



# Kelington Group Berhad

## Whistleblowing Policy & Guidelines

Revision	00
Effective date	20 <sup>th</sup> May 2020

## TABLE OF CONTENTS

	<b>Page</b>
<b>WHISTLEBLOWING POLICY</b>	
<b>WHISTLEBLOWING GUIDELINES</b>	
B1	DEFINITION 1
B2	OBJECTIVE 1
B3	APPLICATION 1
B4	WHO COULD BECOME A WHISTLEBLOWER 2
B5	WHAT WRONGDOINGS ARE FOR WHISTLEBLOWING 2
B6	WHEN TO BLOW THE WHISTLE ON WRONGDOINGS 3
B7	PROCEDURES IN HANDLING WHISTLEBLOWING OF WRONGDOINGS 3
B8	EXTERNAL DISCLOSURE 7
B9	PROTECTION 7
B10	TIME LIMITS AND RETENTION OF RECORDS 8
B11	CIRCULATION AND ANNUAL REVIEW 8
B12	PRIVACY 8
 <b>APPENDICES</b>	
	APPENDIX A: WHISTLEBLOWING HOTLINE 9
	APPENDIX B: WHISTLEBLOWING REPORTING STRUCTURE 10
	APPENDIX C: ROLES AND RESPONSIBILITIES 11
	APPENDIX D: WHISTLEBLOWER CHECKLIST 13 <i>(prior to contacting Corporate Compliance and Integrity Department )</i>

## WHISTLEBLOWING POLICY

Kelington Group Berhad ("KGB" or the "Company") is committed to ensuring that every part of its operation is carried out professionally in accordance with relevant laws, rules, regulations, business ethics and conduct, and recognise that all employees have an important role to play in achieving this goal.

As such, the Board of Directors of KGB has formulated this Whistleblowing Policy to protect the values of transparency, integrity, impartiality and accountability in where KGB conducts its businesses and affairs.

The Board of Directors of KGB believes that employees will usually be the first to know when an improper or illegal act is being or has been committed. Employees are encouraged to blow the whistle, in good faith, on any such potential violations or concerns according to the procedures established in this Whistleblowing Policy.

KGB's Whistleblowing Policy will:

- Govern the process through which employees and others may report potential violations or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement and fraudulent activities;
- Establish a mechanism for responding to any reports from employees and others regarding such potential violations or concerns;
- Prohibit retaliation against employees raising such potential violations or concerns; and
- Establish procedures for the retention of records of reports.

Employees who blow the whistle on wrongdoings will be protected against victimisation or other adverse treatment provided that the whistleblowing is done in good faith. However, any whistleblowing which is not made in good faith and is found to be deliberately falsified with malicious intent will be subjected to Disciplinary Action by KGB in accordance with the Human Resource Guidelines and Procedures.

All employees of KGB and its subsidiaries must follow this Whistleblowing Policy and cooperate with any review and investigation initiated pursuant to this Whistleblowing Policy. Guidance to this Whistleblowing Policy is provided in Whistleblowing Guidelines that can be obtained from KGB's Intranet.

The Audit Committee ("AC") and Chief Executive Officer of KGB shall have overall responsibility for the implementation of this Whistleblowing Policy. The administration of the policy is to be carried out by the Corporate Compliance and Integrity Department. The AC shall exercise the oversight function over the administration of the policy.

# WHISTLEBLOWING GUIDELINES

## **B1 DEFINITION**

- B1.1 The word whistleblowing in the context of this Whistleblowing Guidelines (“Guideline”) refers to a situation where a person (internal or external) raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.
- B1.2 The person who initiates or raises serious concerns of wrongful activities or wrongdoings is referred as “whistleblower”.
- B1.3 For the purpose of this Guideline, the wrongful activities and wrongdoings refers to any potential violations or concerns relating to any laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to illegal, immoral, embezzlement, bribery or corruption and fraudulent activities.

