

# nova pharma solutions

Designing for Healthier Future

## NOVA PHARMA SOLUTIONS BHD Whistleblowing

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### POLICY & GUIDELINES

<b>Document Title:</b>	Whistleblowing Policy & Guidelines		
<b>Ref No:</b>	Nova Pharma Solutions Berhad/WB		
<b>Originator:</b>	CEO's office	<b>Applicable To:</b>	Nova Pharma Solutions Berhad and its subsidiaries
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## Abbreviations

In this Policy & Guidelines, the following abbreviations shall have the following meaning unless otherwise stated:

WC	Whistleblowing Committee	GA	Group Accountant
BOD	Board of Directors	HODs	Head of Departments
CEO	Chief Executive Officer	NPS Group	Nova Pharma Solutions Berhad and its group of Companies
CoC	Code of Conduct & Ethics	NPS or the Company	Nova Pharma Solutions Berhad
ED	Executive Director		

## 1.0 Whistleblowing Policy

In line with good corporate governance practices, the Board of Director (“BOD”) and Management of Nova Pharma Solutions Berhad (“NPS” or “the Company”) and its subsidiary companies (collectively known as the “NPS Group” or “the Group”) encourage its employees, directors and associates to commit to the highest possible standards of ethical, moral, and legal conduct. Consistent with this commitment, the policy aims to support good management practices and sound corporate governance practices within the Group.

This policy aims to provide a structured mechanism for its employees, directors and associates (“reporting individual”) to rise or report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Company to provide reassurance that they shall be protected from reprisals or victimisation for whistleblowing in good faith.

For the purpose of this policy, the wrongful activities or wrongdoings refers to any potential violations or concerns relating to any laws, rules, regulations, acts, ethics, integrity and business conduct, including any violations or concerns relating to malpractice, illegal, immoral, embezzlement and fraudulent activities which will affect the business and image of NPS.

The BOD of NPS has a stewardship responsibility to communicate the requirements of this policy and to guide the organisation in dealing with concerns arising from wrongful activities or wrongdoings.

The objective of this policy is:

1. **To encourage active and moral obligation to report wrongdoings**  
All employees and others are required to report any ongoing or suspected wrongful activities or wrongdoings at the earliest possible stage through the proper channel of reporting so that immediate action can be taken.
2. **To use internal disclosure to report wrongdoings**  
As far as reasonable, internal disclosure is encouraged and used to avoid public crisis.
3. **To protect the whistleblower**  
Where the disclosure is made in good faith, the whistleblower shall be protected against victimisation or other adverse treatment.
4. **To ensure appropriate and fair disciplinary actions**  
All actions taken against the alleged wrongdoers would be fair and without prejudice.
5. **To require that an effective whistleblowing guideline be established and maintained by NPS**

Whistleblowing guidelines must be sufficient to:

- Prohibit legal sanctions for retaliatory action taken against the whistleblower;
- Establish timely, feedback, response and remedial and/or corrective action;
- Ensure that this policy is properly communicated to all employees;
- Establish procedures to maintain records confidentiality and retention; and
- Embed integrity, transparency and accountability within the business.

Board of Director of Nova Pharma Solutions Berhad  
Dated: 1 June 2020

## **2.0 Whistleblowing Guidelines**

### **2.1 Definition**

The word whistleblowing in the context of this Whistleblowing Guidelines (“this Guidelines”) refers to a situation where a person (internal or external) raising or reporting concerns at an early stage about an ongoing or suspected wrongful activities or wrongdoing within the Group.

The person who raises or reports concern(s) of wrongful activities or wrongdoings within the Group is referred as “whistleblower”.

For the purpose of this Guidelines, the wrongful activities or wrongdoings refers to any potential violations or concerns relating to any laws, rules, regulations, acts, ethics, integrity and business conduct, including any violations or concerns relating to malpractice, illegal, immoral, embezzlement and fraudulent activities which will affect the business and image of the Group.

### **2.2 Objective**

To provide an avenue and a structured mechanism for a person to raise or report concerns at an early stage about an ongoing or suspected wrongful activities or wrongdoing within the Group and, to protect the values of integrity, transparency and accountability in where the Group conducts its business and affairs.

### **2.3 Principles**

The Whistleblowing Policy is based on several key principles such as following:

- 2.3.1 To establish formal and written Guidelines to provide a transparent method of addressing issues relating to whistleblower, such as answering standard questions, providing information and offering explanations.
- 2.3.2 To apply as a control measure to alert the Management to take the necessary remedial and/or corrective actions before a problem became a serious crisis.
- 2.3.3 To communicate to all employees and others on what the Whistleblowing Policy and Guidelines is and the key processes.
- 2.3.4 To encourage and enable employees and others to be able to report irregularities in good faith within the Group prior to seeking resolution outside the Group and without having to fear that their action may have adverse consequences.
- 2.3.5 To provide timely feedback and response.
- 2.3.6 To verify the report incidents in the appropriate manner and, if the reports are confirmed, all necessary steps to identify appropriate remedies shall be taken promptly.
- 2.3.7 To ensure effective implementation of this Guidelines. This will enhance Econframe’s accountability in preserving its integrity and will be able to stand up to public scrutiny. This in turn enhances and builds credibility of our stakeholders.

