

 I-Berhad

**WHISTLEBLOWING
POLICY AND PROCEDURES**

I-BERHAD (196701000055 7029-H))

WHISTLEBLOWING POLICY

A. INTRODUCTION

In line with corporate governance practices as prescribed in the Malaysian Code on Corporate Governance 2012, the Board and Management of I-Berhad Group or Group (“collectively, I-Berhad and its subsidiaries) encourage its employees and associates (“the reporting individual”) to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Company.

B. OBJECTIVES

The objective of this policy is to provide and facilitate a mechanism for any whistleblower to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

It is also to facilitate complaints in an appropriate and timely manner. When such matters are addressed, they may be prioritised according to the nature or gravity of the alleged wrongdoing(s) or reported risk(s) and the magnitude of the repercussions.

This policy is to protect a Whistleblower from reprisal as direct consequence of making a complaint and to safeguard the Whistleblower’s confidentiality and to treat both the Whistleblower and alleged wrongdoer fairly. The identities and personal information of the Whistleblower and the alleged wrongdoer shall be kept in strict confidential and reasonably practicable.

C. SCOPE & DEFINITION

(i) Improper Conduct

Any conduct which if proven, constitutes a disciplinary offence or a criminal offence.

(ii) Fraud

Fraud is the act of making false representations of material facts whether by words or conduct, by concealing information, or by making misleading statements in order to obtain some benefits or payments that would otherwise not exist.

Fraud includes (but not limited to) any questionable accounting practices or irregularities in the Company’s reported financial statements and non-compliance with the Company’s internal financial controls and procedures.

These acts may be committed either for the reporting individual's own benefit, or for the benefit of some other party. These acts must have been committed knowingly, wilfully and intentionally.

(iii) Abuse

Abuse consists of practices that cause unnecessary costs to the Company. Abuse can be similar to fraud, except that it is not necessary to prove that abuse was performed knowingly, wilfully and intentionally.

(iv) Waste

Waste is spending money or using resources on goods or resources in excess of actual need. Waste does not necessarily produce a benefit for the reporting individual, but is an act of poor management of resources.

D. POLICY & PROTECTION

(i) Anonymity

It is the policy of the Company to allow the whistleblower to either identify themselves or if they prefer, to remain anonymous when reporting suspected and/or known instances of misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

(ii) Assurance against reprisal and/or retaliation

Where the whistleblower has chosen to reveal his/her identity, it is the policy of the Company to provide assurance that the whistleblower would be protected against reprisals and/or retaliation from his/her immediate superior or head of department/division.

In addition, the Company provides assurance that no disciplinary action can be taken against the whistleblower as long as he/she does not provide false information in the report "*purposely, knowingly or recklessly*" i.e. the report is basically malicious in nature.

(iii) Confidentiality

The Company shall treat all reports or disclosures as sensitive and will only reveal information on a "need to know" basis or if required by law, court or authority.

The identity and particulars of the whistleblower shall also be kept private and confidential unless the whistleblower chose to reveal his/her identity.

Where the whistleblower has chosen to reveal his/her identity when making such a report, written permission from the whistleblower would be obtained before the information is released.

(iv) Immunity

All costs in relation to any legal liabilities or proceedings (whether criminal or civil) that may be brought against the whistleblower shall be borne by the Company and the selection of the lawyer defending the legal action shall be made by the Company.

(v) Protection

The whistleblower shall also be protected against:-

- (a) action causing injury, loss or damage;
- (b) intimidation or harassment;
- (c) interference with the lawful employment or livelihood of the reporting individual, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the reporting individual's employment, career, protection, trade or business or the taking of disciplinary action; and
- (d) a threat to take any of the actions referred to in paragraphs (a) to (c) above.

E. REVOCATION OF POLICY & PROTECTION

The protection stated in Section D above shall be revoked by the Company if:-

- (i) the whistleblower himself has participated in the improper conduct, wrongdoings, corruption, fraud, waste, and/or abuse;
- (ii) the whistleblower wilfully or maliciously made his disclosure, knowing or believing the information is false or untrue;
- (iii) the disclosure is frivolous or vexatious; or
- (iv) the disclosure is made with the intention or motive to avoid dismissal or other disciplinary action.

F. PROCEDURE FOR REPORTING IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND/OR ABUSE

- (i). If a whistleblower suspects that improper conduct, wrongdoings, corruption, fraud, waste, or abuse has occurred, the whistleblower is encouraged to contact the Group Internal Audit Department.

This can be done in writing, by telephone and e-mail. The disclosure should be addressed to:

Mr Lim Ai Jet
Internal Auditor
Level 30, Sumurwang Tower
i-City, Selangor Golden Triangle
40000 Shah Alam, Selangor

Phone (Direct Line): +603 5521 8922
E-mail: aijet.lim@i-city.my

The disclosure may be made orally provided that the authorised officer, upon receiving the disclosure made orally shall as soon as it is practicable, reduce it into writing.

In the event there is a need to contact someone other than the Internal Auditor, a whistleblower may report directly to the Group Internal Audit Department

- (ii). If the whistleblower is unsure of the type of evidence needed for the Group Internal Audit Department to begin an investigation, the whistleblower is encouraged to use the “*Report of Improper Conduct, Wrongdoings, Corruption, Fraud, Waste &/or Abuse*” form provided in Appendix 1.

A copy of the form can also be downloaded from the I-Berhad website. The whistleblower may wish to send this form via local postal service if you wish to remain anonymous. This form will aid you in providing adequate information to the Group Internal Audit Department so that they can begin investigations.

- (iii). If the whistleblower prefers to remain anonymous, the whistleblower may call the Internal Auditor (Mr Lim Ai Jet) at +603 5521 8922 approximately fourteen days after the initial report. This enables the Internal Auditor to ask any follow-up questions that have arisen since the beginning of the investigation.

G. PROCEDURE FOR HANDLING REPORTS OF FRAUD, WASTE AND/OR ABUSE

- (i). The Internal Auditor will maintain a record of the complaints and will track their receipt, investigation and resolution.
- (ii). The Internal Auditor will seriously consider each disclosure and pursue it to the extent that the information received allows, and based on the evidence that is available.
- (iii). Once your disclosure is received, the Internal Auditor will begin preliminary investigations to establish whether the disclosure has merit and can be substantiated.
- (iv). Following the internal auditing standard of professional practice, the Internal Auditor will review the disclosure and determine if there is enough evidence to confirm that disclosure.
- (v). With this information, the Internal Auditor will do his best to draw an unbiased conclusion from facts given to him by the reporting individual, or any other information gathered during the course of investigation.
- (vi). If the case necessitates further action on the part of the Human Resource (HR) department, a copy of a summary report will be provided to HR.
- (vii). The Internal Auditor shall prepare a summary report and present it to the Company's Audit Committee. The report will maintain confidentiality to protect the reporting individual's identity.
- (viii). The Internal Auditor will provide the AC Chairman his opinion on whether he believes the case is a frivolous claim or is a case where there are suspicious circumstances. The AC Chairman will then forward the report to the Internal Auditor to be logged and give instructions for the conduct of preliminary investigations, where it is not a frivolous claim.

H. PROCEDURE FOR HANDLING REPORTS OF FRAUD, WASTE AND/OR ABUSE

- (i). Upon logging a report of Improper Conduct, the Internal Auditor will provide the Whistleblower an acknowledgement of receipt of the report of the Improper Conduct within two (2) working days of receipt.
- (ii). Subsequently, if necessary, the following persons may be consulted (to the extent possible, without disclosure of identities of the Whistleblower and the person that allegedly committed the Improper Conduct) to assist and to provide relevant advice in relation to their respective areas in the case of a report relating to:
 - (a) a breach of any law or corporate fraud policy, Group Corporate Legal; and
 - (b) breach of the Code of Ethics, Group Human Resources.

I. PRELIMINARY INVESTIGATION

- (i). The Internal Auditor and/or officers at Group Internal Audit will conduct a preliminary investigation of every report of Improper Conduct received to determine whether there are merits to initiate a full investigation.
- (ii). The findings of the preliminary investigation and recommendation shall be referred to the Chairman of the Audit Committee for a decision on whether to close the case or to proceed to a full investigation of the allegations. The Chairman of the Audit Committee may decide to consult with the members of the Audit Committee or convene an Audit Committee meeting before making a decision.
- (iii). Upon review of the findings of the preliminary investigation, the Chairman of the Audit Committee may:
 - (a) instruct the matter to be closed in the event the preliminary findings clearly indicate that there are no circumstances that warrant a full investigation; or
 - (b) instruct the Internal Auditor to commence a full investigation in the event the preliminary findings clearly indicate suspicious circumstance and where the CEO is not involved. The Chairman of the Audit Committee may delegate the oversight of the investigation and review of results of the investigation to the CEO; or
 - (c) refer the matter to the full Audit Committee to determine the next cause of action in case where the CEO or the Internal Auditor is involved. In such cases where the report involves the CEO or the Internal Auditor, the Audit Committee may select other personnel (having due regard to suitable seniority and any circumstances that may give rise to conflicts of interest) or an independent third party to investigate the allegations; or
 - (d) in cases where the preliminary findings discloses a possible criminal offence, the consultation with the Audit Committee and/or legal advisors (internal and/or external), decide if the matter should be referred to the relevant authorities, such as the police or the Malaysia Anti-Corruption Commission (“MACC”) for further action; or
 - (e) determine any other course of action that the Chairman of the Audit Committee deems fit having regard to the circumstances of the matter reported and the fairness of the conduct of any investigation.
- (iv). If the matter is closed, the Internal Auditor will inform the Whistleblower that the matter is closed.
- (v). If the matter is to be referred to the authorities, subject to any legal requirements or prohibitions, the Internal Auditor will inform the Whistleblower that the matter has been referred to the authorities.

J. FULL INVESTIGATION

- (i). In the event a full investigation is to be conducted, the Internal Auditor and/or officers from Group Internal Audit and/or any other persons identified by the Audit Committee shall conduct the investigation and endeavour to complete such investigation within two

(2) months. Any extension of the time required for the completion of the investigation shall be subject to the Audit Committee's approval.

- (ii). In the event a full investigation is being conducted, all Employees shall give their full cooperation to any investigation conducted.
- (iii). In the event a full investigation is to be conducted on a report of Improper Conduct by the CEO or the Internal Auditor and the Audit Committee decides to appoint an external independent party to conduct or to assist in conducting the investigation, the terms of appointment of the said external independent party shall be approved by the Audit Committee.
- (iv). All information, documents, records and reports relating to the investigation of an Improper Conduct shall be kept securely to ensure its confidentiality.

K. FINDINGS OF INVESTIGATION

- (i). Upon the conclusion of an investigation in a case where the CEO is not implicated, the investigation report shall be reviewed by the CEO. Upon the review of such investigation report, the CEO shall determine whether the allegation could be substantiated or not. In the event the allegation is substantiated, the CEO will identify and recommend the corrective action to be taken to mitigate the risks of such Improper Conduct recurring and recommend if disciplinary action is to be taken against the wrongdoer.
- (ii). Upon the conclusion of an investigation in a case where the CEO or the Internal Auditor is implicated, the Audit Committee shall review the investigation report. Upon the review of such investigation report, the Audit Committee shall determine whether the allegation could be substantiated or not. In the event the allegation could be substantiated, the Audit Committee will identify and recommend the corrective action to be taken to mitigate the risks of such Improper Conduct recurring and recommend if disciplinary action is to be taken against the wrongdoer.

L. DECISION

- (i). In a case where the CEO reviewed the investigation and made a determination whether the allegation was substantiated or not, a final report together with recommendation of the CEO will be tabled to the Audit Committee. The Audit Committee will review the final report and decide on the corrective action to be taken and/or the disciplinary action to be taken (if any).
- (ii). In a case where the Audit Committee reviewed the investigation and made a determination whether the allegation was substantiated or not, a final report together with the recommendations of the Audit Committee will be tabled to the Board of Directors. The Board of Directors will review the final report and decide on the corrective action to be taken and/or the disciplinary action to be taken (if any)

- (iii). Subject to any prohibition in law or any legal requirements, the Internal Auditor will inform the Whistleblower that the investigation has been completed and the findings have been presented to the Audit Committee or the Board of Directors as the case may be. As the findings are confidential, the details of the findings will not be disclosed to the Whistleblower.

M. CORRECTIVE ACTION

- (i). The Management shall carry out the decisions of the Board of Directors in relation to the findings of the investigation.
- (ii). Where applicable, the Management shall institute the appropriate controls to prevent any further wrongdoings or damage to the Company.

N. DISCIPLINARY ACTION

- (i). Any disciplinary action against any Employee, the CEO or the Internal Auditor shall be carried out in accordance with the procedures for disciplinary action stipulated in the Human Resources Operations Manual.

**REPORT OF IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD,
WASTE &/OR ABUSE**

Type or complete in ink and return this form to:

Mr Lim Ai Jet

Internal Auditor

Level 30, Sumurwang Tower

i-City, Selangor Golden Triangle

40000 Shah Alam, Selangor

Phone (Direct Line): +603 5521 8922

E-mail: aijet.lim@i-city.my

1. Name of the person(s) you are reporting.

2. Name of the division/department in which that person works.

3. Please provide a summary of the alleged improper conduct, wrongdoings, corruption, fraud, waste &/or abuse that you are reporting.

4. Please attach a separate narrative if necessary, as well as documentation to support your claim.

5. Provide information on relevant witnesses, if any, including phone number, email and/or the best way to get in touch with them.

Witness #1

Name : _____
Phone No. : _____
Email : _____

Witness #2

Name : _____
Phone No. : _____
Email : _____

Any additional information concerning these witnesses:-

6. If possible, please provide dates (month, day, year) that the alleged activity occurred.

7. Please explain why you believe the person you are reporting has committed these acts knowingly, willingly and intentionally.

8. We would like to know how the alleged activities came to your attention (if you have not already done so in the summary); however, this is optional for you to report this.

9. Please provide any other information you may find relevant.

10. We will not document information concerning your name if you wish to remain anonymous; however, if you do not want to be anonymous please provide your name, phone number and email.

Your Name : _____
Your Phone No. : _____
Your Email : _____

* If you decide to remain anonymous, please contact us within two weeks of your report, because we may need additional information concerning the alleged activities reported by you.