



ANTI-BRIBERY AND CORRUPTION POLICY

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 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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DEFINITIONS

Terminology	Definition
ABC Policy	means this Lion Group Anti-Bribery and Corruption Policy together with the Appendices hereto.
Associated Person	means any person who is associated with Lion Group, including its directors, employees, or any person who performs services for or on behalf of the Company, regardless of the nature of the relationship, as determined by all the relevant circumstances in accordance with Section 17A of the MACC Act
Business Associates	means any party who does not have an employment relationship with Lion Group but some degree of involvement in the Group's business dealings and for these purposes, the term "Business Associates" includes but is not limited to a party that provides services to or on behalf of Lion Group such as joint venture partner, supplier of production raw materials, appointed distributors, agents, contractors, sub-contractors, outsourcing providers, logistics service providers, information technology or information system vendors, event management companies, external company secretaries, lawyers, consultants, representatives, intermediaries etc.
CoBEC	means Lion Group's Code of Business Ethics and Conduct with the Appendices hereto.
Director	means a director (executive and non-executive) of the companies within Lion Group, except otherwise stated in this ABC Policy.
Employees	means any person who is employed by Lion Group, either part time or full time, including but not limited to executives, non-executives, secondees and any individuals on direct hire.
Family Member	means the spouse(s), children (including stepchildren and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as any other person who are members of the household.
Financial Crime	means any unlawful act involving money, assets, financial transactions or financial systems including bribery, corruption, fraud, money laundering, terrorism financing and other related offences, undertaken to obtain an improper benefit or conceal illegal activities.
Group Executive Chairman Office	means the office of the Group Executive Chairman of Lion Group, the Group Executive Director and/or other function or person(s) designated by Top Management or the Board of Directors from time to time.
Lion Group or Group	means any of the public listed company or public company and/or its subsidiaries; and private companies where the Executive Chairman of Lion Group has control.
MACC Act	means the Malaysian Anti-Corruption Commission Act 2009.
Personnel	means all Directors and Employees.
Public Official	means an officer of a public body as defined in the Guidelines of Adequate Procedures issued by the Prime Minister's Department.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

TABLE OF CONTENTS

No.	Description	Page
1.0	INTRODUCTION	5
2.0	SCOPE OF APPLICATION	5
3.0	LAWS AND REGULATIONS GOVERNING CORRUPTION	6
4.0	CONFLICT OF INTEREST	9
5.0	GIFT, ENTERTAINMENT, HOSPITALITY AND TRAVEL	9
6.0	CORPORATE SOCIAL RESPONSIBILITY, DONATIONS AND SPONSORSHIPS	9
7.0	POLITICAL CONTRIBUTIONS	11
8.0	FACILITATION PAYMENT	11
9.0	DEALING WITH BUSINESS ASSOCIATES	12
10.0	FINANCIAL AND NON-FINANCIAL CONTROLS	16
11.0	RECRUITMENT OF EMPLOYEES	18
12.0	APPOINTMENT OF DIRECTORS	18
13.0	WHISTLEBLOWER POLICY	18
14.0	CYBERCRIME AND RELATED DIGITAL TECHNOLOGY	19
15.0	RECORD KEEPING	20
16.0	MANAGING AND IMPROVING ANTI-BRIBERY AND CORRUPTION FRAMEWORK	21
17.0	COMMUNICATION AND TRAINING	22
	APPENDIX 1	23
	APPENDIX 2	27

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

REVISION HISTORY

Revision		Key Changes / Modifications
No.	Date	
1.	1 June 2023	1. Addition of Definition Table – Page 2 2. Replace Section 3.0 – Definitions with Laws And Regulations Governing Corruption – Page 6 3. Add APPENDIX 1 – Page 22 4. Add APPENDIX 2 – Page 35
2.	1 August 2026	1. Addition of New Terminology in the Definition Table – Page 2 2. Rephrasing and Rewording on Section 1.0 – Introduction – Page 5 3. Rephrasing and rewording on Section 9.0 – Dealing With Business Associates – Page 13 4. Addition of Section 14.0 – Cybercrime and Related Digital Technology – Page 19 5. Minor Rephrasing and Rewording across various Sections and Pages

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

1.0 INTRODUCTION

Lion Group has adopted a zero-tolerance approach towards all forms of financial crime, including bribery, corruption, fraud, money laundering, terrorism financing and other unlawful activities (“Financial Crime”). The Group's commitment to integrity and ethical business conduct is set out in the CoBEC (Section 19A) and Employee Code of Conduct (Section 19B). This ABC Policy supplements these documents by providing guidance to the stakeholders identified in Section 2 below on preventing, identifying and responding to bribery, corruption and other related financial crime risks that may arise in the course of business. This ABC Policy is not intended to provide guidance on every circumstance involving bribery and corruption. Rather, it serves as a practical framework to provide stakeholders, particularly Employees, understand their responsibilities and the standards of conduct expected in preventing and combating bribery and corruption, in line with the Group's commitment to conducting business lawfully, ethically and with integrity at all times. Please contact Group Risk Management & Compliance Department (“GRC”) immediately should you require clarifications about the scope of applicable laws or the application of the Group's policies to combat concerning the fight against bribery and corruption.

Engaging in bribery, corrupt practices and any related financial crime may result in serious consequences for you and for Lion Group. You may be subject to disciplinary action including dismissal, as well as civil or criminal penalties such as fines, whipping, and/or imprisonment, and the company may also suffer significant reputational damage, financial losses, regulatory sanctions, disbarment from business opportunities and other adverse consequences.

This ABC Policy is available at www.lion.com.my and may be updated from time to time at the Group's discretion.

2.0 SCOPE OF APPLICATION

This ABC Policy is intended to apply to every Personnel. Joint venture companies in which Lion Group is a non-controlling co-venturer and associated companies are encouraged to adopt these or similar principles and standards.

Although this ABC Policy is specifically written for the Personnel, the Group expects that the customers, Business Associates, and others performing work or services for or on behalf of Lion Group will comply with it where relevant when performing such work or services.

If there is any conflict between the applicable law and this ABC Policy, you should comply with the applicable law in the order of precedence. If you have any questions about any of these conflicts, please consult GRC Department.

The above scope of application is not exhaustive.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

3.0 LAWS AND REGULATIONS GOVERNING CORRUPTION

Corruption generally means the act of soliciting or receiving, or offering or giving any gratification, in the form of cash or in kind, for the purpose of improperly influencing a business decision in relation to a dealing.

Corruption may be in a variety of forms, including but not limited to:

- (i) Bribery, where a person offers or gives, solicits or receives benefits (which may be in the form of corporate hospitality, entertainment or gifts) with the intention or knowledge that the benefits will be used to induce someone to perform a dishonest or an illegal act or a breach of trust.
- (ii) Embezzlement, where someone dishonestly appropriates money or other assets with which he/she has been entrusted with.
- (iii) Abuse of power, where someone abuses a position of trust for the purposes of illicit gain.

The main law governing corruption in Malaysia is the MACC Act. The Penal Code also contains provisions relating to corruption. The regulatory body responsible for enforcement of the anti-corruption laws in Malaysia is the Malaysian Anti-Corruption Commission.

