	<p>Defined in the MACC Act as:-</p> <ul style="list-style-type: none"> (a) Money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage; (b) Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity; (c) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part; (d) Any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage; (e) Any forbearance to demand any money or money's worth or valuable thing; (f) Any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and (g) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).
MACC Act	Malaysian Anti-Corruption Commission Act 2009 and any statutory modification, amendment or re-enactment thereof for the time being in force
The Group	Systemtech Bhd. and its subsidiaries

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1. Introduction

- 1.1. The Group is committed to the highest ethical standards in conducting business dealings with integrity and in compliance with all applicable laws, including the MACC Act.
- 1.2. The Group has adopted a zero-tolerance approach against all forms of Bribery and Corruption and takes a strong stance against such acts.
- 1.3. The Policy and Procedure leverages on the core principles of the Group as set out in the Group's Code of Conduct and Code of Ethics.
- 1.4. This Policy and Procedure is not intended to provide definitive answers to all questions regarding Bribery and Corruption, but is instead envisioned to provide a basic introduction to how the Group combats bribery and corruption in furtherance of its commitment to lawful, fair and ethical behavior at all times, in addition to being designed to avoid situations in which bribery and corruption may take root.
- 1.5. Failure to comply with this Policy and Procedure, whether intentional or not, may lead to disciplinary action and criminal liability for the individual(s) involved.

2. Objective

- 2.1. The Policy and Procedure sets out the Group's position on Bribery and Corruption in all its forms and matters that might confront the Group in its day-to-day operations.
- 2.2. The Policy and Procedure serve as a guideline on how to deal with Bribery and Corruption which may arise in the course of business.

3. Scope

- 3.1. This Policy and Procedure applies to the following persons:-

- a) The Directors; and
- b) The employees of the Company;

(collectively referred to as "**the Parties**")

- 3.2. This Policy and Procedure would not be able to provide the Parties with comprehensive solution to every potential Bribery and Corruption that may arise.

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3.3. In the event of doubt in relation to this Policy and Procedure, the Parties should contact the Company's Human Resource Department immediately.

4. Responsibilities of the Parties

4.1. The Parties are responsible for understanding and complying with this Policy and Procedure which includes the following: -

- a) Be familiar with the requirements and directives of the Policy and Procedure and communicate them to subordinates;
- b) Promptly record all transactions of Gifts, Entertainment, Hospitality, Travel, Donation and Sponsorship (collectively referred to as "GEHTDS") accurately and in reasonable detail;
- c) Always raise suspicion transactions to immediate superior for guidance on next course of action;
- d) Promptly report violations or suspected violations through appropriate channels; and
- e) Attend and complete all trainings and assessments in relation to the Policy and Procedure.

5. Anti-Bribery and Anti-Corruption

5.1. All forms of Bribery and Corruption are prohibited. The Parties should not participate in any corrupt or unethical activity such as but not limited to extortion, abuse of power, trading under influence fraud and/or money laundering.

5.2. Bribery and Corruption may take the form of exchange of money, goods, services, property, privilege and/or preferential treatment. The Parties shall not, whether directly or indirectly, offer, give, receive or solicit any item of value, in an attempt to influence decisions or actions of a person in a position in the Group, either for the intended benefit of the Group or the Business Associate involved in the transaction.

5.3. This Policy and Procedure applies to the Group's business dealings with commercial and government entities, and includes interactions with their Directors, employees, agents and other appointed representatives.

5.4. No employee will suffer demotion, penalty or other adverse consequence for refusing to pay or receive bribes or other illicit behavior, even if such refusal may result in the Group losing business or experience a delay in business operations.

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5.5. The Group awards contracts based on merits and tenders. Support letters in all forms shall not be recognized as part of the business decision making process.

5.6. The Group's internal audit function shall conduct risk assessments in relation to Bribery and Corruption on a periodic basis.

6. Conflict of Interest

6.1. A situation of conflict of interest arise in situations where a personal interest that might be considered to interfere with a person's objectivity in performing or exercising duties/judgement on behalf of the Group.

6.2. The Parties should avoid or deal appropriately with situations in which conflict of interest arise and they must not use their position to gain or to cause disadvantage to the Group.

7. Business Associate

7.1. The Group expects all Business Associate to refrain from Bribery and Corruption.

7.2. If suspicion of Bribery and Corruption arises in any collaboration with the Business Associate, the Group shall seek an alternative Business Associate.

7.3. The Group shall endeavor to include clauses in contracts which would enable the Group to terminate any contract in which Bribery or Corruption is made suspicious of.

7.4. In the event of suspicious behavior, allegations and/or investigations relating to Bribery and Corruption in relation to collaboration with the Group and Business Associate, the Group shall conduct due diligence on any relevant parties which include but not limited to search through relevant databases, background checks and conducting interviews to identify relationship and documenting the reasons for choosing one particular Business Associate over another.

