



**ZANTAT HOLDINGS BERHAD**  
(Registration No. 202101040483 (1440783-X))

## **ANTI-BRIBERY & CORRUPTION POLICY**

Version 1	Adopted on 19 February 2024
Version 2	Adopted on 21 February 2025

## 1.0 POLICY STATEMENT

- 1.1 Zantat Holdings Berhad (“**ZHB**” or the “**Company**”) and its subsidiaries and associate company (collectively known as “**Zantat Group**” or the “**Group**”) are committed to upholding integrity and places zero-tolerance approach to bribery and corruption. The Group is committed to conduct business in an honest and ethical manner, as well as in accordance with all applicable laws, rules and regulations, which include compliance with the Malaysian Anti-Corruption Commission (“**MACC**”) Act 2009 and the MACC (Amendment) Act 2018 and any other relevant local anti-bribery or anti-corruption laws.
- 1.2 The Board of Directors and all employees of the Group are committed to conduct business professionally, ethically and with the highest standards of integrity.
- 1.3 This Anti-Bribery & Corruption Policy (“**ABC Policy**”) sets out the parameters to prevent bribery and corrupt practices among Directors, Employees as well as all Business Associates of Zantat Group. Please contact ZHB’s Human Resources (“**HR**”) department immediately if you need clarifications about the scope of applicable laws or the application of ZHB’s policies concerning the fight against bribery and corruption.

## 2.0 SCOPE OF POLICY

- 2.1 This ABC Policy applies to Directors, Employees, persons connected to and Business Associates of Zantat Group as well as Public officials, Trustees, Boards of regulated bodies.
- 2.2 “**Directors**” include all independent and non-independent Directors, executives and non-executive Directors of Zantat Group and shall also include alternate or substitute Directors.  
  
“**Employees**” mean all employees whether temporary, fixed-term, permanent or trainees.  
  
“**Business Associates**” include clients, consultants, contractors, sub-contractors, suppliers, casual workers, agency staff, agents, sponsors, joint-venture partners, investors, business partners and any other person or persons who associate with Zantat Group.  
  
“**Public officials, Trustees, Board**” include officials of governments, government agencies or any regulatory, statutory or administrative bodies, whether local or foreign.”
- 2.3 Any business dealings with Business Associates are subject to clear contractual terms, including specific provisions that require the business associates to comply with anti-bribery and corruption practices related to the MACC Act 2009.
- 2.4 This ABC Policy is supplemental to, and shall be read in conjunction with Zantat Group’s Code of Conduct & Ethics, Whistleblowing Policy and the MACC Act 2009. If you have any questions about any of these conflicts, please consult the HR department.

## 3.0 DEFINITION OF BRIBERY

- 3.1 Bribery involves offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or an advantage so to induce or influence an action or decision.
- 3.2 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.

- 3.3 Bribery is illegal. Directors, Employees and Business Associates must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as agent or distributor). 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 Company's compliance manager.

#### 4.0 WHAT IS AND WHAT IS NOT ACCEPTABLE

##### 4.1 Gifts, entertainment, hospitality and travel

The Group has adopted a “**No Gifts**” policy, whereby, subject only to certain limited exceptions, all Employees and Directors (including their family members) are prohibited from, directly or indirectly, providing and receiving gifts. This policy helps the Employees and Directors to avoid conflict of interest or appearance of conflict of interest.

However, the Group recognises that the exchange of business courtesies, such as modest gifts, hospitality and entertainment (including meals, invitations to attend promotional events or parties) particularly during festive periods is customary and legitimate to create goodwill, and/or strengthen business and commercial relationships. Such courtesies are allowed if they are not lavish, appropriate and reasonable in the light of accepted business practices of the relevant businesses that the Group operates in and is not intended to improperly influence the decisions of the person involved.

As a general rule, senior management must exercise proper judgement in approving the acceptance of gift by following the principles set out as per below:

- Open and Transparent
- Avoid conflict of interest
- Refrain of obtaining or rewarding an advantage or benefit
- Comply with all applicable laws and regulations

Although generally the Group practices a “No Gifts” policy, there are certain limited exceptions where the acceptance and provision of gifts are permitted:

- Gift is exchanged at the company-to-company level;
- Gift from company to Employee or external party at an official function or company event;
- Gift to the Company in the form of sponsorship; and
- Gift is given as part of the Group's corporate social responsibility programme.