## **B2 OBJECTIVE**

- B2.1 The objective of the Whistleblowing Policy is to protect the values of transparency, integrity, impartiality and accountability in where KGB group (“KGB” or the “Company”) conducts its business and affairs.
- B2.2 Through an effective implementation of this Guideline, KGB will enhance its accountability in preserving its integrity and will be able to stand up to public scrutiny. This in turn enhances and builds credibility of our stakeholders.

## **B3. APPLICATION**

- B3.1 This Guideline is intended to complement the normal channels of communication and reporting lines within KGB.
- B3.2 This Guideline will be applied in KGB covering all employees of KGB and its subsidiaries.
- B3.3 This Guideline will not apply to personal grievances concerning an individual's terms and conditions of employment, or other aspects of the working relationship, complaints of bullying or harassment, or disciplinary matters. Such complaints will be dealt with under existing Human Resource Guidelines and Procedures on grievance, bullying and harassment, discipline and misconduct in KGB.

#### **B4. WHO COULD BECOME A WHISTLEBLOWER**

B4.1 Once the Whistleblowing Policy and Guidelines are fully implemented, any of the following people could become a whistleblower:

- KGB and its subsidiaries' employees including employees on contract terms, temporary or short-term employees and employees on secondment; and
- People performing services for KGB including contractors, sub-contractors, consultants, agents or any other business associate or partners.

#### **B5. WHAT WRONGDOINGS ARE FOR WHISTLEBLOWING**

B5.1 A qualified disclosure may be made if it relates to one or more of the following wrongdoings by any employees in the conduct of KGB's business or affairs that is being, has been, or is likely to be, committed:

- Failure to comply with legal obligations;
- Criminal offence;
- Corruption or fraud;
- Misuse or abuse of KGB's funds or assets;
- Gross mismanagement within KGB;
- Serious financial irregularity or impropriety within KGB;
- Repeated ill treatment of a client/customer/supplier despite a complaint being made;
- Serious breach of KGB's Code of Business Conduct And Ethics or Conflict Of Interest Code for its employees and directors;
- Actions which endanger the health or safety of employees or the public;
- Failure to comply with the provisions of the Government Laws and Regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions;
- Knowingly directing or advising a person to commit any of the above wrongdoings; and
- Any action which is intended to conceal any of the above.

The above list is not exhaustive and there will be instances where employees would need to exercise judgement.

B5.2 An employee will not be expected to prove the truth of an allegation but he or she should be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong.

B5.3 If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this Guideline, he or she is still encouraged to contact the Corporate Compliance and Integrity Department (CCID) for more clarification.

## **B6. WHEN TO BLOW THE WHISTLE ON WRONGDOINGS**

B6.1 A whistleblower should immediately come forward with any information that he or she, in good faith, reasonably believes discloses a wrongdoing is likely to happen, is being committed or has been committed.

B6.2 However, he or she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he or she knows as a matter of fact that there are serious risks that a wrongdoing is going to take place, such bona fide concerns should be raised immediately i.e. the employee is able to show the reasons for concern.

## **B7. PROCEDURES IN HANDLING WHISTLEBLOWING OF WRONGDOINGS**

### **B7.1 Initial step**

B7.1.1 When an employee is of the opinion that a specific concerns falls within the scope of this Guideline and cannot be solved through existing procedures, he or she can choose to make a report orally or in writing and submit it to Corporate Compliance and Integrity Department (Refer to Appendix A: *Whistleblowing Hotline*).

B7.1.2 The employee can also directly contact the CEO when he or she has a reasonable belief that there is serious malpractice relating to any of the wrongdoings specified in paragraph B5.1 and it would not be properly dealt with by reporting to the Corporate Compliance and Integrity Department.

B7.1.3 The Whistleblowing Hotline is a confidential telephone service which offers employees the possibility to report concerns in confidence without any party in KGB, other than the Corporate Compliance and Integrity Department, knowing about the disclosure initially.

B7.1.4 A Whistleblowing reporting structure is provided in Appendix B: *Whistleblowing Reporting Structure* and the roles and responsibilities are provided in Appendix C: *Roles and Responsibilities*.

