

ANTI-BRIBERY AND CORRUPTION POLICY

1.0. POLICY STATEMENT

Semico Capital Berhad (formerly known as Basil Park Sdn Bhd) (“**Company**” together with its subsidiaries, the “**Group**”) is committed to conduct its businesses in an ethical, responsible, transparent and efficient manner. Hence, the Group inspires to reinforce good governance, preventive system and ensuring compliance with procedures, code of conduct and relevant laws in force. This Anti-Bribery and Anti-Corruption Policy (“**Policy**”) is an initiative to contribute toward anti-corruption efforts in Malaysia.

1.1. Principle

1.1.1 We take a zero-tolerance approach to corruption. Any violation of this Policy will be regarded as a serious matter and will result in disciplinary action, including dismissal and termination in accordance with local law.

1.1.2 We will uphold all laws relevant to countering corruption. We remain bound by the laws of Malaysia, including the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or re-enactments that may be made by the relevant authority from time to time in respect of our conduct in both Malaysia and abroad.

1.1.3 The Board has oversight of this Policy. The Chief Executive Officer, Executive Director, Heads of Departments and the person associated with the Group are responsible for ensuring compliance with this Policy. Every employee of the Group is required to be familiar with and comply with this Policy.

1.1.4 The Compliance Officer is the Human Resources Manager.

2.0. OBJECTIVE OF THE POLICY

To ensure employees of the Group discharge their duties in an ethical, responsible, transparent and efficient manner and free from corruption. To create a working environment that practises integrity work culture to enhance the trust and confidence of the Group’s stakeholders.

2.1. Scope and Application

The Group shall strive to perform its function in a fair and transparent manner and free from corruption through the following actions:

- Committing to promote values of integrity, transparency and good governance;
- Strengthening internal systems that support corruption prevention;
- Complying with laws, policies and procedures relating to the fighting of corruption;
- Fighting any form of corrupt practice; and

- Supporting corruption prevention initiatives by the Malaysian Government and the Malaysian Anti-Corruption Commission (MACC).

The Policy is applicable to all Directors and Employees (including full-time, part-time, probationary, contract and temporary staffs) of the Group and should also include consultants, contractors, 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, has a duty to read and understand the Policy.

If a Director requires further clarification on the Policy, the Director may refer to the Chairman of the Board of Directors of the Company, or the Chief Executive Officer/Executive Director, whereas for an Employee, the Employee may refer to his/her immediate Head of Department.

2.2. Commitment

The Group are committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the company's daily operations. The Group has adopted a zero-tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts. Employees who refuse to pay or receive bribes or participate in acts of corruption will not be penalised even if such refusal may result in the Company losing its business or not meeting the targets.

The Policy leverages the core principles set out in the Group's Code of Business Conduct. The scenarios provided within this Policy do not limit the boundaries of the Policy which may be extended to cover all circumstances relating to bribery. Compliance to the Policy is mandatory and will be monitored with a principle-based approach.

3.0. CORRUPTION AND MALPRACTICE

3.1. Bribery and Corruption

Employees and parties dealing with the Group shall not accept or obtain or attempting to accept or obtain, solicit, offer, promise or give any bribe or gratification directly or indirectly as an inducement or reward to or from any party for doing or forbearing to do any act.

3.2. Gratification

Gratification stated under Section 3 of the Malaysian Anti-Corruption Commission Act means:

- money, donation, gift, loan, fee, reward, valuable security, property or interest in the property is a property of any description whether moveable or immovable, financial benefit, or any other similar advantage;
- any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- any forbearance to demand any money or money's worth or valuable thing;
- any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action proceedings of a disciplinary, 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.

3.3. Facilitation payments

Employees and parties dealing with the Group shall not accept or obtain or attempting to accept or obtain, solicit, offer, promise or give facilitation payments to secure or expedite the performance of the employee's duty.

3.4. Political Donations and Contribution

Any charitable donations or contributions given to political parties must first obtain approval from the Chief executive Officer/Executive Director. Whilst our employees and parties acting in their own personal capacity as citizens are not restricted to make any personal political donations but there is no reimbursement for these personal political contributions back to these employees and parties unless approved by the Chief executive Officer/Executive Director.

