

TSiC Berhad			
Anti-Bribery and Corruption Policy			
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1. INTRODUCTION

TSiC Berhad (“TSiC” or the "Company”) and its subsidiary(ies) (collectively referred to as the “Group”) has a zero-tolerance policy to bribery and corruption. TSiC upholds the highest standards of ethical conduct and professional integrity in conducting businesses. The standards apply to all the Group partner, employee and third parties who perform services for or on behalf of the Group.

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 both in Malaysia and abroad.
- 1.1.3 The Board has oversight of this Policy. The GCEO / GCFO / GCOO / VP / GM / HOD is responsible for ensuring compliance with this Policy. Every employee of the Group is required to be familiar with and comply with this Policy.

2.0 OBJECTIVE

The objective of this policy is to reinforce the commitment of the Group to comply the Section 17A Malaysian Anti-Corruption Commission (Amendment) Act 2018. The Policy applies to all directors and employees of the Group. The Policy also serve as a guideline to handle bribery and corruption issues, should the matter arise.

3.0 SCOPE

This Policy is applicable to all directors and all employees of the Group. It is expected that any individual who work under the Group or work with the Group shall comply with the Policy. TSiC 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;

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- Fighting any form of corrupt practice; and
- Supporting corruption prevention initiatives by the Malaysian Government and the Malaysian Anti-Corruption Commission (MACC).

4.0 BRIBERY AND CORRUPTION

4.1 Definition

Bribery and corruption are two of the most insidious problems faced by businesses around the world. The principles of fair play and equal treatment are being undermined, and it creates unfair competition and may have serious consequences to organizations and individuals alike.

The effects of bribery and corruption are far-reaching and can be devastating. It erodes the public trust of the company, lead to the failure of businesses, and cause harm to company’s reputations.

TSiC is committed to conduct its business in accordance with all applicable laws, rules and regulations with the highest ethical standards. TsiC has zero-tolerance over bribery and corruption, and BPE is committed to comply with the Section 17A Malaysian Anti-Corruption Commission (Amendment) Act 2018.

The following definitions are outlined and included in this policy.

Bribery	<p>Bribery refers to the act of offering, giving, soliciting, or receiving anything of value in exchange for an undue advantage or influence. This can be in many forms, including:</p> <ol style="list-style-type: none"> a.) money, gifts, favors, donation, loan, reward, valuable security, property, or other forms of compensation. 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. d.) any valuable consideration of discount, commission, rebate, bonus, or deduction. e. any request of monetary or financial gain. f.) any offer, promise or undertaking, whether it is conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (e).
Corruption	<p>Corruption refers to the abuse of power for personal gain. This can include bribery, but it also encompasses other forms of unethical or</p>

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	illegal behavior. These unethical or illegal behavior include embezzlement, kickbacks, and conflicts of interest.
Directors	Directors includes the following: a) Executive and non-executive directors. b) Independent and non-independent directors.
Employees	All personal who work directly or indirectly to TSiC under an employment contract, including permanent and contract staffs and directors.
Conflict of Interest	When an individual's personal interest or benefit is derived from actions or decisions made under his/her official capacity.
Personal Gift	A personal gift is a gift that is tailored to the individual receiving it, taking into consideration their personal interests, preferences, and tastes. The gifts are usually given in private, without the consent or knowledge of the company management of one or both parties. Personal gifts can range from practical items to valuables, such as cash, cash equivalent items, watches, luxury items, vehicles, jewelleryes, vouchers, souvenirs, or any other valuable items.
Corporate Gift	A corporate gift from one organization to another is a gift given as a form of relationship-building, recognition, or to show appreciation for their partnership. The gift is usually given as a token of gratitude or to commemorate a significant business event, such as a successful project or the signing of a new contract. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts can range from practical items such as promotional products or office supplies to more luxurious items such as executive gifts. The gifts normally bear the company name and logo as part of the promotion of company's brand.

4.2 The Importance of Anti-Bribery and Anti-Corruption Policy

The Group is committed to conduct all its businesses in an honest and ethical manner. The anti-bribery and anti-corruption policy is thus essential for the Group to maintain integrity and ensure fair and ethical behavior. Under the Section 17A Malaysian Anti-Corruption Commission (Amendment) Act 2018, bribery and corruption can lead to serious legal and financial consequences, including fines, imprisonment, and reputation damage. Hence, the policy helps to protect the Group from negative consequences of unethical behavior.

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In addition, the anti-bribery and anti-corruption policy can also help the Group to maintain a positive reputation and build trust with stakeholders, and it promote a culture of integrity and ethical behaviour.

5.0 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY STATEMENT

- a) It is prohibited for the Group's employees or directors to gain advantage or personal gain in the form of money, goods, services, property, privilege, employment position or preferential treatment.
- b) It is also prohibited for the Group's employees or directors to 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 organization.
- c) All forms of bribery and corruption are prohibited.
- d) The Group's Employees will not suffer from demotion, penalty or any other adverse consequences for refusing to pay or receive bribes or other illicit behaviour, even if such refusal may result in the company losing business or experiencing a delay in business operations.
- e) TSiC to ensure the Group's employees and directors to comply with the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and the applicable laws by instill integrity, transparency and accountability in business practices.
- f) The Group's employees and directors are expected to read, understand and adhere to this policy. Any violation of this policy may result in disciplinary actions taken by TSiC in accordance with its policies, procedures and guidelines and/or initiation of legal proceedings.

6.0 CORRUPTION AND MALPRACTICE

6.1 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.

6.2 Gratification

Gratification stated under Section 3 Malaysian Anti-Corruption Commission Act 2009 means:

- i. 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;

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- ii. any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- iii. any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- iv. any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- v. any forbearance to demand any money or money's worth or valuable thing;
- vi. 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.

6.3 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.

6.4 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.

6.5 Conflict of Interest

i. Use of Office Position, confidential Information, Assets, and Other Resources

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

ii. Declaration of Interest

Employees shall declare his interest and withdraw from taking any action or participating in any decision-making process in matters where they have or potentially have a conflict of interest.

6.6 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 BPE without prior approval, whether such acts or omissions result in him obtaining a personal gain, benefit or advantage.

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6.7 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.

6.8 Declaration of Assets

Employees shall declare their assets upon entry of service in the Group and every time acquire or dispose of The assets.

6.9 Gift policy

Gifts, hospitality and entertainment such exchange of business courtesies may be offered to or received from you but only where it is appropriate to do so in the circumstances that do not influence business decisions. Any such business courtesies offered or received that transacted on behalf of the Group must be approved in accordance with the Group's Limits of Authority.

6.9.1 Receiving Gifts

- i. As a general principle, employees and / or his 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 Company'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, annual general meeting.
- iii. 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 Company.

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- iv. Upon receiving the gift and the Declaration of Gift Form (as mentioned above), Integrity Team shall:
 - a. Keep a copy of the declaration in a file.
 - b. Forward the declaration and the gift to the CEO for instruction to dispose of the gift in a manner appropriate (as mentioned below).

- v. The gift may be disposed of as follows:
 - a. Return the gift to the giver. A covering letter must be attached together with the gift stating the policy on Corruption and Malpractice - No Gift Policy and Policy Violation;
 - b. Dispose of the gift in a manner appropriate if it is perishable in nature. CEO 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 Company and the nature of the donation.

6.9.2 Giving Gifts

Employees are not allowed to give any gifts of whatever nature either directly or indirectly, regardless of value to any officer / staff and / or his immediate family of any agency whom the employee is dealing with.

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

7.0 IMPLEMENTATION

7.1 Notification and Training

It is the duty of the Group to:

- i. Issue a circular stating Policy on Corruption and Malpractice, No Gift Policy and Policy Violation to any parties including employees, shareholders and other stakeholders with whom the Group had official dealings at the start of each business relationship.

- ii. Make available of the Company's Code of Ethics and Conduct containing Policy on Corruption and Malpractice, No Gift Policy and Policy Violation to employees.

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- iii. Arrange for a learning programme for employees to understand the content of the Company's Code of Ethics and Conduct containing Policy on Corruption and Malpractice, No Gift Policy and Policy Violation.
- iv. Arrange for anti-corruption awareness programmes towards promoting the high value of integrity, transparency and good corporate governance for the employees.
- v. Arrange to disseminate anti-corruption messages to employees by way of printed materials, electronic media and website.

7.2 Compliance to Laws, Policies and Procedures Relating to Corruption

- i. Employees shall observe all laws, policies and procedures relating to corruption.
- ii. The Company 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 Company;
 - 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.

7.3 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 BPE and third parties shall be terminated or discontinued if they are found offering, promising, giving or soliciting any bribe or gratification to the Company's employees and reports shall be made to Malaysian Anti- Corruption Commission (MACC) for investigation upon approval by the Board.

7.4 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.

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- 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 Integrity Team.
- iii. The report may also be made under Whistle Blower 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.

7.5 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 be ensured that 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.

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7.6 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.

7.7 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. The Group encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The Group is 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.

7.8 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.

8.0 REVISION OF THIS POLICY

TSiC reserves its right to revise or modify the Whistleblowing Policy as a whole or in part, at any time without assigning any reason whatsoever, subject to the approval of the Board of Directors. However, no amendment or modification will be binding on employees unless the same is circulated to employees in writing or electronically.