## **2.4 Application**

- 2.4.1 This Guideline is intended to complement the existing internal controls system and, channels of communication and reporting lines within the Group.
- 2.4.2 The Whistleblowing Policy and Guidelines applies to all employees and others who want to report any wrongful activities or wrongdoings in good faith. The policy aims to provide an avenue to raise concerns and receive feedback on any action taken.
- 2.4.3 This policy is intended to cover concerns which fall outside the scope of other NPS's existing procedures which already are included in or covered by other policies e.g. retaliation, discrimination and victimisation.
- 2.4.4 This Guideline shall not apply to personal grievances. Such complaints shall be dealt by NPS's designated personnel as set out in **Appendix E: Complaints Categories Description**.

## **2.5 Administration**

- 2.5.1 The BOD, through the Whistleblowing Committee, shall exercise the oversight function over the administration of the policy and endorsed the policy.
- 2.5.2 The Management of NPS shall adopt this Guidelines.
- 2.5.3 The administration of the policy and guidelines shall be carried out by the CEO of NPS.
- 2.5.4 The CEO shall propose to the Management any necessary amendments to the Guidelines for adoption before the presentation to the BOD for endorsement.

## **2.6 Circulation and Policy Review**

- 2.6.1 The Whistleblowing Policy shall be made available to public via the NPS's public website.
- 2.6.2 As for internal circulation within the Group, the Whistleblowing Policy and Guidelines shall be made available via circulation of memo/ email. It shall be deemed that all employees of the Group are aware, has read and understand the content of Whistleblowing Policy and Guidelines.
- 2.6.3 The Guideline shall be reviewed from time to time, as and when necessary, by the BOD to ensure that the Guidelines are in accordance with NPS's business environment and the relevant standards, act and law, if applicable.
- 2.6.4 The amendments shall be updated in NPS's public website and circulation of memo/ email accordingly.

## 2.7 Who can Whistleblow

- 2.7.1 Once the Whistleblowing Policy and Guidelines are fully implemented, any of the following individuals can make a disclosure:
- a. Employees of the Group including, employees on contract terms, temporary or short-term employees and employees on secondment;
  - b. Directors and Management;
  - c. Ex-employees;
  - d. Financiers;
  - e. Customers;
  - f. Business partner;
  - g. Shareholders; and
  - h. Vendors for the Group which includes agents, contractors, suppliers, advisors, consultants, internal and external auditors.
- 2.7.2 No employee or Director may use their position to prevent an individual to report any ongoing and suspected wrongful activities or wrongdoings.
- 2.7.3 If an individual is unsure whether a particular act or omission constitutes a wrongful activity or wrongdoing under Whistleblowing Policy and Guidelines, he or she is encouraged to seek advice or guidance from the Whistleblowing Committee Chairman for more clarification.

## 2.8 What to Whistleblow

- 2.8.1 A qualified disclosure shall be made if it relates to one or more of the following wrongful activities or wrongdoings by any employees or service providers in the conduct of NPS Group's business or affairs that is being, has been, or is likely to be, committed:
- a. Bribery and corruption/corrupt practices;
  - b. Fraud;
  - c. Failure to comply with legal obligations;
  - d. Criminal offence;
  - e. Criminal breach of trust;
  - f. Collusion and money laundering;
  - g. Misuse or abuse of the Group's funds or assets or assets misappropriation;
  - h. Financial irregularity or financial fraudulent within NPS;
  - i. Breach of the Group's Standard Operating Procedures;
  - j. Breach of the Group's Financial Authority Limit;
  - k. Repeated ill treatment of a client/customer/supplier despite a complaint being made;
  - l. Activities, which otherwise amount to serious improper conduct, including NPS's Code of Conduct and Ethics ("CoC");
  - m. Actions which endanger the health or safety of employees or the public and the environment;

- n. Actions which endanger National and public interest;
- o. Gross mismanagement within the Group;
- p. Illegal or unlawful conduct or failure to comply with the provisions of the Government Laws and Regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions;
- q. Sexual harassment;
- r. Knowingly directing or advising a person to commit any of the above wrongdoings; and
- s. Any action which is intended to conceal any of the above.

The above list is not exhaustive and there will be instances where whistleblower(s) would need to exercise judgement.

2.8.2 A whistleblower shall not be expected to prove the truth of an allegation but he or she should be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong, and the report is not for personal gain. Malicious allegation shall be treated as gross misconduct and if proven may lead to dismissal of employment. (

2.8.3 If an individual is unsure whether a particular act or omission constitutes a wrongful activity or wrongdoing under Whistleblowing Policy and Guidelines, he or she is encouraged to seek advice or guidance from the CEO or the Whistleblowing Committee Chairman for more clarification.

## **2.9 When to Whistleblow**

2.9.1 A whistleblower shall immediately come forward with any information that he or she, in good faith, reasonably believes discloses a wrongful activity or wrongdoing is likely to happen, is being committed or has been committed.

2.9.2 However, he or she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he or she knows as a matter of fact that there are serious risks that a wrongful activity or wrongdoing is going to take place, such bona fide concerns shall be raised immediately i.e. the whistleblower is able to show the reasons for concern. (

2.9.3 Disclosure should be made immediately and not later than one (1) week of coming upon such information or document. Delaying the disclosure may be detrimental to the whistleblower as well as any investigation that will be carried out, and makes it harder for the Group to address and resolve the concerns.

## **2.10 Education Process**

2.10.1 Training and awareness on whistleblowing key processes and updates shall be communicated via continuous training and awareness programmes and, via circulation of memo/ email.



