

Mentiga Corporation Berhad
(Company No. 10289-K)

ANTI-BRIBERY AND CORRUPTION POLICY ("Policy")

1. INTRODUCTION

The objective of the Policy is to provide information and guidance to the Directors, employees and business associates on anti-bribery and corruption to which they must adhere. The Directors, employees and business associates shall always observe and ensure compliance with all applicable laws and regulatory requirements on anti-bribery and corruption in discharging their duties. All Directors, employees and business associates of the Group are required to act professionally and with integrity.

Corruption is defined broadly as the abuse of entrusted power for private gain or any unlawful or improper behaviour that seeks to gain an advantage through illegitimate means. Bribery is one of the forms of corruption which shall include offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action, which is illegal, unethical, or a breach of trust or to refrain from acting. Bribery can be a financial or in-kind undue advantage that can be paid directly or through intermediaries. Examples of bribery include kickbacks, facilitation payments, gifts, hospitality, political and charitable contributions, sponsorships, promotional expenses and so forth.

This Policy is applicable to Mentiga Corporation Berhad ("Mentiga"), its controlled organisations, business associates acting on Mentiga's behalf, the Board of Directors and all Mentiga personnel. Joint-venture companies in which Mentiga is non-controlling or co-venture and associated companies are encouraged to adopt this Policy or similar principles. External service providers are also expected to comply with this Policy in relation to all works conducted with Mentiga or on Mentiga's behalf.

2. TOP LEVEL COMMITMENT

Mentiga practises integrity and ethics in conducting its business activities and is committed to fully comply with the contents of this Policy.

3. RISK ASSESSMENT

The Group should conduct corruption risk assessments periodically and as and when there are changes in the relevant laws or business activities. It is proposed that comprehensive corruption risk assessments to be conducted on regular basis. 2

4. DUE DILIGENCE

Due diligence should be carried out with regard to any business associates (consultants, advisors etc.), third parties (agents, suppliers, joint ventures partners etc.), prospective or existing personnel intending to act on the Group's behalf to ensure that the entity or personnel is not likely to commit an act of bribery or corruption in the course of its or their work with Mentiga.

The extent of the due diligence should be based on the anti-corruption risk assessment. Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration, and documenting the reasons for choosing one particular party over another. The results of the due diligence process must be documented and properly retained.

4.1 Staff Declarations

All the employees of Mentiga shall declare in writing that they have read, understood and will abide by this Policy. A copy of this declaration shall be properly retained by the Group Human Resources Department for record and reference.

5. 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 his/her concerns through the mechanism set out under the Group's Whistle-Blowing Policy. The provision, protection and procedure of the Whistle-Blowing Policy for reporting of the violations of the Policy are available on the Mentiga's 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.

Further details can be found in the Group's Whistle-Blowing Policy.

6. POLICY STATEMENT

It is the Policy for Mentiga to conduct all of Mentiga's businesses in an honest and ethical manner. Mentiga takes zero-tolerance approach to bribery and corruption. Mentiga is committed to acting professionally, fairly and with integrity in all business dealings and relationships whenever Mentiga operates and implementing and enforcing effective systems to counter bribery.

Mentiga will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which Mentiga operates.

7. CONFLICT OF INTEREST

Conflicts of interest arise when a person, directly or indirectly, has an involvement through family relationship, related parties, related companies, company shareholdings or employment position or through position of authority giving rise to conflict of interest or where their personal interests override or compromises the best interests of Mentiga.

All employees are required to declare in writing any conflict of interest, actual or potential or perceived, as soon as they become aware of it.

Conflicts are to be declared to the employee's immediate superior, who will discuss the matter with the senior management and take appropriate actions. The Group Human Resource Department shall record all disclosures of conflict of interests for future reference.

Prospective employees are to disclose any conflict of interests with Mentiga during the hiring process so that the hiring manager can weigh and take the disclosures into consideration before hiring.

8. COMMON FORMS OF BRIBERY

8.1 Gifts, Hospitality, Donations, and Sponsorships

Employees are prohibited from receiving or asking for (soliciting) gifts from external parties. Under no circumstances may employees accept gifts in the form of cash or in kind including gift certificates, loans, commissions, coupons, discounts or any other related forms.

The only form of gift-giving allowed to external parties is a corporate gift. Any gift-giving or event of hospitality is subject to approval according to the limits of authority and must fulfil the following conditions:

- a) They are limited, customary and lawful under the circumstances;
- b) They do not have or are perceived to have (by either the giver or the receiver), any effect on actions or decisions;
- c) There must be no expectation of any specific favour or improper advantages from the intended recipients;
- d) The independent business judgment of the intended recipients must not be affected;
- e) There must not be any corrupt / criminal intent involved; and
- f) The giving out of the gift and hospitality must be done in an open and transparent manner.

Donations and sponsorships are permitted in accordance with the Group's Policy. However, the Group prohibits the giving and receiving of donations and sponsorships to influence business decisions.

8.2 Entertainment

Providing modest entertainment is a common practice within the business environment to building business relationship and foster good business relationships with external clients. As such, eligible employees are allowed to entertain clients through a reasonable act of hospitality as part of business networking as well as a measure of goodwill towards the recipients.

Employees are expected to comply with the policies and procedures of the Group and incur entertainment expenses within the limits of their entitlements when carrying out the entertainment activities.

8.3 Facilitation Payments

A "facilitation payment" is defined as any payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function. Although such payments are customary under certain circumstances, the laws of many countries, including Malaysia, prohibit it.

Mentiga has a zero tolerance policy for use of facilitation payments in relation to its business operations and any contracts. This Policy prohibits its use by either employees or business associates acting for and on behalf of Mentiga.

Employees are expected to notify the senior management when they encounter any requests for a facilitation payment. In addition, if a payment has been made and employees are unsure of the nature, the senior management must be notified immediately and the payment recorded accordingly.

8.4 Marketing Events

Distribution of marketing or promotional materials, in accordance with industry customs and practices, such as the following items, is permitted:

- a) Promotional events open to a wide audience; and
- b) Premium items/promotion goods such as t-shirts, bags, etc, are allowable if they are clearly connected to Mentiga promotions and marketing efforts and those items clearly carry irremovable Mentiga branding.

Where joint promotional activities are carried out, there should be a proper written arrangement, approved by the senior management, with full details and supporting documentation for any of the costs being reimbursed.

9. FINANCIAL AND NON-FINANCIAL CONTROLS

9.1 Financial Controls

Financials controls are management systems and processes implemented by the Group to manage its financial transactions properly and to record these transactions accurately, completely and in a timely manner.

All necessary financial controls in order to ensure its financial transactions are properly processed and recorded to prevent occurrence of bribery and corruption.

The categorisation and descriptions of all payments and transactions shall be accurately and clearly recorded in Mentiga's accounts, in line with existing applicable legislation and internal controls.

9.2 Non-Financial Controls

Non-financial controls are the management systems and processes implemented by the organisation to help to ensure that the procurement, operational, commercial and other non-financial aspects of its activities are being properly managed and monitored.

Mentiga is committed to implementing the necessary non-financial controls to mitigate any bribery risks that may arise from the process of procurement and award of contract.

10. RECORD-KEEPING

It is important that proper and complete records being maintained for all payments made to third parties in the usual course of business as this would serve as evidence that such payments were bona fide, and not linked to corrupt and/or unethical conduct. All accounts, invoices, documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with accuracy and completeness.

11. SYSTEMATIC REVIEW, MONITORING & ENFORCEMENT

Regular audits shall be conducted to ensure compliance to this Policy. Mentiga shall monitor its operating environment, identify changes in bribery risk, and seek opportunities for improving the anti-corruption initiatives.

Senior management shall ensure regular assessments of the anti-corruption initiatives are carried out, to ensure its scope, policies, procedures and controls match the latest bribery and corruption related risks faced by the Group.

Consider an external audit by a qualified and independent third party at least once every 3 years to obtain assurance that the organisation is operating in compliance with its policies and procedures in relation to corruption.

Non-compliance as identified by the audit and any risk areas identified through this and other means shall be reported to the senior management in a timely manner in accordance with the level of risk identified.

Mentiga regards any form of bribery and acts of corruption as serious contravention of law and will apply appropriate penalties to all parties involved.

For all the employees, involvement or non-compliance may lead to disciplinary actions including termination of employment. For external parties and associates, involvement or non-compliance may lead to penalties including termination of contract or services. Further legal actions shall be taken in the event that Mentiga's interests have been affected or harmed by the results on non-compliance by individuals and organisations.

Pursuant to Section 24 of the Malaysian Anti-Corruption Commission Act, corruption is punishable by imprisonment not exceeding 20 years and a fine not less than 5 times the sum or value of the gratification that is the subject matter of the offence, where the gratification is capable of being valued or is of a pecuniary nature, or RM10,000, whichever is higher.

12. TRAINING & COMMUNICATION

Training on this Policy forms part of the induction process for all new employees. All existing employees, suppliers, agents, contractors and business partners shall be communicated by way of messages on the website or emails pertaining to the adherence of this Policy.