



## Table of Contents

<b>1.</b>	<b>Introduction</b>	<b>1</b>
<b>2.</b>	<b>Purpose</b>	<b>1</b>
<b>3.</b>	<b>Scope and Application</b>	<b>1</b>
<b>4.</b>	<b>Definitions</b>	<b>2</b>
<b>5.</b>	<b>Our Principles</b>	<b>3</b>
<b>6.</b>	<b>Whistleblowing Handling Procedure</b>	<b>4</b>
<b>7.</b>	<b>Roles of Investigations</b>	<b>4</b>
<b>8.</b>	<b>Confidentiality</b>	<b>5</b>
<b>9.</b>	<b>Anti-Retaliation</b>	<b>5</b>
<b>10.</b>	<b>Records</b>	<b>5</b>

## **1. Introduction**

The Board of Directors (the “Board”) of SAG Sports Limited. (“SAG” or the “Company”) and its subsidiaries (collectively referred to as the “Group”) has established and adopted this Ethics and Compliance Whistleblowing Policy and Procedures (“Policy”). The Group is committed to conducting the business ethically, as well as complying with all applicable laws, which include compliance with 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.

This Policy provides principles, guidelines and requirements on how to deal with ethics and compliance Whistleblowing procedures that may arise in the course of daily business and operation activities within Group.

Unless otherwise stated, any references to “we”, “us” and “our” in this Policy are to our Group taken as a whole.

## **2. Purpose**

The Group is committed to conducting its business according to the highest ethical, moral and legal standards. In line with this commitment, and the Group’s commitment to open communication, this Policy aims to provide an avenue for employees, third parties and other stakeholders, on an anonymous basis if appropriate, to raise concerns or report any known or potential misconduct, violation of Group policies or applicable laws and regulations, without retaliation or retribution.

The purpose of this Policy is to:

- 2.1 establish standards and procedures to ensure that all complaints and reports of misconduct are addressed timely and thoroughly with the highest standards of confidentiality, objectivity, and fairness, in compliance with the Group’s policies and applicable laws and regulations; and
- 2.2 establish procedures to protect employees, third parties and stakeholders from retaliation for whistleblowing in good faith.

We will undertake a bribery and corruption risk assessment across our business when appropriate to understand the bribery and corruption risks it faces and ensure that it has adequate procedures in place to address those risks.

## **3. Scope and Application**

This Policy applies to all individuals working for SAG and all companies within the Group at all levels and grades.

This includes employees, director, engineer, senior managers, managers, site supervisor and all individual working at all levels and grades (collectively referred to as the “Employees”) and the Board (whether full time, part-time, contract or temporary) and any third parties associated with us.

In this Policy, the associated third parties shall refer to any individual or organisation that an associate may come into contact during the course of his/her engagement with the Group, which may include but not limited to suppliers, contractors, agents, consultants, outsourced personnel, distributors, advisers, government and public bodies including their advisors, representatives and officials (hereafter together defined as “Associated Third Parties”).

#### **4. Definitions**

For the purpose of this Policy, the terms listed below represent its respective definitions and shall exclude food and drinks, flowers and contribution/sponsorship to the Group's official events:

- "Benefits" : Any form of advantages or profits gained by the Board, the Employees, and the Associated Third Parties.
- "Bribery" : Offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non- financial), directly or indirectly in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to that person's duties, action or decision.
- "Corruption" : The provision or receipt of monetary or non-monetary bribe or reward of high value for performing in relation to the Board, the Employees' and the Associated Third Parties' duties. This includes misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
- "Entertainment" : a) The provision of recreation; or  
b) The provision of accommodation or travel in connection with or for the purpose of facilitating entertainment of the kind mentioned in item (a) above, with or without consideration paid whether in cash or in kind, in promoting or in connection with a trade or business activities and/or transactions
- "Facilitation Payments" : Small sums or bribe, unofficial payment made to secure or expedite the performance of a routine action by the Board, the Employees, and the Associated Third Parties.
- "Kickbacks" : Any forms of payment intended as compensation for favourable treatment or other improper services. This includes the return of a sum already paid or due as a reward for awarding of furthering business.
- "Gifts" or "Present " : Any form of monetary and/or non-monetary such as goods, services, cash or cash equivalents, fees, rewards, facilities, or benefits given to or received by the Board, the Employees, or the Associated Third Parties, his or her spouse or any other person on his or her behalf, without any or insufficient consideration known to the Board, the Employees, and the Associated Third Parties.
- Whistleblowing Committee : The Whistleblowing Committee (the "WB Committee"), currently consisting of three members and is chaired by an Independent Director of the Group, has been established to oversee the implementation of this Policy, manage the whistleblowing program and handle complaints and reports received through the program.
- Reportable Conduct : Reportable Conduct is conduct by a director, officer, employee, consultant, agent, contractor, supplier, tenderer, or other person who has business dealings with the Group which is, in the view of the Whistleblowing acting in good faith.

## **5. Our Principles**

**5.1 Reportable Conduct:** Any director, officer, employee, consultant, agent, contractor, supplier, tenderer, or other person who has business dealings with the Group which is, in the view of the whistleblowing acting in good faith:

- 5.1.1 against the law or represents a failure by the Group to comply with any legal or regulatory obligations;
- 5.1.2 unethical or in breach of the Group's Code of Conduct or other policies;
- 5.1.3 dishonest, fraudulent or corrupt;
- 5.1.4 coercion, harassment, victimization or discrimination;
- 5.1.5 misleading or deceptive, including questionable accounting, financial reporting or auditing practices either by, or affecting, the Group;
- 5.1.6 potentially damaging to the Group, the Group's employees or business associates, including unsafe work practices, environmental damages, health risks, or wasting of the Group's resources;
- 5.1.7 likely to cause financial loss to the Group, damage its reputation, or be otherwise detrimental to the Group;
- 5.1.8 involving any other kind of serious impropriety; and
- 5.1.9 deliberate concealment of any of the above.

### **5.2 Reporting Conduct**

All Group employees and third-party business associates are required to promptly report all Reportable Conduct in good faith. Failure to do so can result in discipline, up to and including termination of employment or business relationship in the case of third parties.

5.2.1 The Group has instituted one formal reporting channel:

- a) **Open-Door Discussion.**  
Employees are encouraged to raise any issues directly with their immediate managers, or if an employee has reason to believe that his/her manager is involved or has a conflict of interest, to the next level of management, local Human Resources ("HR"), the Group's Legal Department and the Compliance Department, where available. Third parties can directly contact the appropriate business managers at the Group, the HR, the Legal or the Compliance Department. The manager/HR personnel/legal officer/Compliance Officer in receipt of the report must document it through an open-door intake form, and lodge the intake form with the Committee, which maintains a centralised incident management database.

- 5.3 The aforementioned centralized incident management database will capture and track all types of reports, including open-door discussions, Web intake, E-mail intake and Ethics Helpline intake, and generate real time reports for the Committee to review.
- 5.4 The Committee shall review the reports, if any, on a weekly basis, and maintain proper records of all actions taken as to each report. The Committee shall submit the tracking reports, and related review or investigation findings where applicable, to the BOD or the Audit Committee on a monthly basis.
- 5.5 No employee or third party who suspects Reportable Conduct, and no personnel to whom such conduct is reported, should attempt to personally conduct investigations, interviews or interrogations relating to the Reportable Conduct.

## **6. Whistleblowing Handling Procedure**

- 6.1. The Committee shall evaluate the nature and severity of the reported conduct and determine appropriate actions to be taken, including but not limited to, analysing the allegation and evidence provided, determining investigation approach and steps, conducting investigations, drafting investigation reports, and proposing remediation measures.
- 6.2. When the reported conduct implicates Group Executives (anyone with a title of Director, Manager/Head of Department and above, such as, CEO, CFO, ED), the Committee shall escalate the matter to the Audit Committee/Whistleblowing Committee, whichever applicable, and determine the appropriate actions in consultation with the Audit Committee/Whistleblowing Committee.
- 6.3. When the reported conduct implicates a Committee member, the Committee member shall be recused from consideration of the report and a temporary substitute Committee member shall be appointed by the Audit Committee/Whistleblowing Committee to assist in processing the report. The implicated Committee member can be reinstated once the investigation is concluded if deemed appropriate by the Board of Directors (“BOD”), Whistleblowing Committee or the Audit Committee.
- 6.4. In determining the appropriate actions, the Committee shall consider all factors that are appropriate under the circumstances. Any investigative activity required shall be conducted in a manner that is legitimate, confidential, fair and objective, regardless of the alleged wrongdoer’s position, length of service, or relationship with the Group.
- 6.5. When the reported conduct implicates an investigator assigned on this case, the committee shall assign an independent investigator or investigation team to take over the case in concern.

## **7. Roles of Investigations**

- 7.1 The Committee has the primary responsibility for undertaking the reviews/ investigations outlined in Section 6, and has the full discretion to:
  - a) appoint an investigation team, internal or external, to assist with the review/investigation;
  - b) engage outside auditors, counsel or other professionals to assist with the review/investigation in any capacities; and
  - c) take other measures to facilitate the review/investigation as appropriate.
- 7.2 In discharging its responsibilities, the Committee shall have, to the extent permitted by the Group’s policies, applicable laws and regulations:
  - a) the authority to make inquiries with employees and third parties, and have unrestricted access to pertinent documents and information;
  - b) free and unrestricted access to all the Group’s records and premises, whether owned or rented; and
  - c) the authority to examine, copy, and/or remove, to the extent permitted by applicable laws and regulations, all or any portion of the contents of systems, computers, servers, drives, data, mobile devices, files, desks, cabinets, and other storage facilities, or other data or information, within the Group’s custody or control, and where necessary without prior knowledge or consent of any individual who may use, have access to or custody of any such items or facilities when they are considered reasonably within the scope of the relevant review/investigation.

- 7.3 Decisions to initiate litigation or refer the examination/investigation results to the appropriate law enforcement and/or regulatory authorities for independent investigation will be made by the Committee in conjunction with the Group's BOD, legal counsel and senior management, as will final decisions on employee discipline and remediation of any issues identified.

## **8. Confidentiality**

- 8.1. All information relating to the whistle-blower, witnesses and information carriers, the reported conduct and any subsequent investigations must be treated confidentially to the extent permitted by applicable laws or regulations.
- 8.2. Information relating to the identity of the whistle-blower, the reported conduct and the investigation process or results must not be disclosed or discussed with anyone other than those who have a legitimate need to know, or unless required by applicable law or regulation. This is important in order to protect the whistle-blower, the integrity of the investigation, the reputations of persons suspected but subsequently found innocent of wrongful conduct, and to protect the Group from potential civil or criminal liability.

## **9. Anti-Retaliation**

- 9.1. The Group values honesty, integrity, and efforts made by the Group's employees and third party business associates to protect the Group and its reputation. The Group does not tolerate any retaliation by management or any other person or entity, directly or indirectly, against anyone who, in good faith, reports an ethics or compliance concern or known or potential misconduct, or assists in a review or investigation thereof. Retaliation includes but is not limited to: harassment, intimidation, coercion, an unfavourable change in work hours or schedule, demotion, transfer, suspension, or termination of anyone raising a complaint or allegation.
- 9.2. The Committee will not make any effort, or tolerate any effort made by any other person except those who have a legitimate need to know, to ascertain the identity of any person who makes a good faith complaint anonymously.
- 9.3. The Committee shall investigate any allegations of retaliation under Section 6.
- 9.4. Acts of retaliation, including trying to find out the identity of a whistle-blower, witnesses and information carriers, can lead to disciplinary action, up to and including termination of employment or business relationship in the case of third parties.

## **10. Records**

The Committee shall retain for a period of at least **five** years all records relating to any whistleblowing reports or complaints, including the investigation thereof.