7.5. All Business Associates are required to adhere to industry best practice and accepted standards of behavior and are required to execute the Declaration Form as set out in Appendix I.

8. Gifts, Entertainment, Hospitality, Travel, Donation and Sponsorship

8.1. The Group prohibits both the giving and receiving of GEHTDS which may influence business decisions. As GEHTDS varies between countries and regions and what may be normal and acceptable in one region may not be in another. The intention behind the GEHTDS should always be considered, so that it does not create an appearance of bad faith and impropriety and should not be misunderstood by others to be a bribe.

8.2. The Group shall maintain a GEHTDS register to record GEHTDS received or provided amounting to RM500.00 (or equivalent amount/value in other countries depending on cultural difference) or greater for audit purposes. Such a register should state the gift's nature, its value, the name of the provider, name of the recipient, reason or occasion for the gift.

8.3. The Group should not solicit any GEHTDS from any Business Associate directly or indirectly.

8.4. The Group allows appropriate business related GEHTDS if the following principles are observed: -

a) Transparency

Receipt and/or provision of any GEHTDS should be comfortably recorded into the Group's designated register which would be made available for audit purposes.

b) Recipients

Receipt and/or provision of any GEHTDS would not result the Parties to be in a Conflict of Interest position.

c) Ability to Influence

Receipt and/or provision of any GEHTDS should not occur which may detriment the direction of a business decision.

d) Value

Receipt and/or provision of any GEHTDS must be modest and not be so frequent as to place the recipient under an obligation.

e) Purpose

Receipt and/or provision of any GEHTDS offered openly in normal course of business to promote good relations and mark special occasions must not be interpreted as to gain unmerited advantage or cause disadvantage to others.

- 8.5. The Group should avoid from offering and/or accepting GEHTDS from government officials without the approval from the Board of Directors.
- 8.6. The Group should not exercise any of its resources to make any direct or indirect political contributions to any political party without the approval from the Board of Directors.
- 8.7. Even if refusal of the gift and/ or hospitality is considered disrespectful or may offend the other party, the gift must be politely returned with a note of explanation of the Group's "no gift" policy if there is a potential conflict of interest situation.
- 8.8. The Group must ensure that all Donation and Sponsorship are given through legal and proper channels. Particular care must be taken in ensuring that the charities or sponsored organisations on the receiving end are valid bodies and are able to manage the funds properly. Steps must be taken to ensure that donations to foreign-based charities or beneficiaries are not disguised illegal payments to government officials nor act as conduit to fund illegal activities in violation of any applicable law. When in doubt, employees can escalate the matter to Chief Executive Officer/Managing Director to determine the authenticity of such requests.
- 8.9. Corporate Gifts and/or Festive Gifts may be given to any Business Associate provided it is made for the right reason, not obligatory, not expecting expectation, made openly, within reasonable value and legal.

9. Facilitation Payments

- 9.1. The Group adopts a strict stance in disallowing Facilitation Payments.
- 9.2. In the event of an encounter with any requests for a Facilitation Payments, the Parties are expected to notify their immediate superior. In the event that such payment has been made and the Parties are unsure of the nature, their immediate superior must be immediately notified and consulted. Such occurrence has to be recorded in a register for audit purposes.
- 9.3. In the event that the safety of the Party is at stake, a Facilitation Payment is permitted if: -

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a) That the Facilitation Payment is the immediate available recourse to protect the safety of the Parties; and

b) Approval has been obtained by the Chief Executive Officer/Managing Director.

10. Non-Compliance

10.1. The Group would take immediate action against any party who did not adhere to the Policy and Procedure. This may include but is not limited to the termination of employment, business arrangements, initiation of legal action and/or notification to the authorities.

10.2. Any Parties found guilty by the authorities pursuant to Section 17A(2) of the MACC Act, is punishable by a fine not less than ten (10) times the sum or value of the gratification which is the subject matter of the offence, where the gratification is capable of being valued or is of a pecuniary nature, or RM1.0 million, whichever is higher or imprisonment for a term not exceeding twenty (20) years or both.

11. Record Keeping for Managing Documentation

11.1. The Group would keep and maintain data, record and documents in accordance with statutory and regulatory requirements. The Group would have appropriate internal controls in place to safe-keep, archival, retrieval, retain and store proper records.

11.2. The Group must ensure that all GEHTDS are recorded on the register in a timely manner.

12. Whistleblowing Channel

12.1. The Group has established a Whistleblowing Policy which details of the Group's policies and procedures in relation to the disclosure of any known malpractices or wrongdoings occurred in the Group.

12.2. The Parties who encounter actual or suspected violations of this Policy and Procedure are required to report their concerns. The parties are responsible to ensure that suspected Bribery and Corruption incidents are reported promptly via the procedures set out in the Whistleblowing Policy which is made available in the Group's website.

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12.3. Reports made in good faith, either anonymously or otherwise, would be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.

13. Awareness and Training

13.1. The Group is committed in arranging awareness programmes for all Parties to refresh awareness in relation to the Policy and Procedure and to continuously promulgate integrity and ethics.

13.2. In addition, the Group provides training in relation to the Policy and Procedure to New Recruits.

13.3. The Group will also provide reminders in relation to the Policy and Procedure on an annual basis.

14. Recognition of local and international legislations

14.1. The Group is committed in conducting its business ethically and in compliance with all applicable laws and regulations.

14.2. In the event that any clause in this Policy and Procedure is inconsistent with or in breach of any applicable laws and regulations, the applicable laws and regulations shall prevail.

15. Monitoring, Periodic Review and Disclosure

15.1. The Group is committed to continually improve the Policy and Procedure and may therefore endeavor to develop further integrity measures.

15.2. The Board shall conduct a review on the effectiveness of the implementation of this Policy and Procedure at appropriate intervals, considering its suitability, adequacy and effectiveness.

15.3. This Policy and Procedure should be reviewed annually and may be amended by the Board as it deems appropriate.

15.4. This Policy and Procedure should be disclosed on the Company's website.

(TO BE EXECUTED ONTO THE LETTERHEAD OF THE BUSINESS ASSOCIATE)

ANTI-BRIBERY AND ANTI-CORRUPTION DECLARATION

Our company, [Company Name of the Business Associate], [Registration Number] (which includes our Directors, Officers and employees) hereby:-

1. PLEDGE, COMMIT AND UNDERTAKE THAT:

A. We have read and understood, and will comply with:

- (i) All applicable laws and regulations relating to anti-bribery, anti-corruption and fraud ("**Applicable Laws**"); and
- (ii) The following anti-corruption principles promoted by the Malaysian Anti-Corruption Commission ("**MACC**"):
 - (a) Committing to promoting values of integrity, transparency and good governance;
 - (b) Strengthening internal systems that support corruption prevention;
 - (c) Comply with rules and regulations relating to fighting corruption;
 - (d) Fighting any form of corrupt practice; and
 - (e) Supporting corruption prevention initiatives by the Malaysian Government, MACC and other authorities within the country jurisdiction we operate.

to the best of our knowledge (collectively referred to as the "**Provisions**")

B. We shall not, through any of our representatives, agents or any persons associated to us, commit any corruption offence or breach any of the Applicable Laws and/or the Provisions. We shall not encourage any corruption elements within our business practices, activities, operations and transactions.

C. We have not been convicted nor are we the subject of any investigation, inquiry or enforcement proceedings by the relevant authorities of any actual or suspected breach of the Applicable Laws and/or the Provisions and will report any actual or suspected breach of the Applicable Laws and/or the Provisions as soon as reasonable practicable and to the extent permitted by Law, to Systech Bhd. and its subsidiaries (collectively referred to as the "**Group**") resulting from any business collaboration.

- D. We have not been and are not listed by any government agency as being debarred, suspended proposed for suspension or debarment, or otherwise ineligible for participation in government procurement programmes or other government contracts.
- E. We shall take all measures and implement appropriate measures to ensure compliance with the Applicable Laws and the Provisions.

2. AGREE THAT:

- A. In the event that we are in breach of any of the above sections or the Applicable Laws and/or the Provisions, Systech Group may immediately revoke the contract awarded or terminate the contract in relation to our business transactions without any liability whatsoever on the part of XXX Group. This is without prejudice to any other rights or remedies that XXX Group may have or any other appropriate action which XXX a Group may take under the terms of the applicable tender or contract or applicable laws and regulations.
- B. In the event that we are in breach of any of the above sections, the Applicable Laws or the Provisions, we shall indemnify Systech Group against all forms of damages and/or liabilities, whether criminal or civil, if any legal action was brought against XXX Group in relation to the breach.
- C. Should any person attempt to solicit any bribe or advantage (whether financial or otherwise) from us or any other person connected to us either as an inducement or incentive for us to be selected for a proposed business transaction with Systech Group or as a reward, gift, or bonus or where we have reasonable grounds to suspect any breach of the obligations in this Anti-Bribery and Anti-Corruption Declaration or any Applicable Laws, we will report such act to Systech Group as soon as reasonably practicable.
- D. We are fully informed on the Whistleblowing Policy and the channels which are available to us as an avenue to report any misconducts or incidents in relation to the commercial transaction(s) between Systech Group and us.

Your sincerely

Name of Company Director
IC/Passport
Position/Designation
Company Stamp