



SENTORIA GROUP BERHAD
(Registration No. 199801007217 (463344-K))

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Introduction

Sentoria Group Berhad (“SENTORIA” or the “Company”) and its subsidiaries (the “Group” or “SENTORIA Group”) are committed to conducting its businesses in a lawful and ethical manner.

SENTORIA has established this Anti-Bribery Policy (this “Policy”) to set out the Group’s expectations for internal and external parties working with, for, and on behalf of the Group in upholding the Group’s commitment and stance against bribery. This Policy is made publicly available on the Group’s corporate website.

This Policy shall form the keystone for the Group’s Anti-Bribery Framework and the relevant policies that constitutes the Anti-Bribery Framework and shall be read in conjunction with the Group’s Code of Conduct, Whistle Blowing Policy and Procedure, Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendment (“MACCA”).

2. Scope

This Policy is generally applicable to the Group’s Directors and Employees.

We will also encourage the application of this policy amongst our suppliers and Business Associates, unless otherwise stated in the specific policies referred to in this Policy. The reporting requirement for violation of this policy is also applicable to SENTORIA’s suppliers, contractors and Business Associates who hold themselves as representing SENTORIA.

This Policy shall be applicable in all countries in which the Group has business activities.

3. What is Bribery?

“Bribery” refers to the act of corruptly giving, agreeing to give, authorising, promising, offering, soliciting, receiving, or agreeing to receive any gratification as an inducement or a reward for an improper performance of a party. Gratification can take various forms, including monetary, non-monetary, services, favours, or any form of benefit or advantage.

- ❖ A gratification that is given or received with a corrupt intent, either as:
 - an inducement to gain or provide an undue advantage; or
 - a reward for having gained or provided an undue advantage;is considered a bribe.
- ❖ A gratification that is given or received with a corrupt intent to influence the intended recipient’s judgement, views, conduct, or decision is considered a bribe.
- ❖ A gratification that is given or received with a corrupt intent, including to induce or reward the improper performance of a party or to obtain or retain a business or business advantage, is considered a bribe.

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The Malaysian Anti-Corruption Commission Act 2009 (“MACC Act 2009”) prohibits a person or a commercial organisation from giving or receiving bribes, including via agents or persons associated (which include companies) with the commercial organisation.

The Anti-Corruption Commission (Amendment) Act 2018 was passed by the Senate of Malaysia on 5 April 2018 and one of the major amendments is the introduction of section 17A. This new provision penalises commercial organisations where an associated person corruptly gives any gratification with intent to obtain or retain business, or an advantage in the conduct of business, for the commercial organisation.

[Refer to Section 16, Section 17, and Section 17A of the MACC Act 2009]

4. Our Anti-Bribery Stance

- I. Sentoria Group is committed to complying with the anti-bribery legislation applicable to its operations and will not pay bribes to anyone for any purpose.
- II. The Group takes the upholding of its anti-bribery stance across the Group’s businesses seriously and expects the same from stakeholders internal and external to the Group’s businesses, across all the Group’s business dealings and transactions in all countries in which it operates.
- III. Directors, Employees, suppliers, and Business Associates of the Group shall adhere to and observe the Group’s anti-bribery stance and relevant anti-bribery-related policies of the Group.
- IV. The Group treats any violation of this Policy seriously and will undertake necessary actions, including, but not limited to, review of employment or appointment, disciplinary actions, dismissal, and/or reporting to the authorities, consistent with applicable laws and regulations.

5. Definitions

The following definitions and interpretations shall apply in this Policy:

- a) “bribery” refers to the act of corruptly authorising, giving, agreeing to give, promising, offering, soliciting, receiving, or agreeing to receive any gratification as an inducement or a reward for an improper performance of a party;
- b) “gratification” shall have the meaning as defined in the MACC Act 2009, i.e.:
 - (i) 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;
 - (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 or proceedings of a disciplinary,

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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
(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).

- c) "person associated" refers to a director, partner, or an employee of the commercial organisation (which includes SENTORIA) or a person (including companies) who performs services for or on behalf of the commercial organisation;
- d) where this Policy refers to the act of "giving" or "paying" a bribe it also refers to actions amounting to the act of agreeing to give, promising, or offering a bribe;
- e) where this Policy refers to the act of "receiving" a bribe it also refers to actions amounting to the act of soliciting or agreeing to receive a bribe;
- f) "facilitation payments" shall have the definition consistent with that provided by Transparency International, which is: a small bribe, also called a 'facilitating', 'speed', or 'grease' payment, made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement;
- g) "Directors" include Executive Directors, Non-Independent Non-Executive Directors and Independent Directors of SENTORIA and its subsidiaries;
- h) "Employees" include full-time, part-time, probationary, contract and temporary employees;
- i) "Service Providers" include the Group's contractors, sub-contractors, consultants, distributors, agent representatives, or any parties performing work or services for or on behalf of the Group;
- j) "Business Associates" include the Group's joint venture entities, joint venture partners, business partners, associate companies, as well as Service Providers;

Note: An associate company refers to a company:

- of which Sentoria Group is in charge or in control of its business or affairs; or
- in which Sentoria Group has controlling interest or shares of more than 30% of the total issued capital.

- k) "Officer of a Public Body" shall have the definition as provided in the MACC Act 2009; and
- l) "Foreign Public Official" shall have the definition as provided in the MACC Act 2009.

6. Bribing of an Officer of a Public Body or a Foreign Public Official

The bribing of an Officer of a Public Body or a Foreign Public Official is an offence under the MACC Act 2009 and is likely to be an offence under the local laws of the Group's countries of operations. Directors, Employees, suppliers, and Business Associates of the Group who have dealings with any Officer of a Public Body or Foreign Public Official shall exercise extra care to not engage, directly or through a third party, in any activity or transaction that may constitute, or be perceived to constitute, an attempt to bribe an Officer of a Public Body or Foreign Public Official.

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7. Gifts, Entertainment, and Hospitality

Gifts, entertainment, or hospitality which may influence, or be perceived to be able to influence, any business-related decisions or outcomes may be construed as a bribe. Directors, Employees, suppliers, and Business Associates of the Group must avoid giving or receiving gifts, entertainment, or hospitality which may be construed as a bribe.

Gifts, entertainment, or hospitality must not be made or received with the intention to, or under the perception of being able to, influence any business-related decisions or outcomes. Sentoria Group's business dealings, such as purchase orders, sales, and contracts, shall be conducted and decided on the basis of business merits, such as price competitiveness, quality of goods and services, and track record in accordance with the Company's internal procedures.

Generally, to avoid a situation of actual or perceived conflict of interest, gifts, entertainment, and hospitality shall not be given to any auditors, regulators, government departments, agencies, or authorities ("Authorities"), entities directly related to them, or their officers, if:

- the Group is expecting, in the near future, to be audited by, or to apply, obtain, or renew a licence, permit, approval, audit report, or any other types of clearance ("Clearance") from, the said Authority; or
- the Group has recently applied, obtained, or renewed a Clearance from the said Authority.

The only exemption to this is when the gift is the Group's product of nominal value and simple meals.

In relation to the Group's business counterparties, any non-business-related travel which is in substance a vacation, tour, holiday, or anything to that effect, is considered as a gift, entertainment, or hospitality which is prohibited and shall not be provided or accepted by the Group, its Directors, or Employees.

All gifts, entertainment, and hospitality provided by the Group or received by the Group's Directors or Employees shall be authorised, processed, and recorded in accordance with relevant policies and procedures of the Group.

8. Third-Party Travel

Third-Party Travel refers to travelling-related expenditures, such as travel tickets, meals, or accommodations, incurred for a legitimate business activity, such as an audit or factory visit, which are incurred by a business counterparty and paid for or reimbursed by the Group, or vice versa. Inappropriate, excessive, or unnecessary Third-Party Travel poses a bribery risk, especially when the business activity in question involves a material interest of a specific party, e.g. an audit, and it shall not be provided or received.

The Group does not provide non-business-related outstation or overseas travel to its business counterparties and, similarly, the Group's Directors and Employees are not allowed to receive non-business-related outstation or overseas travel from the Group's business counterparties.

All third-party travel expenditures shall be authorized and recorded in accordance with relevant policies and procedures of the Group.

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9. Facilitation payments

Sentoria Group, its Directors, Employees, suppliers, and Business Associates are prohibited from giving or receiving facilitation payments, either directly or through a third party. Directors, Employees, suppliers, and Business Associates of the Group shall comply with the Group's Policy on Facilitation Payments.

Facilitation payments are unofficial and improper payments or benefits, including gifts or entertainment, provided to secure or expedite a routine or necessary action to which the Group is legally entitled. Facilitation payments are bribes and they could be small in value and solicited by both the public and private sectors.

10. Political contribution

The Group do not make political contributions to individuals or political parties.

11. Donations and Sponsorships

Charitable contributions and donations made by the Group are philanthropic in nature and must never be made with the intention to, or under the perception of being able to, influence any business-related decisions or outcomes.

Generally, to avoid a situation of actual or perceived conflict of interest, the Group shall not make contributions or donations to, or sponsor any events of, any Authorities, or entities directly related to them if:

- the Group is expecting, in the near future, to be audited by, or to apply, obtain, or renew a Clearance from, the said Authority; or
- the Group has recently applied, obtained, or renewed a Clearance from the said Authority; unless:
 - the contribution or donation is ringfenced specifically for a clear environmental or social cause; or
 - the sponsorship event has a clear environmental or social cause in line with the Material Sustainability Matters identified in the Group's Sustainability Statement.

Sentoria Group has no political affiliations and it shall not make any political contribution or donation to, or sponsor any events of, political parties. Whilst Directors and Employees are not prohibited to make personal political contributions or donations to political parties, the said contributions or donations shall never be associated with the Group and must always be made under the Director's or Employee's personal capacity, as the case may be.

12. Business Rewards, Rebates, Commissions, or Other Incentives

Various promotional and marketing tools such as business rewards, rebates, discounts, or other incentives may be used for the purpose of promoting and encouraging business or establishing new business opportunities.

However, improper business incentives may constitute a bribe formulated with the intention to obtain or retain business or an undue business advantage.



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- a. SENTORIA Group does not provide business rewards, rebates, commissions, or other incentives which are questionable in nature or are contradictory with anti-bribery laws and regulations.
- b. Business-related incentives of the Group must fulfil the following conditions:
 - ☐ is formally documented as part of the provider's (of the business incentive) incentive program (e.g. rewards program), contract, policies (e.g. credit policy), or minutes of meeting or discussion; and
 - ☐ is applicable to all or its applicability is based on business-related parameters (e.g. applicable to all customers or applicable to customers exceeding certain order amount).

All business incentives shall be properly authorized, recorded and disbursed in accordance with the Group's internal procedures.

13. Business Dealings with Integrity

Sentoria Group believes in conducting business with business counterparties and partners (including Directors, Employees, suppliers, customers, and Business Associates) who uphold the same values and standards of business ethics and integrity as the Group.

Sentoria Group has established internal procedures which require due diligence checks to be performed on business counterparties and partners before appointment or engagement. Any parties, including Directors, Employees, suppliers, and Business Associates intending to conduct business with the Group are expected to adhere to the Group's due diligence internal procedures.

Suppliers and Business Associates of the Group are highly encouraged to have in place adequate procedures to prevent the conduct of bribery activities in doing business, especially when performing work or service for or on behalf of the Group.

14. Reporting and Recording

It is important that proper and complete records and documentation of all transactions made by the Group and in relation to the businesses of the Group are maintained as these would serve as evidence that the transactions made were bona fide and were not made with a corrupt or unethical intent.

All accounts, invoices, documents, and records shall be prepared and maintained with accuracy and completeness in accordance with the Group's internal procedures.

15. Compliance and Support

Compliance with this Policy by the Group, its Directors, Employees, suppliers, and Business Associates is mandatory. Any violation of this Policy will be dealt with seriously by the Group and may lead to, but not limited to, review of contracts, employment, or appointment, disciplinary actions, dismissal, cessation of business relationship, and/or reporting to the authorities, consistent with applicable laws and regulations.

Directors, Employees, suppliers, and Business Associates of the Group are expected to refuse to give or receive a bribe when solicited or offered one. Sentoria Group is committed to ensuring that no one suffers any detrimental treatment by the Group or its personnel for refusing to give or accept a bribe.

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Directors, Employees, suppliers, or Business Associates with any concerns or queries or requiring support and advice pertaining to compliance with this Policy shall consult with their respective internal reporting lines or liaisons within the Group.

16. Reporting of Violations of this policy

Any person, including the general public, who knows of, or suspects of, a violation or potential violation of this Policy is encouraged to report the concerns through the whistleblowing mechanism set out under the Group's Whistleblower Policy.

All concerns raised will be investigated and whistle-blowers can report to the following channels of reporting:

| Name/Title | Address | Email | Tel Number |
|---|---|--|-------------------------|
| Ms. Nicole Yong / HR Manager | No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor. | nicole@sentoria.com.my | 03-8943 8388 Ext 403 |
| Dato' Chan Kong San JMD | No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor. | jimmy@sentoria.com.my | 03-8943 8388 Ext 402 |
| Dato' Gan Kim Leong JMD | No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor. | klgan@sentoria.com.my | 03-8943 8388 Ext 401 |
| Mr. Wong Yoke Nyen / Audit Committee Chairman | Suite 50-5-3A, Level 5, Wisma UOA, Damansara, 50, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur | nyen@wyncorp.com.my | 03-20962286 |

The Whistle-blowing Policy can be viewed on the Group's website.

No individual will be discriminated against or suffer any sort of retaliation by the Group or its personnel for raising genuine concerns or reporting in good faith on violations, potential violations, or suspected violations of this Policy. All reports will be treated confidentially.

17. Training and Communication

This policy and any relevant guidance will be communicated to all employees, with all employees receiving training.

Group Human Resource shall maintain all records of trainings.



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18. Review of this Policy

This Policy is approved by the Board of Directors of SENTORIA on 29 June 2020.

It shall be reviewed by the Group periodically and at least once in three years.