

**POLICY FOR DISCLOSURE OF INFORMATION CONCERNING  
WRONGDOING AT THE WORKPLACE**

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**(I) DEFINITION**

For definitions, the following terms referred to in this Policy shall, unless the context otherwise requires, have the following meanings:

<b>Acts</b>	means the Act of Parliament
<b>BHB</b>	means BIMB Holdings Berhad
<b>Board</b>	means the Board of BHB
<b>Circular</b>	means Memos, Standard Operating Procedures, Scheme of Service, Authority Limit, Terms or Reference issued by BHB and any other relevant documents issued from time to time
<b>CPC</b>	means the Criminal Procedure Code (revised 1999)
<b>Chairman of the AEC</b>	means the Chairman of the Audit and Examination Committee of BHB
<b>Deciding Authority</b>	means the Board of BHB
<b>Directors</b>	means Executive and Non-executive Directors of BHB
<b>Employees</b>	means Directors, permanent/non-permanent staff (of all grades inclusive clerical/non-clerical) in the employment of BHB
<b>GMD/CEO</b>	means the Group Managing Director/Chief Executive Officer of BHB
<b>Other person(s)</b>	means non-employees of BHB
<b>Prescribed Officer</b>	means the Group Managing Director/Chief Executive Officer of BHB or any officer designated by him.
<b>Policy</b>	means this Whistle Blowing Policy
<b>Service Providers</b>	means people or entities performing services for BHB including contractors and/or consultants
<b>Whistleblower</b>	has the same meaning specified in paragraph (III) A.1.
<b>Wrongdoer</b>	the alleged person who committed the Wrongdoing
<b>Wrongdoings</b>	has the same meaning specified in paragraph B.1.
<b>Joint whistleblower</b>	means two or more persons or entities

### **Interpretation**

In this Policy, unless the context otherwise requires:

- (a) the Recitals, headings and underlines are for convenience only and do not affect the interpretation of this Policy;
- (b) words and phrases defined in the Act, shall bear the same meanings herein;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing a gender include any gender; and
- (e) an expression importing a natural person includes any corporation or other body corporate, partnership, association, Public Authority, two or more persons having a joint or common interest, or any other legal or commercial entity or undertaking.

## **(II) INTRODUCTION**

1. Whistleblowing is a form of disclosure. It involves a person(s) i.e. the Whistleblower(s) raising serious concerns in good faith at an early stage about risks of likelihood of a potential wrongful activities or reporting of a Wrongdoing.
2. The Whistleblower usually works within the organisation and has knowledge of the underlying facts and circumstances of the likelihood surrounding a Wrongdoing within that organisation.
3. **BHB** recognises that having a whistleblowing system contributes to a more efficient, effective and transparent organisation.
4. This whistleblowing policy (hereinafter referred to as "Policy") is intended to enable employees and other persons to make disclosures about likely Wrongdoings at an early stage to a designated person in **BHB** without fear of reprisal so that the likely Wrongdoings can be identified and resolved quickly within **BHB**.
5. At the same time, this Policy is to also ensure that people exercise their rights (to make a disclosure) responsibly and sensibly when suspecting the likely Wrongdoings.
6. The **development of this Policy is guided** by the following principles:
  - 6.1 **BHB** is committed to the values of transparency, integrity, impartially and accountability in the conduct of its business and affairs. It expects Wrongdoings such as fraud, corruption, serious financial impropriety and gross mismanagement to be reported. To facilitate this process through an internal mechanism.
  - 6.2 A whistleblowing policy reflects **BHB's** commitment to be vigilant at all times. It covers disclosures about risks that a Wrongdoing is likely to happen. Such disclosures act like an early warning system to identify problems or pre-empt a situation detrimental to the interest of **BHB**. It also makes **BHB** better prepared to manage risks and contingencies including how to avoid similar problems in the future or prevent similar Wrongdoings from occurring.
  - 6.3 **BHB** promotes an open communication and honest work culture by setting up internal procedures to address concerns for likely Wrongdoings. This Policy complements the normal channels of communication and reporting lines within **BHB**. It also provides an alternative route for employees to raise concerns if the usual lines of communication is not available as the complaint relates to his or her immediate supervisor or head of department.
  - 6.4 **BHB** encourages its employees to aspire to achieve the highest possible legal and ethical standards. Integrating whistleblowing policies into **BHB's** practices and culture help to deter fraud, corruption and mismanagement. Through an effective

implementation of this Policy, **BHB** is able to preserve its integrity and transparency. This in turn enhances and builds credibility with **BHB's** stakeholders.

7. The **purpose and objectives of this Policy** are as follows:-

- 7.1 To facilitate the process of disclosure as early as possible and in a responsible manner by putting into place of an internal procedures.
- 7.2 To address a disclosure in an appropriate and timely manner. When disclosure matters are addressed, they may be prioritised according to the nature or gravity of the alleged Wrongdoings or reported risks and the magnitude of their repercussions.
- 7.3 To protect a Whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such person's confidentiality.
- 7.4 To treat both the Whistleblower and the alleged wrongdoer fairly. The Whistleblower will be informed of the status of his or her disclosure. The alleged wrongdoer will be informed of the allegations (though not necessarily at the beginning of the investigation) and given an opportunity to answer the allegations. The identity and personal information of the Whistleblower and the alleged wrongdoer will be disclosed to the individuals involved in the investigations or any other processes on a "need to know" basis.

**(III) MONITORING AND REVIEW**

1. In general, all disclosures pursuant to this Policy are to be made to the Prescribed Officer who is the GMD/CEO or to an officer designated by GMD/CEO from time to time.
2. The Prescribed Officer is responsible for ensuring compliance with this Policy and will prepare a report annually for the Board.
3. The Board will be apprised of disclosure matters which are serious in nature or have grave repercussions.
4. This Policy may be reviewed and amended from time to time, as and when necessary, to ensure its relevance and effectiveness in keeping with **BHB**'s changing business environment or administrative or operational needs.

## **(IV) PROCEDURES**

### **Prelude**

This Policy is intended to complement the normal channels of communication and reporting lines within **BHB**. Employees should first consult or raise their concerns with their immediate supervisors or heads of departments, or the head of the Corporate Services Department or, where necessary, the GMD/CEO. However, if their complaints relate to such persons or if their concerns remain unresolved, this Policy provides an alternative avenue for employees to make formal disclosures.

### **A. WHO CAN DISCLOSE**

1. The following individual or entities may make a disclosure:
  - 1.1 **BHB's** employees including employees on contract terms, temporary or short-term employees and employees on secondment.
  - 1.2 Individual(s) or entities performing services for **BHB** including contractors and/or consultants ("Service Providers").
  - 1.3 Members of the public who are natural persons, not being incorporated or unincorporated bodies.

For clarification purposes, Whistleblowers can also be made jointly i.e. by more than one person ("Joint whistleblower").

### **B. WHAT TO DISCLOSE**

1. A disclosure ("Disclosure") may be made if it relates to one or more of the following Wrongdoings by any persons in the conduct of **BHB's** business or affairs. :
  - Corruption, embezzlement, fraud or dishonesty.
  - Criminal offence as defined in the CPC.
  - Misuse of **BHB's** funds or assets.
  - Gross mismanagement within **BHB** as stated in the Circulars or Standard Operating Procedure's of BHB.
  - Serious financial irregularity or impropriety within **BHB** as stated in the authority limit approved by the Board.

- Breach of Circulars and other terms and conditions for employment issued from time to time for its employees and Board Members of **BHB**.
  - An act or omission which creates a substantial and specific danger to the lives, health or safety of **BHB**'s employees or the public or the environment.
  - Failure to comply with the provisions of Acts of Parliament or Guidelines issued by regulators 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.
2. This Policy excludes any issues, complaints or concerns about:
- 2.1 matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;
  - 2.2 matters pending or determined through **BHB**'s disciplinary proceedings; and
  - 2.3 matters pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.
3. A Wrongdoing could occur in the course of **BHB**'s business or affairs or at any workplace i.e. any place related to the **BHB**'s business or affairs, for example, on **BHB**'s premises, at a charity event organised by **BHB**, or any event attended by its employee in the course of his or her work.
4. If an employee is unsure whether a particular act or omission constitutes a Wrongdoing under this Policy, he/she is encouraged to seek advice or guidance from his or her supervisor or head of department, or the head of Legal Department or, where necessary, the GMD/CEO.

### **C. WHEN TO DISCLOSE**

1. A Whistleblower should come forward with any information or document that he/she, in good faith, reasonably believes that the Wrongdoing is likely to happen or is being committed or has been committed.
2. The Whistleblower needs to demonstrate that he/she has reasonable grounds for the concerns. However, he/she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he/she knows as a matter of fact that there are very likely risks that a Wrongdoing is going to take place, such genuine concern should be raised at that early stage.

3. Disclosure should be made immediately upon such information or document is obtained by the Whistleblower. Delaying the Disclosure may be detrimental to the Whistleblower as well as any investigation, and makes it more difficult for **BHB** to address and resolve the concerns.
4. If a Whistleblower was or is involved in the particular Wrongdoing, he/she is encouraged to make a disclosure and the voluntary admission will be given due consideration. The protection to the Whistleblower provided by this Policy may not apply depending on the nature or gravity of the Whistleblower's involvement and/or the gravity of the Wrongdoing.

#### **D. HOW TO PROCEED**

1. Generally, all disclosures pursuant to this Policy are to be made to the Prescribed Officer except in the circumstances specified below. The Prescribed Officer is currently the GMD/CEO of **BHB**.

##### Initial Disclosure

2. A Disclosure can be made either in writing or orally.
3. The Prescribed Officer will commit in writing a Disclosure made verbally and the Whistleblower is to confirm the written statements. As far as reasonably practicable, such Disclosure will be made in a private room within **BHB**'s office.
4. A Disclosure shall include at least the following particulars:
  - 4.1 (a) If the Whistleblower is an employee of **BHB**, his or her name, designation, current address and contact numbers: or
  - (b) if the Whistleblower is not an employee of **BHB**, his or her name, name of employer and designation, current address and contact numbers (preferably a landline and mobile telephone number);
  - 4.2 The basis or reasons for his or her concerns including as many details of the likely Wrongdoing as possible, for example, its nature, the date, time and place of its occurrence and the identity of the alleged wrongdoer;
  - 4.3 Particulars of witnesses, if any; and
  - 4.4 Production of documentary evidence, if available.
5. The Whistleblower may be asked to provide further clarifications and information if and when an investigation is conducted.

### Screening

6. The **Prescribed Officer will screen and assess the Disclosure** to determine whether it is related to a likely Wrongdoing or it is excluded from the scope of this Policy, and will prepare specific recommendations to the Deciding Authority. This initial process should not take more than one (1) calendar month from the date the Prescribed Officer receives the Disclosure. It must be completed immediately if the likely Wrongdoing has the potential of causing very serious or irreparable harm to **BHB**.
7. A Disclosure **can also be made directly** to the **Chairman of the AEC** in either of the following circumstances:
  - 7.1 Where the likely Wrongdoing involves the Prescribed Officer; or
  - 7.2 Where the likely Wrongdoing does not involve the Prescribed Officer but the Whistleblower, in good faith, reasonably believes that there will be a cover-up by the Prescribed Officer or that the Prescribed Officer is confronted with a conflict of interest (for example, the Prescribed Officer is a close friend of the alleged wrongdoer).
  - 7.3 In either circumstance, the Chairman of the AEC may designate any persons or registered auditors, other than the Prescribed Officer, from within or outside **BHB** to conduct any investigation or to carry out any other process pursuant to this Policy. and make recommendation to the Board for a final decision(s).

### Referral to Deciding Authority

8. In compliance to paragraph 6 above, the Disclosure together with the recommendations will be made by the Prescribed Officer who has within his or her authority to make final decisions including but not limited to any of the following:
  - 8.1 Rejection of the Disclosure.
  - 8.2 Directing the investigation on the likely Wrongdoing under other internal procedures, Circulars and other terms and conditions of employment and disciplinary procedures of BHB.
  - 8.3 Directing a resolution without recourse to an investigation (for example, a straight forward issue).
  - 8.4 Directing investigations of the Disclosure and any persons involved or implicated.
  - 8.5 Suspending the alleged wrongdoer or any other implicated persons from work to facilitate any fact-finding or to avoid any employee's exposure to a threat or harm.

- 8.6 Designation of any other persons from within or outside **BHB** to conduct any investigation or to carry out any other processes pursuant to this Policy.
- 8.7 Obtaining any other assistance from external auditors or external legal advice or any other appropriate advice.
- 8.8 Referral to the police or any other appropriate enforcement authority.
9. If the disclosure involves a Board Member of **BHB**, except the Chairman of the Board, following paragraph 6 above, the disclosure will be referred directly to the Chairman of the Board who will then be responsible for the investigation and recommendation to the Board. A disclosure involving the Chairman of the Board is to be referred to the Audit Committee who will then be responsible for the investigation and recommendation to the Board. In such circumstances, the Board will elect an alternative Chairman among the members to address the issue and the Board will be the authority to make final decision.

#### Being Informed, Opportunity To Be Heard

10. The Whistleblower will be informed of the progress of the status of his or her Disclosure from time to time.
11. 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 Policy.
12. The **alleged Wrongdoer may be asked to attend a meeting to discuss the allegations** (hereinafter referred to as "the Meeting") and must attend the Meeting unless the Prescribed Officer is given prior notice of inability to attend, preferably to be supported by written documents. He/she will be given an opportunity to answer the allegations at the Meeting, and his or her **verbatim answers will be recorded and incorporated into the minutes of the meeting**. The Meeting may be adjourned for the Chairman of the Meeting to get any necessary advice or further information. The Meeting will be held after the preliminary finding of the investigation.
13. In the event the Whistleblower is implicated or discovered to be or have been involved in the alleged Wrongdoing, he/she may also be investigated as part of the fact-finding process. An investigation against the Whistleblower shall not be treated as a reprisal against the Whistleblower. It is to facilitate a fair decision-making. The Whistleblower may then be asked to attend a meeting to discuss the allegation and must take all possible steps to attend the meeting unless he/she has given prior notice of inability to attend, preferably to be supported by written documents. He/she will be given an opportunity to answer the allegations at that meeting, and his or her answers will be recorded verbatim and be incorporated in the minutes of that meeting. The Meeting may be adjourned for Chairman of the meeting to get any advice or make any further

investigation.

14. On conclusion of the investigation and the meeting, the Whistleblower and, the alleged wrongdoer will be notified of the decision and the basis thereof by the deciding authority.

#### Consequence of Wrongful Disclosure

13. If an employee of **BHB** has, or is found to have:
  - (a) committed a Wrongdoing;
  - (b) made a disclosure not in accordance with the requirements of this Policy (for example, dishonest, mischievous or malicious complaints); or
  - (c) participated or assisted in any process pursuant to this Policy otherwise than in good faith,

depending on the grade of the employee, in the event the employee's grade is Vice President or above (ie. from Grade 17), the action will be determined by the GMD/CEO. If the employee's grade is Assistant Vice President and below (ie. from Grade 16), the action will be determined by the GMD/CEO or may be delegated to a Senior Vice President. The action to be taken may include formal warning or reprimand, disciplinary measures, suspension, demotion, monetary fines, termination of employment or services with **BHB** or any other form of punishment.

#### **E. PROTECTION**

1. Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Policy:
  - 1.1 the Whistleblower will be protected from a reprisal within **BHB** as a direct consequence of his or her disclosure; and
  - 1.2 the Whistleblower's identity will be protected will be kept confidential unless otherwise required by law or for the purposes of any proceedings by or against **BHB**.
2. The identity and personal information of the Whistleblower and the alleged wrongdoer may be revealed to persons involved in investigations or any other processes on a "need to know" basis.
3. A reprisal means disciplinary measures, demotion, suspension or termination of employment or services with **BHB** or a threat to do any of these actions.

4. If a Whistleblower, in good faith, reasonably believes he/she is being subjected to harassment, victimisation or a reprisal as a direct consequence of having made a disclosure under this Policy, he/she may consult with the Prescribed Officer in confidence. Essentially, the complaint will be processed according to similar procedures and requirements as a whistleblowing disclosure prescribed at D.12 above.

Depending on the result of the investigation and on the grade of the employee, in the event the employee's grade is Vice President or above (ie. from Grade 17), the action will be determined by the GMD/CEO. If the employee's grade is Assistant Vice President and below (ie. from Grade 16), the action will be determined by the GMD/CEO or may be delegated to a Senior Vice President. The action to be taken may include formal warning or reprimand, disciplinary measures, suspension, demotion, monetary fines, termination of employment or services with **BHB** or any other form of punishment.

5. Any aspects and elements relating to employee protection and employer-employee rights, benefits and obligations do not apply to Service Providers and members of the public.

**(IV) QUICK CHECKLIST FOR A WOULD-BE WHISTLEBLOWER**

Do

- promptly document the alleged Wrongdoing according to specific point of the allegation and should be supported by documentary evidence;
- do disclose in good faith – think of the consequences before acting; and
- adhere to this Policy and consult the appropriate officer as designated in the Policy

Don't

- be afraid to raise genuine concerns;
- accuse any individuals directly; and
- use this Policy because of ill will or because of personal agenda.

## BIMB HOLDINGS BERHAD

**Private and Confidential**

### WHISTLE BLOWING FORM

To : Prescribed Officer of **BHB**

Name of the Alleged Wrongdoer	:	
Description of the Incident;	:	
a) Time of Occurrence	:	
b) Date of Occurrence	:	
c) Description of the incidence (kindly use attachment if necessary)	:	
d) Place of incidence:	:	
e) Witnesses, if any:	:	
f) Supporting documents, if any.	:	
g) Other Comments	:	

I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act, 1960.

.....

(Signature of person making the declaration)

Name:

Date:

Department/ Division : \_\_\_\_\_

Date : \_\_\_\_\_

Address : \_\_\_\_\_

(If not an employee of **BHB**)

Contact Number :Tel. \_\_\_\_\_

H/P \_\_\_\_\_

in the presence of

.....

(Signature of Prescribed Officer of BHB)

Name:

Date: