MILIEU SYNERGY HOLDINGS SDN BHD
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1.0 INTRODUCTION AND PURPOSE

Milieu Synergy Holdings Sdn Bhd and its subsidiaries (collectively "the Group) are committed to conducting our business with integrity, trustworthiness and accountability. The Group continually promotes a culture of integrity and stresses the importance of zero-tolerance approach to bribery and corruption in our actions and decisions, both internally and externally.

The purpose of this Anti-Bribery and Anti-Corruption Policy is to provide guidance to Directors and Employees concerning how to deal with bribery, corruption and any related issues that may arise in the course of business.

2.0 DEFINITION OF BRIBERY AND CORRUPTION

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust.

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain.

3.0 POLICY STATEMENT

The Group is committed to acting professionally, fairly and with integrity in all business dealings and relationships and are committed to:

- Conduct business in an ethical and honest manner;
- Implement and enforce systems that ensure bribery and corruption is prevented; and,
- Take all necessary measures to ensure that our businesses do not participate in corrupt activities and to implement adequate procedures effectively to comply with the provisions of MACC Act 2009 and Section 17A of the MACC (Amendment) Act 2018.

4.0 APPLICABILITY

This policy is applicable to Group's personnel and Board of Directors. Each Employee has a duty to read and understand the Policy. Violation of any of the Policy's provisions may result in disciplinary action, including termination of employment.

5.0 GUIDANCE ON COMMON FORMS OF BRIBERY AND CORRUPTION

a) Gifts and Hospitality

- The Group are not allowed to provide gift to third parties except such gift are reasonable amount to third parties provided that such gift and hospitality satisfied all the conditions below:

  i. They are intended to maintain good rapport with the vendors/ customers of the Group and government officials;
  ii. They are limited, customary and lawful under the circumstances;
  iii. They do not have or perceived to be affecting action(s) or decision(s) of the receiving party;
  iv. There shall be no expectation of any specific favour, benefit or advantages from the intended recipients;
  v. There shall not be any corrupt/ criminal intent; and
  vi. The giving out of gift or corporate hospitality shall be transparent.
  vii. Such gift shall not exceed 1% of the total amount awarded by the specific customer by the past preceeding12 months.

- If employees received any forms of gift, they are expected to immediately report the gift received in the Gift or Benefit Activity Reporting Form which is available from our People and Culture Department.

- If the Head of Department ("HOD") approves the acceptance of the gift, he/she must also determine the treatment of the gift whether to:

  i. Donate the gift to charity; or
  ii. Hold it for department display; or
  iii. Share with other employees in the department; or
  iv. Permit it to be retained by the employee(s).

b) Donations and Sponsorships

Charitable support and donations are acceptable, whether in-kind services, knowledge, time or direct financial contributions. However, all employees have to ensure that such provision does not conceal any form of bribery and have to adhere to the following conditions:

i. Ensure such contributions are allowed by law; and
ii. Obtain prior approval based on the Delegated Authority Limits.

c) Third Parties and Agencies

All third parties, including agents, suppliers and business associates should be made aware of this Policy and the arrangements with them shall be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures relating to bribery and corruption.

d) Facilitation Payments

Facilitation payment to external party, in particular, government officials, is strictly prohibited as it is seen as a form of bribery and corruption, unless it can be proven that such payment is legitimate and supported by an official receipt.

Subject to the fulfilment of criteria in Clause 5.0 (a) above, facilitation payment request may be approved by the CEO.

6.0 RECORD KEEPING

All donations, sponsorships, hospitality, gift and entertainment must be recorded and adequately stated in the company's accounting books and records.

7.0 COMPLIANCE TO THE POLICY

Failure to comply with this Policy may result in severe consequences. Violation of this Policy may also constitute a criminal offence under the MACC Act. If it appears in the opinion of the Board that any employee or thirds parties or agencies may have violated such laws, then the Group may refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal charges for the Group and/or the responsible person.