B7.1.5 The whistleblower is required to disclose his or her particulars including, name, designation, current address and contact numbers. Anonymous complaints would not be entertained and covered by this Guideline.

B7.1.6 The whistleblower should inform the Corporate Compliance and Integrity Department of all details of his or her concerns as reasonably possible, including:

- Nature of wrongdoing;
- The date of incidence;
- Time and place of its occurrence;
- The identity of the alleged wrongdoer;
- Particulars of witnesses, if any;
- Particulars or production of documentary evidence, if any.

and other details deemed to be useful to facilitate screening and action to be carried out in paragraphs B.7.2, B.7.3 and B.7.4.

*(Refer to Appendix D for other preparations to be made prior to contacting the Corporate Compliance and Integrity Department).*

B7.1.7 The whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.

B7.1.8 In respect of an employee who reports a suspected violation in good faith and is not engaged in questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible.

B7.1.9 However, there may be circumstances where the employee may be needed as a witness. Should this be the case, KGB will discuss the matter with the employee at the earliest opportunity. In addition, in the course of investigation, the Company may need to share information with others on a "need to know" basis.

## **B7.2 Screening**

B7.2.1 The Corporate Compliance and Integrity Department will screen and assess the whistleblower's disclosure to determine whether it is related to a wrongdoing as stated in paragraph B5.1 or excluded from the scope of the Whistleblowing Policy and Guidelines, and will prepare general recommendations to the Audit Committee ("AC") and the Chief Executive Officer ("CEO"), where deemed necessary.

B7.2.2 This initial process in B7.2.1 should not take more than one (1) month from the day the Corporate Compliance and Integrity Department receives the whistleblower's disclosure. It may be completed immediately if the wrongdoing is capable of causing irreparable harm to KGB.

B7.2.3 If the whistleblower's disclosure involves the Corporate Compliance and Integrity Department, CEO, members of the AC or Board of Directors, the alleged wrongdoer or any other implicated persons will be excluded from performing the activities of screening, action, investigation and recommendation described in this Guideline.

### **B7.3 Preliminary Action**

B7.3.1 The AC, together with the general recommendations made by Corporate Compliance and Integrity Department, will make decisions including but not limited to any of the following:

- Rejection of the whistleblower's disclosure;
- Directing investigation by the Corporate Compliance and Integrity Department, Investigative unit or any other external party;
- Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the Human Resource Guidelines and Procedures to facilitate any fact-finding or to avoid any employee's exposure to a threat or harm; and
- Referral to the police or any other appropriate enforcement authority.

B7.3.2 All decisions made and reasons of action thereof shall be minuted in the minutes of meetings of the AC.

B7.3.3 Subject to legal constraints, the whistleblower will be notified of the status of his or her whistleblower's disclosure based on the preliminary action taken by the AC as far as reasonably practicable.

B7.3.4 The alleged wrongdoer will also be informed of the allegations and given an opportunity to answer the allegations at the upcoming investigation as stated in Paragraph B7.4 - investigation, where deemed appropriate by the AC.

### **B7.4 Investigation**

B7.4.1 The investigation would be carried out under the terms of strict confidentiality, by not informing the subject of the whistleblower's disclosure to any other party other than the AC until (or if) it becomes necessary to do so.

B7.4.2 The whistleblower and the alleged wrongdoer are expected to give his or her full cooperation in any investigation or any other process carried out pursuant to this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.3 In the event the whistleblower is implicated or discovered to be or have been involved in any wrongdoing, he or she may also be investigated so as to complete the fact-finding process in accordance with this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B7.4.4 If the alleged wrongdoer or any other implicated persons has/have, or is/are found to have:

- committed a wrongdoing; or
- taken serious risks which would likely cause a wrongdoing to be committed;

the action to be taken against that alleged wrongdoer or any other implicated persons will be determined based on the Disciplinary Action of the Human Resource Guidelines and Procedures, which may include formal warning or reprimand, demotion, suspension or termination of employment or services with KGB.

B7.4.5 The AC will have the final decision on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons.

### **B7.5 Reporting of outcome**

B7.5.1 Subject to any legal constraint, the whistleblower and, if applicable, the alleged wrongdoer will be notified in writing of the decision on the investigation (e.g. the wrongdoing occurred or not; the alleged wrongdoer is guilty or not), and the basis thereof.

B7.5.2 The notification letter should be signed by the Chief Executive Officer of KGB.

B7.5.3 If the employee is unhappy with the outcome of the investigation, the employee may submit another detailed report explaining why this is the case and the employee's concern will be investigated again if there is good reason to do so.

B7.5.4 The Corporate Compliance and Integrity Department will furnish a quarterly report to the AC stating the number and nature of wrongdoings reported by whistleblower(s) including the follow up action and the unresolved cases of wrongdoings. After a review is made by the AC, a summarised result and a follow up measure will be tabled to the Board of Directors for information and action, if required.

### **B7.6 Appeal**

B7.6.1 Any appeal of wrongdoing will be handled in accordance with the Human Resource Guidelines and Procedures.

## **B8. EXTERNAL DISCLOSURE**

- B8.1 If the procedures under this Guideline have been exhausted, or the whistleblower is still not satisfied with the KGB's response and reasonably believes that the information disclosed, and any allegation contained in it, are substantially true, he or she is at liberty to take the matter further by raising it with the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned. External disclosure may further be made in case of an important and urgent public interest or required by the law.
- B8.2 Whilst the whistleblower is able to report issues externally, the whistleblower must be aware that there is a difference between reporting internally through the Corporate Compliance and Integrity Department or the CEO of KGB, and externally. To report internally, the whistleblower must be suspicious that there is malpractice whereas to report externally, the whistleblower must have reasonable belief that malpractice has or is taking place and some evidence to support the report.
- B8.3 The instrument of external reporting should in reasonable opinion of the whistleblower to be in balance with the relevant matter and there should not be a less potentially damaging option available.
- B8.4 The whistleblower should minimise the possible impact of his or her actions to KGB and to the people involved. The external party that the whistleblower considers disclosing information to, should be a party which will be able to effectively organise action against the alleged contravention.
- B8.5 A whistleblower that makes an external complaint in good faith to any of the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned after exhausting KGB's procedure will be protected against victimisation or other adverse treatment.

## **B9. PROTECTION**

- B9.1 Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Guideline:
- i) The whistleblower's identity will be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against KGB.
  - ii) The whistleblower will be protected from harassment or victimisation within KGB as a direct consequence of his or her disclosure.
- B9.2 KGB will not tolerate punishment or unfair treatment when concerns are raised in good faith. Any employee who reports a contravention or a concern will be given protection and shall in no way be put at a disadvantage as a result of his or her report.

B9.3 Where it is determined that there is a prima facie case that the whistleblower has suffered adverse treatment, harassment or victimisation as a result of his or her disclosure, a further investigation may take place and disciplinary action may be taken against the perpetrator in accordance with the relevant procedure in this Guideline and/or the Disciplinary Action of the Human Resource Guidelines and Procedures.

B9.4 If the complaint was made by the whistleblower otherwise than in good faith and based on reasonable grounds, the whistleblower will automatically lose the protections as states in **paragraph B9.1**. In addition, KGB will determine the action to be taken which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with KGB in accordance with Disciplinary Action of the Human Resource Guidelines and Procedures.

## **B10. TIME LIMITS AND RETENTION OF RECORDS**

B10.1 Time limits should be allocated for each stage of the procedure. If the time limits pass without any satisfactory action being taken, the concerns should be raised at the next level.

B10.1 The Corporate Compliance and Integrity Department will retain for a minimum period of **seven (7)** years all records relating to any whistleblower case(s) and its related investigation report, if any.

## **B11. CIRCULATION AND REVIEW**

B11.1 The Whistleblower Policy and Guidelines will be circulated to all existing and newly recruited employees of KGB and its subsidiary.

B11.2 The Whistleblower Policy and Guidelines will be reviewed every 2 years by AC or upon the request of the Corporate Compliance and Integrity Department of KGB.