3.5. Sponsorships, Donations, and Contribution to Charity or Social Projects

Charitable contributions, sponsorships or donations shall be made to community projects or charities in good faith and in compliance with the Group's Code of Conduct and Ethics, this Policy and all relevant policies and procedures. Any charitable contributions, sponsorships or donations made on behalf of the Group must be approved by Chief executive Officer/Executive Director prior to contributions being made.

The Group's properties, facilities, services, or employee time cannot be used for / contributed to any political party or candidate for public office without approval by the Board.

No donation should be made which may or may be perceived to breach applicable law or any other sections of this Policy.

3.6. Account for Secret Profits or Gains

Employees shall immediately disclose the receipt of any discount, rebate, commission, service, interest, consideration for value or other benefit or payments of any kind (whether in cash or in-kind) and shall be liable to surrender such benefits and / or payment received.

3.7. Conflict of Interest

3.7.1 Use of Office Position, Confidential Information, Assets and Other Resources

Employees shall not use his/her official position, confidential information, assets and other resources for his/her personal gain or the advantage of his/her family and associates.

3.7.2 Declaration of Interest

Employees shall declare his/her interest and withdraw from taking any action or participating in any decision-making process in matters where he/she has or potentially has a conflict of interest.

3.8. Giving Undue Advantage to Third Parties

Employees shall not be involved with the commission or omission of any act, which gives an undue advantage to an outside party in its dealings with the Group without prior approval, whether such acts or omissions result in him/her obtaining a personal gain, benefit or advantage.

3.9. Disclosure of Payments to Third Parties

Employees shall disclose all commissions and expenses or payment paid to the third parties in any official dealings with the Group if any with prior approval from the Chief Executive Officer /Executive Director.

3.10. Gift Policy

Gifts, hospitality, and entertainment, including the exchange of business courtesies, may be offered to or received by employees only when appropriate and without influencing business decisions. Any such business courtesies offered or received on behalf of the Group must be approved by the Chief Executive Officer or Executive Directors.

3.10.1 Receiving Gifts

- i. As a general principle, employees and/or his/her immediate family, are not allowed to receive any gifts of whatever nature regardless of value on a personal basis from any party who have official dealings with the Group such as the Group's contractors or sub-contractors, suppliers, bankers, dealers, panel lawyers, panel insurance or customers (hereinafter stated as the parties) whether actual or potential.
- ii. However, employees are allowed to receive gifts of the following nature:
 - a. small items or gifts of promotional nature e.g. inscribed pens, low value or promotional material;
 - b. gifts that would be discourteous to refuse (example: gifts presented in an event/launching); and
 - c. gifts as a door gift, token during training, seminar, product launching, exhibition and annual general meeting.
- iii. Employees shall declare the receipt of gifts discourteous to refuse to the Group and request for approval to retain the gift.
 - a. The declaration shall be made in a Declaration of Gift Form and submit to Human Resource Department of the Group.
 - b. The Group shall forward the declaration to the Chief Executive Officer/Executive Director for approval.
 - c. The Chief Executive Officer/ Executive Director may approve the request to retain the gift or may not approve and give instructions to return the gift to the giver.
- iv. Employees shall declare any gift received by any other person for them or their department or any gift delivered by a third party or in a situation that is unable to refuse or return.
 - a. The declaration shall be made in a Declaration of Gift Form.
 - b. The gift and the declaration shall be submitted to the Human Resources Department of the Group.

- v. Upon receiving the gift and the Declaration of Gift Form (as mentioned above), the Group shall:
 - a. Keep a copy of the declaration in a file; and
 - b. Forward the declaration and the gift to the Chief Executive Officer/Executive Director for instruction to dispose of the gift in a manner appropriate (as mentioned below).
- vi. The gift may be disposed of as follows:
 - a. Return the gift to the giver;
 - b. Dispose of the gift in a manner appropriate. Chief Executive Officer/Executive Director shall decide the manner of disposal; or
 - c. Give away as a donation if the gift is unable to return. A cover letter must be attached together with the gift indicating the donation from the Group and the nature of the donation.

3.10.2 Giving Gifts

Employees are only allowed to give any gifts or contributions with prior approval from the Chief executive Officer/Executive Director.

3.10.3 Giving or receiving/accepting or soliciting gifts is an offence punishable under the Malaysian Anti-Corruption Commission Act 2009.

4.0. IMPLEMENTATION

4.1. Notification and Training

It is the duty of the Group to:

- i. Issue a circular on the Anti-Bribery and Corruption Policy to all parties including employees and other stakeholders.
- ii. Make available of the Group's Anti-Bribery and Corruption Policy to employees.
- iii. Arrange for a learning programme for employees to understand the content of the Group's Anti-Bribery and Corruption Policy.
- iv. Conduct timely refresher and awareness programmes for individuals who are currently holding an exposed position and new to the Group to ensure they understand the Group's anti-corruption position.

4.2. Compliance to Laws, Policies and Procedures Relating to Corruption

- i. Employees shall observe all laws, policies and procedures relating to corruption.
- ii. The Human Resources Department of the Group shall set-up an Integrity Team in order to handle non-compliance on integrity matters. The functions and duties shall be specified as follows:
 - a. strengthening the integrity of the Group;
 - b. setting-up complaint mechanism and managing of complaints;
 - c. detecting and investigating cases of misconduct;

- d. ensuring compliance to code of conduct, regulations and relevant laws in force relating to integrity; and
 - e. ensuring good governance in integrity issues is implemented and carried out effectively.
 - iii. Employees are encouraged to report any act of bribery and corruption directly to the Head of Human Resources on the following channels:
 - a. armc@semico.com.my
 - iv. Any prohibited act or possible violations of the Policy shall be reported to Head of Human Resource and Administration who will perform initial investigation. Where the matter is deemed potentially serious, it will be promptly reported to the Chief Executive Officer and/or Chairman of the Audit and Risk Management Committee, and the following procedure will take place:-
 - (a) the report will be recorded and an investigative file will be opened;
 - (b) the Chief Executive Officer or the Chairman of the Audit and Risk Management Committee will promptly commission the conduct of an investigation. The investigation may be conducted by designated personnel or by external party employed, if so decided by the Chief Executive Officer or the Chairman of the Audit and Risk Management Committee. The Board shall be informed of the existence of the investigation;
 - (c) the identity of the person filing the report will be treated as confidential to the extent possible, and only revealed on a need-to-know basis or as required by law or court order;
 - (d) on completion of the investigation, a written investigative report will be provided by the person(s) conducting the investigation to the Chief Executive Officer and/or the Chairman of the Audit and Risk Management Committee. If the investigation has documented unlawful, violative or other questionable conduct, the Chief Executive Officer or the Chairman of the Audit and Risk Management Committee will report to the Board on the matter and remedial action will be taken or alternatively, to seek the advice and/or decision by the Board, where required.
 - v. No Director, employee 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 wrong doing, even if it may result in the company 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.
 - vi. 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. The Whistleblowing Policy can be found in the Group's website at www.semico.com.my

4.3. Policy Violation

- i. Employees found violating this Policy may be subjected to disciplinary action as well as potential criminal investigation and prosecution; and
- ii. Official dealings between the Group and third parties shall be terminated or discontinued if they are found offering, promising, giving or soliciting any bribe or gratification to the Group's employees and reports shall be made to Malaysian Anti-Corruption Commission (MACC) for investigation upon approval by the Board.
- iii. Individuals involved in bribery and corruption will be liable to fine or sentenced to imprisonment under the Act. The Corporate Liability Provisions under the Act make the company criminally liable for the bribery and corrupt acts of its "associated persons" unless the company can prove that it had implemented adequate procedures to prevent the occurrence of such acts. If the company or its Directors, employees or associated persons is found to have taken part in such acts, the company would face a hefty penalty (fine not less than 10 times the sum or value of the gratification, or RM1 million, whichever is the higher, or imprisonment not exceeding 20 years or both fine and imprisonment) and may face damage to reputation, financial loss and disbarment from business and other negative consequences. Directors and/or employee engaging in bribery or corrupt practices may face dismissal, fine and imprisonment. Therefore, the Group takes its legal responsibilities very seriously.

4.4. Duty to Report

- i. It is the duty of employees and parties dealing with the Group to report any gratification given, promised, offered, solicited, obtained or accepted or attempted to obtain or accept to MACC. Failure to report is an offence under Section 25 Malaysian Anti-Corruption Commission Act 2009.
- ii. It is the duty of all employees and parties dealing with the Group to report on suspected violations of all laws, policies and procedures relating to integrity and corruption to the Chief Executive Officer/Executive Director.
- iii. The report may also be made under the Group's Whistle Blowing Policy by writing to the Board Committee of the Group.
- iv. Employees and parties making such reports are protected under the MACC Act 2009, Witness Protection Act 2010, Whistle-Blower Act 2010 and Whistle Blower Policy.
- v. No malicious, vindictive or baseless accusations shall be made by any employee against another employee(s). Appropriate action shall be taken against any employee making such malicious, vindictive or baseless accusations.
- vi. No form of retribution shall be made against any employee who reports in good faith of any known or suspected violations.
- vii. No form of reprisal shall be made by any employee against another employee who, in good faith, has reported the known or suspected violations. Appropriate action shall be taken against any employee causing such reprisal to be made.

4.5. Record Keeping

All financial records shall be kept and have appropriate internal controls in place which will evidence, substantiate and justify that business reason for making payments to, and receiving payments from, third parties.

All expenses claims relating to gifts or entertainment made to third parties must ensure that such claims are submitted in accordance with the Group's reimbursement procedures and / or applicable policy and specifically record the reason for such expenditure. All the parties shall further ensure that all expense claims shall comply with the terms and conditions of this Policy.

All documents, accounts 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. No accounts should be kept "off-book" to facilitate or conceal improper payments. The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

To ensure effectiveness of internal controls, finance personnel and management will review transactions and expense or payment requests for warning signs that signal transactions being performed not on commercial basis or which present risks to the company.

4.6. Monitoring and Review

Internal control systems and procedures will be subject to regular audits to assure that they are effective in countering corruption and bribery.

4.7. Confidentiality and Protection

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this Policy in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

4.8. Immunity / disclaimer

Employees who participate in any activities that constitute the act of violation of laws, policies and procedures mentioned above which he / she reported shall not be given immunity against any investigation or disciplinary / criminal proceeding arising out of the report made. Nevertheless, in such circumstances, the fact that he / she had caused the report to be made may be taken into consideration as a mitigating factor.

5.0. AMENDMENT

The Group reserves the right to amend or modify this Policy in whole or in part, at any time necessary so to do. However, no such amendment or modification shall be binding on

employees or external parties unless the same is notified to the employees or external parties in writing.

6. PUBLICATION ON THE CORPORATE WEBSITE

In line with the Listing Requirements, copy of this Policy is available on the Company's corporate website.

7. EFFECTIVE DATE

This Policy has been adopted by the Board on 21 May 2025.

Schedule 1: Potential risk scenarios - “red flags”

The following is a non-exhaustive list of possible red flags (for illustrative purposes only) that may arise and which may raise concerns under various anti-corruption laws.

If the Board, employee and third party come across any of these red flags or believe it may occur potentially while working with the Group, he / she must make report promptly in accordance with the procedure as set out in our Whistleblowing Policy:

- a) Become aware that a third party engages in, or has been accused of engaging in improper business practices, improper conduct or has a reputation for paying bribes or requiring bribes;
- b) A third party demands gifts, benefits, commission or fees before committing or continue to sign up a contract;
- c) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- d) A third party refuses to provide or provide insufficient, false, or inconsistent information in response to due diligence questions;
- e) A third party requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us, or a shell entity serves as a middleman especially when domiciled in secrecy haven;
- f) There are signs that the third party is not acting on his / her own behalf, but is trying to conceal the true beneficial owner’s identity;
- g) A third party has a reputation of having a “special relationship” with a government, political party or other public official or has been specifically requested by a public official;
- h) A third party refuses to sign a commission or fee agreement or insists on the use of a side-letter relating to the payment of funds;
- i) A third party requests an unusually large or inappropriate commission, retainer, bonus or other fee or an unexpected additional fee or commission to “facilitate” a service;
- j) A third party requests payment in cash or cash equivalent such a money order; refuses to provide an invoice or receipt;
- k) A third party refuses to provide an invoice or receipt for a payment, or you receive an invoice or receipt that appears to be non-standard or customized;
- l) A third party requests that a transaction is structured to evade normal record-keeping or reporting requirements;
- m) A third party refuses to abide by this Policy or does not demonstrate that it has adequate internal anti-corruption policies and procedures in place; or
- n) Been offered an unusually generous gift or lavish benefits or entertainment by a third party.

END.