



HAILY GROUP BERHAD

Registration No. 202001006412 (1362732-T)

Anti-bribery and Anti-corruption Policy

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ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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1. INTRODUCTION AND OBJECTIVE

This Anti-Bribery and Anti-Corruption Policy (“**Policy**”) sets out the position of Haily Group Berhad (“**Haily**” or “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) on bribery in all its forms and matters of corruption that might confront the Group in its day-to-day operations. It provides information and guidance to Directors and Employees of the Group (“**Directors**” and “**Employees**”) to recognise and deal with bribery and corruption issues.

This Policy is not intended to be exhaustive and should be read in conjunction with all applicable laws, rules and regulations imposed by the Malaysian Government as well as the Group’s policies, which include, but are not limited to, the Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”) (including any amendment thereof), the Group’s Whistleblowing Policy and the Group’s Code of Conduct and Ethics.

Directors and Employees shall always observe and ensure compliance with all applicable laws, rules and regulations to which they are bound to observe in discharging of their duties. The Policy sets out the practice of upholding high levels of personal and professional conduct and values in the Group’s business dealings and decisions.

2. POLICY STATEMENT

Haily has adopted a zero-tolerance policy against all forms of bribery and corruption. Haily is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is Haily’s policy to conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its good business practices.

“**Bribery**” – Bribery is the offering, promising, giving, solicitation or the receipt or agreement to receive any financial or other advantage, or any other inducement, or “**gratification**” (as defined and interpreted under Section 3 of the MACC Act) from any person or company, (wherever they are situated and whether they are a public official or body, or a private person or company) by an individual employee, agent or other person or body acting on another’s behalf.

“**Corruption**” – Corruption is the abuse of entrusted power for a private gain. This Policy is intended provide the principles and guidelines on how to deal with instances of activities which may constitute bribery and corruption practices.

3. SCOPE AND APPLICABILITY

The Policy is applicable to all Directors and Employees (including full time, part-time, probationary, contract and temporary staffs) of the Group. The Policy should also apply to consultants, contractors, distributors, trainees, seconded staff, volunteers, interns, agents, sponsors, suppliers, customers, any third party and any other person associated with the Group. Each Director or Employee as well as persons associated with the Group must read and understand the Policy. Violation of any of the Policy's provisions can result in disciplinary actions, including termination of employment and/or business dealings.

If a Director requires further clarification on the Policy, the Director may refer to the Board of Directors of Haily ("**Board**"), whereas for an Employee, the Employee may refer to his/her immediate superior ("**Superior**") or Head of Department ("**HOD**").

4. BACKGROUND

This Policy has been established in line with Section 17A of the MACC Act, which was enacted under the Malaysian Anti-Corruption Commission (Amendment) Act 2018. The said Section 17A is effective 1 June 2020. Section 17A of the MACC Act provides that a commercial organization commits an offence if any person associated with the commercial organization commits a corrupt act in order to obtain or retain business or an advantage in the conduct of business for the commercial organization.

The term "commercial organization" is defined as: -

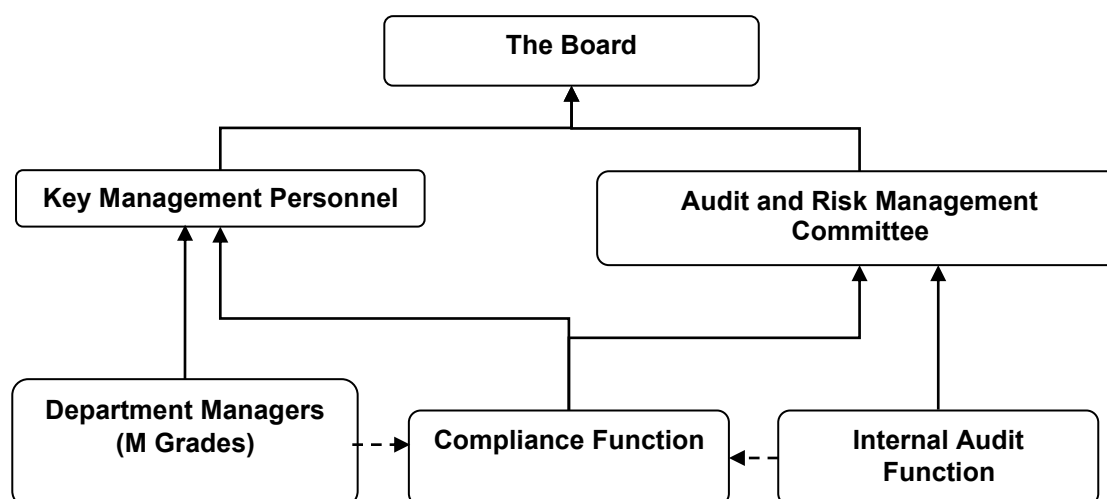
- (a) a company incorporated in Malaysia, whether carrying on business in Malaysia or elsewhere;
- (b) a company wherever incorporated and carries on business in Malaysia or part of a business in Malaysia;
- (c) a partnership under the Partnership Act 1961 or Limited Liability Partnership Act 2012, and carries on a business in Malaysia or elsewhere; or
- (d) a partnership wherever formed and carries on a business or part of a business in Malaysia.

