



**AGROMATE HOLDINGS SDN. BHD. (198801007079)**

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**WHISTLEBLOWING POLICY & PROCEDURES**

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## 1. INTRODUCTION

Agromate Holdings Sdn. Bhd. and its subsidiaries (“the Group”) are committed to achieve and maintain a high standard of integrity, accountability and ethical behavior in conducting its businesses.

The Group takes a serious view of any acts of wrongdoing or improper conduct by any of its employees. Disciplinary and/or legal action, as appropriate, shall be taken against any person, who is found to have committed any wrongdoing or improper conduct whilst in employment with the Group. The Group shall pursue to the fullest extent of the law all acts of wrongdoing or improper conduct. It is advisable that any issues to be raised are current to ensure the availability and access to witness and documents.

## 2. OBJECTIVE

This Whistleblowing Policy and Procedures (“Policy”) is formulated to provide and facilitate a mechanism for employees and stakeholders to disclose concerns about any suspected and/or known wrongdoing or improper conduct in the Group without fear of reprisal or detrimental action.

This Policy may also act as an early warning system that enables the Group to remedy any wrongdoing or improper conduct before serious damage is caused.

## 3. SCOPE OF THE POLICY

This Policy is designed to facilitate employees and stakeholders to disclose any wrongdoing or improper conduct through the internal channels available. The following is a non-exhaustive list of wrongdoing or improper conduct under the Policy: -

- i. Fraud/Dishonesty;
- ii. Bribery/Corruption;
- iii. Abuse of power and position;
- iv. Conflict of Interest;
- v. Theft/Embezzlement;
- vi. Harassment;
- vii. Misuse of Company’s properties, assets or resources; and
- viii. Non-Compliance with laws and regulations and policies of the company.



All in all, wrongdoing or improper conduct shall mean any illegal or irresponsible act that if proven, constitutes a disciplinary action or a criminal offence that can impact the Group's reputation.

#### **4. ACTING IN GOOD FAITH**

All parties are expected to act in good faith, for the best interest of the Group and must have reasonable grounds when making a report of improper conduct.

The element of good faith shall be deemed to be lacking when:-

- (a) the person does not have personal knowledge or a factual basis for the report of improper conduct; or
- (b) where the person knew or reasonably should have known that the report or any of its contents are false; or
- (c) where the report is frivolous or vexatious; or
- (d) there are circumstances that indicate that the report has been made with malicious intent, ulterior motive or for personal gain.

Any person that has not acted in good faith shall not be entitled to any protection under this Policy.

Anonymous reports are not encouraged as any follow-up to ascertain the facts or to obtain further information for investigation purposes would be difficult. Although the Group is not expected to address any anonymous allegations, it may, however, consider investigating an anonymous allegation after having considered the following: -

- (a) the seriousness of the concern;
- (b) the credibility of the concern; and
- (c) the likelihood of confirming the concern from credible sources.

#### **5. PROTECTION FROM RETALIATION AND REPRISAL TO WHISTLEBLOWER**

The Group views retaliation or reprisal against the Whistleblower seriously. The Group provides assurance to the Whistleblower that he/she would be protected against any detrimental action which is not limited to retaliation, disciplinary action, demotion, refusal of promotion, threat or intimidation for termination/suspension of service, transfer, termination of business relationship or any direct or indirect use of authority to obstruct the Whistleblower from continuing to report.



The Group assures that no disciplinary action can be taken against the Whistleblower on condition that the information provided is accurate, factual and there is no element of malicious intent. Such protection is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts, rules and procedures involved.

## 6. WHEN PROTECTION MAY NOT BE AVAILABLE

The Whistleblower may not avail him/herself to the protection against retaliation and reprisal mentioned in section 5 above, under the following circumstances: -

- (a) The report of improper conduct is not made in good faith; or
- (b) The Whistleblower has personally participated in the improper conduct reported; or
- (c) The report of improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action; or
- (d) The Whistleblower breaches his/her obligations of confidentiality under this Policy.

Any Whistleblower who has participated in improper conduct may be subjected to disciplinary action. However, in certain circumstances, the Board of Directors or Whistleblowing Committee (“WBC”) or senior management may, in its discretion, on a case-by-case basis decide to grant amnesty or consider leniency to the Whistleblower.

However, the Group has no power to provide any immunity from criminal prosecution. The Group also does not have any power to grant any protection from retaliation and reprisal to a Whistleblower who is not its employee.

## 7. THE WHISTLBLOWING COMMITTEE, TERMS OF REFERENCE

### 7.1 Objective

The principal objectives of the Whistleblowing Committee (“WBC”) is to assist the Board of Directors (“Board”) and senior management of the Group in reviewing and investigating any wrongdoing or improper conduct arising from complaints received and make appropriate recommendations to the Board/ senior management or take the necessary actions where applicable.



## 7.2 **Composition of members and meeting**

7.2.1 The WBC shall comprise permanent members of the following:

POSITION	NAME
Chairman of the Whistleblowing Committee	Jennyfer Chuah
Members of the Whistleblowing Committee	1. Irving Ho 2. Ivan Soon Jern Yong

The WBC meeting shall be chaired by the WBC Chairman; or in his/her absence, the WBC Chairman shall nominate one of the members present as an acting Chairman.