LAWS AND REGULATIONS		
A) <u>MACC Act</u>		
The offences under the MACC Act include the following:		
Section 16	:	Accepting Gratification <i>This provision is worded in a general manner and is applicable to Personnel in Lion Group's daily business operations. It is an offence if you corruptly solicit or receive or agree to receive for yourself or for any other person or corruptly give, promise or offer to any person whether for the benefit of that person or of another person, any gratification as an inducement to or a reward for doing or forbearing to do an act.</i>
Section 17	:	Giving or Accepting Gratification by Agent <i>This provision is applicable to Personnel when acting as an agent in relation to Lion Group's affairs or business or when dealing with third party. It is an offence if you as an agent of Lion Group, corruptly accept or obtain, any gratification as an inducement or a reward for doing or forbearing to do any act in relation to Lion Group's affairs or business.</i> <i>This provision is also applicable to Personnel if you corruptly give, or agree to give or offer, any gratification, to any agent as an inducement or a reward for doing or forbearing to do any act in relation to his principal's affairs or business, or for showing or forbearing to show favour or disfavour to any person in relation to his principal's affairs or business.</i>

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

Section 17A (New – Malaysian Anti-Corruption Commission (Amendment) Act 2018)	:	Offence by Commercial Organisation <i>This provision is applicable to commercial organisations which include Lion Group.</i> <i>A commercial organisation commits an offence if an associated person corruptly gives, agrees to give, promises or offers whether for the benefit of himself/herself to any person any gratification with the intent to obtain or retain business or an advantage in the conduct of business for the commercial organisation.</i>
Section 18	:	Intending to Deceive Principal by Agent <i>This is applicable to Personnel when acting as an agent of Lion Group. It is an offence if you use any receipt, account or other document that contains false or erroneous or defective in any material particular with the intention to mislead Lion Group.</i> <i>This provision is also applicable to Personnel if you give to an agent any receipt, account or other document that contains false or erroneous or defective in any material particular with the intention to mislead the principal of an agent whom you are dealing with.</i>
Section 20	:	Corruptly Procuring the Withdrawal of Tender <i>This provision is applicable to Personnel who are involved in procuring contracts from any public body. It is an offence if you offer any gratification to any person as an inducement or a reward for him to withdraw his tender. It is also an offence if you solicit, or accept any gratification as an inducement or a reward for you to withdraw your tender.</i>
Section 21	:	Bribery of Officer of Public Body <i>This provision is applicable to Personnel who deal with officers of public body. It is an offence if you offer to an officer of any public body, any gratification as an inducement or reward for the purposes of influencing his actions in relation to his official duties.</i>
Section 22	:	Bribery of Foreign Public Officials <i>The provision is applicable to Personnel who deal with foreign public officials. It is an offence if you offer to any foreign public official, any gratification as an inducement or reward for purposes of influencing his actions in relation to his official duties.</i>

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

B) Penal Code		
The relevant provisions on corruption under the Penal Code are as follows:		
Section 162	:	Taking a gratification in order, by corrupt or illegal means, to influence a public servant <i>This provision is applicable to Personnel who accept gratification as a motive or reward for inducing by corrupt or illegal means, any public servant to do or forbear to do any official act or to show favour or disfavour to any person.</i>
Section 163	:	Taking a gratification, for the exercise of personal influence with a public servant <i>This provision is applicable to Personnel who accept gratification as a motive or reward for inducing, by the exercise of personal influence, any public servant to do or forbear to do any official act or to show favour or disfavour to any person.</i>
Section 213	:	Taking gifts, etc., to screen an offender from punishment <i>This provision is applicable to Personnel who are in position of authority and use this authority to receive gratification for purposes of concealing an offence or screening any offender from legal punishment. It is an offence to receive gifts for purposes of concealing an offence, or of his screening any person from legal punishment for any offence, or of his not proceeding against any person for the purpose of bringing him to legal punishment.</i>
Section 214	:	Offering gift or restoration of property in consideration of screening offender <i>This provision is applicable to Personnel who offer gratification with the intention to conceal his or someone else's offence or to screen any offenders from legal punishment. It is an offence to offer or give gratification to any person for purposes of concealing an offence (whether your own offence or someone else's) or screening any person from legal punishment of any offence or influencing such person to not proceed against any person for the purpose of bringing him to legal punishment.</i>

All Personnel and Associated Persons must understand and be aware that non-compliance of this ABC Policy will have severe consequences by being involved in corrupt activities as stipulated in **APPENDIX 1** annexed to this ABC Policy.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

4.0 CONFLICT OF INTEREST

Lion Group expects all Personnel and Associated Persons to act in accordance with the highest standards of personal and professional integrity in all aspects of their duties and employment. The following policies and guidelines set out the general conduct and behaviour of the Personnel in respect of Conflict of Interest in discharging their functions and duties:

- (i) CoBEC (Section 19A – Part B on Conflict of Interest);
- (ii) Employee Code of Conduct (Section 19B – Clause 7 on Conflict of Interest)

5.0 GIFT, ENTERTAINMENT, HOSPITALITY AND TRAVEL

The following policies and guidelines set out the general conduct and behaviour of Personnel in respect of Gift, Entertainment, Hospitality and Travel in discharging their functions and duties:

- (i) CoBEC (Section 19A – Part C on Corruption and Prohibited Practices)
- (ii) Employee Code of Conduct (Section 19B – Clause 8 on Gifts and Entertainment)

6.0 CORPORATE SOCIAL RESPONSIBILITY, DONATIONS AND SPONSORSHIPS

Lion Group is committed to contributing to the well-being of the people and the local communities in the countries where it operates in. It is however important that all Corporate Social Responsibility (“CSR”) initiatives, donations and sponsorships are made in accordance with Lion Group policies and upon approval by Group Executive Chairman Office or Lion-Parkson Foundation (“LPF”)’s Board of Trustees.

6.1 CORPORATE SOCIAL RESPONSIBILITY

As part of our commitment to CSR and sustainable development, Lion Group supports CSR initiatives as part of our contribution to the communities and the environment in which we operate in. However, requests for such contribution must be carefully examined and not to be made to improperly influence a business outcome or secure a business advantage.

The proposed recipient must be a legitimate organisation and appropriate due diligence must be conducted in particular to ascertain whether any Public Officials are affiliated with the organisation.

Any red flags must be resolved before committing any funds to the programme. Even requests determined to be legitimate must be carefully structured to ensure that the benefits reach their intended recipients. Please contact the Group’s Corporate Communications Department for guidance or assistance.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

6.2 DONATIONS AND SPONSORSHIPS

All Personnel and Associated Persons must ensure that all donations and sponsorships are not used as a subterfuge for bribery or used to circumvent or avoid any of the provisions of the CoBEC (Section 19A – Part C on Corruption and Prohibited Practices), including in particular, the prohibition on bribery.

In accordance with Lion Group's commitment to contribute to the community coupled with its values of integrity and transparency, all donations and sponsorships must be in good faith and in compliance with the CoBEC and this ABC Policy. All donations and sponsorships must comply with the following:

- (a) ensure all donations and sponsorships are allowed by applicable laws;
- (b) obtain all the necessary internal authorisation and/or external authorisation, if required;
- (c) be made to well established entities having an adequate organisational structure to guarantee proper administration of the funds;
- (d) be accurately stated in the company's accounting books and records; and
- (e) not to be used as a means to cover up an undue payment or bribery.

For all donations and sponsorships, please refer to the applicable Authority Limit Chart/Authorisation Grid and CoBEC (Section 19A – Part C on Corruption and Prohibited Practices). Please contact the Group's Corporate Communications Department if you require further clarification.

6.3 EDUCATIONAL SCHOLARSHIPS

Lion Group has a scholarship programme under LPF with the objective to provide educational opportunities to deserving students to enable them to realise their potential and to contribute to the growth of Lion Group and the nation. The awarding of scholarships should be based on strict guidelines and due diligence to ensure that only eligible students receive the scholarship award. This is crucial to ensure that no element of corruption is involved in awarding of scholarships.

The selection of scholarship recipients should be based on approved criteria such as academic qualifications, financial needs and assessment results. The process of selection should be transparent and the reasons for selection should be properly recorded.

If the scholarships are to be awarded to any Public Officials or persons associated with any Public Officials, caution must be exercised to ensure that the awarding of scholarship would not violate any local laws and must be in compliance with the approved LPF scholarship guidelines as stated in the LPF Scholarship Policy & Guidelines available at Lion Group Intranet (LGPG-GHR-LPF).

