

D'NONCE TECHNOLOGY BHD

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. OBJECTIVE

This Policy sets out in detail the Group's position on bribery in all its forms and matters of corruption that might impact the Group in its day to day operations.

2. SCOPE

This policy applies to all Directors, Management and Employees of the Group.

3. LOCAL LEGISLATION RECOGNITION

The Group is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including but not limited to MACCA, Malaysian Penal Code(revised 1977) (and its amendments) and the Companies Act 2016 (Malaysia) and other local laws and regulations where the Group operates in. In cases of conflict between mandatory law and the principles contained in this Policy the law shall prevail.

4. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

a) All forms of bribery and corruption are strictly prohibited. The Group upholds a zero tolerance approach. In addition to bribery, Employees must not participate in any corrupt activity, such as extortion, collusion, breach of trust, abuse of power, trading under influence, embezzlement, fraud or money laundering.

b) Bribery may take the form exchange of money, goods, services, property, privilege, employment position or preferential treatment. Employees shall not therefore, whether directly or indirectly, offer, give, receive or solicit any item of value, in the attempt to illicitly influence the decisions or actions of a person in a position of trust within an organisation, either for the intended benefit the Group or the persons involved in the transaction.

c) This Policy applies equally to its business dealings with commercial ('private sector') and government ('public sector') entities, and includes interactions with their directors, Employees, agents and other appointed representatives at all levels. Even the perception of bribery is to be avoided.

d) This Policy applies to the Groups subsidiaries in Malaysia and it's foreign subsidiaries, without exception and without regard to regional customs, local practices or competitive conditions.

e) The Group does not offer employment to prospective Employees in return for previous favour/in exchange of improper favour.

f) The Group awards contracts and employee positions purely based on merits.

g) The Group recognises the value of integrity in its Employees and Directors. The Group's recruitment, training, performance evaluation, remuneration, recognition and promotion for all Employees, shall be designed to recognise integrity. The group will not penalize any Employees for refusing to pay or receive bribes or other refusing any other corrupt behaviour.

5. GIFTS, ENTERTAINMENT, TRAVEL AND DONATION AND SPONSORSHIP

- a) The Group prohibits both the giving and receiving of Gifts, Entertainment, Travel (GET) and Donation and Sponsorship (D&S) to influence business decisions, to induce the Employees to act against the interest of the Group, or lead to perception or complaints of bias or impropriety.
- b) Employees must comply with all applicable policies, procedures, laws and regulations related to the use of GET in all countries in which the Group operates.
- c) Any GET or D&S voluntarily offered to/by the employees in their official capacities are regarded as gifts to/from the Group and they should not be granted/accepted without permission.
- d) For GET which are presented to/by an employee and of nominal value (below RM500 per pax, e.g. token of appreciation presented to an employee for speaking in a conference etc.) the Management has given a blanket approval for the employees to accept the gifts. The employee's code of conduct had spelled out possible ways to dispose of such gifts.
- e) Any GET above the limit above would require immediate management approval, prior to the event or immediately after the event.
- f) Donations in the form of charity is based on management approval depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to.

6. EMPLOYEE'S RESPONSIBILITIES

Employees are responsible for understanding and complying with this Policy. In particular, the role of all Employees includes the following:

- i. Be familiar with applicable requirements and directives of the policy and communicate them to subordinates;
- ii. Promptly record all transactions and payments accurately and in reasonable detail;
- iii. Always raise suspicious transactions to immediate superiors or other appropriate channels for guidance on next course of action.

7. CONFLICT OF INTEREST

- a) A conflict of interest situation arises when the "private interests" of the Employee compete or conflict with the interests of the Group. "Private interests" refers to both financial and personal interests of the Employee or those of their connections,

including:

- i) Immediate family
 - ii) Other companies or business interest which the Employee holds or owns (both in part or in whole)
- b) Employees should avoid using their official position or any information made available to them in the course of their duties for the Group to benefit themselves. Employees should avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the Group. Failure to avoid or declare any conflict of interest may give rise to criticism of favouritism, abuse of authority or even allegations of corruption.
- c) Employees involved in the procurement process should declare conflict of interest if they are closely related to, or have or will likely be perceived to have, beneficial interest in any person/companies which is considering submission of quotation/tender to the Group or is being considered for selection as the Group's supplier of goods or services. The Employee's Code of Conduct shows some examples of conflict of interest situations which may be encountered and should be avoided by Employees.

8. BUSINESS ASSOCIATES

- a) As part of the Group's commitment to combat bribery, the Group expects all Business Associates to refrain from bribery and any other corrupt practices.
- b) If bribery and corruption arises in the dealings with any Business Associate, the Group shall seek an alternative provider of the services / goods.

9. REPORTING OF POLICY VIOLATIONS

Employees who encounter actual or suspected violations of this Policy are required to report their concerns. Each Employee has a responsibility to ensure that suspected -bribery and corruption incidents are reported promptly. The Group practices an open door policy and encourages all Employees to share concerns and suggestions with superiors and colleagues who are able to address them in an appropriate manner as per the whistle blowing policy.

10. CONTINUOUS IMPROVEMENT

The Group is committed to continually improving its policies and procedures relating to anti bribery and anti-corruption. The Group will periodically assess the effectiveness of the policies and procedures as above at least once every 3 years.

11. ACTIONS FOR NON-COMPLIANCE

- a) The Group regards bribery and corruption as a serious matter. Non-compliance may lead to disciplinary action, up to and including termination of employment. Further legal action may also be taken in the event that the Group's interests have been harmed as a result of noncompliance.
- b) The Group shall notify the relevant regulatory authority if any identified bribery or corruption incidents have been proven beyond reasonable doubt.

c) Where notification to the relevant regulatory authorities have been done, the Group shall provide full co-operation to the said regulatory authorities, including further action that such regulatory authority may decide to take against convicted Employees.