8.0 COMPLIANCE TO THE LAW

The Group will comply with all applicable laws, rules and regulations of the government. Directors and employees are expected to understand and comply with the Malaysian Anti-Corruption Commission Act 2009 (including any amendment thereof).

It reserves the right to report any actions or activities that are suspected of being criminal in nature to the police or other relevant authorities.

9.0 DUE DILIGENCE PROCEDURES AND DEALING WITH EXTERNAL PARTIES AND EMPLOYEES

a) EXTERNAL PARTIES

A Due Diligence Assessment Form shall be used in guiding employee to undertake an assessment on the vendors', sub-contractors', or customers' background and reputation, including their conflict of interest (Please refer to ***Appendix C*** for Due Diligence Assessment Form). Due Diligence Assessment is required to perform for single business transaction more than RM5,000,000. Furthermore, they are required to declare on their adherence to the Policy & Guidelines requirements via ***Appendix B*** Vendor ABAC Declaration Form.

The results and/ or any concern raised during this due diligence assessment shall be communicated to and with approval from the CEO prior to entering into the relationship.

b) STAFF DECLARATION

All Group 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 People and Culture Department for the duration of the personnel's employment. (Please refer to ***Appendix A***)

It reserves the right to request information regarding an employee's assets in the event that the person is implicated in any bribery and/or corruption-related accusations or incidents.

For employee at the managerial level and above, background and reference checks shall be conducted, and all related records shall be properly maintained by the People and Culture Department.

10.0 TRAINING AND AWARENESS

People and Culture Department shall conduct an awareness programme for all its personnel regarding anti-bribery and anti-corruption, integrity and ethics.

Training should be provided to all new personnel.

People and Culture Department shall maintain records to identify employees who have received training, and produce, communicate and update the training schedule in conjunction with this Policy.

11.0 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 their concerns through the mechanism set out under the Group's Whistle Blowing Policy.

No individual will be discriminated against and/or suffer any sort or manner of retaliation for raising genuine concerns or report in good faith on violations or suspected violations of the Policy. All reports will be treated as confidential.

12.0 REVIEW OF THE POLICY

Board of directors shall maintain oversight on the Group's governance, ensuring that best practices of ABAC management system is established, implemented, maintained and reviewed (at least once every 3 years) to adequately address the Group's bribery and corruption risks, including the Policy & Guidelines.

This Policy will be updated, amended or revised from time to time to ensure its adequacy in implementation and enforcements.

- To process your request for proposal, understand your needs and offering services to meet these needs;
- To communicate with you in relation to our services;
- To respond to enquiries from clients/customers;
- For administration purposes including billings, payment and debt collection;
- For insurance purposes;
- To apply for relevant travel visas in the event of travel overseas;
- To protect our rights or property and that of our users and, where appropriate, to comply with legal and regulatory requirements;
- For risk management purposes;
- For internal investigations, audit or security purposes;
- To maintain records as required and permitted to be collected by law, professional standards, security, claims or other legal purposes;
- For such other purposes as permitted by applicable law or with your consent; and
- For all other purposes incidental and associated with any of the above.

a. <u>From Existing and/or Potential Vendor, Supplier and Service Providers</u>

Personal Data is collected and further processed by the Group for the assessing, selection, administration, etc of vendor, supplier and service providers, and to operate our premises in a manner which is physically safe, secure and befitting of health and safety requirements.

b. From Existing and/or Potential Employees

Personal Data is collected and further processed by the Group for recruitment purposes and updating of employee information in the personal files whether required by the Employment Act 1955 or otherwise.

c. From Third Parties

Personal Data may also be collected by us from third parties whom we deal with or are connected with our clients or employees and from such other sources where they have given your consent for the disclosure of Personal Data and/or where otherwise lawfully permitted.

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APPENDIX A – EMPLOYEE ABAC DECLARATION FORM

Employee ABAC Declaration Form

I, _____ [Name (NRIC no.)] hereby to confirm that:

a. A copy of the ABAC Policy & Guidelines was provided and I have read and understood the policy. I agree and undertake to abide by all the terms and condition of the ABAC Policy & Guidelines at all times.

b. I have not been convicted nor am I subject of any investigation, inquiry or enforcement proceedings by the relevant authorities of any actual or suspected bribery and corruption activities.

c. If I have reasonable grounds to suspect any actual or suspected breach to the ABAC Policy & Guidelines, I shall report such act to Milieu Group as soon as reasonably practicable.

d. In the event that I am in breach of the ABAC Policy & Guidelines, the Milieu Group may immediately terminate the contract / agreement entered without any liability whatsoever on the part of the Milieu Group to us. This is without prejudice to any other rights or remedies that the Milieu Group may have or any other appropriate action which the Milieu Group may seek under the terms of the applicable contract / agreement or the applicable rules and regulations.

_____ _____

Signature Date

APPENDIX B – EXTERNAL PARTY ABAC DECLARATION FORM

External Party ABAC Declaration Form

Our company, _____ (Company Name), (which includes its Directors, officers and Employees who intend to conduct business transaction(s) with the Milieu Group and its subsidiaries, here-in-after referred to as the “Milieu Group") hereby to confirm that:

a. A copy of the ABAC Policy & Guidelines was provided and we have read and understood the policy. We agree and undertake to abide by all the terms and condition of the ABAC Policy & Guidelines at all times.

b. We have not been convicted nor are we subject of any investigation, inquiry or enforcement proceedings by the relevant authorities of any actual or suspected bribery and corruption activities.

c. If we have reasonable grounds to suspect any actual or suspected breach to the ABAC Policy & Guidelines, we shall report such act to Milieu as soon as reasonably practicable.

d. In the event that we are in breach of the ABAC Policy & Guidelines, the Milieu Group may immediately terminate the contract / agreement entered without any liability whatsoever on the part of the Milieu Group to us. This is without prejudice to any other rights or remedies that the Milieu Group may have or any other appropriate action which the Milieu Group may seek under the terms of the applicable contract / agreement or the applicable rules and regulations.

Yours sincerely,

_____
Name of Company Director (or Equivalent):
Name of Company:
Company stamp:

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APPENDIX C – DUE DILIGENCE ASSESSMENT FORM

	Milieu Group **Due Diligence Assessment Form**	Ref. No: Milieu-DD-00

1.0 Company Background Information			
Company Name		**Registration Number**	
Date of Incorporation		**Country / location of Operations**	
Principal Business			

Please list the shareholders or owners who have interest in the Company's business

Name	**Shareholders/ Director**	**% of Shares**		**Any interest within Milieu Group (Y/N)**
		Number	**Percentage**	

2.0 General checklist			
Description	**Yes**	**No**	**Remarks (if Yes)**
1. Within the last three (3) years, did any of the shareholders, directors or senior management, ever been found involved into any criminal, bribery or corruption cases?			
2. Does the Company allow facilitation payment practice in its business dealings?			
3. Does the Company have any channels in place to allow reporting of any misconduct?			
4. Does the Company rely on agents or intermediaries for its business operation?			
5. Does the Company have a code of conduct or any form of formalised ABAC policy and guidelines?			
6. Does the Company have any policy to govern gift, corporate hospitality and entertainment giving and acceptance?			

Appendix C – Due Diligence Assessment Form (Cont'd)

	Milieu Group **Due Diligence Assessment Form**	Ref. No: Milieu-DD-00

2.0 General checklist			
Description	**Yes**	**No**	**Remarks (if Yes)**
7. Do any shareholders, directors or Senior Management of the Company have connections with government official / politician (including immediate family member)?			

Attachments required:

1. SSM Company profile
2. CTOS report
3. External party's Company code of conduct (if any)
4. External party's Company whistle blowing policy (if any)
5. External party's Company ABAC Policy & Guidelines (if any)
6. Any other background research / new