7.2.2 If the complaints directly or indirectly relate (i.e., direct subordinate / relatives) to any of the WBC member, the committee member should abstain from participating in the meeting.

7.2.3 The quorum for a WBC meeting is 2 members, present in person. In the event that the quorum cannot be met due to 2.2 above, The Chairman of the WBC or the Board shall nominate another nominee to act as an ad-hoc member(s) of the WBC until the completion of the wrongdoing or improper conduct case.

7.2.4 The WBC may invite any other person/s, whom may have the related expertise or information to participate in a meeting.

## 7.3 **Authority**

7.3.1 The WBC is authorized by the Board to investigate any wrongdoing or improper conduct stated in its Terms of Reference involving employees, senior management personnel or Board members. The WBC may seek, at the expense of the Company, external legal or other independent professional services if deemed necessary in the discharge of its responsibilities.

7.3.2 In discharging its responsibilities, the WBC shall have unrestricted access to any books and records of the Company, which the WBC reasonably believes or has reason to believe to be relevant to the investigation. The WBC shall also be entitled to examine any person(s) as it may deem appropriate and to receive such information as it requires from them.



7.3.3 The WBC shall be entitled to seek assistance from other resources or any departments within the Company to assist in any investigation.

7.3.4 Whenever the WBC reasonably deems fit, the WBC may refer the following employee(s) to the management of the Company for further actions:

- (a) Employee(s) who is/are involved or discovered to be involved in the wrongdoing or improper conduct or detrimental action in a particular complaint;
- (b) Employee(s) who lied or is/are not telling the truth or uncooperative in the course of the investigation.

7.3.5 The WBC may recommend to the Board / senior management to give a reward to a Whistleblower who makes complaints which leads to the successful detection of wrongdoing or improper conduct.

7.3.6 For complaints involving the Chairman of the Board or the CEO of the Group, the matter shall be discussed at a Board meeting without the presence of the Chairman of the Board or the CEO of the Group respectively, as deemed appropriate.

#### **7.4 Roles & Responsibilities**

7.4.1 In fulfilling its primary objectives, the WBC shall undertake the following roles and responsibilities:

- (a) receive, process, investigate and determine the genuineness of any complaints received;
- (b) conduct initial enquiry on any complaints received;
- (c) dismiss any complaints if the same shall have no basis or merits or is not a matter to be dealt with;
- (d) appoint an investigation team to investigate any complaints deemed genuine;
- (e) review the findings of investigation made by the investigation team in respect of any complaints;
- (f) decide on the appropriate actions to be taken to address the complaints.
- (g) conduct its own investigation into any complaints, if deemed necessary;
- (h) deal or liaise with the appropriate Enforcement Agency in respect of any matters under the Whistleblower Protection Act 2010;



- (i) prepare and present the reports (as when necessary) to the Board in respect of any complaints and the actions to be taken on such complaints;
- (j) review and evaluate the effectiveness of the Whistleblowing Procedures and make changes to the Whistleblowing Policy as the circumstances require;
- (k) ensure the Whistleblowing Policy and its implementation is in compliance with all relevant laws and regulations; and
- (l) review these Terms of Reference and its own effectiveness and recommend any changes it considers necessary to the Board for approval.

The above list of the roles and responsibilities is not exhaustive and the WBC may, in addition, perform such other functions as may be necessary or appropriate for effective performance of the WBC.

## **7.5 Secretary**

7.5.1 The Chairman of the WBC shall nominate any person to act as a Secretary of the WBC.

7.5.2 The Secretary shall organise and provide assistance at each WBC meeting and responsible for the following tasks:

- (a) ensure meetings are arranged and held accordingly;
- (b) prepare meeting agendas in consultation with the Chairman of the WBC and issue notice of WBC meeting in writing to all members and ad-hoc members within a reasonable period, except in the case of an emergency;
- (c) ensure effective and structured communication channels established between the WBC and the Board and senior management;
- (d) ensure collation and distribution of information on behalf of the WBC;
- (e) taking minutes of meetings and circulate them to the WBC for review and comment; and
- (f) other tasks as assigned by the WBC.



## 8. CONFIDENTIALITY

The Group commits to ensure that all disclosed information, including the identity of the Whistleblower shall be treated with strictest confidence. The identity and particulars of the Whistleblower shall be kept private and confidential unless it is required by law, court or authority. If such a situation arises, the Board of Directors or WBC or senior management shall discuss and seek consent from the Whistleblower prior to proceeding with the case.

All involving parties in the investigation may be required to sign a non-disclosure agreement in favour of the Company.

All complaints reported will be treated as confidential. Information will only be disclosed on a need-to-know basis with written consent from the Group.

Any evidence obtained from the Whistleblower shall also be documented and kept confidential. A violation of the confidentiality of the information disclosed by any party privy to the information may be punishable by law under the Malaysian Whistleblower Protection Act 2010.

With that being said, the Whistleblower shall have an implied duty to maintain the confidentiality of the information, in particular the fact that a report has been lodged, the nature of the wrongdoing or improper conduct and the identity of the person who has allegedly committed the wrongdoing or improper conduct.

## 9. PROCEDURES FOR REPORTING

The Whistleblower should promptly make a confidential report of the suspected or known instances of wrongdoing or improper conduct to the Group vide the prescribed e-form: "**DISCLOSURE OF WRONGDOING OR IMPROPER CONDUCT**" (see **Appendix I**) which is available on the Company's website at [www.agromate.com.my](http://www.agromate.com.my). The following information should be included in the report: -

- (a) Personal details of Whistleblower
- (b) Details of an alleged person/s involved
- (c) Nature of allegation, time and venue of the occurrence of the wrongdoing or improper conduct
- (d) Provide evidence, where possible in the report



## 10. ASSESSMENT AND INVESTIGATION PROCEDURES

The assessment and investigation procedures of wrongdoing or improper conduct are as follow: -

### 10.1 Preliminary Assessment

- (a) Upon receiving the report lodged by the Whistleblower, the DR shall notify the wrongdoing or improper conduct allegation to the WBC to deliberate whether it constitutes wrongdoing or improper conduct and its genuineness. The DR shall provide the whistleblower an acknowledgement of receipt within 5 working days from the date of the report.
- (b) WBC shall conduct a preliminary assessment to determine whether there is a need to initiate an investigation.
- (c) Upon reviewing the outcome of the preliminary assessment, the WBC may:-
  - i) instruct the matter to be closed in the event that the preliminary findings clearly indicate that there are no circumstances that warrant an investigation; or
  - ii) instruct for the commencement of an investigation in the event the preliminary findings clearly indicate suspicious circumstances; and
  - iii) consult with legal advisors (internal and/or external) in the case where the preliminary findings disclose a possible criminal offence, and to decide on the furtherance of the matter to the relevant authorities, such as the anti-corruption agency or police for further investigation.
- (d) The Whistleblower will be notified on the following: -
  - i) If the matter is closed, the WBC shall inform the Whistleblower that the matter is closed;
  - ii) If the matter is to be referred to the authorities, subject to any legal requirements or prohibitions, the WBC shall inform the Whistleblower that the matter has been referred to the authorities.
  - iii) In the event an investigation is to be carried out, the WBC shall inform the Whistleblower of the conduct of an investigation. The Whistleblower shall give full cooperation during the conduct of the investigation.



## **10.2 Investigation**

- (a) For the purpose of conducting the investigation, an investigating team shall be established by WBC. The Chairman of the WBC may through consultation with the Board of Directors and/or senior management, collectively identify and appoint an internal or external team or any other person/s with relevant qualification, skills and experience to conduct the investigation.
- (b) In the event an investigation is to be conducted by an external independent party (“EIP”), the terms of appointment of the said EIP shall be prepared and approved by the WBC in accordance with the relevant policies and procedures of the company.
- (c) In the case where the alleged person is an employee of the Group, where it is considered necessary, temporary reassignment or suspension of duty of the alleged employee or other measures appropriate will be taken to facilitate the investigation.
- (d) If the alleged incident reported involves any supplier or contractor, the work or contract granted under the alleged incident may be suspended until the investigation is completed.
- (e) The investigation would be carried out strictly in a confidential manner. During the course of the investigation, the Whistleblower shall not keep in contact with the alleged person or any parties in an effort to determine facts or discuss the case, unless it is specifically requested by the investigating team.
- (f) In the event the Whistleblower is implicated or discovered to be or have been involved in any wrongdoing or improper conduct, the Whistleblower may also be investigated so as to complete the fact-finding process. An investigation is not and shall not be treated as a reprisal against the Whistleblower.

## **10.3 Findings of Investigation**

- (a) Upon completion of the investigation, the investigating team shall provide the investigation report to the WBC for review. In the event the allegation is substantiated, the WBC shall recommend the necessary action/s to be taken to the Board of Directors or senior management.
- (b) All information, documents, records and reports relating to the investigation shall be kept by the Human Resource (“HR”) and Corporate Affairs Department.



**10.4** The 'ASSESSMENT AND INVESTIGATION PROCEDURE FLOWCHART' is appended to this Policy as **Appendix II**.

## **11. RECORD KEEPING, COMMUNICATION AND REVIEW**

The HR and Corporate Affairs Department shall maintain a Register of Disclosures for all reports made under this Policy. All documents obtained pertaining to the reports (from complaints, investigation to resolution) shall be marked as "Strictly Confidential" and be stored securely under the jurisdiction of the HR and Corporate Affairs Department.

The Group shall communicate this Policy to its employees and other stakeholders using appropriate platform/channel.

This Policy shall be reviewed from time to time to reflect any changes in keeping up with the relevant laws and regulations.

## **12. WHISTLEBLOWER PROTECTION ACT 2010**

In the event that there are discrepancies between this Policy and the Malaysian Whistleblower Protection Act 2010, the Act shall prevail.





## APPENDIX II

### ASSESSMENT AND INVESTIGATION PROCEDURE FLOWCHART