The basic rules on gifts, entertainment, hospitality and travel expenses are:-

- a) **Bona fide:** Made for the right reason: if a gift, entertainment or hospitality, it should be given clearly as an act of appreciation, if travel expenses then for a bona fide business purpose.
- b) **No obligation:** The activity will not create any obligation or expectation on the recipient.
- c) **No undue influence:** The expenditure will not be seen as intended for, or capable of, achieving undue influence in relation to a business transaction or public policy engagement.
- d) **Made openly:** It will not be performed in secret and be undocumented – if it is, then the purpose becomes questionable.
- e) **Legality:** It is compliant with relevant laws.
- f) **Accords with stakeholder perception:** The activity would not be viewed unfavourably by stakeholders were it made known to them.
- g) **Proportionate:** The value and nature of the expenditure is not disproportionate to the occasion.

- h) **Conforms to the recipient's rules:** The gift, hospitality or reimbursement of expenses will meet the rules or code of conduct of the recipient's organisation.
- i) **Infrequent:** The giving or receiving of gifts, entertainment and hospitality is not overly frequent between the giver and the recipient.
- j) **Documented:** The expense will be fully documented including purpose, approvals given and value.
- k) **Reviewed:** The records of entertainment and hospitality expenses and the effectiveness of the policy and procedures are reviewed by management.

#### 4.2 Donation and sponsorships

The Group only accepts the act of donating to and sponsoring charities and events whether through services, knowledge, time, or direct financial contributions (cash or otherwise). This should be made directly to an official entity and be able to be disclosed publicly when required to.

All charitable donations made must be legal and ethical under local laws and regulations, and donations are not offered/ made without the approval of your reporting senior management.

#### 4.3 Facilitation payments

The Group does not accept and will not make any form of facilitation payments of any nature. Facilitation payments are a form of payment made to secure or expedite the performance of a routine or administrative duty or function. A facilitation payment is seen as a form of bribery and corruption.

There may be occasions where you are forced to make facilitation payment to avoid you or your family's personal security at risk. Under these circumstances, you must immediately report the incident to your senior management reporting for the necessary action to be taken.

#### 4.4 Business associates

The Group expects all business associates to refrain from bribery and take any action which would result in the violation of any applicable anti-bribery and corruption laws in relation to all dealings by them for, on behalf of, or involving the Group.

Failure to comply with this ABC Policy by our business associates may lead to immediate termination of contract/ business relations.

## 5.0 ENTERTAINMENT

### 5.1 Providing Entertainment

- It is a common practice within the business environment to provide entertainment for the start of business relationship. Zantat Group recognises the need to provide reasonable and proportionate entertainment under appropriate circumstances. Our eligible Employees are allowed to offer appropriate and proportional entertainment that is legal and reasonable within the scope of their work as part of business networking as well as a measure of goodwill towards the recipients with good judgement.
- While the act of hospitality through entertainment is a central part of business etiquette, Directors and Employees are strictly prohibited from providing or offering to provide entertainment with a view to improperly cause undue influence on any party

in exchange for some future benefit or result. Any acts of this nature, whether provided directly or indirectly through an intermediary, may be construed as an act of bribery and contrary to the general values and principles of the Zantat Group.

## 5.2 Accepting Entertainment

- Zantat Group recognises that the occasional acceptance of reasonable entertainment provided by the external parties in the normal course of business is important to foster good business relationships.
- It is important for Employees and Directors to exercise proper care and judgement before accepting entertainment offered or provided by a third party. This is not only to safeguard the Company's reputation, but also to protect Employees and Directors from allegations of impropriety or undue influence or worse, corruption.
- Accepting entertainment such as occasional business meals and attending events as part of usual business networking where the giver is present is acceptable and does not need to be reported. However, if the giver is absent, it is treated as a "Gift" and it must be declared to the Human Resource Department.
- All Employees and Directors are required to comply with the policies and procedures of your Human Resource Department concerning receiving entertainment from third parties.

## 6.0 POLITICAL CONTRIBUTION

Zantat Group does not allow donations, whether in cash, kind, or by any others, to support any political parties or candidates. In very limited circumstances, if any contribution is to be made, it must be approved by any of the Executive Directors of the Company, permissible under applicable laws and must not be made with any promise or expectation of favourable treatment in return and must be accurately reflected in the contributor's accounting books and records.

## 7.0 CONDUCT OF AUDIT

7.1 The Company may conduct an audit on business partners and third parties prior to any formation or establishment of business relationships with a view of ensuring all parties dealing with the Company's stance and commitment on anti-corruption.

7.2 Directors and Employees of the Company must exercise the following:

- (a) conduct an audit to assess the integrity of the Company's clients, business partners and third parties that intends to deal with the Company, and such audit shall include the legitimacy of the entity, necessary licenses, qualifications required, any history of bribery, fraud, dishonesty or similar misconduct;
- (b) do not enter into any form of dealings with any client or business partner or any third party reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated and cleared from any criminal charge or conviction;
- (c) ensure all clients, business partners and third parties dealing with the Company are aware of this Policy; and
- (d) require all clients, business partners and third parties dealing with the Company to sign a declaration in the form set out by the senior management from time to time.

## 8.0 RESPONSIBILITIES OF DIRECTORS AND EMPLOYEES

8.1 Directors and Employees of Zantat Group are required to carry out those responsibilities and complying with the Company's ABC Policy, in particular the roles of all Directors and Employees including the followings:

- Familiar with applicable requirements of directions of the ABC Policy and communicate them to subordinates.
- Promptly record all transactions and payments in Zantat Group's books and record accurately and with reasonable details.
- Ask the HR department if any questions about this ABC Policy arise or if there is a lack of clarity about the required action in a particular situation.
- Always raise suspicious transactions and other "red flags" (indicators of bribery or corruption) to immediate superiors for guidance in the next course of action.
- Be alert to indications or evidence of possible violations of this ABC Policy.
- Promptly report violations or suspected violations through appropriate channels.
- Attend anti-bribery and corruption training as required according to position.
- Not to misuse their position or ZHB's name for personal advantage.

## 9.0 STAFF DECLARATION

9.1 All staff of Zantat Group must read, understand and comply with the information contained within this ABC Policy. A copy of their declaration by the Employee shall be documented and retained by the Human Resource Department for the duration of the Employees' employment.

9.2 If any Employee breaches this ABC Policy or implicated in any bribery and corruption-related incident, Zantat Group reserves the right to impose disciplinary action including termination of employment contract and dismissal.

## 10.0 PROTECTION

The Group will ensure Employees who refuse to accept or offer a bribe or report a concern relating to potential act(s) of bribery or corruption do not suffer any detrimental treatment. Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavorable treatment in relation to the concern the individual raised.

If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify your reporting senior management, email your concern to [ltpoo@zantat.com.my](mailto:ltpoo@zantat.com.my) or raise your concern using the channel as described in our Whistle-Blowing policy.

## 11.0 TRAINING & COMMUNICATIONS

Zantat Employees will be provided with regular anti-corruption compliance training programmes to educate them about the requirements and obligations of anti-bribery and corruption laws and this Policy. Training will be conducted at least annually and with specialized training for high-risk roles such as procurement and sales.

For successful compliance of this policy, the Human Resource Department will be responsible to ensure continuous efforts to communicate, train and educate all Zantat Employees.



Records pertaining to training, education and communication programmes of Zantat Employees are kept and maintained by the Human Resource Department for reference.

This ABC policy is available on the company website and communicated during onboarding, periodic training, and stakeholder engagements.

### **12.0 REPORTING VIOLATION**

12.1 Zantat Employees should immediately report to any director when;

- i) uncover an instance of bribery; or
- ii) suspect that a bribe has been, or is in the process of being, paid or received or merely discussed; and
- iii) receive or otherwise become aware of information which suggests that a bribe is in the process of being, paid or received or merely discussed.

12.2 No employee, director or associated person will suffer demotion, penalty or other adverse consequences for refusing to engage in or permit a bribery offence or raising concern or reporting possible wrongdoing, even if it may result in the Group losing business or suffer a disadvantage. He/she is entitled to raise concerns about violations or potential violations of this Policy in confidence and without risk of reprisal.

12.3 The Group has adopted a Whistleblowing Policy which provides procedures for reporting concerns about unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place/has taken place/may take place in the future.

### **13.0 PERIODIC REVIEWS**

This ABC Policy will be reviewed at least once every 3 years or as and when required to ensure effectiveness and compliance with the governing legislation and regulatory requirement.

### **14.0 BOARD APPROVAL**

This ABC Policy was approved by the Board of Directors on 21 February 2025.