



Sunway Real Estate Investment Trust

WHISTLEBLOWING POLICY & PROCEDURE (DRAFT)

Approved by the Audit Committee
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1. PURPOSE

In line with good corporate governance practices, the Management and Board of Directors encourage all employees and stakeholders of Sunway REIT (“Reporting Individuals”) to report suspected inappropriate behavior or misconduct relating to **fraud, corrupt practices and/or abuses** involving the Company’s resources.

The objective of this policy and procedure is to provide a mechanism for all level of employees of Sunway REIT and its stakeholders to report concerns about any suspected wrongdoing, inappropriate behavior or misconduct relating to fraud, corrupt practices and/or abuse on a timely basis for 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 of Sunway REIT, if you wish to raise a specific concern, you are encouraged to solve the matter through existing procedures and discuss the matter first with your line supervisor(s) or head of department before using the whistleblowing procedure.

2. SCOPE

The type of wrongdoing, inappropriate behavior or misconducts specifically covered under this policy are fraud, corrupt practices and abuse (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 organizations who have dealings with Sunway REIT.

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 Sunway REIT, fraud is also defined to include :-

- Any action deliberately designed to cause loss to Sunway REIT, or to obtain any unauthorized benefit, whether or not this is received personally or by others;
- **Occupational Fraud / Misappropriation of Assets** - ie use of one’s occupation for personal enrichment through the deliberate misuse or misappropriation of Sunway REIT’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** – ie intentional manipulation of financial statements, intentional misstatements and false disclosure of financial information; and
- Any other acts committed knowingly, willfully and intentionally which violates Sunway REIT’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 Sunway REIT. Abuse may be similar to fraud, except that it is not possible to prove that abuse was performed knowingly, willfully and intentionally.

d) **Whistleblower**

A whistleblower is a person or entity making a protected disclosure on wrongdoing or inappropriate behavior of misconducts. Whistleblowers may be Sunway REIT employees, vendors or service providers, 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

The Chairman of Audit Committee, and the Head of Group Internal Audit Department shall be responsible for administering and compliance with this policy and procedure.

4.2 Interpretations

The Chairman of Audit Committee and the Head of Group Internal Audit Department, in consultation with relevant parties, if required, shall be responsible to provide clarity to this policy and procedure 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 Chairman of Audit Committee and the Head of Group Internal Audit Department.


4.4 Other responsibilities

As per respective procedures set out below.

5. POLICY & PROCEDURES

5.1 Anonymity & Confidentiality

- (i) Sunway REIT recognizes that the provision of anonymity to any individual/employee who willingly comes forward to report a suspicion of fraud is a key to encouraging such reporting.
- (ii) However, to prevent false malicious reporting, poison letters and abuse of the reporting channel, all reporting individuals ("whistleblower") must identify themselves and provide contact information in their reports which will be useful for the following purposes :-
 - To enable the independent investigation panel to verify each report and to obtain further information, if required;
 - To facilitate any further investigations by auditors or the authorities where the identity of the informer is required by law; and
 - To facilitate the communication of results of investigation to the whistleblower.
- (iii) Sunway REIT will treat all reports and information provided as sensitive and will only reveal them on a "need to know" basis for the purposes of investigating the reports.
- (iv) The Chairman of the Audit Committee will have the ultimate discretion whether to reveal the identity of the "whistleblower". In the event that the identity is necessary to be revealed, permission from the "whistleblower" would be obtained before the information is released.

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- (v) The same shall apply if the “whistle-blower” is not an employee of Sunway REIT.

5.2 Assurance against reprisal and/or retaliation

- (i) The reporting individual would 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 reporting individual will be subject to the provisions under the Whistleblower Protection Act 2010.
- (iii) In addition, Sunway REIT provides assurance that **no disciplinary action can be taken** against the reporting individual 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 the false report.

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

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

a) Whistleblowing hotlines

- i. E-mail: whistleblowing_S-REIT@sunway.com.my
- ii. Fax: +603 xxxx xxxx

Faxes and e-mail to these channels will be automatically directed to:

- Chairman of Audit Committee, Tan Sri Ahmad Bin Mohd Don
- Head of Internal Audit Department, Mr Yee Meng Haw
- Chief Executive Officer, Dato’ Jeffrey Ng Tiong Lip

- iii. Toll free number: 1 800 xx xxxx
- iv. Mobile number: +6019 xxx xxxx

b) Contact person

- i. **Group Internal Audit Department (“GIAD”)**

This can be done in writing, by telephone, fax or e-mail. The concern should be addressed to:

Head of Internal Audit Department

Level 4, Menara Sunway
Jalan Lagoon Timur, Bandar Sunway
46150 Petaling Jaya
Selangor Darul Ehsan

Malaysia

Tel (Direct Line) : +603 5639 8311
Fax : +603 5639 9605
Email : yeemh@sunway.com.my



ii. Other contact person

- Chairman of Audit Committee, Tan Sri Ahmad Bin Mohd Don
- Chief Executive Officer, Dato' Jeffrey Ng Tiong Lip

- (ii) If the reporting individual is unsure of the type of evidence needed for the GIAD to begin an investigation, the reporting individual is encouraged to make use of the **“Whistleblowing Report Form”** provided in the **Appendix** of this document. The reporting individual may wish to send this form via local postal service if he/she wishes to remain anonymous. This form will assist the reporting individual in providing adequate information to GIAD so that they can begin investigations.

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

- (iii) If the reporting individual prefers to remain anonymous, the employee may call the Head of GIAD, Mr. Yee Meng Haw approximately 15 days after the initial report.

5.4 Procedure for handling Whistle-Blowing Reports

- (i) The Head of GIAD will maintain a record of the complaints and will track their receipt, investigation and resolution.
- (ii) The Head of GIAD will review each claim and pursue it to the extent that the information received allows, and based on the evidence that is available. GIAD will then begin preliminary investigations to establish whether the claim has merit and can be substantiated.
- (iii) GIAD will investigate each claim independently based on standard GIAD practices and fraud response procedures. Upon completion of each investigation, GIAD will prepare a report to the Chairman of the Audit Committee for further action.
- (iv) On a quarterly basis, the Head of GIAD shall prepare a summary report and present it to the Audit Committee.

6. APPLICABLE REFERENCES

“Managing The Business Risk of Fraud : A Practical Guide” sponsored by the Institute of Internal Auditors (IIA), The American Institute of Certified Public Accountants (AICPA) and Association of Certified Fraud Examiners (ACFE).



APPENDIX

Whistleblowing Report Form

Type or complete in ink and send this form to:

Mr Yee Meng Haw
Head of Group Internal Audit Department
Level 4, Menara Sunway
Jalan Lagoon Timur, Bandar Sunway
46150 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Tel (Direct Line) : +603 5639 8311
Fax : +603 5639 9605
E-mail : yeemh@sunway.com.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 fraud, corrupt practices and/or abuse 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 whistleblowers are "reporting parties" and not "investigators".



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

Witness

Name: _____
E-mail: _____
Phone: _____

Witness

Name: _____
E-mail: _____
Phone: _____

(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, this is optional for you to report this.

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

Reporter's contact information

Name: _____ (See Note)

Phone: _____

E-mail: _____

Note It is mandatory to include your name and contact number because we may need additional information concerning the alleged activities reported by you.*