## **2.11 Confidentiality**

- 2.11.1 The Whistleblowing Policy and Guidelines is intended to safeguard the safety of the whistleblower's identity, and therefore undertakes to treat all whistleblowing reports as confidential.
- 2.11.2 All reports of violation or suspected violation shall be kept as confidential to the extent possible, consistent with the need to conduct adequate investigation, unless otherwise required by law. Every effort shall be made to protect the whistleblower's identity.
- 2.11.3 The Guidelines provides assurances that the reporting mechanism for whistleblowing is set up in a structured and systematic manner to safeguard the information and the identity of the whistleblower. By setting up the necessary system to safeguard the confidentiality, the interests of the whistleblower shall be protected from possible harm through retribution by those who stand to benefit the reported misconduct.
- 2.11.4 The perception and the reality of safety of the information and the whistleblower identify are crucial to provide courage and confidence for individuals to speak up or report any sensitive issues that they believe in good faith that could have negative repercussion to the Group.
- 2.11.5 Approaches for confidential advice to outside parties, such as lawyers, enforcement agencies or other external safe channels are acceptable, but that the Whistleblowing Policy and Guidelines Document is designed to prevent any unnecessary public disclosure of concerns.

## **2.12 Whistleblower Protection**

- 2.12.1 Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Guidelines, the whistleblower's identity shall be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against the Group.

However, the Company shall honour the request of the whistleblower if he or she request to maintain his or her identify confidential.

If situation arises where the report launched by the whistleblower cannot be preceded without revealing the identity of the whistleblower, the Whistleblowing Committee Chairman shall discuss with the whistleblower to determine the best available options taking into consideration the request of the whistleblower and to safeguard the interest of the Group.

- 2.12.2 Where a whistleblower makes a report under this policy in good faith, reasonably believed to be true; the whistleblower shall be protected from harassment or victimisation within the Group, dismissal, disciplinary procedures or any other form of retaliatory action should the disclosure turn out to be inaccurate or false. Retaliation includes harassment and adverse employment consequence.

- 2.12.3 The Group shall not tolerate punishment or unfair treatment when concerns are raised in good faith. A whistleblower who reports a contravention or a concern shall be given protection and shall in no way be put at a disadvantage as a result of his or her report.
- 2.12.4 Any employee who shows the act of retaliation against the whistleblower who has reported a violation in good faith shall be subjected to disciplinary action by the Group in accordance with the CoC of NPS.

### **2.13 Safeguard against Abuse of Policy**

- 2.13.1 Reporting under this policy, however, would not immunise or shield a whistleblowing against action following from his or her intentional misconduct, which includes wilfully making allegations through the whistleblowing mechanism that the whistleblower knows to be false or makes with the intent to misinform or tarnish the reputation or others or due to personal gain.
- 2.13.2 Where a whistleblower makes a report not in good faith or reasonably believed not to be true, the whistleblower will not be protected and shall be subjected to Disciplinary Action by the Company in accordance with the CoC of NPS.
- 2.13.3 Malicious rising of unfounded allegations is a disciplinary offence and shall be subjected to disciplinary action by the Company in accordance with the CoC of NPS.

## **3.0 Reporting Process and Procedures**

### **3.1 Procedures for Raising a Complaint**

- 3.1.1 When an individual is of the opinion that a specific concern falls within the scope of this Guidelines and cannot be solved through the Group's existing internal written procedures / control systems, he or she can choose to make a report orally or in writing and submit it to Whistleblowing Committee Chairman. If he or she decides to raise a matter orally, the respective employee shall be requested to make a written statement subsequently. The example format of the report to be used by the whistleblower is provided in **Appendix A**.
- 3.1.2 In deciding whether or not an employee has acted reasonably, all circumstances shall be taken into consideration but in particular:
  - a. The identity of the person to whom the disclosure is made;
  - b. The seriousness of the relevant "wrongful activity" or "wrongdoing" and the impact to the Group, e.g. reputation and financial;
  - c. whether the "wrongful activity" or "wrongdoing" is continuing or is likely to occur in the future;
  - d. whether the disclosure is made in breach of a duty of confidentiality owed by the employer to any other person;

- e. any action the employee or other person might be reasonably be expected due to previous unfavourable disclosure; and
  - f. whether the complaints rose has taken into consideration the existing internal controls.
- 3.1.3 Disclosure which include those relating to financial reporting, unethical or illegal conduct, shall be reported directly to the Whistleblowing Committee Chairman. Employment related concerns can be reported to the respective subsidiary Human Resources, if applicable.
- 3.1.4 When the whistleblower choose to put in writing in the event he or she feels the issues or concerns are sufficiently serious, the whistleblower can either email their complaint letter to the Whistleblowing Committee Chairman at [whistleblowing@novapharms.com](mailto:whistleblowing@novapharms.com) or mail the letter by marking "Private and Confidential" to the following address:
- To: Whistleblowing Committee Chairman  
c/o: Nova Pharma Solutions Berhad  
Nova Pharma Solutions Berhad  
Suite C-05-01 & 02,  
Sky Park One City,  
Jln USJ 25/1, 47650, Subang Jaya  
Selangor Darul Ehsan,  
Malaysia
- 3.1.5 The envelope and email shall only be opened by the Whistleblowing Committee Chairman and the whistleblower shall be responded in accordance with the respond timing as included in **Appendix F**, to confirm receipt of the complaint letter. A respond letter shall be sent to the address as specified by the whistleblower in the complaint letter or, his or her email.
- 3.1.6 The whistleblowing reporting structure is provided in **Appendix B**.
- 3.1.7 The whistleblower is encouraged to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified.
- 3.1.8 The whistleblower is encouraged to disclose his or her particulars including, name, designation, current address and contact numbers to speed up the follow-up and investigation process.
- 3.1.9 The whistleblower shall inform the Whistleblowing Committee Chairman of all details of his or her concerns as reasonably possible, including other details deemed to be useful to facilitate screening and action to be carried out under paragraph 3.2 and 3.3 below, if required.
- 3.1.10 The whistleblower shall refer to **Appendix A: Example Format of Report to Be Used by Whistleblower**, as a guideline for reporting.
- 3.1.11 The whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.

- 3.1.12 In respect of the whistleblower who reports a suspected violation in good faith and is not engaged in questionable conduct, NPS shall attempt to keep its discussions and actions confidential to the greatest extent possible.
- 3.1.13 However, there may be circumstances where the whistleblower may be needed as a witness. Should this be the case, the Whistleblowing Committee Chairman shall discuss the matter with the whistleblower at the earliest opportunity as specified in paragraph 2.12.1. In addition, in the course of investigation, Whistleblowing Committee Chairman may need to share information with others on a “need to know” basis subject to the approval from the Management/ BOD of NPS.

### 3.2 Screening

- 3.2.1 The Whistleblowing Committee Chairman may delegate the complaints received to person and not limited to an independent investigator, internal auditor or a senior/independent person in NPS (hereinafter referred to as the “Prescribed Officer”) to screen and assess the whistleblower’s disclosure to determine whether it is related to a wrongful activities or wrongdoings specified in paragraph 2.8.1 or excluded from the scope of the Whistleblowing Policy and Guidelines.
- 3.2.2 Initial enquiries shall be made via telephone communication or emails with the whistleblower to decide on how to deal with any concerns raised and determine whether further interview is required, and the form that it should take. Some concerns may be resolved without the need of an interview process.
- 3.2.3 If an interview is required, the Whistleblowing Committee Chairman / Prescribed Officer shall meet with the whistleblower to obtain further information, clarification and documents which may be useful to support the alleged wrongdoings.
- 3.2.4 Upon completion of the initial enquiry and interview process, the complaints shall be categorised into the following four (4) categories:
- |            |                           |
|------------|---------------------------|
| Category A | Extreme rated cases       |
| Category B | High rated cases          |
| Category C | Medium rated cases        |
| Category D | Personal grievances cases |
- 3.2.5 Upon completion of the screening process, the Whistleblowing Committee Chairman or Prescribed Officer shall prepare a report for complaints under category A, B, C and D which shall include general recommendations to the Whistleblowing Committee (“WC”)

3.2.6 The following table shows the frequency of whistleblowing reporting to the WC:

Reporting	Contents
Communication within 7 days	Category A rated cases
Communication within one month	Category B & C rated cases

3.2.7 In the event there is an urgent attention required due to the seriousness of the allegation i.e. for Category A type of complaints, the WC or the board members shall be updated through verbal communication by the Whistleblowing Committee Chairman to determine the appropriate action. The screening process shall be completed on an urgent basis if the complaint on the alleged wrongful activities or wrongdoings is capable of causing irreparable harm to the Group's reputation or its financial position.

3.2.8 For complaints which are specified under paragraph 2.4.3 and not specified under paragraph 2.8.1 i.e. Category D types of complaints, a separate report stating the nature of complaints, name, current address and contact numbers, the personnel alleged and additional information as required shall be provided to the designated personnel as set out in the **Appendix E** for follow-up.

3.2.9 The individuals complaining under the Category D types of complaints shall be directed by the designated personnel as set out in the **Appendix E**.

3.2.10 If the whistleblower's disclosure implicates any Director, the Whistleblowing Committee Chairman shall prepare a report which includes general recommendations for the BOD for consideration. (Refer to **Appendix B: Whistleblowing Reporting Structure** for further details).

### 3.3 Preliminary action

3.3.1 The WC shall make decisions including but not limited to any of the following:

- a. Rejection of the whistleblower's disclosure; or
- b. Directing investigation by the internal expertise, Whistleblowing Committee Chairman or any subject matter experts;
- c. Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the CoC of NPS to facilitate any fact-finding or to avoid any whistleblower's exposure to a threat or harm; or
- d. Referral to the police or any other appropriate enforcement authority.
- e. Referral to the BOD for decision.

3.3.2 All decisions made by the WC and reasons of action thereof shall be properly documented.

3.3.3 If the case is referred to the BOD for decision, the BOD, together with the general recommendations made by the WC, shall make a decision including but not limited to any of the following:

- a. Directing investigation by the internal expertise, the Senior Independent Director or any subject matter experts; or
- b. Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the CoC of NPS to facilitate any fact-finding or to avoid any whistleblower's exposure to a threat or harm, or
- c. Referral to the police or any other appropriate enforcement authority.

All decisions made by the WC / BOD and reasons of action thereof shall be recorded in the minutes of meetings of the WC/ BOD.

3.3.4 Subject to legal constraints, the whistleblower shall be notified of the status of his or her whistleblower's disclosure based on the preliminary action taken by the WC/BOD as far as reasonably practicable, in good time.

The status shall be updated by the Whistleblowing Committee Chairman upon approval from the BOD.

3.3.5 The alleged wrongdoer shall also be informed of the allegations and given an opportunity to answer the allegations at the upcoming investigation or appeal his or her case. The rights of person are specified under *Paragraph 4.0 – Rights of Person Implicated*.

#### 3.4 Investigation

3.4.1 The investigation would be carried out under the terms of strict confidentiality, by not informing the subject of the whistleblower's disclosure complaint until (or if) it becomes necessary to do so.

3.4.2 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 Guideline and/ or the disciplinary action in accordance with the CoC of NPS. The amount of contact between the whistleblower, the alleged wrongdoer and the investigating party shall depend on the nature of the issue and the clarity of the information provided. Further information may be sought from or provided to whistleblower and the alleged wrongdoer.

3.4.3 The investigation shall be carried out internally and/ or by outside party and the directive of the investigation could be from the WC / BOD.

3.4.4 As far as possible, all investigations shall be completed within one (1) month. However, complex investigation that requires longer period shall be notified to the WC / BOD.

3.4.5 In the event the whistleblower is implicated or discovered to be or have been involved in any wrongful activities or wrongdoing, he or she may also be investigated so as to complete the fact-finding process in accordance with this Guidelines and/or the disciplinary action of CoC of NPS.

- 3.4.6 If the alleged wrongdoer or any other implicated persons has/have, or is/are found to have:
- committed a wrongdoing; or
  - taken serious risks which would likely cause a wrongdoing to be committed

Based on the investigation directed by the WC / BOD, the action to be taken against that alleged wrongdoer or any other implicated persons shall be subjected to disciplinary action in accordance with the CoC of NPS, which may include formal warning or reprimand, demotion, suspension or termination of employment or services with the Group.

- 3.4.7 The BOD, with the recommendation from the WC, shall have the final decision on the appropriate measures to be taken including, on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons. The WC / BOD of NPS shall seek guidance from independent legal expert when considered necessary.
- 3.4.8 In circumstances where immediate decision is required, any WC member, with the recommendation of the Whistleblowing Committee Chairman, shall make the decision on the appropriate measures to be taken, on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons. The report shall be presented subsequently to the WC / BOD for approval and final decision.
- 3.4.9 In the event the implicated personnel are the CEO, GA and / or Directors, the BOD, based on the investigation report, shall have the final decision on the appropriate measures to be taken including, on whether to pursue any legal actions against alleged wrongdoer or any other implicated persons.
- 3.4.10 All decisions made by the BOD and reasons of action thereof shall be recorded in the Board minutes of meetings.

### **3.5 Reporting of Outcome**

- 3.5.1 Subject to any legal constraint, the whistleblower and, if applicable, the alleged wrongdoer shall be notified in writing of the decision of the WC / BOD, on whether any wrongful activities or wrongdoings specified under paragraph 2.8.1 have occurred or not and the alleged wrongdoer is guilty or not, in good time, and the basis thereof.
- 3.5.2 The notification letter would be signed by the Whistleblowing Committee Chairman of NPS.
- 3.5.3 If the whistleblower is unhappy/dissatisfied with the outcome of the investigation, the whistleblower may submit another detailed report explaining why this is the case and the whistleblower's concern shall be investigated again if there is good reason to do so to the BOD.

- 3.5.4 A summary of case reported by Whistleblower shall be prepared by the Whistleblowing Committee Chairman or Prescribed Officer upon receiving of necessary documents or evidences, stating the nature of complaints received the results thereof, action taken and recommendation for reporting to the WC. The follow-up action on opened cases and the unresolved complaints shall be updated to the WC on a monthly basis.
- 3.5.5 Board Executive Summary Report shall be provided to the WC/BOD on a quarterly reporting basis.
- 3.5.6 The procedures listed above in Paragraph 3.0 have been briefly summarised in a procedures flowchart for whistleblowing and provided in **Appendix C**. The respond timing has been indicated in **Appendix F**.

#### **4.0 Rights of Person Implicated**

- 4.1 Employees of the Group or other persons who are implicated of wrong doings/ alleged wrongdoers shall be notified in good time of the allegation made against them provided that this notification does not impede the progress of the procedures for establishing the circumstances of the case.
- 4.2 All alleged wrongdoers shall be given the opportunity to put forward their comments during the investigation in keeping with the principle respect for the “right to have a fair hearing”, as interpreted by the law.
- 4.3 All alleged wrongdoers have the duty to attend and assist the investigation process.

#### **5.0 External Disclosure**

- 5.1 If the procedures under the Whistleblowing Policy and Guidelines have been exhausted, or the whistleblower is still not satisfied with the response/outcome and reasonably believes that the information disclosed, and any allegation contained in it, are substantially true, he or she is at liberty to take the matter further by raising it with the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned. External disclosure may further be made in case of an important and urgent public interest or required by the law.
- 5.2 Whilst the whistleblower is able to report issues externally, the whistleblower must be aware that there is a difference between reporting internally through the letter or email, and externally. To report internally, the whistleblower must be suspicious that there is malpractice whereas to report externally, the whistleblower must have reasonable belief that malpractice has or is taking place and some evidence to support the report and, he or she believes that the framework shall not adequately dealt with the matter. External disclosures shall be made in good faith, in the belief that allegations are substantially true and there shall be no motive for personal gain.
- 5.3 The instrument of external reporting shall in reasonable opinion of the whistleblower is in balance with the relevant matter and there shall not be a less potentially damaging option available.
- 5.4 The whistleblower shall minimise the possible impact of his or her actions to the Group and to the people involved. The external party one considers disclosing information to,



shall be a party which shall be able to effectively organise action against the alleged contravention.

- 5.5 An employee who makes an external complaint in good faith to any the relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned after exhausting the Group's existing internal procedure shall be protected against victimisation or other adverse treatment.

## **6.0 Time Limits and Retention of Records**

- 6.1 Time limits shall be allocated for each stage of the procedure. If the time limits pass without any satisfactory action being taken, the concerns shall be raised at the next level. (Please refer **Appendix F: Respond Timing** for further details).
- 6.2 All records relating to any whistleblower case(s) and its related investigation report, if any shall be retained for a minimum period of seven (7) years.
- 6.3 All records shall be maintained in good condition to protect evidence and avoid legal repercussions at dedicated place as allocated by the Whistleblowing Committee Chairman.
- 6.4 All records shall be treated as confidential and only designated personnel as assigned by the Whistleblowing Committee Chairman shall have the accessibility of the records.

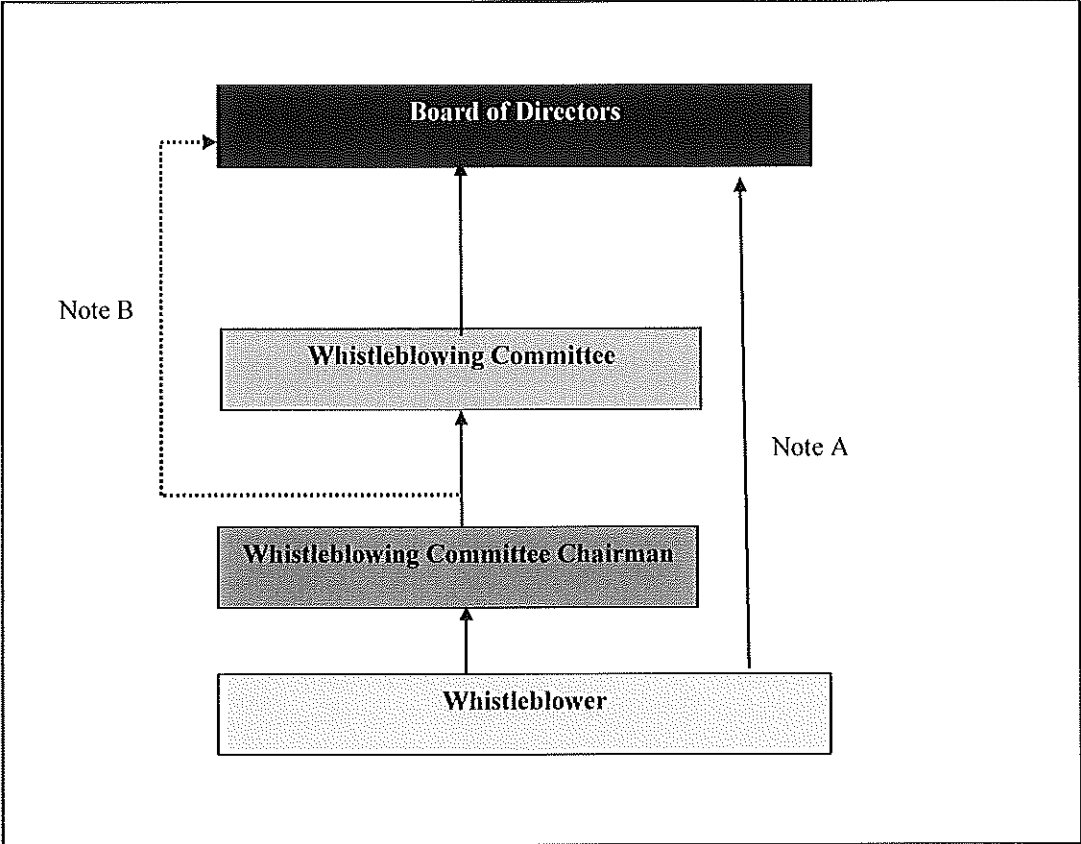
## **7.0 Privacy**

- 7.1 NPS is committed to protect the privacy of the persons involved to the fullest extent possible and in accordance with applicable laws. Any personal data obtained through or as part of this Guidelines, shall only be used for the purposes explained in this Guidelines and shall only be provided to those who have a need to know these data for these purposes or to comply with the law or an important public interest.

**APPENDIX A: EXAMPLE FORMAT OF REPORT TO BE USED BY WHISTLEBLOWER**

No.	Questionnaires	Remark
1.	<b>General</b>	
	a) Do you wish to remain anonymous within NPS Group : Yes / No	
2.	<b>Personal information</b>	
	a) Your name :	
	b) Your preferred phone number :	
	c) Your preferred e-mail address :	
	d) Best time and method for communication with you :	Time: Method: Phone / E-mail / Physical
3.	<b>Report of contravention</b>	
	a) What is the concern you want to report / nature of the wrong doing :	
	b) Do you have a serious suspicion or are you sure :	Serious suspicion / I am sure
	c) Date of the wrongdoing occur or may occur :	
	d) Where did it occur / time and place of its occurrence :	
	e) Who is, in your opinion, the person involved / the identity of the alleged wrongdoer :	
	f) What is, in your opinion, the potential damage (financially or otherwise) to NPS Group or other interested parties :	
	g) Do you think it will happen again :	Yes, when and why / No, why
4.	<b>Personal action</b>	
	a) How did you become aware of the situation :	
	b) Do you know of any other person(s) who are aware of the situation, not being personally involved :	Yes / No
	c) Do you have any evidence, which can be handed over e.g. documentary evidence? :	Yes / No
5.	<b>Additional information</b> :	

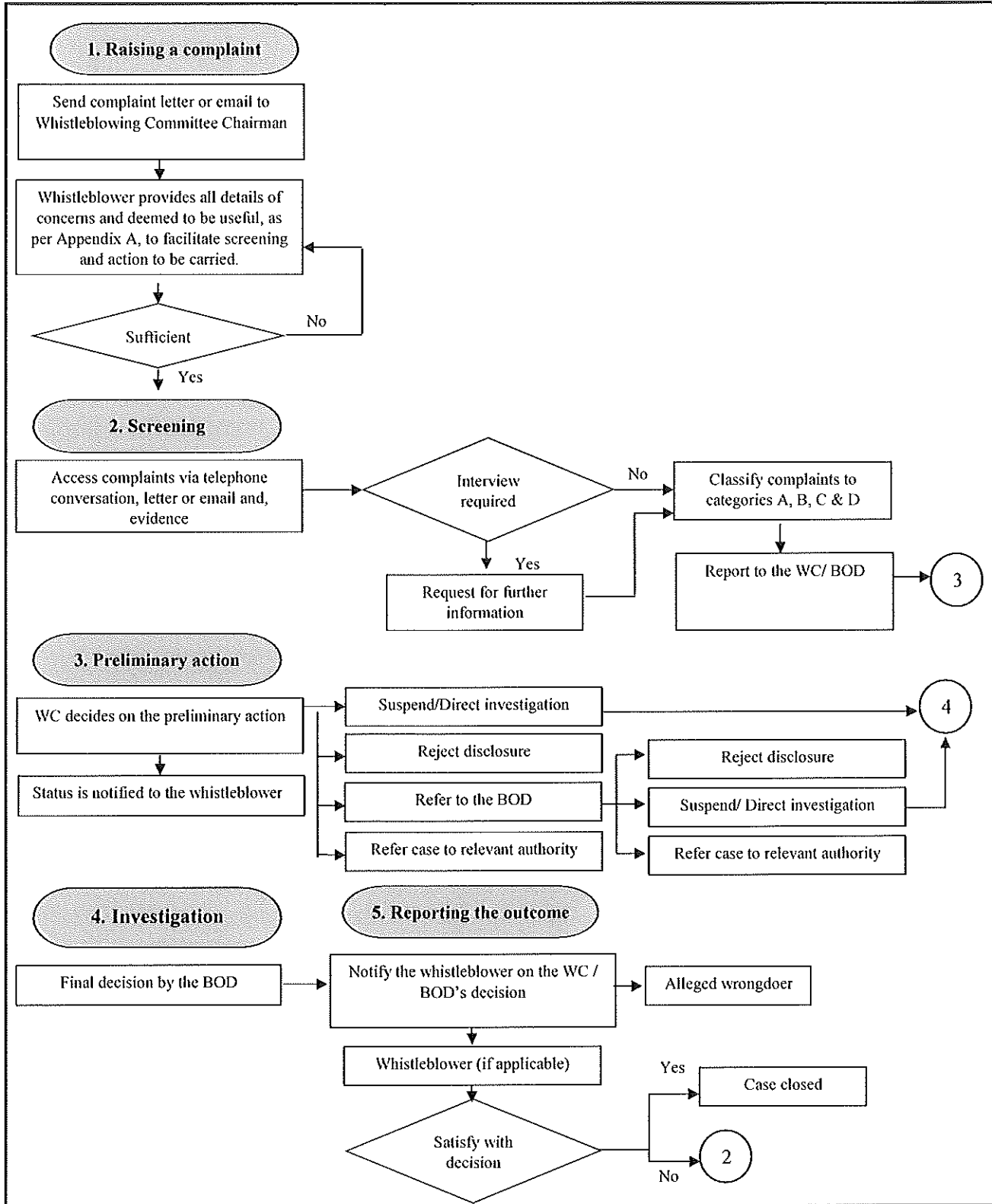
**APPENDIX B: WHISTLEBLOWING REPORTING STRUCTURE**



**Note A :** The whistleblower can also directly write to the BOD when he or she has a reasonable belief that there is serious malpractice relating to any of the wrongful activities or wrongdoings specified in paragraph 2.8.1 and it will not be adequately dealt with by reporting to the Whistleblowing Committee Chairman.

**Note B :** If the whistleblower’s disclosure implicates Whistleblowing Committee members, the Whistleblowing Committee Chairman shall report directly to the BOD.

**APPENDIX C: REPORTING PROCESS AND PROCEDURES FLOWCHART FOR WHISTLEBLOWING**



**APPENDIX D: ROLE AND RESPONSIBILITIES**

Role	Responsibilities
<b>Board of Directors</b>	<ul style="list-style-type: none"> <li>▪ Issue policy and communicating the requirements of the policy;</li> <li>▪ Maintain oversight of any major issue arising from the policy and or other enquires into the conduct of this guideline; and</li> <li>▪ Review preliminary reports and establish whether there are any grounds for further action.</li> <li>▪ Final decision on the investigation matters.</li> </ul> <p><i>(The BOD may delegate some of the above responsibilities to any Board committees as deemed appropriate).</i></p>
<b>WC</b>	<ul style="list-style-type: none"> <li>▪ Act as a support to the BOD;</li> <li>▪ Review preliminary reports and establish whether there are any grounds for further action;</li> <li>▪ For issues that require immediate attention, make decision on the corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken; when required;</li> <li>▪ Provide recommendation of matters to be investigation when required;</li> <li>▪ Be accessible to persons who wish to discuss any matter raised in or in connection with a report;</li> <li>▪ Review and report to the BOD on the results of the investigations and recommendations for corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken; and</li> <li>▪ Timely submission of Board Executive Summary reports on a quarterly basis to the BOD.</li> </ul>
<b>CEO</b>	<ul style="list-style-type: none"> <li>▪ Administer and monitor the implementation and compliance of the policy and guidelines; and</li> <li>▪ Ensure that the corrective or remedial actions recommended by the WC/ BOD are promptly executed.</li> </ul>

**APPENDIX D: ROLE AND RESPONSIBILITIES (cont'd)**

Role	Responsibilities
<b>Management</b>	<ul style="list-style-type: none"> <li>▪ Maintain awareness on the latest development and trends of whistleblowing policy and guidelines; and</li> <li>▪ Provide continuous education process.</li> </ul>
<b>Prescribed Officer / GA</b>	<ul style="list-style-type: none"> <li>▪ Promptly receive, record (if the disclosure is made orally), and refer to the WC, a report and any matter arising there from or in connection therewith;</li> <li>▪ Ensure that documents related to reports are retained in a safe, secure and proper manner;</li> <li>▪ Attend, in confidence, to inquiries about this policy and provide informal advice to persons who are considering making a disclosure under this policy; and</li> <li>▪ Timely submission of whistleblowing report with a summary of cases received from whistleblower upon obtaining necessary documents &amp; evidences.</li> <li>▪ Timely update to the WC/ BOD on the status of follow-up action and unresolved complaints.</li> </ul>
<b>Whistleblower</b>	<ul style="list-style-type: none"> <li>▪ The make a report orally or in writing and submit it to the Whistleblowing Committee Chairman, if necessary;</li> <li>▪ To assist in the information/ evidence gathering stage;</li> <li>▪ To assist in the investigation/ domestic inquiry stage if required; and</li> <li>▪ To appear as a witness if required.</li> </ul>

APPENDIX E: COMPLAINTS CATEGORIES DESCRIPTION

Category	Complaints rating	Description
A	Extreme	<ul style="list-style-type: none"> <li>▪ The complaints if not addressed immediately, could result in (but not limited to):               <ul style="list-style-type: none"> <li>– material financial losses to the Group;</li> <li>– negative public image that could disrupt the business operations for a long period of time or result in long term/ permanent damage to the business reputation;</li> <li>– adverse local and/or international media coverage;</li> <li>– closure of business operations;</li> <li>– adverse impact to the share price; and</li> <li>– issues could result in serious reprimand and/or material penalty from authority.</li> </ul> </li> <li>▪ Sustained significant adverse impact that would require <u>hard work</u> from Management to manage the issue.</li> <li>▪ Complaints against the GA, CEO or Directors.</li> </ul>
B	High	<ul style="list-style-type: none"> <li>▪ The complaints if not addressed within the reasonable period of time, could result in (but not limited to):               <ul style="list-style-type: none"> <li>– material financial losses to individual Company within the Group;</li> <li>– negative public image that could disrupt the business operations for a certain period of time or result in temporary damage to the business's reputation;</li> <li>– negative local media coverage;</li> <li>– temporary closure of business operations; and</li> <li>– issues could result in issuances of warning letters from the authority.</li> </ul> </li> <li>▪ Sustained negative impact that would require <u>some work / planning</u> from Management to manage the issue.</li> <li>▪ The issue is ongoing.</li> </ul>
C	Medium	<ul style="list-style-type: none"> <li>▪ The complaints if not addressed within the reasonable period of time, could result in (but not limited to):               <ul style="list-style-type: none"> <li>– minimal financial losses;</li> <li>– unfavourable information that could disrupt the business routine;</li> <li>– intra-industry knowledge; and</li> <li>– issues could result in issuances of verbal warning from the authority.</li> </ul> </li> <li>▪ Impact can be absorbed / managed with <u>minimum management effort</u>.</li> <li>▪ Issues can be resolved without the need to have an investigation.</li> </ul>

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Category	Complaints rating	Description
D	Personal grievances	<ul style="list-style-type: none"><li>▪ Personal grievances concerning an individual's terms and conditions of employment, or other aspects of the working relationship, complaints of bullying, or disciplinary matters.</li><li>▪ The complainant shall be advised to direct the abovementioned issues to the following designated personnel:<ul style="list-style-type: none"><li>- Head of Human Resource</li><li>- CEO</li></ul></li></ul>

The above list is not conclusive and may require the Whistleblowing Committee Chairman together with the WC / BOD to exercise judgement to decide on the seriousness of the complaints.



**APPENDIX F: RESPOND TIMING**

Reporting process and procedures		Respond timing		
		Category A	Category B	Category C
1	<b>Raising a complaint</b>  Acknowledgement of receipt of complaint via letter or email	Within 3 working days	Within 5 working days	Within 5 working days
2	<b>Screening</b>	Completed within 15 working days after completion of process 1	Completed within 20 working days after completion of process 1	Completed within 30 working days after completion of process 1
3	<b>Preliminary action</b>	Decision made by the WC / BOD within 10 working days after completion of process 2	Decision made by the WC within 10 working days after completion of process 2	Decision made by the WC within 15 working days after completion of process 2
	Status update to the whistleblower	Within 5 working days after decision made by the WC / BOD	Within 5 working days after decision made by the WC	Within 5 working days after decision made by the WC
4	<b>Investigation</b>	Completed within 2 months after completion of process 3. However, complex investigation that requires longer period shall be notified to the BOD	Completed within 2 months after completion of process 3. However, complex investigation that requires longer period shall be notified to the WC	Completed within 2 months after completion of process 3. However, complex investigation that requires longer period shall be notified to the WC

