

IPMUDA BERHAD (Company No: 22146-T)

(Incorporated in Malaysia)

WHISTLEBLOWING POLICY Version 2.0

1.0 BACKGROUND

- 1.1 **Ipmuda Berhad and its Subsidiary Companies (“the Group”)** are committed to the highest standards of integrity and accountability in the conduct of their business operations. These include strict compliances with recommended good practices, applicable laws and regulations.
- 1.2 The **Board of Directors (“the Board”)** have developed the **Whistleblowing Policy (“the Policy”)** to provide an avenue for employees or external parties to report any improper conducts, unethical, fraudulent malpractices by the Group directors or employees regardless of their position so that damage controls or remedial actions can be taken promptly.
- 1.3 The Policy serves as a tool to prevent misconduct. The Policy covers processes to investigate, reporting, the Group’s obligations and confidentiality.

2.0 SCOPE

- 2.1 The Policy applies to all matters involving the Board, the Employees, client, service-providers including vendors, suppliers, contractors, consultants, external agencies or any other parties having business dealings with the Group.
- 2.2 The Policy is not about employees’ personal grievances concerning their terms of employment. Such matters shall be dealt with under a grievance procedure guided by the Group Human Resource Department.
- 2.3 When preliminary investigation appears that the matter concern does not fall within the scope of this Policy, it will then be dealt with by the relevant department for appropriate procedures and actions to be taken.

3.0 DEFINITIONS

- 3.1 **“Whistleblowing”** is defined as deliberate, voluntary disclosure or reporting of an individual or organizational malpractices by a person, who has privileged access to data, events or information (past or present) about an actual, suspected or anticipated improper conduct within an organization based on his/her reasonable belief;
- 3.2 **“Whistleblower”** is defined as the person that reports or alerts the serious concerns of improper conduct. The Whistleblower may include the followings:
 - 3.2.1 **Employees of Ipmuda Berhad and its Group of Companies (“the Employees”)** covers full time, part time or temporary staff;
 - 3.2.2 All associated companies and joint venture partners in which the Group is non-controlling; and
 - 3.2.3 External providers such as consultants, advisors and agents, contractors, suppliers and customers with knowledge of improper conduct committed by the Employees.

3.0 DEFINITIONS (CONT'D)

- 3.3 The Whistleblower is not expected to prove the truth of an allegation; however, should have been reporting a reasonable belief that an improper conduct was committed or will be committed. **“Improper Conduct”** under the Whistleblower Protection Act 2010 means any conduct which if proved, forms a disciplinary offence or a criminal offence.

Reference: Exhibit 2 Page 8 Whistleblower Protection Act 2010, Section 2.1. Salient Definitions of the Act.

4.0 OVERSIGHT AND OWNERSHIP

- 4.1 Risk Management Committee shall perform the oversight functions over the administration of the Policy. The Integrity & Risk Management Department shall have the overall responsibility for the implementation of the Whistleblowing Policy. The administration to incorporate any updates or amendments, distributing the same to relevant parties shall be carried out by Integrity & Risk Management Department.
- 4.2 Integrity & Risk Management Department is the owner of this document.
- 4.3 The Policy shall be reviewed once every two years or as and when necessary. Changes to the Policy, if any, shall only be effective with the Board’s approval. The new version shall be issued and made effective after the same is circulated to employees in writing or electronically.

5.0 POLICY STATEMENT

- 5.1 The Policy is formulated to eradicate unethical and illegal practices;
- 5.2 All disclosures raised will be seriously investigated for appropriate actions to be taken accordingly;
- 5.3 Whistleblowers who disclosed any wrongdoing under this Policy have the right not to be dismissed, subjected to any other detrimental actions, or victimized even if the allegations were incorrect or unsubstantiated; however, Senior Management views seriously on any false, malicious and defamatory allegations. If proven, it is considered as gross misconduct where appropriate disciplinary actions can be taken by the Group.

6.0 REQUIREMENT OF GOOD FAITH

- 6.1 Since allegations of improper conduct will result in serious personal repercussion for the alleged perpetrator, the Whistleblowers who intend to lodge any report of improper conduct must ensure that the report is made in good faith.
- 6.2 The Whistleblowers reporting the allegations of improper conduct must have reasonable grounds for believing in the existence and undertakes such reporting in good faith, for the best interest of the Group and not for personal gains. Whistleblowers are encouraged to report even though skeptical of not enough evidence to support their allegations.
- 6.3 The elements of good faith shall be deemed to be lacking:
- 6.3.1 where a person does not have first-hand knowledge or factual basis to report an improper conduct. “Hearsay” will not be entertained;
- 6.3.2 where a person knew or reasonably should have known that the report or any part of its contents is false;

6.0 REQUIREMENT OF GOOD FAITH (CONT'D)

6.3 The elements of good faith shall be deemed to be lacking (Cont'd):

6.3.3 where the report is frivolous or vexatious; or

6.3.4 when the allegation appears to be made with malicious intent, ulterior motive or for personal gains.

6.4 The Whistleblower may face disciplinary actions shall include disciplinary measures, official warning, demotion, suspension or termination of employment or services or monetary or other forms of punishment if the report is proven to have been made without good faith, with malicious intention, without reasonable grounds and information in the report is not correct or for personal gains.

7.0 CONFIDENTIALITY

7.1 All Whistleblowing reports shall be treated as confidential. The identity and personal information of the Whistleblower will not be revealed, so wish unless the Whistleblower agrees otherwise or unless is required by law;

7.2 The Whistleblower should be given assurance that personal identity will only be made known to (few) Senior Management on a “need-to-know” basis; and the results of the investigation will be communicated to the Whistleblower. This is to encourage and give confidence that all complaints will be investigated.

8.0 CONCERNS SHOULD BE REPORTED-MISCONDUCT

8.1 An “Improper Conduct” is any act or omission, which if proven, will constitute an act of misconduct pursuant to the Group’s code of conduct and ethics or a criminal offence under the relevant laws in force may be divided into several categories as provided in Exhibit 1 Page 7 List of Improper Conducts.

8.2 Report, in good faith, any improper conduct that is believed or suspected to be inconsistent with the Group’s “**Anti-Bribery and Anti-Corruption Policy**” or that could construe as unethical or unlawful.

9.0 CONCERNS SHOULD NOT BE REPORTED

9.1 Trivial and frivolous in nature; and

9.2 Motivated by malice.

10.0 PROTECTION FOR WHISTLEBLOWER

10.1 The Whistleblower will be protected against **reprisal** (Note: 1) or retaliation and immunity from disciplinary actions that may be taken by the person’s immediate supervisor; division/department heads; or any other officers exercising power or authority over the person’s employment, provided that:

10.1.1 Only genuine concerns to be reported. The report is made in good faith with a reasonable belief that the contents and allegations in it are substantially true, of no intention to provide false or misleading information either knowingly, negligently or recklessly;

10.1.2 The disclosure is not made with malicious intent or ill will;

10.1.3 The disclosure is not frivolous or vexatious; and

10.1.4 The report is not made for personal agenda or gain.

10.0 PROTECTION FOR WHISTLEBLOWER (CONT'D)

10.1 The Whistleblower will be protected against **reprisal** (Note: 1) or retaliation and immunity from disciplinary actions that may be taken by the person's immediate supervisor; division/department heads; or any other officers exercising power or authority over the person's employment, provided that (Cont'd):

**Note 1:
Important Term**
What is
"Reprisal"?

Reprisal means disciplinary measures, demotion, suspension or termination of employment.

10.2 Any form of retaliation against a person who reported a wrongdoing or facilitated the investigation is in breach of the principal obligation of the Employees to uphold the highest values of integrity.

10.3 The Whistleblower will be protected under the Whistleblower Protection Act 2010 if the person made a disclosure in good faith. If detrimental action is taken, the Whistleblower may make a complaint to the enforcement agency on the said detrimental action and be entitled to remedies in the form of damages or compensation, injunction and/or other relief deemed fit by the Court.

Exhibit 2 Page 8 to 10 sets out the indicative Salient Terms of the Whistleblower Protection Act 2010.

10.4 Vendors or suppliers of the Group and members of the public who become a Whistleblower will also be protected by the Group under the Act and the Policy as to their identities subject to satisfying all conditions set out at Page 3 Section. 10.1.1 to 10.1.4 of this Policy.

10.5 The operation of this Policy excludes employees' industrial related issues and human resources related issues (such as sexual, physical or other abuse of human rights) because there is other established mechanism to raise such complaints.

10.6 To establish a sound relationship of trust, the Whistleblower who makes a disclosure is encouraged to identify himself/herself and his/her contact (phone number/email) using the Whistleblowing Report Form which is appended at Page 12 to the Policy.

10.7 Submitting Whistleblowing Report Form is especially necessary when more detail information is required. Whenever necessary, the Whistleblower may be required to stand as a witness for the Group for appropriate disciplinary actions to be effective.

10.8 All information received will be treated with strictest confidentiality.

11.0 CONSEQUENCES OF WRONGDOING OR WRONGFUL DISCLOSURE

11.1 If the Whistleblower has, or is found to have:

11.1.1 committed a wrongdoing;

11.1.2 taken serious risks which may cause a wrongdoing to be committed;

11.1.3 made a disclosure not in accordance with the requirements of this Policy (for instance, dishonest, mischievous or malicious complaints); or

11.1.4 participated or assisted in any process pursuant to this Policy otherwise than in good faith.

11.2 The Chief Executive Officer or if so, delegated by the Chief Executive Officer the Senior Management will form an ad-hoc committee to determine the actions to be taken against the Whistleblower. The corrective actions shall include disciplinary measures, official warning, demotion, suspension or termination of employment or services or monetary or other forms of punishment.

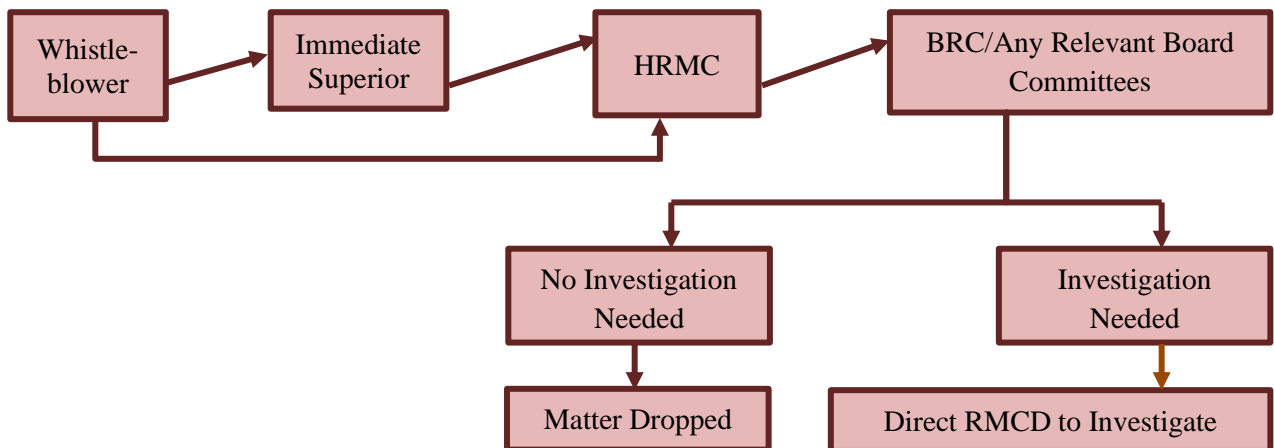
12.0 PROCEDURES

12.1 For Employees to Make Reports

12.1.1 If any employee believes reasonably and in good faith that malpractices exist in the workplace, the employee should report to their superior then escalate to the Head of Risk Management & Compliance. However, if for any reason the employee is reluctant to do so, then the employee shall report the concern directly to the **Head of Risk Management & Compliance (“HRMC”)**;

12.1.2 The Head of Risk Management & Compliance will then escalate the matter (within 3 working days) to **Board Risk Committee (“BRC”)** or any relevant Board Committees. They will then decide whether to investigate the concern raised.

Exhibit 1: Reporting Process Flow for Employees



The Whistleblower is required to give the disclosure in writing, define type of activity or conduct, identity of the suspected person(s) involved and when the incident(s) happened.

12.1.3 If the above channels have been followed and employees still have unresolved concerns or if employees feel the matter is so grave that it cannot be discussed with their superior or Head of Risk Management & Compliance, they may email their concern directly to any one member, (*or more*) members of the Board Risk Committee. Their respective email address is as provided in Exhibit 3 Page 11 of the Policy.

12.1.4 Board Risk Committee shall have the authority to:

- (i) determine the legitimacy of the disclosure;
- (ii) direct further action, whether to investigate the concern raised; and
- (iii) determine who should conduct the investigation, engaged external expertise, Management or **Risk Management & Compliance Department (“RMCD”)**.

12.1.5 If any of the Board Risk Committee members or Senior Management is suspected of being involved in the improper conduct, he/she/they shall automatically be abstained from attending any concern meetings.

12.1.6 If the complaint does not warrant an investigation, the matter is to be dropped with reasons conveyed to the Whistleblower.

12.1.7 If the complaint does warrant an investigation, Board Risk Committee will direct the Head of Risk Management & Compliance to set up an investigating team to undertake the necessary inquiries and investigations. All reasonable steps shall be taken to ensure that the disclosure is fairly investigated and unbiased.

12.0 PROCEDURES (CONT'D)

12.1 For Employees to Make Reports (Cont'd)

12.1.8 Employees' identities will not be disclosed without prior consent. Where concern cannot be resolved without revealing the identity of the employee (i.e. if the evidence is required in court), a dialogue will be carried out with the employee concerned as to whether and how to progress the matter further.

12.2 For External Parties to Make Reports

12.2.1 The members of the Board Risk Committee name and email address are as provided in Exhibit 3 Page 11 of the Policy.

12.2.2 Stakeholder who suspected any fraud, misconduct or any integrity concern is encouraged to fill up Whistleblowing Report Form **email to: annelee@ipmuda.com.my** or mail it address to one or more of the above members of the Board Risk Committee at below mailing address:

**Ipmuda Berhad
9th Floor, Maju Tower, 1001 Jalan Sultan Ismail,
50250 Kuala Lumpur, Wilayah Persekutuan, Malaysia.**

12.2.3 Risk Management & Compliance Department (or any other assigned investigator) will keep detailed records of all evidence gathered, interview minutes and documents received which contents the outcome of the investigation.

13.0 REPORTING & ACTIONS SUBSEQUENT TO REPORT

13.1 Upon conclusion of the investigation, the assigned investigator will present the outcome to Board Risk Committee and Chief Executive Officer.

13.2 If the Board Risk Committee is satisfied with the outcome of the investigation, the Chief Executive Officer or if so, delegated by the Chief Executive Officer, the Senior Management will form an ad-hoc committee thereafter shall be informed of the necessary disciplinary action to be taken. Head of Group Human Resources is responsible to enforce necessary disciplinary action based on established policies and procedures.

13.3 The Whistleblower can escalate the report to Board Risk Committee for deliberation if he/she is not satisfied with the manner the concern has been dealt with. The Board Risk Committee is responsible to report the outcomes of their investigation to the Senior Management for any non-compliance with laws, rules, regulations or Group Policies. Conclusion is reported for decision towards appropriate action.

13.4 Should the case involve any member of the Board, it will be deliberated by the **BOARD OF DIRECTORS OF IPMUDA BERHAD**.

13.5 If the misconduct involves breach of statutory provisions, official report shall be made to the regulatory authorities. Should the Board Risk Committee viewed that the matter has not been satisfactorily resolved resulting in a breach to the Listing Requirements, report the matter promptly to Bursa Malaysia Securities Berhad.

Exhibit 1: LIST OF IMPROPER CONDUCTS

1.0 CRIMINAL INTENT & ILLEGAL ACT

- 1.1 Commission of Fraud:
- (i) Falsifying payroll records, overtime claims, travel expenses or entertainment expenses.
 - (ii) Forgery or alteration of any documents, including cheques, bank drafts and other financial documents.
 - (iii) Fictitious reporting of receipts, delivery orders etc. from suppliers or goods delivered to customers.
 - (iv) Misappropriation of funds or use the Group's funds to pay for personal expenses.
- 1.2 Corruption, bribery, blackmail or criminal offences:
- (i) Accept or offer gifts or hospitality benefits to/from customers, contractors, vendors or other persons attempting to do business with the Group deliberately to influence a business selection process.
 - (ii) Accept fictitious quotations from suppliers, vendors or contractors in favouring of a particular entity.
 - (iii) Commission of acts which intimidate, harass and victimize the Board, Senior Management or employees.
- 1.3 Abuse of position and authority.
- 1.4 Failure to comply with a legal or regulatory obligation:
- (i) Malpractice or improprieties in matters of financial reporting.
 - (ii) Disclosure of the Group's information without proper authorization.
- 1.5 Cheating and stealing:
- (i) Theft of software, data or other assets.
 - (ii) Theft of supplies, inventories and other assets.
- 1.6 Any other harmful wrongdoing of which the nature is subject to an absolute discretion of the Risk Management Committee.

2.0 UN-PROCEDURAL ACT (Note 2)

Conducts which violate clearly communicated policies and procedures that govern operations of the Group. Such policies and procedures are important for good governance and breaching them may expose the Group to potential risk or losses.

**Note 2:
Important Term**
What is
"Un-Procedural Act"?

Un-Procedural Act is the situation in which some individuals not following the established policies and procedures.

3.0 CONFLICT OF INTEREST

- 3.1 Conflict of interest is deemed to have arisen when employees have any **private or personal interest** (Note 3) of any business of similar nature to that of the Group. All employees shall avoid being caught in a situation that is conflict of interest.

**Note 3:
Important Term**
What is "Private or
Personal Interest"?

Private or Personal Interest within the Group's Code of Conduct and Ethics includes the interests of employees' spouse, children, parents and siblings.

- 3.2 Employees should not have any direct or indirect involvement in other employment (remunerated or otherwise) except otherwise agreed by Management.

The above misconducts are non-exhaustive and have includes any act or omissions, which if proven, will constitute an act of misconduct under the Group's code of conduct and ethics or any criminal offence under relevant legislation in force.

Exhibit 2: APPLICATION OF THE WHISTLEBLOWER PROTECTION ACT 2010

In June 2010, the **Whistleblower Protection Act 2010 (“the ACT”)** was passed by Parliament and came into force on 15 December 2010. The ACT protects person making disclosures of improper conduct in the public and private sector from civil and criminal action. In addition, it allows for proper investigation to be carried out by an **enforcement agency set up by the Government of Malaysia, the Government of a State or any local authority (“Enforcement Agency”)**.

If an employee wishes to make a disclosure or report of improper conduct by any person, pursuant to the ACT, then the reporting employee is required to make the said disclosure of improper conduct to an enforcement agency. Any investigations and/or actions taken thereafter would be in accordance with the ACT and are independent of the procedures described in this Policy.

Whilst, this organization respects the rights of employees to directly make reports of improper conduct of an employee to an enforcement agency; however the Senior Management advises and urges these employees to report improper conduct of an employee to their Superior or to Integrity Risk Management Department (the appointed department) first so that the organization can remedy any wrongdoings and where applicable, institute the appropriate controls to prevent any serious damage to the Group.

SALIENT TERMS OF THE WHISTLEBLOWER PROTECTION ACT 2010

1.0 THE PURPOSE OF THE WHISTLEBLOWER PROTECTION ACT 2010

The Whistleblower Protection Act 2010 came into force on 15 December 2010. The purpose of this Act is to:

- 1.1 Combat corruption and other wrongdoings by encouraging and facilitating disclosure of improper conduct in the public and private sector.
- 1.2 To protect persons making those disclosure from detrimental action.
- 1.3 To provide for the matter disclosed to be investigated and dealt with.
- 1.4 To provide for other matters connected therewith.

2.0 SALIENT DEFINITIONS OF THE ACT

- 2.1 **“Improper Conduct”** means any conduct which if proved constitutes a disciplinary or a criminal offence.
- 2.2 **“Disciplinary Offence”** means any action or omission which constitutes a breach of discipline in a public body or private body as provided by law or in a code of conduct, a code of ethics or a circular or a contract of employment.
- 2.3 **“Enforcement Agency”** means:
 - 2.3.1 Any ministry, department, agency or other body set up by the Federal Government, State Government or local government including unit, section, division, department or agency of such ministry, department, agency or body, conferred with investigation and enforcement functions by any written law or having investigation and enforcement powers.
 - 2.3.2 A body established by a Federal law or State law which is conferred with investigation and enforcement functions by that Federal law or State law or any other written law.
 - 2.3.3 Unit, section, division, department or agency of a body established by Federal law or State law having investigation and enforcement functions.

3.0 WHO IS COVERED UNDER THE ACT?

The Act is applicable to:

- 3.1 The “public body” includes the Government of Malaysia, Government of a State, any local authority and any other statutory authority.
- 3.2 The “private body” means an office or entity other than public body.

4.0 DISCLOSURE OF IMPROPER CONDUCT

By virtue of the Act, a person may make a disclosure of improper conduct to an enforcement agency based on his belief that any person has or is preparing to engage in improper conduct.

5.0 WHAT PROTECTION DOES THE ACT GIVES?

The Act provides the following protection to Whistleblowers:

- 5.1 Protection of confidential information.
- 5.2 Immunity from civil and criminal action.
- 5.3 Protection against detrimental action.

6.0 PROTECTION OF CONFIDENTIAL INFORMATION

Pursuant to Section 8 of the Act, the information of any person who makes or receives a disclosure of improper conduct shall be kept confidential. “Confidential Information” here includes:

- 6.1 Information about identity, occupation, residential and/or work address of the Whistleblower and the person against whom a Whistleblower has made a disclosure of improper conduct.
- 6.2 Information disclosed by a Whistleblower.
- 6.3 Information that if disclosed may cause detriment to any person.

7.0 IMMUNITY FROM CIVIL AND CRIMINAL ACTION

Pursuant to Section 9 of the Act, a Whistleblower shall not be subject to any civil or criminal action for making a disclosure of improper conduct.

8.0 PROTECTION AGAINST DETRIMENTAL ACTION

Pursuant to Section 10 of the Act, no person shall take detrimental action against a Whistleblower or any person related to or associated with the Whistleblower in reprisal for a disclosure of improper conduct.

“**Detrimental Action**” includes:

- (a) causing injury, loss or damage;
- (b) intimidation or harassment;
- (c) interference with lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment with a person’s employment, career, profession, trade or business or the taking of disciplinary action; and
- (d) a threat to take any of the above-mentioned item (a) to (c) actions.

9.0 REMEDIES AGAINST DETRIMENTAL ACTION

In the event a detrimental action is taken against the Whistleblower; the Whistleblower may make a complaint to the enforcement agency on the said detrimental action and may be entitled to remedies in the form of damages or compensation, injunction and/or other relief as deem fit by the Court.

10.0 WILL A PERSON THAT RAISED A CONCERN ALWAYS BE PROTECTED BY THE ACT?

Pursuant to Section 11 of the Act, the Whistleblower protection may be revoked by the enforcement agency if:

- 10.1 The Whistleblower participated in the improper conduct disclosed.
- 10.2 The Whistleblower wilfully made in his/her disclosure of improper conduct a material statement that he knew or believed his/her disclosure is not true.
- 10.3 The disclosure of improper conduct is frivolous or vexatious.
- 10.4 The disclosure of improper conduct principally involves questioning the merits of government policy, including policy of a public body.
- 10.5 The disclosure of improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action.
- 10.6 The Whistleblower, in the course of making the disclosure or providing further information, committed an offence under this Act.

Exhibit 3: BOARD RISK COMMITTEE MEMBERS

Encik Abdul Halim Bin Jantan (Chairman-Independent Non-Executive Director)
email to: halim@ipmuda.com.my

Mr. Baevinraj Thiagarajah (Member-Independent Non-Executive Director)
email to: baevin@ipmuda.com.my

Dato' Amiruddin Bin Abdul Satar (Member-Independent Non-Executive Director)
email to: amir@ipmuda.com.my

WHISTLEBLOWING REPORT FORM

Personal Particulars

Name (as per NRIC/Passport) : _____
Position : _____
Division/Department : _____
Staff No : _____
Address : _____
Office/Home Contact No : _____
Mobile No : _____
Reference No : _____

Nature of Concern

Please mark (X) where applicable

- | | |
|---|---|
| <input type="checkbox"/> Commission of fraud, bribery and/or corruption | <input type="checkbox"/> Non-compliance with Company's policies & breach of the Company's Code of Ethic/Conducts |
| <input type="checkbox"/> Negligence | <input type="checkbox"/> Disclosure of Company's confidential information including products and/or services without authorization |
| <input type="checkbox"/> Mismanagement and/or abuse of authority | <input type="checkbox"/> An act that endanger the lives, safety and health of Company's assets and employees or the public or the environment |
| <input type="checkbox"/> Unauthorized or misuse of Company's fund, assets and/or facilities | <input type="checkbox"/> Commissions of an act with the intention to hurt, intimidate, harass and/or victimize any employees of the Group |
| <input type="checkbox"/> Financial irregularity | <input type="checkbox"/> Conflict of interest |
| <input type="checkbox"/> Commission of unlawful and/or criminal acts | <input type="checkbox"/> Others |

Do you have any documents to support your concern? (If yes, please attach)

- Yes No

Particulars of Concern

Concern Against : _____
Details of Concern

Signature : _____

Date : _____

Please forward this form together with any supporting documents to:

For Official Use Only	
Received by	:
Date	: