

1.0 PURPOSE

This policy (the “**Policy**”) is intended to set out a framework for how Aztech Global Ltd. and its subsidiaries (collectively, the “**Group**”) manages the detection, reporting and prevention of instances of bribery and corruption that may arise from time to time. This is with a view towards:

- (i) clearly expressing the Group’s zero-tolerance stance on bribery and corruption; and
- (ii) assisting employees in recognising and dealing with instances of bribery and corruption and advising employees of their responsibility of avoiding any activities that might lead to a breach of this Policy.

2.0 SCOPE

- (a) This Policy applies to all employees of the Group (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, any other person or persons associated with the Group (including third parties) and the Board of Directors.
- (b) This Policy covers bribes, gifts, entertainment and hospitality, charitable contributions and sponsorships as well as political donations.

3.0 BRIBERY

- (a) Bribery takes place if someone is given a gift, donation, loan, cash or non-cash incentive, benefit, or is taken out for particularly lavish hospitality and the giver of these items has done so with the intention of inducing or rewarding the recipient to behave improperly or to not perform their function correctly or in good faith.
- (b) Bribery can be direct or indirect (e.g. you give a bribe to someone or someone gives you a bribe).
- (c) It is important to remember that, in most cases, it will be irrelevant whether the bribe was accepted or not; merely offering the bribe will usually be considered sufficient for an offence to be committed.

4.0 THE GROUP’S STANCE ON BRIBERY AND CORRUPTION

- (a) The Group has zero-tolerance for bribery and corruption and is committed to acting professionally, fairly, and with integrity in all its business dealings and relationships, and upholding all laws relevant to countering bribery and corruption in each of the jurisdictions in which it operates.
 - (b) The Group’s strong stance against bribery and corruption is communicated to all Third Parties by publishing the Group’s Code of Business Conduct and Ethics on its website. “**Third Party**” and “**Third Parties**” refer to any individual or organisation the Group meets and works with, including but not limited to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, politicians as well as government and public bodies and their advisors, representatives and officials.
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5.0 GIFTS, ENTERTAINMENT AND HOSPITALITY

- (a) The practices of giving business gifts, taking part in corporate entertainment and undertaking speaking engagements vary across countries, regions and industries. Practices which may be normal and acceptable in one country, region or industry may not be so in another.
- (b) Factors relevant in determining whether the giving of gifts, entertainment and hospitality constitutes bribery include:
 - (i) whether in all the circumstances the gift or entertainment is reasonable and justified rather than lavish and extraordinary, bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another; and
 - (ii) the intention behind the gift and whether anything has been demanded in return for the gift.
- (c) The giving of gifts and corporate hospitality or entertainment is not prohibited, provided the following requirements are satisfied:
 - (i) it is not done with the intention of influencing a Third Party to obtain or retain business or a business advantage, rewarding the provision or retention of business or a business advantage, or being an explicit or implicit exchange for favours or benefits;
 - (ii) it complies with the law;
 - (iii) it does not include cash or a cash equivalent;
 - (iv) the reason for the gift or entertainment is of an appropriate type and value in the applicable country or region and given at an appropriate time;
 - (v) it is given openly, not secretly; and
 - (vi) gifts or entertainment should not be offered without the prior approval of the Chief Executive Officer ("CEO").

6.0 CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

- (a) Any charitable contributions or sponsorships made or offered on behalf of the Group must:
 - (i) not be related to, dependent on, or made in order to win or influence a business deal or decision;
 - (ii) be given directly to the relevant charity or organisation; and
 - (iii) only be given with the prior consent of the CEO.
 - (b) The Group will conduct due diligence on the recipient to ensure that the recipient of any charitable contribution or sponsorship is a legitimate and, in the case of a charity (if required under local laws), a registered charity, and that the donations or sponsorship were expensed or accounted for in an appropriate manner. The recipient will be required to provide a receipt for the contribution and confirmation of what the funds will be used for.
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7.0 POLITICAL DONATIONS

- (a) The Group does not make any contributions to public officials, except in accordance with laws and with the written authorisation of the CEO.
- (b) Employees must not make or offer any political contributions or donations on behalf of the Group, except in accordance with laws and with the written authorisation of the CEO.
- (c) Employees acting in breach of this Policy shall be deemed to be acting in their personal capacity and not on behalf of the Group.

8.0 RECORDS

- (a) The Group shall keep records of all payments to Third Parties and the reasons for such payments and have in place appropriate internal controls to manage such payments.
- (b) Employees shall ensure that all expense claims relating to entertainment gifts or expenses incurred specify the reasons for the expenditure and are submitted in accordance with the Group's guidelines.
- (c) Employees shall maintain complete records of all accounts, invoices, and other similar documents and records relating to dealings with Third Parties. No accounts should be "off-book" to facilitate or conceal improper payments.

9.0 RESPONSIBILITIES OF EMPLOYEES

- (a) All employees must ensure that they have read and understood this Policy and comply with it. All new employees will be introduced to this Policy as part of their induction and all existing employees will receive regular training on how to comply with this Policy.
- (b) Employees are responsible for the prevention, detection and reporting of bribery and other forms of corruption. Employees are to avoid any activity that might lead to, or suggest, a breach of this Policy.
- (c) Employees must not give bribes to, or receive bribes from, any Third Party. Employees must notify the Head of Legal or the Audit Committee ("AC") Chairman by email at whistleblower@aztech.com as soon as possible if they or other employees are offered any bribes by a Third Party or are asked to make bribes, suspect that this may happen in the future, or believe that they or other employees are a victim of any form of bribery or corruption when acting on behalf of, or in association with, the Group.
- (d) Employees are encouraged to contact the Head of Legal if they are unsure whether a particular act constitutes bribery or corruption or if they have any other queries, comments, or suggestions regarding this Policy.

10.0 DISCIPLINARY ACTION

- (a) Employees who breach this Policy will face disciplinary action, which could result in dismissal for gross misconduct.
 - (b) The Group reserves its right to terminate contractual relationships with employees who breach this Policy.
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11.0 PROTECTING AND REPORTING VIOLATIONS

- (a) Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, may worry about possible repercussions if they do so.
 - (b) If an employee wishes to remain anonymous, the Group will make every effort to ensure the anonymity and confidentiality of such disclosure save for circumstances where it is necessary to reveal the employee's identity in the course of any investigation.
 - (c) The Group will also monitor investigations to make sure that employees who refuse to accept or offer a bribe, raise concerns, or report another's wrongdoing are not subject to any detrimental treatment.
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