It is a defence to such corporate liability offence if the commercial organization can show that it had adequate procedures in place to prevent persons associated with the commercial organization from carrying out the corrupt act.

The Guidelines on Adequate Procedures issued by the National Centre for Governance, Integrity and Anti-Corruption (GIACC) under the Prime Minister's Department on 4 December 2018 pursuant to Section 17A(5) of the MACC Act is aimed at assisting commercial organizations to understand the procedures which ought to be implemented to prevent corrupt practices in their business activities.

A person is associated with a commercial organization if he/she is a director or an employee of the commercial organization, or is a person who performs services for or on behalf of the commercial organization, which likely includes agents engaged by the commercial organization.

5. GOVERNANCE STRUCTURE AND ROLES AND RESPONSIBILITIES



Function

Roles/Responsibilities

Board of Directors ("the Board")

: Primarily responsible for the Policy on group wide basis. This would involve:

- (a) Overall oversight of anti-bribery and anti-corruption initiatives.
- (b) To ensure adequacy and effectiveness of the Group's governance, the Policy established and implemented by the Management to manage bribery and corruption risks and to monitor its performance.
- (c) To ensure that the Policy complies with applicable anti-bribery laws and regulations.
- (d) Setting the risk appetite in relation to bribery and corruption risks.
- (e) Final review of and decision (where deemed necessary

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by the Board) on bribery and corruption risk assessment, audit, investigations and matters.

- Audit and Risk Management Committee** : Delegated with the oversight roles and responsibilities by the Board in relation to the Policy:
- (a) To review that bribery and corruption risks identified are being responded to appropriately and review the results of the risk assessment in relation to bribery and corruption risks of the Group on an annual basis with results and recommendation reported to the Board.
 - (b) To review the adequacy and effectiveness of the Group's governance, the Policy established and implemented by the Management to manage bribery and corruption risks and complies with applicable anti-bribery laws and regulations as well as to review its performance with results and recommendation reported to the Board.
- Key Management Personnel** : Delegated with the roles and responsibilities by the Board in relation to the Policy, with the assistance from the Compliance Function and Department Managers:
- (a) To lead in the implementation of the Policy and to cultivate appropriate anti-bribery and anti-corruption culture within the Group.
 - (b) To ensure the Policy is designed, established, implemented, maintained and reviewed to adequately and effectively manage bribery and corruption risks group wide.
 - (c) To ensure that adequate and appropriate resources, training and communication are in place for implementation of the Policy.
- Compliance Function** : Delegated with the roles and responsibilities by Key Management Personnel in relation to the Policy as follows:
- (a) To act as central contact and guide for the Policy within the Group.
 - (b) To oversee the implementation of the Policy approved by the Board.
 - (c) To review the performance on compliance of anti-bribery and anti-corruption within the Group. To report to the Key Management Personnel and the Audit and

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Risk Management Committee on the performance on compliance of the Policy within the Group on scheduled interval or as and when required.

Department Managers (M Grades)	: Delegated with the roles and responsibilities by Key Management Personnel in relation to the Policy: (a) To ensure the Policy is implemented and maintained to adequately and effectively manage bribery and corruption risks. (b) To continuously identify bribery and corruption risks. (c) To assist with the development of the management action plans and implement these action plans in relation to anti-bribery and anti-corruption. (d) To allocate adequate and appropriate resources, training and communication in relation to implementation of the Policy.
Internal Audit Function	Internal audit is carried out by Internal Audit Function to review the adequacy and effectiveness of the Policy of the Group and reports directly to the Audit and Risk Management Committee. Findings on the performance of compliance with the Policy are communicated to Compliance Function.

