



THMY Holdings Bhd.
Quality & Efficiency

Anti-Bribery & Anti-Corruption Policy

1.0 Introduction

THMY Holdings Berhad and its subsidiaries ("the Company," "THMY Group," or "the Group") are committed to conducting business with integrity and adhering to all applicable laws and regulations in the regions where we operate. THMY Group maintains a zero-tolerance stance against bribery and corruption.

In Malaysia, bribery and corruption are regulated by the Penal Code (Act 574) and the Malaysian Anti-Corruption Commission Act 2009 (MACC Act 2009). The introduction of Section 17A of the MACC Act in 2018 further defines corporate liability for such offenses.

The Group's Anti-Bribery & Anti-Corruption Policy ("**Policy**") is a key foundation, guiding ethical conduct and preventing bribery and corruption in all forms. This policy protects the Group's business from reputational damage, legal risks, and financial losses while promoting fair competition.

2.0 Purpose

This Policy outlines the responsibility of all employees to prevent bribery and corruption, regardless of their role or location. It emphasizes that violations can have serious legal consequences for both individuals and the Company, and calls on Employees to uphold ethical standards and act proactively to avoid improper conduct.

This Policy reinforces our commitment to compliance with laws, It fosters a transparent and ethical business environment by encouraging employees to adopt effective measures that prevent any involvement in bribery or corruption.

3.0 Scope

This Policy applies to all Employees, officers, directors, and third-party representatives of THMY Group, covering both domestic and international operations. This Policy ensures compliance with all applicable anti-bribery and anti-corruption laws in every jurisdiction where the Group operates.

Additionally, THMY Group requires its Business Associates, including suppliers, contractors, and service providers, to comply with the relevant provisions of this Policy when conducting business or providing services on behalf of the Group.

4.0 Definition

The following terms and expressions will have the meanings defined below, unless the context clearly indicates otherwise:

"Bribery"	The act of offering, giving, receiving, or soliciting something of value (such as money, gifts, or services) with the intent of influencing the actions or decisions of an individual in a position of authority or responsibility. Bribery can involve various forms, including direct payments, kickbacks, or other inducements, and is considered illegal and unethical
"Corruption"	The abuse of power or position for personal gain or benefit, often at the expense of the Company. It encompasses a range of unethical or illegal behaviours, including bribery, embezzlement, nepotism, and fraud. Corruption undermines trust, transparency, and accountability, distorting economic and political processes and leading to significant harm to the Company or society.
"Business Associate"	Refers to external parties or outside entities with whom THMY Group currently has or intends to establish a business relationship. This includes, but is not limited to, customers, suppliers, vendors, distributors, contractors, subcontractors, outsourced service providers (such as consultants, advisors, solicitors, and agents), lenders, bankers, representatives, introducers, intermediaries, investors, joint venture partners, and others.
"Employees"	All individuals hired by the Group, including permanent and temporary employees, as well as directors, irrespective of their nationality. This encompasses both management and staff, contributing to the Group's operations and goals.
"Management"	Individuals in senior or executive roles responsible for strategic decisions and overseeing operations.

5.0 Compliance with Laws and Regulations

All Employees are required to adhere to the relevant anti-bribery laws, Employees operating in countries outside of Malaysia must also comply with the anti-bribery and

anti-corruption laws specific to their jurisdiction. In situations where this Policy conflicts with local regulations, Employees should seek advice from the Financial Controller or the designated officer.

- i) Corporate Liability : MACC Act outlines that commercial organizations, may be held accountable for corrupt activities carried out by Employees or associated individuals. This applies even if senior management or representatives were unaware of such activities.
- ii) Individual Accountability : MACC (Amendment) Act 2018 outlines that individuals in key management positions may also be held personally liable for offenses committed by the organization. These individuals could face the same legal consequences if found guilty of failing to prevent or detect bribery and corruption within the company.

6.0 Guide to Common Bribery and Corruption Activities

6.1 Bribery and Corruption

Bribery and corruption are criminal offenses under various Anti-Bribery and Anti-Corruption laws. All Employees and Business Associates are strictly forbidden from engaging in any form of bribery or corruption. This includes offering or accepting bribes, whether directly or indirectly through intermediaries such as agents or distributors.

Offering bribes to public officials is explicitly prohibited, regardless of the location or circumstance.

6.2 Dealing with Business Associates

All dealings with third parties, including customers, suppliers, and contractors, must comply with legal requirements and align with this Policy. Bribery or corruption in any form is strictly prohibited. Employees should remain vigilant, regularly assess Business Associates' practices, and use sound judgment.

The Group expects Business Associates to uphold the same ethical standards, and thorough due diligence is required to assess potential partners' backgrounds. Business Associates must comply with this Policy and, where applicable, sign the Vendor's Anti-Bribery & Anti-Corruption Declaration Form.

6.3 Donations and Sponsorships

Donations and sponsorships are part of the Company's corporate social responsibility but must be legitimate, not to influence business outcomes, or be used to conceal bribery, or create risk harming the Company's reputation. All contributions must comply with the Company's policies and be carefully reviewed.

6.4 Facilitation Payments and Kickbacks

All Employees and Business Associates must stay vigilant and avoid any actions that could be perceived as offering or accepting improper payments, including facilitation payments (unofficial payments made to expedite routine government actions) and kickbacks (payments aimed at gaining improper advantage or influencing business decisions). Such practices are strictly prohibited in all circumstances. Any requests for these payments must be refused and promptly reported to a supervisor or the Financial Controller.

6.5 Gifts, Hospitality, and Entertainment

While the exchange of gifts, hospitality, and entertainment is a common business practice, it must be conducted transparently, proportionately, and in line with the Company's policies. Employees must avoid offering or accepting any gifts, hospitality, or entertainment if that could influence or appear to influence business decisions or compromise their judgment. Non-cash gifts related to cultural celebrations may be accepted, but must be declared to the Financial Controller.

Employees are required to read and refer to the Gift, Hospitality, and Entertainment Policy for a clear understanding of the detailed procedures and compliance requirements.

6.6 Procurement

THMY Group maintains strict internal controls in supplier selection, ensuring decisions are made without the influence of kickbacks, gifts, hospitality, or payment. The selection of new suppliers requires a thorough evaluation and assessment as part of these controls.

All suppliers and vendors are given equal opportunities through a transparent quotation process, with evaluations based solely on price and quality, ensuring no party gains an unfair advantage through private negotiations.

7.0 Whistleblowing Policy

Individuals who suspect of any improper conduct related to violations of this Policy are strongly encouraged to report these issues. The Whistleblowing Policy provides a clear process for reporting concerns related to violations of this Policy and guarantees protection from retaliation for those who come forward. This Policy establishes a structured approach for addressing misconduct, safeguards whistleblowers, and reinforces the Group's commitment in maintaining ethical standards.

For more detailed information on whistleblowing procedures, please refer to the Group's Whistleblowing Policy.

8.0 Investigation

THMY Group will promptly and confidentially investigate reported concerns with the highest level of professionalism and transparency. All complaints or grievances will be investigated and appropriate action will be conducted impartially and without predetermined conclusions.

9.0 Consequences of Non-Compliance

Violations of this Policy will lead to disciplinary measures, which may include termination of employment or contract. Individuals found engaging in unethical or illegal conduct may also be subject to legal repercussions, such as fines, imprisonment, and potential harm to their personal and professional reputation.

10.0 Training and Awareness

The Human Resource department will provide regular training and awareness programs to educate Employees and other stakeholders about their rights and responsibilities under this Policy and the importance of reporting unethical behavior, including bribery and corruption.


11.0 Review of this Policy

The Management will review and evaluate the effectiveness and ongoing relevance of this Policy periodically. Any recommended revisions to this Policy will be presented to the Board of Directors of the Company for review, consideration, and approval.

12.0 Approval

This Policy has been approved and adopted by the Board of Directors on 3rd April 2025.

13.0 Appendix 1 : THMY_Vendor's Anti-Bribery & Anti-Corruption Declaration Form

 VENDOR ANTI-BRIBERY AND ANTI-CORRUPTION DECLARATION FORM <small>PRIVATE & CONFIDENTIAL</small>	
<p>Our company, _____ (Company Name), bearing the company registration number of _____ (which includes our Directors, officers, and employees), hereby:</p> <p>1. DECLARE, PLEDGE, AND UNDERTAKE THAT:</p> <p>A. We have thoroughly reviewed, understand, and will comply with:</p> <p>1. THMY Holdings Berhad - Anti-Bribery and Anti-Corruption Policy ("ABAC Policy"): This policy outlines our commitment to ethical practices and a zero-tolerance approach towards corruption in all business dealings. We shall strictly adhere to the ABAC Policy in all interactions and transactions involving THMY Group.</p> <p>2. Relevant Anti-Bribery and Anti-Corruption Laws ("Applicable Laws"): This includes compliance with all local and international laws governing anti-corruption and fraud within the jurisdictions we operate.</p> <p>3. The Core Principles of Integrity:</p> <ul style="list-style-type: none">❖ Upholding values of transparency, honesty, and ethical governance.❖ Implementing robust internal controls to prevent corruption.❖ Adhering to all relevant anti-corruption regulations.❖ Actively opposing and avoiding any corrupt practices.❖ Supporting and participating in anti-corruption initiatives promoted by governmental and international bodies. <p>B. We commit to avoiding any form of corruption through our representatives, agents, or any associates, ensuring that our business operations, activities, and transactions remain free of corrupt influences.</p> <p>C. We affirm that neither we nor any of our representatives have been involved in any past or ongoing investigation or enforcement action related to breaches of the Applicable Laws or Provisions. We further commit to promptly reporting any suspected or actual violations to THMY Group.</p>	<p>D. We confirm that our company is not debarred, suspended, or otherwise restricted from participating in any government or commercial contracting programs due to unethical practices.</p> <p>E. We shall take all necessary actions, including the implementation of preventive measures, to ensure full compliance with the ABAC Policy and Applicable Laws.</p> <p>2. AGREE THAT:</p> <p>A. If we violate any of the declarations above or fail to comply with the Applicable Laws or Provisions, THMY Group reserves the right to immediately revoke or terminate any contracts or business engagements without liability. This is in addition to any other legal or contractual remedies that THMY Group may pursue.</p> <p>B. In the event of a breach, we will indemnify THMY Group against all forms of damages or liabilities, whether criminal or civil, arising from any legal actions linked to the violation.</p> <p>C. Should any individual solicit a bribe or advantage from us, or if we suspect any breach of the ABAC Policy or Applicable Laws, we will report the matter to THMY Group promptly.</p> <p>D. We acknowledge that the ABAC Policy may be updated periodically. Upon receiving any such updates, we will ensure full compliance with the revised terms.</p> <p>E. We are fully informed of the Whistleblowing Policy and the available channels for reporting misconduct or incidents related to our business transactions with THMY Group.</p> <p>For and on behalf of</p> <p>_____ (Vendor's Name)</p> <p>Name of Company Director : _____ IC / Passport No : _____ Date : _____ Company Stamp : _____</p>