

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

I. Introduction

MSCM HOLDINGS BERHAD (“the Company” or “MSCM”) and its subsidiaries (collectively referred to as the “Group”) are fully committed to conduct our business with utmost integrity and with the highest ethical standards, and in compliance with all applicable laws and regulatory requirements for the prevention of corruption, bribery and extortion.

In line with Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendments (“MACCA”) and the Guidelines of Adequate Procedures by the Prime Minister’s Office, MSCM has developed and implemented a comprehensive set of measures to combat bribery and corruption of all forms related to MSCM’s operations.

This is to ensure any business undertaken by MSCM is free from acts of corruption and internal fraud, and at the same time, to act in the best interests of the Company, its shareholders and other stakeholders.

Following steps have been taken by MSCM to address these risks:-

- (a) Implement an anti-bribery and anti-corruption policy;
- (b) Conduct regular corruption risk assessment on operations and review findings;
- (c) Implement training programs for all individual operating in areas of the organisation that are identified as high risk; and
- (d) Regular review and update to this Anti-Bribery and Corruption Policy.

II. Purpose

This Policy is to set out the responsibilities of MSCM, and of those working for MSCM, in observing and upholding MSCM’s position on bribery and corruption and provide information and guidance to those working for MSCM on how to recognise and deal with bribery and corruption issues.

III. Definition of Bribery and Corruption

According to Transparency International¹:-

- (a) “Bribery” is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, favors etc.).
- (b) “Corruption” is the abuse of entrusted power for private gain. Corruption can be classified as grand, petty and political, depending on the amounts of money lost and the sector where it occurs.

IV. Scope

This Policy applies to all companies within the MSCM Group.

This includes all individual workings at all levels and grades, including Directors (means executive, non-executive, independent non-executive, non-independent non-executive and alternate director), senior managers, managers, officers, Employees (means employees recruited under basis of full-time, part-time, contract or temporary), consultants, contractors, trainees, seconded staffs, volunteers, interns, agents, sponsors, suppliers, distributors, customers (actual and potential), joint ventures parties and any other person associated with us.

¹ Transparency International is an independent, non-governmental and organisation which is committed to fight against corruption. For more information on Transparency International, please visit <https://www.transparency.org/>.

V. Gifts, Entertainment and Hospitality

This Policy does not prohibit normal and appropriate business hospitality (given or received) to or from third parties, as long as it is reasonable, appropriate, modest and bona fide corporate hospitality.

All benefits (including gifts and entertainment) must be subject to the followings:-

- (a) It is not made with the intention of influencing the decision making of the other party;
- (b) It is not easily convertible into cash;
- (c) It is appropriate in the circumstances. For example, it is customary for small gifts to be given during festivals or business events;
- (d) It is of an appropriate type and value and given at an appropriate time, after taking into account the reason for the benefits; and
- (e) The giving out of the gift and hospitality must be done in an open and transparent manner.

However, any gifts and entertainment given or received shall require the prior approval of the Head of Division/Department or Executive Director according to the company policy and must be in compliance with law and be consistent with local custom and practice in all relevant countries.

VI. Local and Overseas Travel

Allowable if it is to promote business and not for tourism or any other private purposes. As far as possible, air tickets, accommodation, travel insurance shall be purchased by MSCM. Other associated costs such as entertainment, land transport must be stated in detail using the necessary forms and the necessary approval must be obtained before any payments can be made.

VII. Facilitation Payments

The Group adopts a strict stance that disallows facilitation payments. A “facilitation payment” is a payment received or made to a decision maker or an administrative staff (in either public or private sectors) to speed up a process or secure licenses/permits. Facilitation payments are illegal under the MACCA as it falls within the meaning of gratification or bribery.

All Employees shall decline to received/make the payment and report to the immediate superior; Human Resources Manager or Management immediately when they encounter any requests in relation to a facilitation payment especially those unidentified nature of transactions. All the records are to be kept by Human Resources Department.

VIII. Political Contribution

MSCM does not make any form of charitable donations or contributions (whether direct or indirect) for whatsoever purposes to any political parties nor make gifts or provide honoraria of any kind to elective or appointive governmental officials. MSCM does not refrain its Employees from making such political contributions provided that it is done strictly in their personal capacity and without in any manner whatsoever hold themselves out to be making such political contributions for or on behalf of MSCM (whether direct or indirect). MSCM does not reimburse its Employee for such political contributions made, including all board members. For all political contributions made, each Employees and or board members concerned shall timely inform the directors and other board members.

All MSCM resources including but not limited (funds, services, properties, facilities, manpower) are not to be used nor contributed (whether directly or indirectly) to any political parties or political candidates standing for public office without the prior approval of and notice to the Executive Director (both at Country and Corporate level) as well as to all board members.

IX. Charitable Contribution

Charitable contributions may only be given to recognised non-profit charitable organisations.

All donations must be:

- transparent and properly recorded in our books and records; and
- receipted or have a letter of acknowledgement from the charity to ensure that the donations receive the proper tax treatment.
- be compliant with local law, regulations or local or Business Unit internal policies

However, Directors and Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. No donation can be offered or made without the prior approval of the Head of Division/Department or Executive Director. The records of all charitable contributions shall be kept by the Head of Division/Department and the management of Human Resources.

X. Procurement Process

MSCM had processes and adheres to the internal controls system around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is formal, structured invitation for the supply of goods and services (often called a “tender”), it is most important we maintain documentation supporting our internal controls.

Due diligence of new suppliers in supplier selection should include elements of corruption including bribery.

XI. Recruitment of Employees

The recruitment of Employees should be based on approved selection criteria to ensure that only the most qualified and suitable individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of Employees.

In line with this, proper background checks should be conducted in order to ensure that the potential Employee has not been convicted in any bribery or corruption cases nationally or internationally. More detailed background checks should be taken when hiring Employees that would be responsible in management positions, as they would be tasked with decision-making obligations.

XII. Record-keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for any payments received or made. All accounts, invoices, and other similar documents and records should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.

Employees must ensure that all expenses claims relating to any entertainment, gifts or expenses incurred are submitted in accordance with the Company’s policy and specifically record the reason with supporting documents such as receipt or invoices.

XIII. 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. Directors and Employees are expected to understand and comply with the Malaysian Anti-Corruption Commission Act 2009 (including any amendment 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.

XIV. Training and Communication

Continuous training will be provided to all levels of Employees on awareness and adherence to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors, agents, business and other partners at the outset of our relationship with them and as appropriate thereafter.

XV Reporting of Violations of the Policy

Any Employee who knows of, or suspects, a violation of the Policy, is encouraged to whistle blow or report the concerns through the mechanism set out under the Group's Whistleblowing Policy. The provision, protection and procedure of the Whistleblowing Policy for reporting of the violations of the Policy are available on the MSCM website. 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 the Policy. All reports will be treated confidentially.

XVI. Staff Declarations

All MSCM personnel shall certify in writing that they have read, understood and will abide by this policy. A copy of this declaration shall be documented and retained by the Human Resources Department for the duration of the personnel's employment. A sample declaration can be found in the Appendix of this Policy.

The management reserves the right to request information regarding an Employee's assets in the event that the person is implicated in any bribery and corruption-related accusation or incident.

XVII. Monitoring and Review

All Employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger 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.

The Board will monitor compliance with the Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate.