



*Excellence in Creation, **TRUST** in Values*

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## **ANTI-BRIBERY AND CORRUPTION POLICY**

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### **1. POLICY STATEMENT**

SIAB HOLDINGS BERHAD ("the Company") is committed to conducting its businesses in an ethical, responsible, transparent and efficient manner. Hence the Company inspires to reinforce good governance, preventive system and ensuring compliance with procedures, code of conduct and relevant laws in force. Anti-Corruption Policy is an initiative to contribute toward anti-corruption efforts in Malaysia.

#### **1.1. Principle**

- 1.1.1 We take a zero-tolerance approach to corruption. Any violation of this Policy will be regarded as a serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.
- 1.1.2 We will uphold all laws relevant to countering corruption. We remain bound by the laws of Malaysia, including the Malaysian Anti-Corruption Commission 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 in respect of our conduct both in Malaysia and abroad.
- 1.1.3 The Board has oversight of this Policy. The Managing Director, Executive Directors and Key Management Personnel are responsible for ensuring compliance with this Policy. Every employee of the Company is required to be familiar with and comply with this Policy.

### **2. OBJECTIVE OF THE POLICY**

To ensure employees of the Company discharge their duties in an ethical, responsible, transparent and efficient manner and free from corruption. To create a working environment that practices an integrity work culture to enhance the trust and confidence of the Company's stakeholders.

#### **2.1. Scope and Application**

The Company shall strive to perform its function in a fair and transparent manner and free from corruption through the following actions:

- Committing to promote values of integrity, transparency and good governance;
- Strengthening internal systems that support corruption prevention;
- Complying with laws, policies and procedures relating to the fighting of corruption;
- Fighting any form of corrupt practice; and

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- Supporting corruption prevention initiatives by the Malaysian Government and the Malaysian Anti-Corruption Commission (MACC).

### **2.2. Commitment**

The Group is committed to conducting business dealings with integrity. This includes avoiding practices of bribery and corruption of all forms in the daily operation of the Group.

The Group has adopted zero-tolerance approach against all forms of bribery and corruption. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in losing a business transaction.

## **3. CORRUPTION AND MALPRACTICE**

### **3.1. Bribery and Corruption**

Employees and parties dealing with the Company shall not accept or obtain or attempting to accept or obtain, solicit, offer, promise or give any bribe or gratification directly or indirectly as an inducement or reward to or from any party for doing or forbearing to do any act.

### **3.2. Gratification**

Gratification stated under Section 3 Malaysian Anti-Corruption Commission Act 2009 means:

- i. money, donation, gift, loan, fee, reward, valuable security, property or interest in the property is a property of any description whether moveable or immovable, financial benefit, or any other similar advantage;
- ii. any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- iii. any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- iv. any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- v. any forbearance to demand any money or money's worth or valuable thing;
- vi. any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action 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

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- vii. any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs i to vi.

### **3.3. Facilitation payments**

Employees and parties dealing with the Company shall not accept or obtain or attempting to accept or obtain, solicit, offer, promise or give facilitation payments to secure or expedite the performance of the employee's duty.

### **3.4. Political Donations and Contribution**

Any charitable donations or contributions given to political parties must get approval from the Board. Whilst our employees and parties acting in their own personal capacity as citizens are not restricted to make any personal political donations but there is no reimbursement for these personal political contributions back to these employees and parties.

### **3.5. Sponsorships, Donations, and Contribution to Charity or Social Projects**

Charitable Contributions, sponsorships or donations shall be made to community projects or charities in good faith and compliance with the Company's Code of Business Conduct and Ethics, this Policy and all relevant policies and procedures. Any charitable contributions, sponsorships or donations made on behalf of the Company must be approved in accordance with the Company's Limits of Authority.

The Company's property, facilities, services, or employee time cannot be used for / contributed to any political party or candidate for public office without approval by the Board.

No donation should be made which may or may be perceived to breach applicable law or any other sections of this Policy.

### **3.6. Account for Secret Profits or Gains**

Employees shall immediately disclose the receipt of any discount, rebate, commission, service, interest, consideration for value or other benefit or payments of any kind (whether in cash or in-kind) and shall be liable to surrender such benefits and / or payment received.

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### **3.7. Conflict of Interest**

#### **3.7.1 Use of Office Position, confidential Information, Assets and Other Resources**

Employees shall not use his official position, confidential information, assets and other resources for his personal gain or the advantage of his family and associates.

#### **3.7.2 Declaration of Interest**

Employees shall declare his interest and withdraw from taking any action or participating in any decision-making process in matters where they have or potentially have a conflict of interest.

### **3.8. Giving Undue Advantage to Third Parties**

Employees shall not be involved with the commission or omission of any act, which gives an undue advantage to an outside party in its dealings with the Company without prior approval, whether such acts or omissions result in him obtaining a personal gain, benefit or advantage.

### **3.9. Disclosure of Payments to Third Parties**

Employees shall disclose all commissions and expenses or payment paid to the third parties in any official dealings with the Company.

### **3.10. Gift Policy**

Gifts, hospitality and entertainment such as exchange of business courtesies may be offered to or received from you but only where it is appropriate to do so in the circumstances that do not influence business decisions. Any such business courtesies offered or received that transacted on behalf of the Company must be approved in accordance with the Company's Limits of Authority.

#### **3.10.1. Receiving Gifts**

- i. As a general principle, employees and / or his immediate family, are not allowed to receive any gifts of whatever nature regardless of value on a personal basis from any party who have official dealings with the Company such as the Company's contractors or sub-contractors, suppliers, bankers, dealers, panel lawyers, panel insurance or customers (hereinafter stated as the parties) whether actual or potential.

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- ii. However, employees are allowed to receive gifts of the following nature:
  - a. small items or gifts of promotional nature e.g. inscribed pens, low value or promotional material;
  - b. gifts that would be discourteous to refuse (example: gifts presented in an event/launching); and
  - c. gifts as a door gift, token during training, seminar, product launching, exhibition, annual general meeting.
- iii. Employees shall declare the receipt of gifts discourteous to refuse (as para 4.7) to the Company and request for approval to retain the gift.
  - a. The declaration shall be made in a Declaration of Gift Form and submit to the Company.
  - b. The Company shall forward the declaration to the Managing Director (MD) for approval.
  - c. The MD may approve the request to retain the gift or may not approve and give instructions to return the gift to the giver.
- iv. Employees shall declare any gift received by any other person for them or their department or any gift delivered by a third party or in a situation that is unable to refuse or return.
  - a. The declaration shall be made in a Declaration of Gift Form.
  - b. The gift and the declaration shall be submitted to the Company.
- v. Upon receiving the gift and the Declaration of Gift Form (as mentioned above), Integrity Team shall:
  - a. Keep a copy of the declaration in a file.
  - b. Forward the declaration and the gift to the MD for instruction to dispose of the gift in a manner appropriate (as mentioned below).
- vi. The gift may be disposed of as follows:
  - a. Return the gift to the giver. A covering letter must be attached together with the gift stating the policy on Corruption and Malpractice - No Gift Policy and Policy Violation;
  - b. Dispose of the gift in a manner appropriate if it is perishable in nature. MD shall decide the manner of disposal; or
  - c. Give away as a donation if the gift is unable to return. A cover letter must be attached together with the gift indicating the donation from the Company and the nature of the donation.

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### **3.10.2. Giving Gifts**

Employees are not allowed to give any gifts of whatever nature either directly or indirectly, regardless of value to any officer / staff and / or his immediate family of any agency whom the employee is dealing with.

### **3.10.3. Giving or receiving / accepting or soliciting gifts is an offence punishable under the Malaysian Anti-Corruption Commission Act 2009.**

## **4. IMPLEMENTATION**

### **4.1. Notification and Training**

It is the duty of the Company to:

- i. Issue a circular stating Policy on Corruption and Malpractice, No Gift Policy and Policy Violation to any parties including employees, shareholders and other stakeholders with whom the Company had official dealings at the start of each business relationship.
- ii. Make available of the Company's Code of Ethics and Conduct containing Policy on Corruption and Malpractice, No Gift Policy and Policy Violation to employees.
- iii. Arrange for a learning programme for employees to understand the content of the Company's Code of Ethics and Conduct containing Policy on Corruption and Malpractice, No Gift Policy and Policy Violation.
- iv. Arrange for anti-corruption awareness programmes towards promoting the high value of integrity, transparency and good corporate governance for the employees.
- v. Arrange to disseminate anti-corruption messages to employees by way of printed materials, electronic media and website.

### **4.2. Compliance with Laws, Policies and Procedures Relating to Corruption**

- i. Employees shall observe all laws, policies and procedures relating to corruption.
- ii. The HR Department shall handle non-compliance on integrity matters. The functions and duties shall be specified as follows:
  - a. strengthening the integrity of the Company;
  - b. setting-up complaint mechanism and managing of complaints;
  - c. detecting and investigating cases of misconduct;
  - d. ensuring compliance to code of conduct, regulations and relevant laws in force relating to integrity; and



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- e. ensuring good governance in integrity issues is implemented and carried out effectively.
- iii. Employees are encouraged to report any act of bribery and corruption directly to the HR Department on the following channels:
  - [hr@siabmy.com](mailto:hr@siabmy.com); or
  - 03-80527117

### **4.3. Policy Violation**

- i. Employees found violating this policy may be subjected to disciplinary action as well as potential criminal investigation and prosecution; and
- ii. Official dealings between the Company and third parties shall be terminated or discontinued if they are found offering, promising, giving or soliciting any bribe or gratification to the Company's employees and reports shall be made to the Malaysian Anti- Corruption Commission (MACC) for investigation upon approval by the Board.

### **4.4. Duty to Report**

- i. It is the duty of employees and parties dealing with the Company to report any gratification given, promised, offered, solicited, obtained or accepted or attempted to obtain or accept to MACC. Failure to report is an offence under Section 25 Malaysian Anti- Corruption Commission Act 2009.
- ii. It is the duty of all employees and parties dealing with the Company to report on suspected violations of all laws, policies and procedures relating to integrity and corruption to the Integrity Team.
- iii. The report may also be made under Whistle Blower Policy by writing to the Board Committee of the Company.
- iv. Employees and parties making such reports are protected under the MACC Act 2009, Witness Protection Act 2010, Whistle-Blower Act 2010 and Whistle Blower Policy.
- v. No malicious, vindictive or baseless accusations shall be made by any employee against another employee(s). Appropriate action shall be taken against any employee making such malicious, vindictive or baseless accusations.
- vi. No form of retribution shall be made against any employee who reports in good faith of any known or suspected violations.
- vii. No form of reprisal shall be made by any employee against another employee who in good faith has reported the known or suspected violations. Appropriate action shall be taken against any employee causing such reprisal to be made.



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### **4.5. Record Keeping**

All financial records shall be kept and have appropriate internal controls in place which will evidence, substantiate and justify that business reason for making payments to, and receiving payments from, third parties.

All expenses claims relating to gifts or entertainment made to third parties must be ensured that are submitted in accordance with the Company's reimbursement procedures and / or applicable policy and specifically record the reason for such expenditure. All the parties shall further ensure that all expense claims shall comply with the terms and conditions of this Policy.

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

### **4.6. Monitoring and Review**

Internal control systems and procedures will be subject to regular audits to assure that they are effective in countering corruption and bribery.

### **4.7. Confidentiality and Protection**

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. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this Policy in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

### **4.8. Immunity / disclaimer**

Employees who participate in any activities that constitute the act of violation of laws, policies and procedures mentioned above which he / she reported shall not be given immunity against any investigation or disciplinary / criminal proceeding arising out of the report made. Nevertheless, in such circumstances, the fact that he / she had caused the report to be made may be taken into consideration as a mitigating factor.

## **5.0. AMENDMENT**

The Company reserves the right to amend or modify this Policy in whole or in part, at any time necessary so to do. However, no such amendment or modification shall be binding on employees or external parties unless the same is notified to the employees or external parties in writing.

*This Anti Bribery And Corruption Policy was approved and adopted by the Board on 23 February 2022.*

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### **Schedule 1: Potential risk scenarios - “red flags”**

The following is a non-exhaustive list of possible red flags (for illustrative purposes only) that may arise and which may raise concerns under various anti-corruption laws.

If the Board, employee and third party come across any of these red flags or believe it may occur potentially while working with the Company, he / she must make report promptly in accordance with the procedure as set out in our Whistleblowing Policy.

- a) Become aware that a third party engages in, or has been accused of engaging in improper business practices, improper conduct or has a reputation for paying bribes or requiring bribes ;
- b) A third party demands gifts, benefits, commission or fees before committing or continue to sign up a contract;
- c) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- d) A third party refuses to provide or provide insufficient, false, or inconsistent information in response to due diligence questions;
- e) A third party requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us, or a shell entity serves as a middleman especially when domiciled in secrecy haven;
- f) There are signs that the third party is not acting on his own behalf, but is trying to conceal the true beneficial owner's identity;
- g) A third party has a reputation of having a “special relationship” with a government, political party or other public official or has been specifically requested by a public official;
- h) A third party refuses to sign a commission or fee agreement or insists on the use of a side-letter relating to the payment of funds;
- i) A third party requests an unusually large or inappropriate commission, retainer, bonus or other fee or an unexpected additional fee or commission to “facilitate” a service;
- j) A third party requests payment in cash or cash equivalent such a money order; refuses to provide an invoice or receipt;
- k) A third party refuses to provide an invoice or receipt for a payment, or you receive an invoice or receipt that appears to be non-standard or customized;
- l) A third party requests that a transaction is structured to evade normal record-keeping or reporting requirements;

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- m) A third party refuses to abide by this Policy or does not demonstrate that it has adequate internal anti-corruption policies and procedures in place.
- n) Been offered an unusually generous gift or lavish benefits or entertainment by a third party.

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