



TANAH MAKMUR BERHAD GROUP (841938–U)

WHISTLEBLOWING POLICY AND PROCEDURES

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WHISTLEBLOWING POLICY AND PROCEDURES (TANAH MAKMUR BERHAD & GROUP)

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1.0 INTRODUCTION

1.1 General

The Whistleblowing Policy is a channel provided to a Whistleblower for the reporting of Improper Conduct, should he/she encounter, directly or indirectly, through his/her normal scope of duties or business relation or otherwise, targeted towards the Company and/or the Subsidiaries.

1.2 Scope

1.2.1 This Policy applies to all employees.

1.2.2 This Policy covers all reports made against any employee who has committed an Improper Conduct.

1.2.3 A report of Improper Conduct may be made by:

- a. any employee who has knowledge of an Improper Conduct committed by another employee and Board of Director of Tanah Makmur Berhad & Group; and
- b. any external party who has knowledge of an Improper Conduct committed by an employee or Board of Director of Tanah Makmur Berhad & Group.

2.0 DEFINITIONS

2.1 Definitions of Terms

- a. "Company" refers to Tanah Makmur Berhad & Group
- b. "Subsidiaries" refers to subsidiary companies as the case may be.
- c. "Whistleblower" refers to an employee, contract employee, agent, supplier, consultant, vendor or Director of the Company and/or the Subsidiaries who reports any Improper Conducts targeted towards the member of Company and/or the Subsidiaries.
- d. "Suspect" refers to an employee, contract employee, agent, supplier, consultant, vendor or Director of the Company and/or the Subsidiaries who is a suspect in the conduct of any Improper Conducts as reported by the Whistleblower.
- e. "Improper Conducts" refers to the malpractices listed in 2.3.
- f. "Detrimental Action" has the meaning assigned to it in section 5.4.

2.2 Definitions of Whistleblowing

2.2.1 Whistleblowing is defined as the deliberate, voluntary disclosure or reporting of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated Improper Conduct within the organisation or by an organisation that is within its ability to control.

2.3 Definition of Improper Conduct

Improper Conduct is generally described as any conduct by an employee which if proved constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice and may include any of the following:

- a. The breach of any law, regulation or rule that is applicable to the Company.
- b. Any criminal act, including criminal breach of trust, extortion and sabotage.
- c. Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company's financial statements.
- d. Any breach of ethics as described in the Anti-Corruption Policy, Employee Circular and other related policies. Examples of such acts include forgery, theft, any form of corruption (including accepting and giving bribes), unauthorised disclosure of the Company's confidential information and abuse of power for personal gain.
- e. Corruption, bribery or blackmail.
- f. Criminal offences.
- g. Failure to comply with legal or regulatory obligation.
- h. Miscarriage of justice.
- i. Endangerment of an individual's health and safety.
- j. Breach of Company's policies and procedures.
- k. Concealment of any or a combination of the above.
- l. Any other action that would cause significant harm to the Company or to any person(s).

2.4 Definition of Fraud

- a. Use of Company's funds or property for any illegal, improper or unethical purposes.
- b. Tampering with or destroying any Company's accounting or audit-related records or documents except as otherwise permitted or required by the Company's records retention policy.
- c. deliberate error in the preparation, evaluation, review or audit of any of the Company's financial statements.
- d. deliberate error in the recording and maintaining of the Company's financial records.
- e. Misrepresentations or false statements regarding a matter contained in the Company's financial records, financial reports or audit reports.
- f. Deviation from full and fair reporting of the Company's financial condition, results of operations or cash flows.
- g. Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of the Company.
- h. An act to defraud the Company whether for personal gains or not.
- i. An act to defraud that causes financial or reputation loss to the Company.

The above list is not exhaustive and there may be other situations where the Whistleblowing Policy would apply.

3.0 PURPOSE

The Whistleblowing Policy is developed:

- a. To encourage reporting on suspected fraud, misconduct behaviour and/or violations of the Company's Code of Conduct and Ethics as well as any other directives or policies issued by the Company from time to time;
- b. To support the Company's values in upholding the highest standard of personal and professional integrity;
- c. To describe the mechanisms of channelling the reports and investigations conducted based on the allegations;
- d. The Policy may also act as an early warning system and may enable the company to remedy any wrongdoings before serious damage is caused.

- e. To provide a Whistleblower protection to raise concerns without fear of reprisals; and
- f. To provide a transparent and confidential process for dealing with genuine concerns pertaining to safeguard the Company's interests.

4.0 PRINCIPLES

The principles underpinning the Whistleblowing Policy are as follows:

- a. All concerns raised will be treated fairly and properly;
- b. Any matter raised will be investigated thoroughly, promptly and confidentially. If at any stage an investigation is hampered by the need to maintain confidentiality, the matter will be discussed with the Whistleblower to decide on the best way forward;
- c. The Company will not tolerate harassment or victimisation of anyone raising a genuine concern and any such acts shall be treated as a serious disciplinary offence;
- d. Any individual making a disclosure will retain anonymity unless the individual agrees otherwise;
- e. The Company will ensure that any individual raising a concern is aware of the person who is handling the matter;
- f. The Company will ensure that no one will be at risk of suffering some form of reprisal as a result of raising a concern even if the individual is mistaken. The Company, however, does not extend this assurance to a person who maliciously raises a matter he/she knows is untrue; and
- g. The overriding principle is public interest and interest of staff.

5.0 PROCEDURES

5.1 Whistleblower procedures different from grievance procedures

Typically, whistleblowing does not affect the complainant personally. They are therefore different from a normal grievance or complaint in which the complainant is personally affected. If you are the victim of an Improper Conduct, the complaint shall be channelled through the grievance procedure so that the appropriate action may be taken and any restitution be made (if applicable).

5.2 Sensitive matters

Some sensitive matters may have different procedures for reporting any improper conduct or wrongdoing such as sexual harassment. In

circumstances where there are specific procedures prescribed, those specific procedures shall apply.

5.3 Requirement of Good Faith

5.3.1 Since an allegation of Improper Conduct may result in serious personal repercussions for the person that has allegedly committed an Improper Conduct, any person who intends to lodge any report of Improper Conduct shall ensure that the report of Director's Improper Conduct is made in good faith.

5.3.2 Any person making an allegation of Improper Conduct must have reasonable and probable grounds before reporting such Improper Conduct and must undertake such reporting in good faith, for the best interest of the Company and not for personal gain or motivation.

5.3.3 The element of good faith shall be deemed to be lacking when:

- a. the person does not have personal knowledge or a factual basis for the report of
- b. Improper Conduct; or
- c. where the person knew or reasonably should have known that the report or any of its contents are false; or
- d. where the report is frivolous or vexatious; or
- e. there are any other circumstances that indicate that the report has been made with malicious intent, ulterior motive or for personal gain.

5.3.4 Any person that has not acted in good faith shall not be entitled to any protection under this Policy.

5.3.5 In addition, an employee making allegations or reports that prove to have been made without good faith will be subject to disciplinary action (which may include termination of employment).

5.4 Protection Against Detrimental Action

5.4.1 Any employee who makes a report of Improper Conduct in good faith shall not be subject to unfair dismissal, victimisation, demotion, suspension, intimidation or harassment, discrimination, any action causing injury, loss or damage or any other retaliatory actions ("Detrimental Action") by the Company.

5.4.2 Any report of Improper Conduct made in good faith, even if it is not subsequently confirmed by an investigation shall be eligible for protection under this Policy.

5.4.3 Any employee that makes a report of Improper Conduct in good faith and who has been subject to Detrimental Action may lodge a complaint pursuant to this Policy using the online form. The same procedures for investigation in for reports of Improper Conduct shall apply to any complaints of Detrimental Action.

5.4.4 An employee who takes any Detrimental Action against any employee who has made a report of Improper Conduct in good faith shall be subject to disciplinary action (which may include termination of employment).

5.5 Protection of Confidential Information

5.5.1 Any person having knowledge of a report of Improper Conduct shall make all reasonable efforts to maintain the confidentiality of the Confidential Information, in particular the identity of the Whistleblower.

5.5.2 However, there may be circumstances, during the course of the investigation where it will be necessary to disclose the identity of the Whistleblower. If such circumstances exist, the CIA or the independent party involved in investigations shall endeavour to inform the Whistleblower that his/her identity is likely to be disclosed and to obtain his/her consent for the said disclosure.

5.5.3 In order not to jeopardise any investigation, the Whistleblower shall make all reasonable efforts to maintain the confidentiality of the Confidential Information, in particular, the fact that a report has been filed, the nature of the Improper Conduct and the identity of the person(s) who have allegedly committed the Improper Conduct.

5.5.4 Any person who obtains any Confidential Information in the course of any investigation of an allegation of Improper Conduct shall not disclose any Confidential Information or any part thereof.

6.0 PROTECTION OF WHISTLEBLOWER

- 6.1 The identity of the Whistleblower will be kept confidential unless so required under the provisions of the law or policy and for the purpose of conducting a competent investigation.
- 6.2 The Whistleblower will be protected under this Whistleblowing Policy if he/she has honest and reasonable suspicion that Improper Conduct has occurred or is occurring or is likely to occur.
- 6.3 The Company prohibits any retaliatory action against any Whistleblower for rising, in good faith, legitimate concerns or for reporting suspected violations.
- 6.4 The Company will not discharge, demote, suspend, threaten, harass or in any manner retaliate or discriminate against any employee who makes a report in good faith.
- 6.5 There are some events where an employee has been asked to, or unintentionally or unwittingly committed a wrongdoing, or it could be that he/she is already implicated and wish to now 'blow the whistle'. In this situation, if the employee actively cooperates with the investigation in which he/ she may be implicated in any wrongdoings, this will be taken into account in any resulting disciplinary proceedings.

7.0 EXCEPTION TO THE PROTECTION

- 7.1 The employee may not avail him/herself to the protection against Detrimental Action mentioned in section 5.4 above in the following circumstances:
 - a. If the report of Improper Conduct is not made in good faith; or
 - b. If the employee him/herself has participated in the Improper Conduct reported; or
 - c. The report of Improper Conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action; or
 - d. The employee breaches his/her obligations of confidentiality under this Policy.

