

FoundPac Group Berhad
Registration No.: 201501040628 (1165946-H)
(Incorporated in Malaysia)

ANTI-BRIBERY AND CORRUPTION POLICY

1 INTRODUCTION

FoundPac Group Berhad (“FPG”) is committed to conducting its business with integrity with zero tolerance against all forms of bribery and corruption at all levels.

This Anti-Bribery and Corruption Policy (hereinafter referred to as “ABCP”) applies to all employees (whether on permanent, contractual or temporary basis) and directors of FoundPac Group Berhad and its subsidiary companies (“FPG Group” or “the Group”).

The ABCP is to be read in conjunction with FPG Group’s Whistleblowing Policy, Code of Ethics, and the Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendment (“MACCA”).

The purpose of the ABCP is to:

- set out FPG Group’s position on bribery and corruption practices
- provide guidance to the employees and directors of FPG Group in observing and upholding their position in combating the act of bribery and corruption in its course of business; and
- address the consequences of non-compliance.

The ABCP is not intended to include all possible scenarios and details surrounding bribery and corruption practices.

2 DEFINITION

Bribery and corruption are defined with reference to MACCA.

2.1 Bribery

Bribery is the act of offering, giving, receiving or soliciting gratification in an attempt to illegitimately influence the decisions or actions of a person of trust and/or in position in an organisation in exchange of commercial, contractual, regulatory or personal benefits.

Under MACCA, “gratification” means:

- (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);

2.2 Corruption

Corruption refers to the act of giving or receiving gratification or reward, directly or indirectly, in the form of cash or in-kind of high value for performing a task in relation to his/her job description. Corruption may also include abuse of power, fraud, breach of trust, extortion, collusion, embezzlement or money laundering activities.

3 POLICY STATEMENT

ANTI-BRIBERY AND CORRUPTION COMMITMENT

FPG Group firmly believes that the foundation in maintaining sustainable business relationships rests upon integrity and ethical business practices. Therefore, the Group is committed to ensuring that business is conducted in a fair and transparent manner, with integrity and according to ethical and legal standards at all times.

- We will ensure that our employees are made aware of, and understand their responsibilities to adhere strictly to ABCP.
- We will not give, agree to give, promise, offer to or accept from any person/party any gratification, bribe or inducement, whether directly or indirectly, to gain or retain business or an advantage for the organisation or for any other purpose.
- We will encourage our employees to be vigilant and to report any suspicious form of corruption practices/activity or gratification or bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately.
- We will take firm and vigorous actions against an employee who is involved in any such corruption practices/activity or gratification or bribery.

The ABCP reiterates the Group's commitment to conduct its businesses by abiding to all applicable anti-corruption laws where we operate and to cause our organisation, directors and employees to behave accordingly.

4 FORMS OF CORRUPTION

4.1 Bribery

Bribery is an inducement or reward offered, requested, promised, provided, receive with the intention to obtain or retain any commercial, contractual, regulatory, business or personal advantage in the conduct of business for the Group.

Hence, all employees/directors shall not:-

- give, agree to give, promise, or offer any gratification payment, gift, hospitality or other benefit with the intent that a business or advantage will be received or retained in return, or to reward any business received or retained.
- accept any offer from any person/party that he/she knows or suspects, is made with the intent that the Group will provide or retain a business or advantage for that person/party or any other person/party.
- give, agree to give, promise or offer any gratification to a government official in any country to facilitate or speed up a routine or necessary procedure.

4.2 Gifts, Entertainment & Hospitality

Gifts, entertainment and/or hospitality may be received, offered or given to/from companies or persons with whom FPG Group has business relationship during the course of its business. The Group recognises that exchange of gifts, provision of modest entertainment and corporate hospitality may form a part of business etiquette in certain occasions and culture.

FPG Group permits receiving and providing gifts, entertainment and hospitality based on the following guiding principles and situations: -

- nominal in value (e.g. diaries, pens, calendar, drinks, snacks, t-shirts, movie tickets and passes)
- infrequent in nature (e.g. annual conference, annual dinner)
- on grounds of culture, customary or mutual respect (e.g. during festive season, official courtesy visit)
- given or received in an open and transparent manner
- given or received in the ordinary course of business dealings or business meetings
- given or received on good faith, legally and without conflict of interest
- given or received without the intention of obtaining advantage or benefits for personal interest or benefits
- exchange at a company-to-company level, for example gifts exchanged between companies as part of an official company visit/courtesy call

- made in relation to the Group's official functions, events and celebrations (e.g. door gifts offered to guests attending the event or commemorative gifts)

However, the Group prohibits receiving and providing, directly or indirectly, gifts, entertainment and hospitality which involve any of the following:-

- taking advantage of one's position or exercising one's authority for personal interest/gain
- accepting or giving cash or cash equivalents (e.g. vouchers, commission, discounts, shares) or which could be taken as illegal or improper exchanges
- non-compliance with applicable laws and regulation
- lavish or excessive in amount
- perceived to unfairly influence business transaction or dealings
- results in actual or perceived conflict of interest
- solicited and contains or perceived to contain elements of bribery or corruption

Employees/Directors must exercise due care and judgement when offering or accepting any gifts, entertainment or hospitality to preserve the reputation of the Group against any allegations of impropriety and ensure that the ABCP are not breached.

When in doubt if a specific gift, entertainment or hospitality is within permissible boundary of the ABCP, employees are encouraged to discuss the matter with their immediate superior and/or to seek clarification with the Top Management. In any circumstances, employees are encouraged to make self-declaration on his/her own accord.

In the case of Directors, they shall consult the Company Secretary.

4.3 Charitable Contributions

As part of the FPG Group's corporate social responsibility (CSR) initiatives, the Group may provide charitable contributions whether in cash or in kind to the local communities, welfare organisations and the like.

Guidelines before making any charitable contributions under FPG Group's CSR initiatives are as follows: -

- An official request must be made in writing by the intended recipient(s)
- Upon receipt of the charitable contribution by the recipient, the proof of receipt must be available.
- The charitable contributions must be given directly to the relevant organisation or community, and not to an individual.
- The charitable contributions should generate publicity or goodwill for the Group and/or demonstrate the Group's commitment to the community.

- The charitable contributions must not be related to, dependent on, or made in order to win or influence a business deal or decision or advantage.

4.4 Political Contributions

FPG Group prohibits any kind of donation or in-kind political contribution to any political parties, organisations associated with politicians or individual politicians.

Employees/Directors are required to exercise vigilance in their interactions with public officials.

4.5 Facilitation Payments / Kickbacks

Facilitation payments are improper, unofficial and usually small value offered to secure or expedite routine tasks to which the payer is legally entitled whilst kickbacks are typically made in exchange for a business favour or advantage.

FPG Group prohibits any form of facilitation payments and kickbacks.

5 RESPONSIBILITIES OF EMPLOYEES / DIRECTORS

All new employees of FPG Group will be briefed about the ABCP as part of their on-boarding orientation briefing. The Group also conducts refresher briefings to all employees to remind them of their responsibilities in complying with the ABCP.

All employees and Directors are expected to be impartial and honest when carrying out their duties. They have the responsibility to comply with the ABCP and have a duty to disclose non-compliance with ABCP or raise genuine concerns without fear. If you have reasons to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this ABCP, you must lodge the report / disclosure in accordance with the Group's Whistle-Blowing Policy where the reporting channel is as follows:-

Any report / disclosure should be directed to the immediate supervisor. If for any reason, it is believed that this is not possible or appropriate, and then the report / disclosure should be directed to Chief Executive Officer (CEO), Dato' Ong Choon Heng, ongch@foundpac.com.

In the case where reporting to management is not possible or appropriate, and then the report / disclosure should be directed to the Chairman of Audit Committee, feedback@foundpac.com

The Chairman of Audit Committee and CEO will deliberate the report with his / her committee members and decide on the appropriate course of action.

All reports or concerns raised will be treated with due care, fairly and confidentially.

Any employee who fails to comply with the ABCP may result in disciplinary action being taken against him/her. This includes failure of the employee to report a known or suspected wrongdoing of which the employee has knowledge.

Serious breach of ABCP may also result in civil or criminal proceedings to be taken against the individual.

6 REVIEW

The ABCP shall be subject to review and amendment at any time to ensure FPG Group's compliance with the applicable law and enhance its effectiveness at combating bribery and corruption.

This been updated and adopted by the Board of Directors on 27 August 2024.