6. COMPLIANCE FUNCTION

Compliance Function is led by Chief Financial Officer and assisted by Senior HR Executive. Additional manpower may be procured should the need arises in the future.

i. Authorities

Compliance Function is vested with the following authorities:

- have the adequate resources which it needs to perform its duties;
- have full access to any information which it requires in the course of performing its duties;
- have direct communication channels with Key Management Personnel and the Audit and Risk Management Committee, as the case may be, to obtain information and feedback in performing its duties and to report the results of the review of the Policy and the compliance thereof; and
- to obtain the services of the external professional at the expense of the Group in carrying out its duties.

ii. Independence and Objectivity

Chief Financial Officer and its member(s) shall maintain independence and objectivity, as practical as possible, in performing its duties and responsibilities under Compliance Function.

iii. Confidentiality

All members of Compliance Function shall have an obligation to treat all information received and discussed in carrying out its duties and responsibilities and in the meeting in a confidential manner.

7. POLICY AND PROCEDURES

(i) Gifts, Entertainment and Hospitality

The Group prohibits both the acceptance and provision of Gifts, Entertainment and Hospitality (“collectively referred to as the “Benefits”) to influence business decisions and/or to obtain and retain business or secure an unfair advantage in any business transaction.

No Benefits shall be offered to or solicited from other stakeholders who deal with the Group in connection with their official duties if this would influence any business decision and/or give rise to the appearance of impropriety or bias that would damage the reputation of the Group.

For the avoidance of doubt, this Policy does not prohibit normal business courtesies such as meals and entertainment, occasional token gifts and customary gifts during festivals, special occasions or social events, as long as they are reasonable, appropriate, modest and bona fide corporate courtesies. Infrequent and moderate business meals and entertainment with clients and infrequent invitations to attend local social events and celebratory meals with clients can be appropriate aspects of promoting good business relationships, provided that they are not excessive and do not create the appearance of impropriety.

Directors and Employees must make use of good judgement, discretion and moderation when giving or accepting such courtesies in business settings and must comply with all applicable laws, rules and regulations in countries that the Group operates.

(ii) Charitable Donations and Sponsorships

The Group encourages and supports charitable donations and sponsorships to individuals, organisations, communities and societies who require special help and care. However, Directors and Employees must be careful to ensure that charitable donations and sponsorships are not used as a scheme to conceal bribery. All charitable donations and sponsorships shall be approved by any of the Executive Directors.

(iii) Political Contributions

As a matter of general policy, the Group does not make contributions to 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, permissible under applicable laws and must not be made with any promise or expectation of favourable treatment in return. Records of such contributions shall be properly maintained and kept by the Group.

(iv) Facilitation Payments to Officer of Public Body

Facilitation payments are unofficial payments or other benefits made to secure or expedite the performance of a routine action by an officer of the public body. Directors or Employees shall not promise or offer, or agree to give or offer, facilitation payments to an officer of any public body.

(v) Corporate Social Responsibility, Donations and Sponsorships

From time to time, the Group takes part in contributing to the well-being of the people and the local communities in the countries where it operates, the Group shall always ensure that all Corporate Social Responsibility (“CSR”) initiatives, donations and sponsorships are made in accordance with the Group policies and upon approval by any of the Executive Directors.

The Group’s Policy on Gifts, Entertainment and Hospitality, Contribution, Donation and Sponsorship which take effective from 1 December 2023 shall be the guiding reference for all the above.

8. CONTROL ACTIVITIES

The financial controls, non-financial controls and due diligence process are implemented in order to manage and prevent bribery and corruption risks identified by the Group.

(i) Financial Controls

The Group shall implement relevant financial controls (documented in the relevant standard operating procedures) that manage bribery and corruption risks.

(ii) Non-Financial Controls

The Group shall implement relevant non-financial controls (documented in the relevant standard operating procedures) that manage bribery and corruption risks with respect to such areas as procurement, operational, sales, commercial, human resources, legal and regulatory activities.

(iii) Due Diligence

Due diligence (documented in the relevant standard operating procedures) will be conducted on Officers, Employees and Third Party (including any Business Associates that act on behalf of the Group) before entering into any official relationship with the Group.

The financial controls, non-financial controls and due diligence process implemented are subject to improvement based on the results of the subsequent risk assessment, incident management and responses to non-compliances.

9. CONFLICT OF INTEREST

A conflict of interest occurs when the personal interest interferes or appears to interfere with the interest of the Group as a whole. Directors and Employees must avoid any conflict of interest with the Group and must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage.

Should an actual or potential conflict of interest arise, or may arise, the affected Directors and Employees shall make full disclosure to the Board, where applicable, the nature and extent of such conflict. The affected individuals shall then abstain from

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making a material decision with respect to any transaction, contract or proposed contract or arrangement in which they are interested, whether directly or indirectly.