B11.3 The Whistleblower Policy and Guidelines whether revised or not upon such review, shall again be circulated to existing employees after the said review.

## **B12. PRIVACY**

B12.1 KGB is committed to protect the privacy of the persons involved to the fullest extend possible and in accordance with applicable laws. Any personal data obtained, as part of this Guideline will only be used for the purposes explained in this Guideline and will only be provided to those who have a need to know about these data for these purposes or to comply with the law or an important public interest.

## APPENDIX A: WHISTLEBLOWER HOTLINE

The Whistle Blowing Hotline is a confidential telephone line to receive and report any wrongdoings as prescribed in paragraph B5.1.

The particular of the Corporate Compliance and Integrity Department is as follows:

**Corporate Compliance  
and Integrity Department**

Ms Ng Mun Yee

**Hotline number**

**Fixed telephone: +603 7845 5696**  
**Email: [ccid@kelington-group.com](mailto:ccid@kelington-group.com)**

**Offering hours**

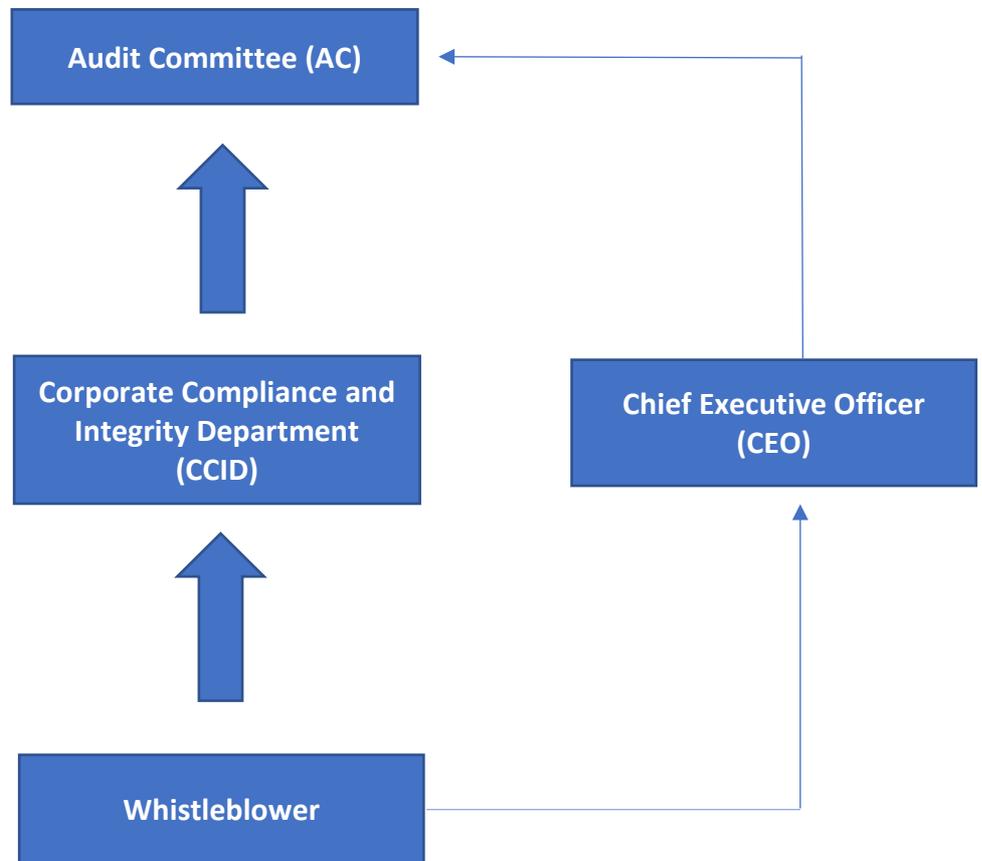
9.00 am to 6.00 pm on Mondays to Fridays.  
(Excluding public holidays)

**Preparation required  
prior to calling the hotline**

To accomplish an effective call (as stated in paragraph B7.1 – initial step) you are expected to prepare the following information prior to calling the hotline:

- Nature of the wrongdoing to be reported
- The date of the wrongdoing took place
- Time and place of its occurrence
- The identity of the alleged wrongdoer
- Particulars of witnesses, if any
- Particulars or production of documentary evidence, if any; and
- Other details deemed to be useful to facilitate preliminary screening and action to be carried out under paragraph B7.2 and B7.3, if required.

## APPENDIX B: WHISTLE BLOWING REPORTING STRUCTURE



**Note:**

*A Whistleblower should report directly to the Corporate Compliance and Integrity Department of KGB. However, the Whistleblower could also directly contact the Chief Executive Office of KGB in accordance with paragraph B7.1.2 for matters relating to the Corporate Compliance and Integrity Department of KGB.*

**APPENDIX C: ROLES AND RESPONSIBILITIES**

Role	Responsibilities
<p><b>Audit Committee(AC)</b></p>	<ul style="list-style-type: none"> <li>• Review reports and any matters arising there from or in connection there with, and establish whether there is sufficient ground for further action;</li> <li>• Recommend, if need be, procedures to be put in place to manage reports that require immediate or urgent action;</li> <li>• Initiate investigations when required; and</li> <li>• Review and report to the Board of Directors the results of the investigations and recommendations for corrective or remedial actions, or (case the case may be), administrative or disciplinary actions to be taken.</li> </ul>
<p><b>Corporate Compliance &amp; Integrity Department</b></p>	<ul style="list-style-type: none"> <li>• Furnish a quarterly report to AC stating the number and nature of whistleblowing issues received the results thereof, follow up action and the unresolved issues.</li> <li>• Administer, implement and oversee ongoing compliance with this policy;</li> <li>• Assist the AC, in administrative and, if directed by the AC, to investigative work;</li> <li>• Be accessible to persons who wish to discuss any matter raised in or in connection with a report;</li> <li>• Work with the relevant officers towards ensuring that all efforts are taken to protect the whistleblower(s) and persons who participate (or who intend to participate) in the investigation arising from a report from reprisal;</li> <li>• Ascertain that the relevant supervisors promptly execute the corrective and / or remedial actions recommended by the AC;</li> </ul>

<i>(Cont'd)</i>	<ul style="list-style-type: none"><li>• Managing the telephone hotline based on the prescribed hours;</li><li>• Promptly receive, record (if the disclosure is made orally), a report and any matter arising there from or in connection therewith;</li><li>• Ensure that documents related to reports are retained in a safe, secure and proper manner; and</li><li>• Attend, in confidence, to inquiries about this policy and provide informal advice to persons who are considering making a disclosure under this policy</li></ul>
<b>Whistleblower</b>	<ul style="list-style-type: none"><li>• The make a report orally or in writing and submit it to the Head of Corporate Compliance and Integrity Department or the CEO of KGB (in accordance with paragraph B.7.1.2), if necessary;</li><li>• To assist in the information/evidence gathering stage;</li><li>• To assist in the investigation/domestic inquiry stage if required; and</li><li>• To appear as a witness if required.</li></ul>

**APPENDIX D: WHISTLEBLOWER CHECKLIST  
(Prior to contacting Corporate Compliance and Integrity Department)**

**1. Personal information**

a) Your name:

b) Your preferred phone number:

c) Your preferred e-mail address:

d) Best time for communication with you:

e) Best way of communication with you:  Phone  E-mail  Physical

**2. Report of wrongdoing in accordance with paragraph B5.1**

a) What is the wrongdoing or concern you want to report?

b) Do you have a serious suspicion or are you sure?  Serious suspicion  I am sure

When did it occur?

Where did it occur?

Who are, in your opinion, the persons involved?

What is, in your opinion, the potential damage (financially or otherwise) to the company or other interested parties?

g) Do you think it will happen again?  No  Yes, when:

**3. Personal action**

How did you become aware of the situation?

Do you know of any other person(s) who are aware of the situation, not being personally involved?  No  Yes:

c) Do you have any physical evidence, which can be handed over?  No  Yes: