

POH HUAT RESOURCES HOLDINGS BERHAD ANTI BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- 1.1. Poh Huat Resources Holdings Berhad (“Poh Huat” or the “Company”) and its subsidiaries (collectively the “Group”) recognise the importance of establishing and upholding good corporate governance and is committed to conducting its business in accordance with the highest ethical standards in compliance with all applicable laws, regulations and guidelines.

2. POLICY STATEMENT

- 2.1. In line with our commitment, the Group is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery or corruption is prevented. The Group is committed to the eradication of bribery and corrupt activities in the conduct of our business. The Group is committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.
- 2.2. The Group will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. All member companies of the Group are bound by the laws in Malaysian relating to anti-bribery and corruption including the Malaysian Anti-Corruption Commission (MACC) Act 2009 (including amendments in 2018) and other anti-bribery laws and provisions in countries in which they operate, in regard to its conduct both at home and abroad.
- 2.3. Poh Huat recognises that if any of its member company is discovered to have taken part in corrupt activities, the member company or the Group may be subjected to fines, be excluded from doing business with its customers, and face serious damage to its reputation. In Malaysia, bribery and corruption are punishable under the MACC Act 2009 (including amendments in 2018) by a fine, or be subjected to imprisonment not exceeding 20 years, or to both. It is with this in mind that the Group is committed to preventing bribery and corruption in its business, and take its legal responsibilities seriously.

3. OBJECTIVES

- 3.1. This anti-bribery and corruption policy (“Policy”) exists to set out the Company and the Group’s responsibilities and those who work within the Group with regard to observing and upholding its zero-tolerance position on bribery and corruption.
- 3.2. This Policy also exists to act as a source of information and guidance for those working for the Group. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

4. APPLICABILITY

- 4.1. This Policy applies to all Board and/or Committee members, employees (whether temporary, fixed-term, or permanent), trainees, seconded staff, casual workers, agency staff, interns, agents of the Group (collectively “Employees”) or any other person or persons associated with any member of the Group (including third parties), no matter where they are located.
- 4.2. In the context of this Policy, third-party refers to any individual, organization or entity the Group meets and works or transacts with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.
- 4.3. In the context of this Policy, associated persons refer to any individual or entity who performs services for or on behalf of the Group. This includes without limitation, our suppliers, distributors, agents, service providers or advisers.
- 4.4. Any arrangements we make with an associated person is subject to clear contractual terms, including specific provisions that require the associated person to comply with minimum standards and procedures relating to anti-bribery and corruption.

5. DEFINITION OF BRIBERY

- 5.1. Bribery refers to the act of corruptly offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting gratification or an advantage so to induce or influence an action or decision, whether directly or indirectly.
- 5.2. Gratification as define in the MACC Act 2009 includes:
 - 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;
 - any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
 - any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
 - any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
 - any forbearance to demand any money or money’s worth or valuable thing;
 - 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
 - any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f)
- 5.3. A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 5.4. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 5.5. Bribery is illegal. All directors, employees and associated persons must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world.

They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the line manager or the General Manager of the respective company.

6. WHAT IS ACCEPTABLE AND NOT ACCEPTABLE

6.1. This section refers to 4 main areas in relation to the application of the Policy:

- Gifts and hospitality;
- Facilitation payments;
- Political contributions; and
- Charitable contributions.

6.2. Gifts and Hospitality

Normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) are acceptable so long as the giving or receiving of gifts meets the following requirements:-

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is in compliance with local law.
- It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- It is appropriate for the circumstances (e.g. giving small gifts around festive season or as a token of appreciation).
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.

6.3 The Group recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

6.4 Facilitation Payments and Kickbacks

Facilitation payments are a form of bribery, usually small in value, that involves expediting or facilitating the performance of a routine action. Facilitation payments may be solicited by both the public and private sectors.

Examples of situations where facilitation payment may be solicited are as follows:

- An employee of the Group who is obtaining immigration clearance to enter a country receives a request for a non-official payment by the immigration officer.
- Payment or benefit requested by a government or regulatory officer to provide preferential treatment such as expedition of processing of documents.
- Payment or benefit requested by the customer's staff, payable to the staff personally, to expedite contract awarding process to the Group.

The following scenario, however, is not considered as a facilitation payment:

- Paying for a fast track processing service, which is available to everyone, listed in the service provider's official website, accorded with official receipt and payable to the organisation instead of an individual.

Kickbacks are typically made in exchange for a business favour or advantage.

The Group strictly prohibits the making of facilitation payment or kickbacks, whether made directly or indirectly.

6.5 Political Contributions

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

6.6 Charitable Contributions

The Group encourage the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the Group Chief Executive Officer.

7. DIRECTORS, EMPLOYEES AND ASSOCIATED PERSONS RESPONSIBILITIES

- 7.1. Directors, employees and associated persons of the Group are required to read, understand, and comply with the information contained within this Policy and any other anti-bribery and corruption briefing or information that may be provided by the Group.
- 7.2. Directors, employees and associated persons shares the responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.
- 7.3. If any directors, employees or associated persons breaches this Policy, they may face disciplinary actions which may include dismissal for gross misconduct. We have the right to sanction or terminate a contractual relationship with any involved persons if they breach this Policy.

8. REPORTING OF VIOLATIONS

8.1 This section of the Policy covers three (3) areas:

- How to raise a concern.
- What to do if you are a victim of bribery or corruption.
- Protection

8.2 How to raise a concern

Employees are encouraged to raise their concerns as soon as possible if they suspect that there is an instance of bribery or corrupt activities occurring in relation to any of the Group companies.

If there is uncertainty about whether a certain action or behavior can be considered bribery or corruption, Employees are to refer to their line manager or the General Manager of the respective company.

The Group will familiarise all Employees with its Whistleblowing Policy and procedures so that the Employees can vocalise their concerns swiftly and confidentially.

8.3 What to do if you are a victim of bribery or corruption

Employees are to report to their line manager or General Manager of the respective company if they are offered or asked to make a bribe by anyone or if they suspect that they may be bribed or asked to make a bribe in the near future or if they are a victim of another corrupt activity.

8.4 Protection

The Group will support anyone who raises concerns in good faith under this Policy, even if investigation finds that they were mistaken.

The Group will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

If an Employee has reason(s) to believe that he/she has been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, the Employee should inform his/her line manager or the General Manager of the respective company immediately.

9 TRAINING AND COMMUNICATION

9.1 The Group will provide training on this Policy as part of the induction process for all new directors and employees. Directors and employees will also receive regular, relevant training on how to adhere to this Policy, and will be asked annually to formally accept that they will comply with this Policy.

9.2 The Group's anti-bribery and corruption policy will be clearly communicated to all associated persons, such as suppliers, contractors, business partners and any third parties at the outset of business relations, and as appropriate thereafter.

9.3 The Group will provide relevant anti-bribery and corruption training to its directors and employees. As good practice, all businesses should provide their directors and employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

10 RECORD KEEPING

- 10.1 The Group will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. The Group will keep a written record of the amount and reason for hospitality or gifts accepted and given.

11 MONITORING AND REVIEW

- 11.1 The Board of Director/ General Manager of the respective operating subsidiaries are responsible for monitoring the effectiveness of this Policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.
- 11.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.
- 11.3 Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this Policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the Compliance Manager.
- 11.4 This Policy may amend it at any time so to improve its effectiveness at combatting bribery and corruption.
- 11.5 The Antibribery And Corruption Policy was reviewed and approved on 30 December 2022.