

**CYPARK RESOURCES BERHAD**

**(“CRB” or “the Company”)**

[Registration No. 200401004491 (642994-H)]

(Incorporated in Malaysia)

**ANTI-BRIBERY AND CORRUPTION POLICY**

**1. INTRODUCTION**

It is the policy of the Company and its subsidiaries (collectively referred to as the “**the Group**”) to conduct all of its business dealings and relationships in an honest and ethical manner. The Group is committed to act professionally and with integrity, and therefore will uphold and comply with all applicable anti-bribery and corruption laws in Malaysia to ensure the business runs in an ethical manner.

The Group endeavours to take reasonable and effective measures to ensure that its businesses do not engage in corrupt activities for personal or the Group’s gain or benefit. This Anti-Bribery and Corruption Policy (“**Policy**”) sets out the parameters for the prevention of the occurrence of bribery and corrupt practices in relation to the businesses of the Group. This Policy is supplemental to, and shall be read in conjunction with the Code of Ethics and Conduct of the Company.

**2. SCOPE OF THE POLICY**

This Policy applies to the whole Group including its Directors (executive and non-executive), Company Secretaries, Officers, and employees (including full time, probationary, contract and temporary staff) (“**Employees**”). It is also applicable to contractors, sub-contractors, consultants, agents, representatives and service providers of any kind performing work or services, for and/or on behalf of the Group (collectively known as “**Business Associates**”).

**3. PURPOSE**

The main purpose of this Policy is to ensure the Group has zero tolerance towards all forms of bribery and corruption, to foster the growth of the Group’s business environment that is free of corruption, and to provide information and guidance to the Directors, Company Secretaries, Officers, and Employees on standards of behaviour to which they must adhere to and how to recognise as well as deal with bribery and corruption.

**4. BRIBERY & CORRUPTION**

Bribery and corruption means any action which would be considered as an offence of giving or receiving ‘gratification’ under the Malaysian Anti-Corruption Commission Act 2009 (“**MACC Act**”). In practice, this means offering, giving, receiving or soliciting something of value in an attempt to

illicitly influence the decisions or actions of a person who is in a position of trust within an organisation.

A bribe generally involves an inducement or reward offered in order to gain any improper commercial, contractual, regulatory or personal advantage. It may take the form of anything of value such as money, goods, services, privileges, or any other item of value.

Bribery may be 'outbound', where someone acting on behalf of the Group attempts to influence the actions of someone external, such as a Government official or client decision-maker. It may also be 'inbound', where an external party is attempting to influence someone within the Group such as a senior decision-maker or someone with access to confidential information.

The Group's Directors, Company Secretaries, Officers, and Employees are prohibited whether directly or indirectly to offer, give, receive or solicit any item of value for the benefit of the recipient or some other person.

## **5. GRATIFICATION**

Gratification is defined in the MACC Act to mean the following:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money's worth or valuable thing;
- (f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or 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
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

## **6. GIFTS AND HOSPITALITY**

As per Clause 2 of the Company's Code of Conduct and Ethics, the Group adopts a "no gift" policy. However, in some circumstances, such gift-giving and hospitality given to or received from during major celebrations/festive, upon milestone's achievement of any company within the Group, or for genuine and justifiable occasions are part of maintaining ordinary business relationship, and is the acceptable business relationship practice in the relevant jurisdiction.

The giving or receipt of gifts or hospitality is not prohibited, if the following requirements are met:

- (a) it must not be made with the intention of influencing another person to obtain/retain business advantage, or to reward the provision/retention of business advantage, or in explicit/implicit exchange for benefits;
- (b) it must comply with local law;
- (c) it is given in the name of the Group (the Company or its subsidiaries);
- (d) it must not include cash or a cash equivalent;
- (e) it must be appropriate in the circumstances; and
- (f) it must be of an appropriate type and value.

Therefore, this Policy does not prohibit normal and appropriate gift-giving and hospitality given to or received from third parties in above limited instances, so long as it is reasonable, appropriate, modest, bona fide corporate hospitality and must be done openly and not in secret

## **7. FACILITATION PAYMENTS AND KICKBACKS**

Facilitation payment to an external party, in particular, government officials, is strictly prohibited as it is seen as a form of bribery and corruption, unless it can be proven that such payment is legitimate and supported by an official receipt. Facilitation payment are considered as small, 'unofficial' payment given to third parties to secure or expedite routines or administrative actions by an official. This payment is not necessary in forms of cash or cash equivalents, it also can be in any sort of advantage with the intention to influence actions to be taken in the furtherance of one's duties.

Directors, Company Secretaries, Officers, and Employees shall decline to make the payment and report to the Company immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made and Directors, Company Secretaries, Officers, or Employees are unsure of the nature, the Company must be notified immediately, and the payment recorded accordingly.

However, there could arise circumstances in which the Directors, Company Secretaries, Officers, or Employees have no alternative but to make a facilitation payment in order to protect themselves from injury, loss of life or liberty. Any request for facilitation payment under such circumstances should be reported immediately to their superior or Head of Division/Department or Board of Directors of the Company.

## **8. DONATIONS**

Please note that the Group only makes charitable donations if they are legal and ethical under local laws and in accordance with the Group's policy. All donations shall be supported with an official letter of request from the requesting external party and proof of receipt and must be approved by

the Head of Division/Department and/or the Group Chief Executive Officer in accordance with the Group's standard operating procedures.

The Directors and management of the Group shall ensure that all donations are not used as a subterfuge for bribery or used to circumvent or avoid any of the clauses in the Code of Conduct and Ethics.

## **9. CONFLICTS OF INTEREST**

Conflicts of interest arise in circumstances where there is personal interest that may be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of the Group. All Directors, Company Secretaries, Officers, and Employees should avoid situations in which personal interest could conflict with their professional obligations or duties. Directors, Company Secretaries, Officers, and Employees must not use their position, official working hours, the Group's resources and assets, or information available to them for personal gain or to the Group's disadvantage.

In situations where a conflict of interest arises, the individual is required to report the matter to their immediate superior and/or Head of Division/Department and/or Board of Directors of the Company.

## **10. BUSINESS ASSOCIATES**

Appropriate due diligence will be carried out to assess the integrity of the prospective Business Associates before on-boarding any Business Associates, to ensure that the Business Associates are not likely to commit any act of bribery or corruption in the course of work with the Group.

All the Business Associates are made aware of and understand the policy. All Business Associates of the Group are required to comply with this policy. The performance of the Business Associates are monitored periodically to ensure ongoing compliance. In the event that any Business Associates commit bribery or attempt to commit bribery, the Group reserves the right to terminate the contracts/services.

## **11. REPORTING PROCEDURES ON SUSPECTED BRIBERY OR CORRUPTION ACTIVITIES**

If the Directors, Company Secretaries, Officers, or Employees suspect, or reasonably believe that this Policy has been, or is being breached, they are encouraged to whistle blow or report the concerns through the procedures set out under the Group's Whistle Blowing Policy available at <http://ir.chartnexus.com/cypark/docs/Whistleblowing%20Policy.pdf>.

All concerns reported will be taken seriously, treated in confidential manner and investigated immediately. The whistleblower's anonymity will be protected and no individual will be

discriminated against or suffer any manner of retaliation for raising genuine concerns or reporting in good faith on violations or suspected violations of this Policy.

However, any individuals who make any malicious, vexatious or scandalous report, and particularly if they persist with such untrue allegations, will be subjected to the Group's disciplinary actions.

## **12. MONITORING AND REVIEW**

The Group is committed to making the anti-bribery and anti-corruption effort as a continuous effort to maintain the reputation and standards of the Group. The Directors will monitor compliance with this Policy and review this Policy regularly to ensure that it continues to remain relevant and appropriate.

## **13. TRAINING AND COMMUNICATION**

The Group shall conduct training sessions and awareness programme for its Directors, Company Secretaries, Officers, and Employees on the Group's stand regarding anti-bribery and corruption, integrity and ethics.

Training sessions shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the individual's designation in the Group. Training will be provided also to personnel who are:

- (a) new to the Group;
- (b) appointed to or currently holding an exposed position.

## **14. RECORD-KEEPING**

It is essential that proper and complete records be maintained of all payments made to third parties in the usual course of business as these 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 customers/clients, suppliers and Business Associates, should be prepared and maintained with strict accuracy and completeness. No accounts shall be kept "off-book" to facilitate or conceal improper payments.

This Policy has been duly approved by the Board of Directors of the Company and is dated 29 May 2020.