

	POLICY STATEMENT AND PROCEDURES	
	DIVISION	GROUP

WHISTLEBLOWING POLICY

Policy Owner:
Head of Integrity & Discipline Department

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APPROVAL



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Date: 10/06/2024

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CG/AA/TM/SB
IDD/SMJ/MKMS/SK

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1.0 INTRODUCTION

The operations of MRCB Group should be conducted in a fair, transparent, and responsible manner and in compliance with all laws and regulations by adopting the highest standards of professionalism, honesty, integrity, and ethics.

In this regard, the Group is committed to developing a culture of openness and honesty where a person who is aware of a potential malpractice or misconduct is encouraged to report such matters in good faith and without fear of reprisal.

This Policy addresses Management's commitment towards achieving the highest ethical standards in all its practices to ensure transparency and accountability in relation to whistleblowing management.

This Policy, which is a part of the Group's overall Risk Management Framework, provides a framework for responsible and secure reporting of concerns about irregularities or breaches within the Group's operations. It is hoped that this whistleblowing policy shall act as an early warning system to avert possible risks of loss or reputation damage to the Group.

The key provisions in this policy have been aligned with the Whistleblowers Protection Act 2010, Companies Act 2016, Malaysian Anti-Corruption Commission Act 2009, and all applicable laws and regulations in Malaysia. This Policy shall be read together with the Code of Business Ethics ("Code") and the Policy and Procedures on Investigation & Industrial Relations. Provisions in this Policy shall be reviewed and amended whenever necessary to ensure its effective implementation.

Compliance with the policies and procedures stated in this document is mandatory, and disciplinary action may be taken against any staff found not complying with them.

2.0 SCOPE

- a) The Policy applies to any improper conduct, as defined in **Section 3.0** below, by any Director or Employee of the Group (including contractual, temporary, or short-term employees, and those on internships and secondment) that affects other employees, consultants, vendors, contractors, external agencies, or employees of such agencies, and/or any other parties which have a business relationship with the Group.
- b) However, this Policy is not intended to cover the following:
 - i) Customers' complaints about the Group's products and services;
 - ii) Personal grievances concerning an individual's terms and conditions of employment or other aspects of the working relationship, which are to be dealt with under the Group's procedures on grievance;
 - iii) Matters which are trivial, malicious, defaming, deceitful, or influenced by personnel agenda or ill will; and,
 - iv) Matters pending or determined through any tribunal, authority, court, arbitration, or other similar proceedings.

In the event an employee is unsure or uncertain whether a particular act or omission constitutes improper conduct under this Policy, the employee is encouraged to seek advice or guidance from the Head of IDD.

- c) Confidential disclosure may be made through the whistleblowing channel within the Group or to the relevant regulatory authorities or enforcement agencies. Disclosures to the regulatory authorities or enforcement agencies will be governed by the Whistleblower Protection Act 2010 or the relevant acts, as applicable. The provisions in this Policy only relate to disclosures made through the whistleblowing channel within the Group.

3.0 LIST OF ABBREVIATIONS AND DEFINITIONS

ARMC	Audit and Risk Management Committee
Board	Board of Directors of Malaysian Resources Corporation Berhad and/or its subsidiaries
Disclosure	Report of new or secret information of improper conduct or suspected improper conduct committed by an Employee
Enforcement Agencies	Any unit or body set up or established by the government having investigative and/or enforcement powers
Evidence / Exhibit	Any physical object, record, document (in any form), testimony, or other information that establishes the existence or non-existence of an allegation or fact
Fraud	Any activity that relies on deception in order to achieve financial or personal gain
Good Faith / Bona Fide	Evident when the report is made without malice or consideration of personal benefit; the employee(s) or any other person(s) has/have a reasonable ground to believe that the report is true. Good faith is lacking when the disclosure is known to be malicious or false.
IDD	Integrity & Discipline Department
Improper Conduct / Wrongdoing	Any conduct which, if proven, constitutes a disciplinary or criminal offence. This includes but is not limited to the following: <ul style="list-style-type: none"> i) Criminal offence or unlawful act, such as fraud, corruption, bribery, theft, embezzlement and extortion; ii) Forgery or alteration of any document or account belonging to companies within the Group; iii) Forgery or alteration of a cheque, bank draft, or any other financial document; iv) Misappropriation of company's funds, securities, supplies, or other assets; v) Impropriety in the handling or reporting of money or financial transactions; vi) Profiteering as a result of insider knowledge of the Group's activities; vii) Any conduct which is an offence or a breach of laws; viii) Financial malpractices; ix) Breach of the Group's Code of Business Ethics and Policies and Procedures; x) Improprieties of tender and procurement activities;

- xi) Abuse of power and position for personal gain;
- xii) Any act that poses a danger to health and safety;
- xiii) Any act that causes damage to the environment;
- xiv) Concealment of any of the above; and
- xv) Any misconduct as stated in “A Guide to Handle Disciplinary Problems Policy”.

The list of Improper Conduct under this section is non-exhaustive and shall include any other acts or omissions which, if proven, will constitute an act of misconduct pursuant to the Code of Business Ethics and/or a criminal offence under the relevant laws in force.

Investigating Team	Employees mandated to undertaking an investigation from the Integrity & Discipline Department or anyone else appointed by Management
MRCB / Company / Group	Malaysian Resources Corporation Berhad and/or its subsidiary companies
Recipients	Chairman of the Board, Group Managing Director, Chairman of Audit & Risk Committee, and Head of Integrity & Discipline Department
Reprisal Action	Disciplinary measures, demotion, suspension, termination of employment or service, or any other retaliatory action
Retaliation	<p>Misconduct and any detrimental act, direct or indirect, recommended, threatened, or taken against a Whistleblower or witness because of the person’s report or cooperation in the investigation.</p> <p>It extends to retaliation against any person since such a person was believed to have intended to report misconduct or believed to have reported misconduct, even if such a belief was mistaken. It may include harassment, discriminatory treatment, assignment of work outside of the corresponding job description, inappropriate performance appraisals or salary adjustments, or withholding of an entitlement.</p>
Whistleblower	An individual, who may or may not be an employee of the Group, who makes a confidential disclosure of an improper conduct that relates to any employees of the Group or its operations
Whistleblowing E-Form	Online digital reporting of improper conduct / wrongdoing via the MRCB website
Whistleblowing	A term used to describe the disclosure or revelation of information that one reasonably believes to be evidence of a contravention of any laws or regulations or organisation’s policies of information that involves wrongdoings committed by employees of the Group
Witness	An individual who provides information or evidence voluntarily or at the request of the Group regarding a matter under investigation

4.0 OBJECTIVES

The main objectives of this Policy are to:

- a) Promote an atmosphere that allows employees to fulfil their obligation to disclose improper conduct without fear of retaliation, discrimination, or harassment. It helps to nurture a culture of accountability and transparency among the employees;
- b) Encourage employees of the Group and members of the general public to disclose any improper conduct that they have become aware of;
- c) Provide employees and members of the general public dealing with the Group with the proper procedures for disclosing cases of improper conduct or wrongdoing;
- d) Guide employees of the Group and members of the general public in communicating instances of improper conduct to the appropriate party within the Group;
- e) Clarify the protection afforded to employees of the Group and any members of the general public who report allegations of such improper conduct; and,
- f) Establish the procedures for handling and managing disclosures of improper conduct appropriately and timely.

5.0 PRINCIPLES

- a) The following principles guide the development of this Policy:
 - i) Management's commitment towards the Group's five (5) core values of being Accountable, Customer-Centric, Courageous, Creative, and Driven, which are principles underlying the Group's strategic activities. Management is committed to constantly displaying integrity, transparency, impartiality, and accountability in the conduct of the Group's business affairs. Management expects improper conduct to be reported and facilitates this through an internal mechanism.
 - ii) Employee's duty to report improper conduct, even if it involves the management level.
 - iii) Management's encouragement to the Group's employees to aspire to achieve the highest possible legal and ethical standards in its business affairs. This Policy will enable MRCB to preserve the Group's integrity and enhance its trustworthiness.
 - iv) Management's promotion of an open communication and honest work culture by having this Policy in place to complement the normal channels of communication and reporting lines within the Group. It provides an alternative route for employees or any other persons to raise concerns.
 - v) Management's demonstration of preparedness by having this Policy act as an early warning system to identify problems or pre-empt a situation detrimental to the Group's interest.

6.0 POLICY AND PROCEDURES

6.1 MAKING A REPORT / DISCLOSURE

- a) The Whistleblowing process is illustrated in **Appendix 1**.
- b) A Whistleblower may make a disclosure on an improper conduct via e-mail to whistleblowing@mrcb.com or Whistleblowing E-Form, accessible from the Company's website.
- c) The disclosure shall include:
 - i) a description of the improper conduct and the person(s) involved;
 - ii) a background of the incident, including the relevant dates and location of occurrence;
 - iii) how the improper conduct was detected;
 - iv) reason(s) why the Whistleblower is particularly concerned about this (e.g., it may result in loss of the Group's assets / funds); and,
 - v) particulars or production of documentary evidence and witnesses, if any.
- d) The Whistleblower may also use the Whistleblower Reporting Form (refer to **Appendix 2** for a sample) when making the disclosure.
- e) A Whistleblower may identify him/herself when submitting a disclosure, which includes his/her name, contact details, and department / company name.
- f) Anonymous disclosures may be considered at the discretion of the Recipients. In exercising this discretion, the factors to be considered include:
 - i) the seriousness of the alleged issue;
 - ii) the credibility of the concern; and,
 - iii) the likelihood of confirming the allegation from other sources.
- g) Although the Whistleblower is not expected to prove beyond reasonable doubt the truth of the disclosure, the Whistleblower shall need to demonstrate that there are reasonable grounds for his/her concern(s) and provide sufficient information for the Group to take appropriate steps.
- h) The Whistleblower shall not attempt to personally conduct any investigations, interviews, or interrogations related to the matter being disclosed.

6.2 PROTECTION OF THE WHISTLEBLOWER

- a) Management's efforts to provide protection to the Whistleblower are as follows:
 - i) Assurance
 - Prohibition of any form of retaliatory or discriminatory action against the Whistleblower for raising concerns in good faith.
 - Protection of the Whistleblower, who raised concerns in good faith, from any form of retaliatory or discriminatory action.

- Relocation / transfer of the Whistleblower who has raised concern(s) in good faith to another subsidiary within the Group, provided the Whistleblower is an employee of the Group and the situation warrants the relocation / transfer, after receiving consent from the employee concerned.
- Protection of the Whistleblower's identity from any unauthorised disclosure before, during, or after an investigation.
- If the Whistleblower was or is involved in or associated with the wrongdoing, the employee is encouraged to make a voluntary disclosure and his/her admission and cooperation shall be given due consideration in determining the appropriate disciplinary action.
- Employees who refuse to pay bribes or participate in acts of fraud or corruption will not be penalised, even if such refusal may result in MRCB losing business.

ii) Confidentiality

- The Whistleblower's identity shall be protected and treated as confidential, unless required under the provisions of law and for the purpose of conducting internal investigations.
- All information disclosed by the Whistleblower shall remain confidential, provided that such information has not already been disclosed to any other parties and unless such information is necessary to the conduct of the investigation and remedial action. The Group shall use all available means, including physical, electronic, and procedural controls, to maintain the confidentiality of information obtained from the Whistleblower.
- Contact with the Whistleblower shall be kept to a minimum and at a location agreed by the Whistleblower. Meetings and discussions with the Whistleblower shall only be held for the purpose of obtaining clarity of information provided during the investigation.
- Employees who are involved in an investigation in any capacity are required to preserve and protect the confidentiality of information related to the investigation, including the identity of the subjects of the investigation, witnesses, and other parties concerned. Breach of confidentiality will lead to disciplinary actions.
- If the Whistleblower chooses to disclose his/her own identity voluntarily, MRCB will no longer be obligated to maintain the confidentiality of the Whistleblower's identity and the information provided.

iii) Retaliation

- Employees of the Group are prohibited from taking retaliatory action against the Whistleblower who has raised a concern in good faith. Any employee of the Group who violates this Policy will be subjected to disciplinary action, including termination of employment.

- Employees who have raised concerns in good faith and reasonably believe that they have been subjected to retaliatory action, as a direct consequence for making a disclosure under this Policy, may consult IDD. IDD shall take immediate action to investigate the retaliatory action .
 - A report of a retaliatory action shall not interfere with the investigation of the primary allegation of improper conduct or wrongdoings.
 - If the retaliatory action is proven to be true, then IDD shall make a recommendation to the Recipients on the appropriate disciplinary action to be taken against the employee(s) of the Group who are involved in the said retaliatory action.
- iv) Exception
- This Policy shall no longer be applicable, provide immunity, or protect the Whistleblower against any disciplinary action following an intentional misconduct by the Whistleblower. This includes wilfully making malicious allegations in which the Whistleblower is aware such information or allegation to be false or fabricated with an intent to mislead.
 - The right of the Whistleblower for protection under this Policy does not include immunity for any involvement or interest in the matters that are the subject of the allegations and the subsequent investigation. If the employee was or is involved in improper conduct or wrongdoing, the employee is encouraged to make a disclosure voluntarily and shall be given due consideration.
 - Any other persons who have business dealings with the Group and are found to have made false or malicious allegations or who have retaliated against the Whistleblower may have their contract(s) terminated or disqualified from participating in the Group's business activities. A civil action may also be brought, subject to legal advice.
- b) Vendors of the Company and members of the public who act as a Whistleblower shall also be protected by the Company regarding their identity, subject to the conditions fulfilled as per **Clause 6.2 (c)** below.
- c) Protection to the Whistleblower shall be accorded by MRCB only when the Whistleblower satisfies all the following conditions:
- i) The disclosure is done in good faith and is not frivolous, vexatious, or made with malicious intent or ulterior motive;
 - ii) The Whistleblower has disclosed his/her identity and contact details;
 - iii) The Whistleblower has not communicated the disclosure to any other parties; and,
 - iv) The disclosure is not made for personal gain or interest.
- d) Upon making the disclosure, the Whistleblower's identity shall be protected and kept confidential, unless otherwise required by law or for any proceedings by or against MRCB.
- e) The identity and personal information of the Whistleblower and the alleged wrongdoer may only be revealed to the persons engaged in the investigation process.

- f) Protection against retaliatory action shall be extended to any other parties associated with the employee.

6.3 RECEIVING A WHISTLEBLOWER REPORT

- a) Upon receiving a whistleblowing report, the Recipients shall review and evaluate the disclosure by the Whistleblower and decide on the next course of action as soon as possible. This may entail obtaining further information, requiring an investigation to be conducted, making a police report, or notifying the relevant regulatory authority.
- b) If the allegation is related to any of the Recipients, he/she shall be excluded immediately from any further deliberation pertaining to the allegation.
- c) If an investigation is required, the Recipients shall appoint a suitable and competent employee / external investigator to conduct the investigation within an approved timeframe. The investigation shall be carried out by and reported to personnel who are not part of the role or function of the person being investigated.
- d) The Head of IDD or Head of the Investigating Team shall contact the Whistleblower, whose identity was disclosed within ten (10) working days of receiving the report, to explain the actions that shall be or have been taken.
- e) The Whistleblower shall also be informed of the following:
 - i) Not to contact the suspected employee(s) in an effort to determine the facts or demand restitution; and,
 - ii) Not to discuss the case, facts, suspicions, or allegations with anyone except the Investigating Team.
- f) The Investigating Team shall conduct the investigation, and upon conclusion of the investigation or at key milestones, the Head of the Investigating Team shall submit a report on the findings and recommendations to the Recipients for their discussion and deliberation on the next course of action to be taken. The said action shall be conducted accordingly.
- g) If a decision of the ARMC or the Board is required, an ARMC meeting or a Board meeting, as the case may be, shall be convened to deliberate on the matter. Based on the decision made, the required action shall be conducted accordingly.
- h) If the Board are of the view that the matter reported has not been satisfactorily resolved, resulting in a breach of the Bursa Malaysia Securities Berhad's Listing Requirements, the Board shall promptly report such matter to Bursa Malaysia Securities Berhad in accordance with the Listing Requirements.

6.4 INVESTIGATION PROTOCOL

- a) The Investigating Team shall maintain objectivity, impartiality, and fairness throughout the investigative process and conduct its activities competently and with the highest levels of integrity.
- b) In particular, the Investigating Team shall perform its duties independently from those responsible for or involved in operational activities and from employees liable to be subject to investigations. The Investigating Team shall also be free from improper influence and fear of retaliation.

- c) All investigations of Whistleblowing reports received shall be conducted by the appointed Investigating Team only. The Whistleblower or any other personnel shall not attempt to conduct their own investigation.
- d) The Whistleblower shall cooperate with the Investigating Team. Meetings may be arranged off-site to protect the confidentiality of the Whistleblower.
- e) Members of the Investigating Team shall have access to all relevant records. Documents provided for investigation purposes shall be acknowledged accordingly.
- f) All employees of the Group are expected to cooperate and provide the necessary assistance to the Investigating Team.
- g) There should not be any attempt to deliberately destroy, alter, or remove any documentary information or evidence.
- h) The Investigating Team may decide to meet with the employee(s) under investigation and, if deemed appropriate, recommend temporary suspension from his/her current duties until such time as the investigation either confirms his/her involvement in the improper conduct or clears them of suspicion. Refer to the Group's ***P&P on Investigation and Industrial Relations (Ref. No.: MRCB/PG/22-01)*** for procedures on suspension.
- i) The Investigating Team may also schedule relevant meetings with other person(s) suspected to have been involved or to have any knowledge of the alleged improper conduct. All such meetings shall be conducted confidentially, and the Investigating Team shall document all matters discussed.
- j) Upon completion of the investigation, the Investigating Team shall submit a written report of its findings and recommendations. The Investigation Report containing the following vital information shall be properly documented:
 - i) The specific allegation(s) of improper conduct;
 - ii) Level of risk and its implications to the organisation;
 - iii) Relevant information and supporting evidence obtained during the investigation; and,
 - iv) Conclusions made and justification.
- k) Based on the investigation's findings, disciplinary action, if any, should be taken (including whether or not a domestic inquiry shall be conducted) per the Limits of Authority. The relevant policies and procedures on disciplinary action shall apply.
- l) The offending employee shall be informed of the decisions made.
- m) The Head of IDD or Head of the Investigating Team shall notify the Whistleblower of the action(s) that has/have been taken.
- n) The Recipients shall also notify the ARMC or the Board of Directors of the disclosure received, the outcome of the investigation, and action(s) taken. The factors to be considered include:
 - i) the seriousness of the issue raised; and,
 - ii) the allegation is against any of the Recipients or Senior Management.
- o) All records of disclosures shall be managed in compliance with the provisions of the Personal Data Protection Act (PDPA) 2010 and other applicable laws.

6.5 COMMUNICATION

- a) During the investigation stage, information on the case shall be restricted only to individuals on a need-to-know basis. If need be, the Corporate Communications team shall be involved in preparing an appropriate statement for release to the public.
- b) Employees involved shall be reminded to preserve the confidentiality of the matter.
- c) All employees shall be familiar with and comply with this Policy and Procedures.
- d) Announcement(s) as required by the regulatory authorities shall be made accordingly and in compliance with the disclosure requirements of the relevant regulations.

7.0 REVIEW

This policy shall be subject to review from time to time to ensure that the principles and guidelines expressed in the policy are consistent with MRCB's policies and guidelines, strategic plans, Limits of Authority, and business requirements.

APPENDIX 1: WHISTLEBLOWING WORKFLOW

Activity	Timeline	Responsibility
<pre> graph TD Start([Start]) --> A[Lodge a report on improper conduct by an employee via email, Whistleblowing E-form, or Whistleblower Reporting Form] A --> B[Receive report, review disclosure, and decide on the next course of action] B --> C{Investigation Required?} C -- No --> D((1)) C -- Yes --> E[Appoint Investigating Team] E --> F[Inform Whistleblower of the next course of action] F --> G[Conduct Investigation] G --> H[Report Investigation Findings] H --> I[Deliberate on investigation findings and decide on further action required] I --> J{{A}} </pre> <p>The flowchart details the whistleblowing process. It begins with a 'Start' terminal, leading to the activity 'Lodge a report on improper conduct by an employee via email, Whistleblowing E-form, or Whistleblower Reporting Form'. This activity is associated with a 'Whistleblowing Report' document. The process then moves to 'Receive report, review disclosure, and decide on the next course of action'. A decision diamond asks 'Investigation Required?'. If 'No', the process goes to a circle labeled '1'. If 'Yes', it proceeds to 'Appoint Investigating Team', then 'Inform Whistleblower of the next course of action', 'Conduct Investigation', 'Report Investigation Findings' (associated with another 'Whistleblowing Report' document), and finally 'Deliberate on investigation findings and decide on further action required'. The process ends at a terminal labeled 'A'.</p>	<p>As soon as possible</p> <p>Within an approved timeframe</p> <p>Within ten (10) days of receiving the report</p>	<p>Whistleblower</p> <p>Recipients</p> <p>Recipients</p> <p>Recipients</p> <p>Head of IDD / Head of Investigating Team</p> <p>Investigating Team</p> <p>Investigating Team</p> <p>Recipients / ARMC / Board</p>

Activity	Timeline	Responsibility
<pre> graph TD A{{A}} --> D{Any action on staff required?} D -- Yes --> B[Obtain approval to take necessary disciplinary action on staff] B --> C[Inform Whistleblower of action taken] C --> E[If necessary, ARMC or the Board will be notified of the disclosure, outcome of investigation and action taken] E --> F[End] D -- No --> G((1)) G --> C </pre>		<p>Recipients / ARMC / Board</p> <p>Head of IDD</p> <p>Head of IDD / Head of Investigating Team</p> <p>Recipients</p>

APPENDIX 2: WHISTLEBLOWER REPORTING FORM - SAMPLE

Name:		NRIC No.:	
Phone No.:		Email Address:	
Employee No.: (for staff only)		Department:	
Details of Allegation:			
<p>1. Person(s) Involved: _____</p> <p>2. Location: _____</p> <p>3. Date and Time: _____</p> <p>4. Incident / Details of Allegation: _____</p> <p>5. How Incident Was Detected: _____</p> <p>_____</p> <p>_____</p> <p>6. Evidence Available: _____</p> <p>_____</p> <p>_____</p> <p>7. Concern and/or Potential Impact of Allegation:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>			
Declaration:			
<p>I hereby declare that the information provided herein is true to the best of my knowledge and belief and I have made this disclosure voluntarily. I understand that the MRCB Group will use the information provided for the investigation process.</p> <p>.....</p> <p>Name:</p> <p>Date:</p>			