7.2 Any employee who has participated in an Improper Conduct may be subjected to disciplinary action. However, in certain circumstances, Group Chief Executive Officer may, in its discretion, on a case by case basis decide to grant amnesty to the employee or consider leniency for the employee.

7.3 However, please note that the Company has no power to provide any immunity from criminal prosecution. The Company also does not have any power to grant any protection from Detrimental Action to a Whistleblower who is not an Employee.

8.0 ROLES AND RESPONSIBILITIES

8.1 The participation of various parties is crucial to make this Whistleblowing Policy effective. The roles and accountabilities of the parties involved in this Whistleblowing Policy are as follows:

8.1.1 Whistleblower

- a. To bring to early attention of the organisation any genuine and serious malpractice he/she becomes aware of, with sufficient basis of concerns.
- b. To cooperate with the investigating authorities and maintain strict confidentiality.

8.1.2 Recipient of report

- a. Chairman of Board of Directors Tanah Makmur Berhad shall be the primary Recipients of Whistleblower report
- b. To ensure that the Whistleblowing Policy is implemented, including the necessary protection to the Whistleblower.
- c. To document the concerns raised and initiate enquiries.
- d. To ascertain prima facie credibility of the concerns and sufficient basis for detailed investigation.
- e. To communicate and assist the investigator(s) for conducting detailed investigation.

8.1.3 Investigator

- a. Internal Auditor shall be the primary investigator, unless any other personnel or committee is appointed by the

Chairman of Board of Directors Tanah Makmur Berhad to carry out investigation.

- b. Other investigator may be appointed (i.e Manager of Human Resources & Administration) by the Recipient of report to assist the primary investigator, especially on cases involving employees.
- c. To conduct investigation in a fair and unbiased manner.
- d. To ensure complete fact-finding and strict confidentiality.
- e. To decide the outcome i.e. whether malpractice has been committed and recommend the appropriate course of action (preventive measures, disciplinary actions required, etc).
- f. To document all findings properly and prepare report on the investigation subject.
- g. To submit the investigation report to Recipient, except where it concerns Group Chief Executive Officer/ Directors and above , the report shall be submitted to the Chairman of Board of Directors of Tanah Makmur Berhad.

9.0 LODGING OF REPORT

- 9.1 A Whistleblower can lodge a report on an Improper Conduct using a form available on:
 - a. Company's official website (www.tanahmakmurberhad.com)
- 9.2 The Whistleblower is encouraged to disclose his/her identity when making a report to facilitate investigation. The identity of the Whistleblower shall be kept confidential at all times. The background and history of the concern, giving names, dates and places where possible, should be set out together with the reason why the Whistleblower is concerned about the situation. A report should be made as soon as possible upon discovery as delays may make the reported incident more difficult to investigate.
- 9.3 The Whistleblower may submit his/her report directly to the relevant Recipient with contact information as stated below:

Recipient	Contact Info / Email
Chairman of Board of Directors Tanah Makmur Berhad	whistleblower@tanahmakmurberhad.com

9.4 When raising a concern, it is advisable that the Whistleblower considers the following in making his/her report:

- a. Disclose the unlawful or unethical practices promptly to avoid any misinterpretation on the motives.
- b. Focus on the issue and avoid unnecessary personal resentment.
- c. Submit an accurate, factual observations and claims and provide as much information as possible.
- d. Avoid any speculation or any prejudicial allegation.
- e. Exercise sound judgment and avoid baseless allegations.
- f. If it is subsequently decided that a statement may be required, the Whistleblower may be called to give evidence. In these circumstances the Company can only guarantee anonymity to the Whistleblower for as long as possible provided that it does not impede the conduct of a proper investigation and an authorisation shall be obtained to disclose the identity on a need to know basis as and when necessary.
- g. Whistleblower will not be expected to prove the allegation but he/she should be able to demonstrate that there are sufficient grounds to reasonably believe that a corporate misdeed, malpractice or violation has been committed.

9.5 The Recipient of report will write to the Whistleblower acknowledging receipt of the information and if need be to seek further details and evidence.

9.6 Concerns may be raised through any of the methods below:

- a. Email
- b. Others (i.e letter)

10.0 INVESTIGATION / DELIBERATION PROCESS

The flowchart for the deliberation process is attached as Appendix A:
Flowchart of Investigation / Deliberation Process

11.0 MONITORING AND REVIEW

- 11.1 Group Chief Executive Officer has overall responsibility for the monitoring and review of this Whistleblowing Policy. The party receiving the report i.e. the Group Chief Executive Officer of Tanah Makmur Berhad & Group will ensure that all records pertaining to the whistleblowing and the outcome of any investigations is properly maintained in a form that does not compromise confidentiality.
- 11.2 The Policy will be reviewed every two (2) years to ensure its effectiveness.

Sincerely,
TANAH MAKMUR BERHAD

YH DATO' SHAHRUL NIZAM BIN ABDUL AZIZ
Group Chief Executive Officer