



WHISTLEBLOWING POLICY & PROCEDURES

MULPHA INTERNATIONAL BHD GROUP

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1. PURPOSE

In line with good corporate governance, Management and the Board of Directors (“Board”) of Mulpha International Bhd and its subsidiaries, collectively referred to as ‘the Group’, encourage all employees and stakeholders to report suspected inappropriate behaviour or misconduct relating to **fraud, corrupt practices, abuse and/ or bribery** involving the Group’s resources.

The objective of this policy and procedure document is to provide information and outline the mechanisms available to all employees and stakeholders of the Group to report concerns about any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud, corrupt practices, abuse and/ or bribery for investigation and management action.

This whistleblowing procedure is intended to be used as an ultimate remedy, if no other means are available to address the matter. For employees, if you wish to raise a specific concern, you are encouraged to try to solve the matter through existing procedures and discuss the matter first with your line supervisor(s) or head of department prior to utilising the whistleblowing procedure.

2. SCOPE

The type of wrongdoing, inappropriate behaviour or misconducts specifically covered under this policy are fraud, corrupt practices, abuse and/ or bribery (as defined in Section 3 below).

The fraudulent conduct defined in Section 3 below is considered to apply equally to staff, members of management, suppliers, customers, subsidiaries, associates and any other individuals or organisations who have dealings with the Group.

3. DEFINITIONS

- a) **Fraud** is generally defined as “any intentional act or omission designed to deceive others, resulting in the victim suffering a loss and/ or the perpetrator achieving a gain”.

In the context of the Group, fraud is also defined to include:

- Any action deliberately designed to cause loss to the Group, or to obtain any unauthorised benefit, whether or not this is received personally or by others;
 - **Occupational Fraud/ Misappropriation of Assets** – i.e. use of one’s occupation for personal enrichment through the deliberate misuse or misappropriation of the Group’s resources or assets and/ or 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 benefit or payment that would otherwise not exist;
 - **Fraudulent Financial Reporting** – i.e. intentional manipulation of financial statements, intentional misstatements and false disclosure of financial information; and
 - Any other acts committed knowingly, willfully and intentionally which violates the Group’s employment terms and conditions either for the person’s own benefit, or for the benefit of some other party.
- b) **Corrupt practices** are operationally defined as the misuse of entrusted power for private gain.
- c) **Abuse** consists of any other practices that cause unnecessary losses or costs to a company. Abuse may be similar to fraud, except that it is not possible to prove that abuse was performed knowingly, wilfully and intentionally.

- d) **Bribery** is the act of paying a secret commission to another individual. It is also used to describe the secret commission itself. More broadly, the payment of a bribe has the intention to alter the behaviour of the recipient, whether the recipient is a natural person or an entity/ company.
- e) **Whistleblower or Reporting Individual (“RI”)** is a person or entity making a protected disclosure on wrongdoing or inappropriate behaviour of misconducts. Whistleblowers may be employees, vendors, contractors or the general public. The whistleblower’s role is as a reporting party. They are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.

4. RESPONSIBILITIES

4.1 Overall Responsibilities

Head of Internal Audit & Risk Management Department (“IAD”) shall be responsible for the administration and compliance with this policy and procedures.

4.2 Interpretations

Head of IAD in consultation with relevant parties, if required, shall be responsible to provide clarity to this policy and procedures in the event of ambiguity.

4.3 Exceptions

Any exception, waiver or deviation from the requirements of this policy and procedures requires the approval of the Audit Committee (“AC”)/ Board.

4.4 Other Responsibilities

As per respective procedures set out below.

5. POLICY & PROCEDURES

5.1 Anonymity and Confidentiality

- (i) An individual can elect to make a report anonymously, or can choose to identify himself/ herself.
- (ii) The Group recognises that the provision of anonymity to any individual/ employee who willingly comes forward to report a suspicion of fraud is sometimes necessary to enable reporting. However, where an anonymous report is made, the Group will be unable to keep the RI informed on the progress of the investigation or seek additional information to assist with inquiries. This may hinder the Group’s investigation.
- (iii) All reports received, whether anonymously or otherwise, will be treated confidentially.
- (iv) In order not to jeopardise any investigation, the RI shall make all reasonable efforts to maintain the confidentiality of the Confidential Information, in particular, the fact that a report has been filed, the nature of the fraudulent conduct and the identity of the person(s) who have allegedly committed the fraudulent conduct.

- (v) Information coming into the possession of a person from a RI, identity of the RI or information which may lead to their identity will not be disclosed to anyone who is not involved in the investigation without prior consent of the RI, unless obliged to do so by law.
- (vi) All abovementioned provisions shall apply if the RI is not an employee of the Group.

5.2 Assurance against reprisal and/ or retaliation

- (i) The RI shall be **protected against reprisals and/ or retaliation** from his/her immediate supervisor or head of department/ division as a result of the report.
- (ii) The RI will be subject to the provisions under the Whistleblower Protection Act 2010.
- (iii) In addition, the Group provides assurance that **no disciplinary action can be taken** against the RI as long as he/ she does not provide false information in the report **“purposely, knowingly or recklessly”** (i.e. if the report is made with **malicious** intentions).
- (iv) Making a false report would result in consequences for the employee and he/ she may be held liable for damages by anyone who has been affected by false report.

5.3 Procedure for reporting fraud, corrupt practices, abuse and/ or bribery

- (i) The following person and channels will be the point of contact for reporting any concern:

Mulpha International Bhd

- (a) Mr Law Chin Wat
Head of Internal Audit & Risk Management
PH1, Menara Mudajaya
No 12A, Jalan PJU 7/3
Mutiar Damansara, 47810 Petaling Jaya
Selangor Darul Ehsan
Tel: (603) 7718 6268
Fax: (603) 7718 6303
Email: cwlaw@mulpha.com.my
- (b) Mr Steven Choo
Manager, Internal Audit & Risk Management
PH1, Menara Mudajaya
No 12A, Jalan PJU 7/3
Mutiar Damansara, 47810 Petaling Jaya
Selangor Darul Ehsan
Tel: (603) 7718 6332
Fax: (603) 7718 6363
Email: steven.choo@mulpha.com.my

Mulpha Australia Limited

Mr Joshua Little
Group Internal Audit & Risk Manager
L5, Macquarie Street
Sydney NSW 2000
Tel: (612) 9270 6122
Email: jlittle@mulpha.com.au

- (ii) In the case where reporting involves Senior Management and Directors, then the report may be made directly to the following Non-Executive Directors who will provide oversight on the conduct of any investigation that may ensue:

Mulpha International Bhd

Mr Kong Wah Sang
Independent Non-Executive Director
PH1, Menara Mudajaya
No 12A, Jalan PJU 7/3
Mutiara Damansara, 47810 Petaling Jaya
Selangor Darul Ehsan
Email: kowasa@mulpha.com.my

Mulpha Australia Limited

Mr Alan Jones
Non-Executive Director
L5, Macquarie Street
Sydney NSW 2000
Tel: (612) 9239 5502
Fax: (612) 9239 5599
Email: ajones@mulpha.com.au

- (iii) If the RI is unsure of the type of evidence needed for the IAD to begin an investigation, the RI is encouraged to make use of the “**Whistleblowing Report Form**” provided in the **Appendix** of this document.

This Whistleblowing Report Form will aid the reporting individual in providing adequate information to the IAD so that they can begin investigations.

Reporting directly helps the IAD to compile the evidence necessary to validate the claim and to identify the nature of fraud, corrupt practices, abuse and/ or bribery. Reporting directly also helps the IAD to recommend measures to prevent it from recurring and to improve the controls.

5.4 Procedure for handling Whistleblowing Reports

- (i) The IAD will maintain a record of the complaints and will track their receipt, investigation and resolution.
- (ii) The IAD will review each claim and pursue it to the extent that the information received allows, and based on the evidence that is available. The IAD will then begin preliminary investigations to establish whether the claim has merit and can be substantiated. If required, IAD can obtain

assistance from other resources within the Group (e.g. Human Resource (“HR”) Department, Legal Department etc.).

- (iii) Upon completion of each investigation, the IAD will prepare a report to the AC/ Board for further action.
- (iv) The IAD will inform the RI that the investigation has been completed and the findings have been presented to the AC/Board as the case may be. As the findings are confidential, the details of the findings will not be disclosed to the RI. However, if the matter is closed, the IAD will inform the RI accordingly.
- (v) If the matter is to be referred to the authorities, subject to any legal requirements or prohibitions, the IAD will inform the RI that the matter has been referred to the authorities.
- (vi) If the case necessitates further action on the part of the HR Department, a copy of summary report will be provided to HR Department.
- (vii) On a quarterly basis, the Head of IAD shall prepare a summary report and present it to the Audit Committee when required.

6. PROTECTED DISCLOSURES (APPLICABLE TO MULPHA AUSTRALIA LIMITED ONLY)

- 6.1 Under Australia Commonwealth law, where an individual genuinely believes there has been a breach to the Corporations Act 2001 and/ or Australian Securities and Investments Commission (ASIC) Act 2001, that individual is entitled to make a disclosure to the Regulator (ASIC), Mulpha Australia Limited’s external auditor, a Director, senior executive or authorised officer of the Company (being the Group Company Secretary or Internal Audit Manager).
- 6.2 Individuals wishing to make a protected disclosure under the Corporations Act cannot remain anonymous and must satisfy strict criteria to be afforded certain immunities and protections under the law. It is therefore advised that any employee wishing to make a protected disclosure under statute seek independent legal advice.

APPENDIX

Whistleblowing Report Form

Complete and send this form to:

Name :

Address :

Tel (Direct Line) :

Fax :

Email :

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 fraud, corrupt practices, abuse and/ or bribery that you are reporting. Briefly describe the misconduct/ improper activity and how you know about it. Specify what, who, when, where and how. If there is more than 1 allegation, number each allegation and use as many pages as necessary.

4. Please attach a separate narrative if necessary, as well as documentation to support your claim. Please note that you should not attempt to obtain evidence for which you do not have an access right since RIs are "reporting parties" and not "investigators".

5. Please provide the contacts of the witnesses, if any, and/ or the best way to get in touch with them.

Witness

Name: _____

Phone: _____

E-mail: _____

Witness

Name: _____

Phone: _____

E-mail: _____

(Please add to the list if there are more witnesses)

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, the disclosure of this information is optional.

9. Please provide any other details or information which could help us in the investigation.

Reporter's contact information:

Name: _____ (See Note below)

Phone: _____

E-mail: _____

Note:

It is necessary to provide your name and contact number so that we can contact you for additional information of the reported concern.