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

6.4 FINANCIAL ASSISTANCE FOR MEDICAL REQUIREMENTS

LPF also disburses financial aid for Malaysians in need of medical treatment, to non-profit making organisations and NGOs for the purchase of medical equipment such as dialysis machines to provide treatment to the needy.

Approval of financial aid is based on such criteria as health condition and age of patient, type, cost and duration of treatment required, and financial needs, amongst other factors. The evaluation and approval of applications should be transparent and properly recorded, in compliance with the approved guidelines for LPF Medical Approval Committee.

7.0 POLITICAL CONTRIBUTIONS

In addition to the Policy & Guidelines set out in the CoBEC (Section 19A – Part F on Duty to Serve – sub-section 2 on Freedom of Political Association), as a matter of general principle, Lion Group does not make or offer monetary or in-kind political contributions to any political parties, political party officials or candidates for political office.

In very limited circumstances, if any contribution is to be made, it must be approved by Group Executive Chairman Office, permissible under applicable laws and must not be made with any promise or expectation of favourable treatment in return and must be accurately reflected in the contributor's accounting books and records.

8.0 FACILITATION PAYMENT

Facilitation payment is defined as payments made to secure or expedite the performance by a person performing a routine or administrative duty or function. Facilitation payments need not involve cash or other financial asset; it can be any sort of advantage with the intention to influence the other party performance in his duty.

Lion Group prohibits accepting or obtaining, either directly or indirectly, facilitation payments from any person for the benefit of the employee himself or for any other person who is subject to the CoBEC. The reason underlying this prohibition is that facilitation payment is seen as a form of bribery and corruption.

All Personnel and Associated Persons subject to the CoBEC must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a facilitation payment. If you receive such a request or if you are offered facilitation payments, you must report to the GRC Department.

Exception to making facilitation payment

In the event where the Employee is faced with the situation of having to make facilitation payments in order to protect one's life, limb or liberty. Facilitation payments are permitted but thereafter the Employee must immediately report to the GRC Department.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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9.0 DEALING WITH BUSINESS ASSOCIATES

Lion Group's dealings with the Business Associates, must be carried out in compliance with all relevant laws and consistent with the values and principles of the CoBEC. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated.

Lion Group expects that all Business Associates acting for or on its behalf to share its values and ethical standards as their actions may implicate the Group legally and tarnish its reputation. Therefore, where we engage Business Associates, we are obligated to conduct appropriate counterparty due diligence to understand the business and background of any prospective business counterparties before entering into any arrangements with them to ensure that we are dealing with counterparties that subscribe to acceptable standards of integrity in the conduct of their business. The selection consideration and criteria are guided by the Group Procurement Framework with Standard Operating Procedures ("**SOP**") established by the respective operating companies.

To help in ensuring that we conduct business with Business Associates that share Lion Group's standards of integrity, we must:

- (a) Conduct due diligence such as background checks on the person or entity, document verification or conducting interviews with the person or entity to be appointed.
- (b) Not enter into any business dealings with any Business Associates who are reasonably suspected of engaging in bribery and improper business practices unless those suspicions are investigated upon and resolved.
- (c) Ensure all Business Associates are made aware of the CoBEC, Vendor Code of Conduct, Integrity and Fraud Risk Policy, this ABC Policy and our expectations of them. Lion Group's policy and guidelines on Vendor Code of Conduct and Vendor Letter of Declaration are to be in place and communicated to the relevant vendors.
- (d) Continue to be aware of and to periodically monitor the performance and business practices of these Business Associates to ensure ongoing compliance by them.

If at any point during the due diligence exercise or in the dealings with the Business Associates, there are conflicts of interest or "**red flags**" are raised, these warrant further investigation and must be sufficiently addressed before the engagement of the Business Associates may progress.

Examples of common "red flags" involving Business Associates include (as a point of reference only and non-exhaustive):

- (a) The transaction involves a country known for a high incidence of corrupt payments.
- (b) Family Member, business or other "special" ties with government or Public Officials.
- (c) A reference check reveals a flawed background or a reputation for getting "things done" regardless of the circumstances or suggests that for a certain amount of money, the Business Associates can fix the problem.
- (d) Objection to anti-bribery representations and warranties in commercial agreements or negative response when informed of such requirements.
- (e) Convoluted payment arrangements such as payment in cash, payment to another Business Associates or to accounts in other countries or requests for upfront payment for expenses or other fees.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

- (f) The Business Associates requires that his/her identity not be disclosed as part of the business transaction.
- (g) Inadequate credentials for the nature of the engagement or lack of an office or an established place of business.

Lion Group requires its Personnel to use “good judgement” and common sense in assessing the integrity and ethical business practices of Business Associates and has provided the above precautions as prescribed under the CoBEC (Section 19A – Part G on National & International Trade, which also includes provisions relating to Anti Money Laundering and Terrorism Financing).

All Personnel and Associated Persons should seek advice from the GRC Department whenever particular questions arise relating to Business Associates that the company has appointed or is considering appointing.

9.1 DEALING WITH CONTRACTORS AND SUPPLIERS

In line with the general principles of the CoBEC, Lion Group is committed to upholding the highest standard of ethics and integrity in all aspects of its procurement activities. Lion Group should avoid dealing with any contractors or suppliers known or reasonably suspected of corrupt practices or known or reasonably suspected to pay bribes.

Lion Group must ensure that all procurement activities are in line with its respective procurement policy and procedures, which include:

- (a) Perform a risk assessment based on the Corruption Risk Management Framework;
- (b) Due diligence of contractors and suppliers is undertaken before they are registered/licensed with Lion Group.
- (c) Contractors and suppliers are made aware of and understand the CoBEC and this ABC Policy and that they will comply accordingly. This is communicated through the Vendor Code of Conduct and Vendor Letter of Declaration.
- (d) All commercial contracts, purchase orders and invitations to bid/quote to incorporate the provisions relating to business conduct, conflict of interest and prohibition from giving gratifications.
- (e) All commercial contracts with major contractors and suppliers to incorporate a provision whereby Lion Group retains the right to audit third party compliance with the CoBEC and the provisions under this ABC Policy.
- (f) Preparing and maintaining appropriate written documentation of the due diligence and risk assessment performed.

Lion Group must conduct the following further procedures with respect to the due diligence on prospective contractors and/or suppliers: -

- (i) to conduct due diligence on prospective contractors and suppliers to confirm whether or not these external parties have in place anti-bribery programmes and declaration that they will not engage in any improper practices.
- (ii) to conduct screening on the company, its directors and top management as part of the due diligence process and procedures established by the respective operating companies. The scope and extent of the due diligence required will vary depending upon the circumstances of each transaction, any red flag identified and the result of the corruption risk assessment process.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

(iii) to monitor significant contractors and suppliers as part of their regular review of the performance of these contractors and suppliers.

(iv) to retain the right to terminate their services in the event that these contractors and suppliers pay bribes or act in a manner which is inconsistent with the CoBEC and this ABC Policy.

If any red flags are raised, these issues shall be promptly investigated and satisfactorily resolved. If it cannot be satisfactorily resolved, then the company must be barred from being on the list of registered or licensed contractors/suppliers and/or disqualified from participating in any Lion Group tender/purchasing activity.

9.2 JOINT VENTURE PARTNERS

In view of the possibility that Lion Group may be held responsible for the unlawful activities of its co-venturers, we need to ensure that joint ventures (“JV”) in which Lion Group has a controlling interest adopt this ABC Policy.

Where Lion Group neither controls nor operates the JV or where Lion Group holds a minority interest, we should:

- (a) make reasonable efforts to encourage the JV Partner to adopt this ABC Policy (or substantially equivalent standards and principles) and to comply with all applicable anti-bribery and corruption laws and to establish controls substantially similar to Lion Group’s standards to prevent bribery;
- (b) be alert to red flags which may arise in the conduct of the business. Any such red flags must be reported to the Group Executive Chairman Office for appropriate action to be taken; and
- (c) require (or where this right does not formally exist, request) that the majority partner or JV entity to provide written representation of anti-bribery compliance on an annual basis.

9.3 SIGNIFICANT INVESTMENTS, ACQUISITIONS OR MERGERS

Lion Group undertakes due diligence in evaluating investments, acquisitions or mergers to ensure compliance with anti-bribery and corruption laws. The guidelines for companies on undertaking anti-bribery and corruption due diligences in the course of investments, acquisitions or mergers are as follows:

- (a) Anti-bribery due diligence is considered on a proportionate basis for all investments but on a risk-based approach, with the level of due diligence being proportionate to the investments and the perceived likelihood of risk of bribery.
- (b) The level of anti-bribery due diligence for the transaction is commensurate with the bribery risks.
- (c) Anti-bribery due diligence starts sufficiently early in the due diligence process to allow for adequate due diligence to be carried out and for the findings to influence the outcome of the negotiations or stimulate further review if necessary.
- (d) The partners or board provide commitment and oversight to the due diligence reviews.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

- (e) Information gained during the anti-bribery due diligence is conveyed efficiently and effectively to the company's management.

What To Look for In Anti-Bribery Due Diligence:

- (a) Has bribery taken place historically?
- (b) Is it possible or likely that bribery is currently taking place?
- (c) If so, how widespread is it likely to be?
- (d) What is the commitment of the board and top management of the targeted party to countering bribery?
- (e) Does the targeted party have in place an adequate anti-bribery programme to prevent bribery?
- (f) What would the likely impact be if bribery, historical or current, were discovered after the transaction had completed?

9.4 DEALING WITH AGENTS OR INTERMEDIARIES

Lion Group undertakes due diligence in evaluating the appointment of agents/intermediaries to ensure compliance with anti-bribery & corruption laws and the provision of this ABC Policy. The guidelines for companies prior to entering into a contract/agreement with the agents are as follows:

- (a) There is a legitimate business that justifies ~~case~~ for appointing agents/intermediaries and the appointment must be approved by management of the respective operating companies.
- (b) The fees paid to agents/intermediaries are reasonable and justifiable in relation to the services rendered.
- (c) Payment will only be paid to the appointed agents/intermediaries and not to another third-party organisation or individual.
- (d) Agents/intermediaries are made aware of and understand the CoBEC and this ABC Policy and that they will comply accordingly.
- (e) Lion Group will have the right to terminate the Agents/Intermediary's agreement if the agents/intermediary have acted in a manner inconsistent with the provisions of this ABC Policy.

9.5 DEALING WITH PUBLIC OFFICIALS

In general, all Personnel and Associated Persons are to ensure that the Gift, Entertainment, Hospitality and Travel provided to the Public Officials is not excessive nor lavish, and commensurate with the official designation of the Public Officials and not in their personal capacity.

The following policies and guidelines set out the general conduct and behaviour of Personnel in respect of Gift, Entertainment, Hospitality and Travel in discharging their functions and duties:

- (i) CoBEC (Section 19A – Part C on Corruption and Prohibited Practices)
- (ii) Employee Code of Conduct (Section 19B – Clause 8 on Gifts and Entertainment)

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

All Personnel and Associated Persons are prohibited from paying for non-business travel and hospitality for any government official or his/her family member/household members without prior approval from Group Executive Chairman Office.

10.0 FINANCIAL AND NON-FINANCIAL CONTROLS

Lion Group has already in place the financial and non-financial controls to address various business processes and payments to Business Associates. Some of the key controls that must be strictly complied with and enforced are:

10.1 Financial Controls

(a) Authority Limit Charts (“ALC”)

The authorisation of expenditure and payment is governed by ALC stated in the Group General Procedure (GGP-GMA-001). All ALC will be approved by Group Executive Chairman Office for implementation and compliance by all operating companies. The authority matrix outlines the decision areas, documents for approval and assigned personnel empowered to authorise and approve the documents with their respective prescribed limits. Segregation of duties is in place whereby the approving process involves different level and/or departmental function throughout the key decision areas.

(b) Bank Signatories & Signing Limits

The Group General Procedure (GGP-GMA-002) outlines the following key controls:

- (i) All bank accounts to be jointly operated by at least 2 authorised signatories; and
- (ii) Different levels of signing limits are assigned to the signatories according to their seniority.

Apart from the above, any request for opening of new bank account, closing of account and revision of authorised signatories/signing limits are subject to the approval by Group Executive Chairman Office with checks by several Head Office Functions. The bank accounts information is centrally controlled and maintained in the Lion’s Head Office bank signatory system.

(c) Payment for Completed Works/Services/Supplies

Payment can only be made to the contracting party and not any other third party or individual. Proper segregation of duties, verification, authorisation, approval and supporting documents must be in place in the following processes before payment can be made:

- (i) Approved Purchase Order/Agreement/Contracts,
- (ii) Certified work done, services rendered or goods of the right specifications/quality are received by the company; and
- (iii) Valid and original invoices from the Business Associates with quantity and unit price reconciled and matched to (i) and (ii) above via system or manual control.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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10.2 Non-Financial Controls

(a) Pre-qualification process

A pre-qualification and approval process are in place to evaluate the potential Business Associates in terms of their capacity to undertake the work, company/directors/shareholders' background, potential conflicts of interest and the risk/likelihood of their participation in unethical business practices/corruption such as forming a cartel to inflate and fix the prices.

This due diligence should be undertaken prior to entering into a contract with the Business Associates. The scope and extent of the due diligence required will vary depending on the circumstances/nature of each transaction, any red flag identified, the result of the risk assessment process and audit issues highlighted by Group Management Audit.

The documents/forms on pre-qualification and related process are set out in **APPENDIX 2** annexed to this ABC Policy.

(b) Fair competitive process

A fair competitive process is in place where several qualified Business Associates are invited to compete on price, terms, technical, delivery and quality aspects. A minimum number of pre-qualified Business Associates invited to quote or tender must be established in order to reduce the risk of corruption or forming a cartel among them. In the event of non-compliance with the policy such as single source, sole source or less than minimum 3 quotations, exceptional approval by management must be obtained with proper written justifications. A Tender Committee/Board or Capital Expenditure ("CAPEX") Committee has also been established to oversee the procurement and tender process.

Lion Group is also expected to continuously explore and develop other potential sources of supply in the market in order to widen the existing pool of qualified Business Associates. In addition, the procurement process must also take into consideration the integrity of the tenders/quotations and other price sensitive information by restricting access to authorised personnel only such as sealed envelope and/or use of tender box under dual lock and key.

(c) Payments to be made to Business Associates are reasonable and proportionate to the work, services or supplies to be carried out.

Reasonable and proportionate steps are taken (such as via fair competitive process or benchmarking to the market) to ensure that we are not paying unusual or unexplained payment to the Business Associates which could possibly indicate a corrupt transaction. This is particularly important where there is a risk that the Business Associates may use part of the payment made to pay a bribe on behalf of or for the benefit of Lion Group. Some of the examples of potential **red flags or areas of high corruption risk** may include but are not limited to:

- (i) Unreasonable, unjustifiable or unsupported **variation orders**, extension of time, changes of specifications after tender, project payments.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

- (ii) Operating company may be requested by the Business Associates to **appoint a preferred supplier nominated by the Business Associates** at higher than market price and/or without a valid business reason.
- (iii) Unusual high amount of **commission/fees** (e.g. beyond the market/norm) paid or given to the Business Associates.

11.0 RECRUITMENT OF EMPLOYEES

Lion Group, being a diversified business group, provides equal opportunity for any qualified and competent individual to be employed by Lion Group from multicultural and multiracial background, sourced from externally, locally and internationally, whilst the LPF scholarship programme builds a healthy pipeline of talent for the Group.

The recruitment of Employees should be based on approved selection criteria to ensure that only the most qualified and competent individuals are employed. This is crucial to ensure that no element of corruption is involved in the hiring of Employees. Detailed background checks such as criminal, bankruptcy, financial (credit rating) and reference checks will be conducted when hiring managerial-level Employees for management positions, as they would be tasked with decision making obligations.

All Employees are required to make self-declaration to the Group Human Resource Department on matters pertaining to conflict of interest, compliance and corruption. Please contact the Human Resource Department or the Group Human Resource Department if you require further clarification.

12.0 APPOINTMENT OF DIRECTORS

Directors who are not Employees of Lion Group are required to disclose on matters pertaining to conflict of interest, to the Group Secretarial Department when they are first appointed or as and when event occurs, in accordance with the Companies Act 2016 and the Listing Requirements.

13.0 WHISTLEBLOWER POLICY

Lion Group encourages openness and transparency in its commitment to the highest standard of integrity and accountability.

If a person and/or any Personnel make a report or disclosure about any actual or perceived Financial Crime in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may about to occur, you will be accorded the protection of confidentiality, to the extent reasonably practicable, in the event that, after the investigation has been concluded it is shown that you were mistaken on the whistleblowing facts and/or the reports which were made in good faith, no retaliation nor disciplinary actions will be taken against you. In addition, Employees who whistleblow internally will also be protected against detrimental action for having made the disclosure, to the extent reasonably practicable.

Further details can be found under the following policies:

- (a) Whistleblower Policy (Section 19C)
- (b) CoBEC (Section 19A – Part H on Duty to Disclose)
- (c) Employee Code of Conduct (Section 19B – Clause 22 on Whistleblowing)

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

Any alleged or suspected improper conduct must be disclosed using the procedures provided for in the Lion Group Whistleblower Policy, a copy of which is available from the Group Human Resource Department or Lion Group's website at www.lion.com.my. Any person with a concern or complaint may submit their concern or complaint in writing to the Group Chief Internal Auditor of the Lion Group, either anonymously or otherwise, via telephone call, mail, or through emails as follows:

Tel no. : 603-2142 3142
Email : whistleblower@lion.com.my
Address : Level 22, Menara Hap Seng 3, Plaza Hap Seng,
 No. 1 Jalan P. Ramlee, 50250 Kuala Lumpur

14.0 CYBERCRIME AND RELATED DIGITAL TECHNOLOGY

Lion Group recognises that cybercrime including hacking, unauthorised access to information systems, data breaches, data manipulation, identity theft and the misuse of digital technologies especially Artificial Intelligence (AI), may be used to facilitate, enable or conceal bribery, corruption, fraud or other unethical or unlawful conduct.

All Personnel and Associated Persons shall use the Group's information systems, digital platforms and AI tools responsibly, ethically and in compliance with all applicable laws, the Group's policies and established cybersecurity controls. Personnel are strictly prohibited from using AI or any digital technology to create, alter, manipulate, conceal or misrepresent records, approvals, communications, financial information or other evidence for any improper or unlawful purpose or to circumvent the Group's internal controls or approval processes.

Further details can be found under the following policies:

- (a) CoBEC (Section 19A – Part E Subsection 6 on Communication and information System / Technology)
- (b) Lion Group IT Policy
- (c) Cyber Security Guideline
- (d) Artificial Intelligence Usage Policy

Any suspected cybercrime, misuse of AI, or to cause a cybersecurity incident that may compromise the integrity, confidentiality or availability of the Group's information, business operations or compliance with this ABC Policy shall be reported immediately through the appropriate reporting channels.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

15.0 RECORD-KEEPING

Lion Group must keep financial records with appropriate internal controls in place to substantiate the business reason for making payments to Business Associates. All accounts, invoices, documents and records relating to dealings with Business Associates must be prepared and maintained with accuracy and completeness. No accounts are to be kept “off-book” to facilitate or conceal improper payments.

All the relevant SOP must be properly maintained and regularly reviewed and updated for strict compliance and enforcement. In addition, all records pertaining to ABC Policy/Framework/Programme and Adequate Procedures related discussion, decision and activities must also be properly retained such as minutes of meeting.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

16.0 MANAGING AND IMPROVING ANTI-BRIBERY AND CORRUPTION FRAMEWORK

Lion Group will take continuous steps to review and improve the anti-bribery and corruption programme in order to ensure that the programme is adequate to manage the corruption risks and being implemented effectively. In respect of this ABC Policy, it will be reviewed at least once in every 3 years or as and when there is any change to the prevailing laws and regulations or operating environment of Lion Group.

(a) On-Going Review and Improvement

GRC Department to monitor and assess on an on-going basis whether the anti-bribery and corruption programme is:

- (i) adequate to manage effectively the corruption risks faced by Lion Group; and
- (ii) being implemented effectively.

In doing so, the GRC Department should take into account any weaknesses, deficiencies or recommendations for improvement in the programme which have been identified through Corruption Risk Management, Compliance Risk Assessment Questionnaire ("CRSA"), the reports from Group Management Audit/other Departments and the review of the Audit (& Risk Management) Committee ("AC/ARMC"). The GRC will provide a written report at regular interval to the AC/ARMC on the adequacy and implementation of the anti-bribery and corruption programmes.

(b) Periodic Audit

The GRC's on-going review will be assisted by Group Management Audit. Both functions will liaise with each other so as to ensure that their action plans are complementary and have wider scope of coverage particularly on areas of high corruption risk.

(c) AC/ARMC Review

The Board through the AC/ARMC will:

- (i) review regularly the GRC report, Group Management Audit report, Corruption Risk Management report and other relevant reports related to corruption risks; and
- (ii) ensure that appropriate actions are taken to:
 - rectify any weaknesses or deficiencies identified, and
 - implement appropriate improvements to the programme.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

17.0 COMMUNICATION AND TRAINING

Communication of ABC Policy and Programmes

The Group Executive Chairman Office shall issue a written statement to all Personnel and Associated Persons confirming the Board's commitment to this ABC Policy and programmes. Such statement and this ABC Policy shall be communicated to all Personnel and Associated Persons and be published on the Lion Group's website. All Personnel and Associated Persons are also required to sign a document that they have received, read and understood this ABC Policy and shall comply with it.

The communication of this ABC Policy and programmes to all stakeholders can be conducted in a variety of formats and mediums. These may include, but are not limited to:

- (i) messages on the Group's intranet or website;
- (ii) emails, newsletters, posters;
- (iii) code of business conduct and employee's handbooks;
- (iv) seminars or messages; and
- (v) town-hall sessions.

Training

Lion Group will provide appropriate anti-corruption training on an annual basis to all relevant Employees to enhance their awareness of bribery and corruption risks, the requirements of ABC Policy and related procedures, their roles and responsibilities in preventing corruption and the available reporting channels. Training can be conducted in various formats, which may include but not limited to:

- (i) induction programmes for new recruits featuring anti-corruption elements;
- (ii) refresher trainings/briefings for existing Employees;
- (iii) corporate training programmes, seminars, videos and in-house courses; and
- (iv) intranet or web-based learning programmes.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
---	---	---

APPENDIX 1

CONSEQUENCES OF NON-COMPLIANCE

The consequences generally come in two (2) forms, namely in the form of individual liability or corporate liability or both, depending on the specific circumstance of each of the acts. This means that not only would you be liable for your acts, but Lion Group would also be implicated.

In the event any Personnel are suspected of any acts or behaviours that is tantamount to corruption, the Personnel may be subject to an internal investigation and disciplinary proceedings, if deemed necessary by Lion Group. Following internal investigation and depending on the outcome of the disciplinary proceedings, Lion Group is entitled to take disciplinary action or any other action deemed necessary against the Personnel.

The Company shall take such disciplinary action and/or any other action, including dismissal or legal action, as appropriate against Personnel or Associated Persons found to be non-compliant with this Policy or ABC laws. The personal files of terminated employees due to fraud shall record the reason for the disciplinary action. Employees discharged under this policy shall not be reemployed by the Company or any company related to the Company.

The Company reserves the right to press charges and/or sue any Personnel in respect of any such breaches of this Policy, in accordance with the laws of Malaysia in order to force restitution of any loss that the Company may have suffered as a result of such breach.

Below are some non-exhaustive examples of circumstances that may attract individual liability and corporate liability respectively:

(a) Individual liability of the Personnel

- Direct involvement – any individual who is directly involved in committing the act will be liable.
- Indirect involvement – an individual may be liable where he has used another person to act on his behalf.
- Having authority – an individual, in a position of authority, who has expressly authorised the act or knew of the act and either consented to it or turned a blind eye to it.
- Aiding and abetting – an individual may also be liable if he aids and abets the commission of the act or where he has somehow facilitated the commission of the act.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

(b) Corporate liability of Lion Group

Lion Group may have to bear corporate liability in the following circumstances:

- Through the act of a Personnel – if a Personnel committed the act within the course of his employment (regardless of his position).
- Through the act of its Business Associates – if an individual or company has been appointed to act for or on Lion Group’s behalf and such act is committed within the course of that appointment.
- Turning a blind eye – where an individual in authority (such as the Senior Management of Lion Group) suspects the commission of an act in relation to a business transaction in which Lion Group is involved, but deliberately refrains from making further inquiries or taking preventive steps.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

Corrupt acts will also give rise to the following risks and negative implications:

(a) Risks to you/ the Personnel / Associated Persons:

- Criminal liability, fine and imprisonment.
- Civil liability and payment of compensation.
- Damage to reputation.
- Loss of employment.
- Loss of membership with professional association(s) which you are affiliated with.

(b) Risks to Lion Group:

- Criminal liability and fine.
- Civil liability and payment of compensation.
- Damage to reputation.
- Loss of business.
- Loss of business goodwill.
- Financial loss.
- Potential revocation of business license.
- Disqualification from obtaining projects or any other future business opportunities.

In the event any Personnel are convicted for any corruption offences, the following are the relevant punishments under the applicable laws:

(a) Under the MACC Act

- The punishments for corruption offences under the MACC Act for general corruption offences, include the following:
 - imprisonment for a term not exceeding twenty (20) years; and
 - a fine of not less than five (5) times the sum or value of the gratification which is the subject matter of the offence or Ringgit Malaysia Ten Thousand (RM10,000.00) only, whichever is the higher.
- For offences giving rise to corporate liability:
 - the punishments would also include the following:
 - ✓ imprisonment for a term not exceeding twenty (20) years; or
 - ✓ a fine of not less than ten (10) times the sum or value of the gratification which is the subject matter of the offence or Ringgit Malaysia One Million (RM1,000,000.00) only, whichever is the higher; or
 - ✓ both.

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

- a person:

- ✓ who is its director, officer or partner; or
- ✓ who is involved in the management of its affairs,

at the time of the commission of the offence, is deemed to have committed the offence unless this presumption can be rebutted by proving that such person has not consented to the commission of the corrupt act and has taken steps to prevent the same.

(b) Under the Penal Code

- The punishments for corruption offences under the Penal Code include the following:
 - imprisonment for terms ranging from one (1) year up to seven (7) years; or
 - fine; or
 - both.

	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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APPENDIX 2

PRE-QUALIFICATION PROCESS

A pre-qualification and approval processes are in place to evaluate the potential Business Associates. This due diligence should be undertaken prior to entering into a contract with the Business Associates. The scope and extent of the due diligence required will vary depending on the circumstances/nature of each transaction, any red flag identified and the result of the risk assessment process.

A. Instruction Note : ABC Risk Assessment Form And Due Diligence Checklist

Anti-Bribery & Corruption (ABC) Risk Assessment Form And Due Diligence Checklist



The Prime Minister's Department has published the [Guidelines on Adequate Procedures](#) on 4 December 2018 in pursuant to Subsection (5) of Section 17A of the Malaysian Anti-Corruption Commission Act.

This ABC Risk Assessment Form and Due Diligence Template is designed with key questions any organisation/ department will want to consider in order to:

- Better understand and articulate the threat;
- Establish the risks faced; and
- Assess the organisation's capacity to manage and mitigate that risk.

The risk management process and related activities performed shall be governed by a specific SOP. This procedure shall be referred to by all departments to ensure consistency in the implementation of the ABC Policy by the organization.

INSTRUCTION NOTE

(A) Procurement of Goods & Services

1. Heads of Company / Heads of Department via either respective department / team or any officer who undertakes procurement activities or function in absence of a properly established procurement department, to forward a copy of this template to all **active** suppliers/vendors/dealers including intermediaries (if any) and **prospective** suppliers/vendors/dealers including intermediaries.
2. This process is also applied to any other suppliers/vendors/dealers including intermediaries with whom the transaction may be a one-off engagement (or the nature of purchase is non-trade) but the value of purchase is high.
3. Person-in-Charge (PIC) to **complete** and **to keep the signed copy** of the ***ABC Risk Assessment Form (ARAF)***.
4. For "High" risk cases – **mandatory to perform detailed due diligence exercise** by completing the ***ABC Due Diligence Checklist – Procurement (A1)***.
5. Upon receipt, the PIC to keep the signed copies of both ***ARAF*** and ***A1*** in the Vendor Management File or related filing mechanism etc. for review and audit purposes.
6. The approved suppliers/vendors/dealers will be reviewed at least once in every 3 years and/or when a need arises. All new potential orders **must** be supported by ***ARAF*** and further ***A1*** for those suppliers/vendors/dealers classified as "High Risk" prior to issuance of Purchase Orders.

(B) Sale of Goods & Services

1. For sales activities, the respective department / team or any officer who undertakes the activities or function (not applicable for retail division), to forward a copy of this template to either their **active** or **prospective** customers.
2. With exception of "High" risk cases – **mandatory to perform detailed due diligence exercise** by completing the ***ABC Due Diligence Checklist – Sales (A2)***, similar processes to be adopted as per (A) above.



**(A) PROCESS FLOW FOR ABC RISK ASSESSMENT & DUE DILIGENCE –
PROCUREMENT OF GOODS & SERVICES**

Narration	Process Flow
1. Commencement of <u>risk assessment</u> exercise for all new potential or prospective contract/Purchase Order (PO). <u>General:</u> 2. PIC to conduct <u>risk assessment</u> for new potential or prospective contract/PO via ABC Risk Assessment Form (ARAF) based on 2 main criteria (quantitative/qualitative). <u>Risk Assessment:</u> 3.1 Value of potential or prospective contract or PO for supplier/vendor/dealer exceeding RMX is rated as High Risk hence to proceed for <u>due diligence</u> exercise. 3.2 Value of potential or prospective contract or PO for supplier/vendor/dealer other than above to answer other questions. <u>Declaration & Sign-off:</u> 4. For ARAF, PIC to prepare, Head of Department (HOD) to review and approve. <u>Evaluation:</u> 5. New potential or prospective contract/PO is assessed if they qualify as High Risk. <u>Due Diligence:</u> 6. Once completed, PIC must proceed to perform <u>due diligence</u> exercise via the ABC Due Diligence Checklist - Procurement (A1) if any response to the question is Yes. <u>Declaration & Sign-off:</u> 7. For A1, PIC to prepare, HOD to review and subsequently to be approved/declined by the Head of Business/Company. <u>Record Keeping:</u> 8. Both the signed copies of ARAF & A1 to be kept for review & audit purposes.	<pre> graph TD Start([1. Start]) --> Step2[2. PIC to assess corruption risks of all their suppliers/vendors/dealers via the ARAF.] Step2 --> Step3[3. Contract/PO] Step3 --> Step3_1[3.1 RMX] Step3 --> Step3_2[3.2 Other than RMX] Step3_2 --> Step4[4. ARAF to be signed-off by preparer, reviewer and/or approver.] Step4 --> Step5{5. High Risk?} Step5 -- Yes --> Step6[6. To proceed with due diligence exercise via the A1.] Step5 -- No --> Step7[7. A1 to be signed-off by Preparer, Reviewer and Approver.] Step6 --> Step7 Step7 --> Step8{8. Record Keeping} </pre>



**(B) PROCESS FLOW FOR ABC RISK ASSESSMENT & DUE DILIGENCE –
SALE OF GOODS & SERVICES**

Narration	Process Flow
1. Commencement of <u>risk assessment</u> exercise for all potential or prospective new contract/ Sales Order (SO). <u>General:</u> 2. PIC to conduct <u>risk assessment</u> for new potential or prospective contract/SO via ABC Risk Assessment Form (ARAF) based on qualitative criteria. <u>Declaration Statement:</u> 3. For ARAF, PIC to prepare, Head of Department (HOD) to review and approve. <u>Evaluation:</u> 4. New potential or prospective contract/SO is assessed if they qualify as High Risk. <u>Due Diligence:</u> 5. Once completed, PIC must proceed to perform <u>due diligence</u> exercise via the ABC Due Diligence Checklist - Sales (A2) if any response to the question is Yes. <u>Declaration Statement:</u> 6. For A2, PIC to prepare, HOD to review and subsequently to be approved/declined by the Head of Business/Company. <u>Record Keeping:</u> 7. Both the signed copies of ARAF & A2 to be kept for review & audit purposes.	<pre> graph TD Start([1. Start]) --> Step2[2. PIC to assess corruption risks of all their customers via the ARAF.] Step2 --> Step3[3. ARAF to be signed-off by preparer, reviewer and/or approver.] Step3 --> Decision4{4. High Risk?} Decision4 -- Yes --> Step5[5. To proceed with due diligence exercise via A2.] Decision4 -- No --> Step7{7. Record Keeping} Step5 --> Step6[6. A2 to be signed-off by Preparer, Reviewer and Approver.] Step6 --> Step7 </pre>

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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B. ABC Risk Assessment Form

ABC RISK ASSESSMENT FORM		 LION GROUP
Name of Company:		
Contact Person / Number:		
PR No. / Ref. No.:		
<i>This form is intended to assist in identifying and assessing the level of corruption risks exposure to the organisation in the course of business. Any response of Yes is to be classified as High Risk and compulsory to complete ABC Due Diligence Checklist.</i> Consider each question and insert the answer in the right-hand column. Answer the question by inserting Yes OR No		
		Yes/No
A. PROCUREMENT OF GOODS OR SERVICES		
1. Value of the contract / Purchase Order (PO)		
1.1	Aggregate value of more than:	
	(i) High Risk - > RM X per PO / contract / month / quarter / others (please choose one).	Yes - Proceed to answer Due Diligence Checklist
	(ii) Non-high Risk - < RM X per PO / contract / month / quarter / others (please choose one).	
2. Company Background		
2.1	Lack of relevant experience and track records.	
2.2	Sole proprietor or trading company without the required resources to undertake the jobs / services.	
2.3	Dealings with subcontractors for the awarded job.	
3. Interaction / Connection with Public / Government Officials or Entities		
3.1	Direct dealings / interaction with government officials (including customs officials), governmental agencies / government-controlled entities OR previously work for related government authorities / agencies.	
3.2	Due to nature of this job /service, the business associates are likely or expected to interact with Public / Government Officials or Entities in the course of the performance of this job / service.	
4. History of Past Business Dealing with Lion Group		
4.1	Past projects from business associates (e.g. property development project, capital expenditure) with frequent issuance of variation orders, extension of time, changes of specifications after tender, project payments etc.	
4.2	Other related issues associated with claims, rejects, delay/late in shipment, quality issue etc.	
5. Basis of the recommendation for award of contract / issuance of PO (respective OC to determine own limit) :		
5.1	Is the job / service awarded in the following circumstances:	
	(i) single source of supplier / vendor.	
	(ii) direct negotiation due to urgent purchases etc.	
	(iii) repeated orders to the same supplier/ vendor at higher price.	
6. Fee Structure and Method of Payment		
6.1	The payment:	
	(i) to be based on performance, e.g. success fee basis, bonus fees and other contingency fees?	
	(ii) take the form of indirect payment, e.g. payment to non-contracting party or individual?	
B. SALE OF GOODS OR SERVICES (Not Applicable for Retail Division)		
7. Selling Price, Discount or Rebate Structure		
7.1	The selling price, discount, rebate, incentive scheme/ structure or volume allocation given to the customer(s) is not comparable to other customer(s) for the same or substantially similar level of sales volume or within the same customer tier.	
8. Appointment of Sales Agent / Representative (If Any)		
8.1	Any agent or intermediary appointed/authorised to act for or on behalf of or representing our company to secure sales.	
9. Compensation Structure and Method of Payment		
9.1	Any payment in the form of indirect payment such as payment to non-contracting party or individual (at customer's request).	
<u>Declaration Statement</u> <i>We confirm that the statement and declaration as described above has been complied with and the information provided therein fairly reflects the position of the organization for the period under review.</i> Input by Person-In-Charge/Manager: _____ Reviewed by Head of Department: _____ Name: _____ Date: _____		

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

C. ABC Due Diligence Checklist – Procurement

ABC Due Diligence Checklist - Procurement  This questionnaire and checklist is intended to assist the user in conducting due diligence pertaining to bribery & corruption risk on business associates such as supplier/vendor/dealer including intermediaries (if any). Prior to appointing the business associate, the Person-In-Charge/Manager should also complete this document for assessment and approval:								
A. Business Associate Contact Information <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 5px;">Company name:</td> <td style="height: 25px;"></td> </tr> <tr> <td style="padding: 5px;">Contact person:</td> <td style="height: 25px;"></td> </tr> <tr> <td style="padding: 5px;">Phone/e-mail:</td> <td style="height: 25px;"></td> </tr> <tr> <td style="padding: 5px;">Description of services/products provided:</td> <td style="height: 40px;"></td> </tr> </table>	Company name:		Contact person:		Phone/e-mail:		Description of services/products provided:	
Company name:								
Contact person:								
Phone/e-mail:								
Description of services/products provided:								
B. Background Information 1. Where is the company headquarters located? _____ 2. Is the company owned/controlled by a Parent Co.? Yes ☐ No ☐ Name : _____ 3. How many employees does the company have? (Approximate) _____ 4. How long has the company been in business? _____ 5. Is the service provider known to the Firm or employee of the Firm? Yes ☐ No ☐ If yes, please name the individual(s) and describe any prior experience each had with the service provider: _____ 6. Others: _____								

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date	2 January 2020
		2 nd Revision	1 August 2026

ABC Due Diligence Checklist - Procurement



C. Procurement of Goods or Services

i. Competitiveness of Contract Value

Objective: To determine the reasonableness or competitiveness of the price or fees that includes whether conflict of interest exists to either inflate the price or select the preferred business associate.

- (a) Are the fees paid commensurate with the goods delivered or services performed?
(e.g. no significant variation from market price, benchmark (internal cost estimate), conducted pre-qualification & fair competitive process as stated in the ABC Policy etc.)

Yes ☐ No ☐

If yes, please advise the basis.

If no, please provide solid reason and justification as any unjustifiable portion of the fees will likely be construed as corruption payment:

- (b) Is competitive bidding process being carried out via due processes such as price comparison with minimum 3 quotations, sealed envelope through tender process etc to determine the reasonableness or competitiveness of the fees/ price?

Yes ☐ No ☐

If yes, please answer (c) in the next question.

If no, please provide solid reason and justification as this deviation is considered as exception to the policy & procedures:

- (c) Is there any conflict of interest (i.e. common shareholders/directors/owners) among the bidders/parties invited to bid/quote?

Yes ☐ No ☐

If yes, the business associate should not be engaged as an act of dishonesty exists.

If no, who is the internal personnel who verified this (please provide name and designation)

ii. Status and Resources Needed

Objective: Establish whether the business associate to be contracted with has the qualifications, experience and resources needed. This helps reduce the risk that the business associate is a sham company set up for corrupt purposes or is being put forward to undertake services for corrupt reasons when it does not have the capability to provide such services.

- (a) Is the business associate sub-contracting out all / partial of the work to 3rd party or being an agent or intermediary?

Yes ☐ No ☐

If yes, please provide explanation as required by Section 9.4 of the ABC Policy:

- (b) Does the business associate have the required qualifications (e.g. certification), experience (e.g. past projects), resources (e.g. own manpower, equipment, factory) and/or financials (e.g. paid-up capital etc.) needed to conduct the business for which it is being contracted?

Yes ☐ No ☐

If no, please provide reasons and justifications:

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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ABC Due Diligence Checklist - Procurement



iii. Reputation and Track Record

Objective: Establish whether the business associate to be contracted with has a reputation for corruption or similar criminal conduct, or has been investigated, convicted, sanctioned or debarred for corruption or similar criminal conduct.

- (a) Is the business associate/organisation, directors, and senior management team free from investigation, conviction, sanction or debarred for corruption or similar criminal conduct.

Yes ☐

No ☐

If no, please seriously reconsider the appointment of the business associate:

** Mandatory for Vendor Letter of Declaration ("VLOD") to support the appointment of the business associate. Screening can be conducted via trade references or internet search of the name of the business associate, directors and/or key owners/shareholders for suspicious corruption and related activities.*

Remarks (if screening is done): _____

iv. ABC Readiness and Controls

Objective: Establish whether and to what extent the business associate to be contracted with is taking adequate steps within its own organisation to prevent bribery & corruption.

- (a) Does the local business associate have any written Anti-Bribery and Corruption (ABC) policy in compliance with MACC Act or similar foreign corruption law?

Yes ☐

No ☐

If no, please explain how the business associate addresses its corruption risk:

- (b) If yes from iv (a) above, obtain copy from the business associate or their business website as supporting document

Remarks: _____

D. Review and Validation

- 1) What methods to verify the provided information? (Choose all that apply)

- | | | |
|--|--|---|
| ☐ Public Disclosure | ☐ Credit/Background Check | ☐ Personal Referral |
| ☐ Business Plan | ☐ Media/News Reports | ☐ Marketing Materials |
| ☐ Policies & Procedures Manual(s) | ☐ Personal Interviews | ☐ Entity Formation Documents |
| ☐ Financials | ☐ Onsite Inspection | ☐ Sales Materials |
| ☐ Internet Research | ☐ Independent Research | |

Other: _____

- 2) Does the company maintain evidence of all the above information (i.e. copies of documents reviewed; notes from personal interviews and onsite inspections; printouts from public disclosure sites etc.)?

Yes ☐

No ☐

If yes, please identify where this evidence is maintained and by who:

Note: Retaining proper documents and records is required by Lion Group's ABC Policy.

Remarks: _____

ABC Due Diligence Checklist - Procurement



E. Conclusions	
Assessment / highlights:	

Recommendation by PIC and HOD

Recommend to appoint	☐	Rejected	☐
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Decision / Approval:

Approved to appoint	☐	Rejected	☐
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Declaration Statement
We confirm that the statement and declaration as described above has been complied with and the information provided therein fairly reflects the facts of the business associate.

Input by Person-In-Charge/Manager:	Reviewed by Head of Department:
_____ Name: Date:	_____ Name: Date:

Approved by Head of Business/Company:

Name:
Date:

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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D. ABC Due Diligence Checklist – Sales

ABC Due Diligence Checklist - Sales		 LION GROUP
This questionnaire and checklist is intended to assist the user in conducting due diligence pertaining to bribery & corruption risk on business associates such as customers including intermediaries (if any). Prior to appointing the business associate, the Person-In-Charge/Manager should also complete this document for assessment and approval:		
A. Business Associate Contact Information		
Company name:		
Contact person:		
Phone/e-mail:		
Description of services/products provided:		
B. Background Information		
1. Where is the company headquarters located?		
2. Is the company owned/controlled by a Parent Co.?		
Yes ☐ No ☐		
Name :		
3. What is the expected monthly sales?		
4. How long has the company been in business?		
5. Is the service provider known to the Firm or employee of the Firm?		
Yes ☐ No ☐		
If yes, please name the individual(s) and describe any prior experience each had with the service provider:		
Purpose:		
C. Sale of Goods or Services (Not Applicable to Retail Division)		
Question 1		
<i>Objective: To highlight any deviated selling price, discount, rebate, incentive scheme/ structure or volume allocation from the initially approved price/ discount/ rebate/ incentive or volume allocation.</i>		
<i>Selling price, discount, rebate, incentive scheme/ structure or volume allocation</i> etc. given to the customer(s) is not comparable to other customer(s) for the same or substantially similar level of sales volume or within the same customer tier.		
Yes ☐ No ☐		

 LION GROUP	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020
		2 nd Revision 1 August 2026

ABC Due Diligence Checklist - Sales



If yes, please provide reasons and justification on such deviation:

Question 2

Objective: Assess whether the fees structure and method of payments for sales proceeds involve element of indirect payment.

Any payment in the form of indirect payment such as payment to non-contracting party or individual (at customer's request)?

Yes ☐ No ☐

If yes, please provide reason and justification on such fees structure or payments method:

Question 3

Objective: To determine whether there is a valid case to appoint sales agents or representative and the fees payable is reasonable, justifiable and competitive.

Any agent or intermediary appointed/ authorised to act for or on behalf of or representing our company to secure sales.

Yes ☐ No ☐

If yes, please provide explanation as required by 9.4 of ABC policy:

D. Review and Validation

1) What methods to verify the provided information? (Choose all that apply)

- | | | |
|--|--|---|
| ☐ Public Disclosure | ☐ Credit/Background Check | ☐ Personal Referral |
| ☐ Business Plan | ☐ Media/News Reports | ☐ Marketing Materials |
| ☐ Policies & Procedures Manual(s) | ☐ Personal Interviews | ☐ Entity Formation Documents |
| ☐ Financials | ☐ Onsite Inspection | ☐ Sales Materials |
| ☐ Internet Research | ☐ Independent Research | |

Other: _____

2) Does the company maintain evidence of all the above information (i.e. copies of documents reviewed; notes from personal interviews and onsite inspections; printouts from public disclosure sites etc.)?

Yes ☐ No ☐

If yes, please identify where this evidence is maintained:

3) Based on your review of the information, has the company and/or its principals been subject to any regulatory, criminal or civil disciplinary issues?

Yes ☐ No ☐

	ANTI-BRIBERY AND CORRUPTION POLICY	Effective Date 2 January 2020 2 nd Revision 1 August 2026
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ABC Due Diligence Checklist - Sales



If yes, please describe:

- 4) After reviewing the information, are there any questionable issues or potential conflicts of interest?

Yes ☐

No ☐

If yes, please describe:

E. Conclusions

Assessment / highlights:

Recommendation by PIC and HOD

Recommend to appoint ☐

Rejected ☐

Decision / Approval:

Approved to appoint ☐

Rejected ☐

Declaration Statement

We confirm that the statement and declaration as described above has been complied with and the information provided therein fairly reflects the position of the organization for the period under review.

Input by Person-In-Charge/Manager:

Reviewed by Head of Department:

Name: _____

Date: _____

Name: _____

Date: _____

Approved by Head of Business/Company:

Name: _____

Date: _____