10. BUSINESS RELATIONSHIP/VENDOR/CUSTOMER/CONTRACTOR/AGENT/CONSULTANT

Haily expects all Third Parties doing business with Haily to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. Haily requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

In order to maintain the highest standard of integrity, Haily will conduct the following to ensure Third Party shares that same standard and integrity:

- Conduct due diligence inquiries to review the prospective business counterparties
- All third parties are made aware of Haily's Anti Bribery and Anti-Corruption Policy
- Continue to be aware of and to periodically monitor third party performance and business practices to ensure ongoing compliance

All Business Relationship/Vendor/Customer/Contractor/Agent/Consultant is required to sign off the Anti-Bribery and Anti-Corruption form in the fight against Anti-Bribery and Anti-Corruption and uphold greater Transparency. **(Refer Appendix 1)**

11. EMPLOYEE RESPONSIBILITY

As an employee of Haily, you must ensure that you read, understand and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information given.

All Haily's staff should comply with the following:

- 1) **Cannot** give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage;
- 2) **Cannot** give, promise to give, or offer payment to Third Party to "facilitate" or expedite a procedure;

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- 3) **Cannot** accept payment from Third Party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- 4) **Cannot** accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided in return;
- 5) **Cannot** threaten or retaliate against another Employee who refuses to commit a bribery offence or who has raised concerns under this policy.

All employees are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. When an employee has reasonable ground to believe there are any instances of malpractice or improper conduct, he/she may report the matter via the Group's Whistleblowing Policy which are available on the Group's website at www.haily.my.

All employees are required to sign off the Employee Declaration Form to acknowledge his/her understanding and agreement to comply with and to abide by the requirements and provisions set out in the Policy. **(Refer Appendix 2)**

12. INCIDENT MANAGEMENT

The Group identifies potential and actual incidents of bribery and corruption via monitoring mechanism, audits, communication channels and reputable media reporting or by the authorities as a consequence of other investigations.

All alleged bribery and corruption incidents should be investigated by the Group with the identity of the informer being protected and such informer will be protected from reprisal as a consequence of his genuine disclosure which is in compliance with relevant laws and regulations in relation to protection of whistleblower.

The Group shall report to the relevant regulator, as soon as practical, if the bribery and corruption incident is against any applicable laws and regulations.

13. DEALING WITH NON-COMPLIANCE

Any employees and Business Associates found to be non-compliance with the policies, procedures and requirements of this Policy or non-compliance with relevant laws and regulations in relation to anti-bribery and anti-corruption in any jurisdiction, shall be subject to the actions (including but not limited to, warning/show cause letter,

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suspension, penalty/damages, demotion, dismissal or termination of contracts) as determined appropriate, judging from the seriousness of the offence or non-compliance.

In addition, the Group may:

1. Terminate and withdraw from the transaction or contract concerned if the non-compliance or offences not satisfactorily resolved;
2. Repay or reclaim any improper benefit obtained or paid;
3. Take legal action in the event that the Group's interests have been harmed by the results of non-compliance by individuals and/or organisations; and
4. If bribery and corruption has occurred, take action to avoid or deal with any possible consequent legal offences and be co-operative with the investigation carried out by relevant authorities on the non-compliance or offence.

14. RISK ASSESSMENT

The risk assessment process shall be performed by the Group to determine adequacy of existing and proposed control activities to mitigate existing and potential bribery and corruption risks.

The risk assessment shall be performed when deemed necessary in the following circumstances:

1. Major change in internal or external business environment;
2. Merger and acquisition as well as joint venture; or
3. Major change in business arrangements and business activities.

In any event, the bribery risk assessment by the Group shall be performed at least yearly and comprehensive risk assessment on bribery shall be performed every three (3) years per Guidelines on Adequate Procedures Pursuant to Subsection (5) of Section 17A (5) under the Malaysian Anti-Corruption Commission Act 2009.

15. PROTECTION

If you refuse to accept or offer a bribe or you report a concern relating to the potential act of bribery and corruption, Haily understands that you may feel worried about potential repercussions. Haily supports anyone who raises concerns in good faith under this policy, even if the investigation finds that they were mistaken.

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Haily will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe to other corrupt activities or because they report a concern relating to bribery and corruption.

If you have reason to believe you've been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform the Board immediately.

16. RECORD-KEEPING

The Group shall control and maintain proper financial records of all payments made to third parties to serve as evidence that such payments are bona fide and not linked to corrupt and/or unethical conduct.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

All records and documents on due diligence processes, business correspondences and other documents must be kept by the Group for at least seven (7) years.

17. REVIEW, EVALUATION AND CONTINUOUS IMPROVEMENT

At least once a year, the Group shall perform and review the followings:

1. Compliance of the Anti-Bribery and Anti-Corruption Policy;
2. Non-compliance incidents;
3. Incidents reported and its resolutions and responses;
4. Summary of results of monitoring for continuous improvement; and
5. Progress of mitigation plan and improvements to be made as per the previous reporting.

The Group to review the relevance and adequacy of the Policy and shall formulate mitigation plans and improvement programme based on the results of the review.

18. TRAINING AND COMMUNICATION

The Group shall conduct refresher and awareness programme to all Directors and Employees every two (2) years to ensure they understand the Group's anti-corruption

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position. Training shall also be conducted on a regular basis, in accordance with the level of bribery and corruption risk related to the position. Training should be provided to individuals who are new to the Group or newly appointed to or currently holding an exposed position.

19. REPORTING VIOLATIONS OF THE POLICY

Any employee who knows of, or suspects, a violation of the Policy, is encouraged to report the concerns through the Group's Whistleblowing Channel. The provision, protection and procedure of the Whistleblowing Policy for reporting of the violations of the Policy are available on the Group's website at www.haily.my.

No individual will be discriminated against or suffer any act of retaliation for reporting in good faith on violations or suspected violations of the Policy.

20. WAIVER OF THE POLICY

Waiver of the application of this Policy may be granted by the Board of Haily as it deems fit and appropriate.

21. REVIEW OF THE POLICY

This Policy shall be reviewed by the Board at least every three (3) years or as required when internal or external events warrant a more frequent review to be undertaken.

This Policy was last reviewed and approved by the Board on 31 March 2026.

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Letter of Commitment for Anti-Bribery and Anti-Corruption
(For Completion by Third Parties Doing Business with Haily Group)

I hereby declare that I understand the stated Policy and all its terms and conditions. I will ensure full compliance that I and/or any other personnel representing my company shall: -

- a) commit not to offer or provide or receive bribe in the performance of work or service for or on behalf of Haily Group Berhad and its subsidiaries (collectively referred to as the “Group”) to/from any individual in the Group, as a bribe to obtain individual or business purpose advantage;
- b) comply with the anti-bribery and anti-corruption laws and regulations in the jurisdiction I/we perform work or service for or on behalf of the Group; and
- c) Comply with the Policy of the Group in the performance of work or service for or on behalf of the Group.

Name	
NRIC	
Company Name	
Company Registration Number	

If I or any personnel representing my company is found guilty of offering or providing or receiving bribes to/from any individual in the Group, then I as the representative of my company hereby consent and agree to the following actions to be taken against the company:

- 1. Termination of contract/agreement and any other business relations.
- 2. Disciplinary action in accordance with the Malaysian Anti-Corruption Act 2009.

Yours Sincerely,

.....
Authorised Signatory

Name :
Designation :
Date :



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Employee Declaration Form

I, _____, NRIC No. _____
hereby acknowledge that I have read, understood and agree to comply with the Haily Group Berhad's Anti-Bribery and Corruption Policy. I will abide by the requirements and provisions set out in the Policy, as required and stated in my employment letter.

I will :

- (a) comply with all applicable laws, regulations and sanctions relating to anti-bribery and corruption including but not limited to the *Malaysian Anti-Corruption Commission Act (MACC) 2009* or any equivalent which I am / it is subject to;
- (b) not engaged in any activity, practice or conduct which would constitute an offence under the *MACC 2009* or equivalent laws;
- (c) adopt a zero-tolerance approach to bribery and corruption;
- (d) comply with relevant policies and procedures designed to promote and achieve compliance with applicable anti-corruption laws.
- (e) commit not to offer, provide or receive bribe in the performance of work or service for or on behalf of the Group;
- (f) comply with Anti-Bribery and Anti-Corruption laws and regulations in the jurisdiction I perform work or service for or on behalf of the Group; and
- (g) comply with the Policy in the performance of work or service for or on behalf of the Group.

I understand that if I am the party to any breach of the said Policies and Procedures during the term of my employment, then it could be regarded as major misconduct which may result in disciplinary action, up to and including immediate dismissal as well as arrest and prosecution for any criminal acts against me.

(Signature)

Name: _____

Title: _____

Department: _____

Date: _____