



OCR GROUP BERHAD

Whistle-blower Policy & Guidelines

POLICY AND PROCEDURE			
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Abbreviations

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

AC	Audit Committee		CoC	Code of Conduct & Ethics
BOD	Board of Directors		HODs	Head of Departments
GMD	Group Managing Director			
CFO	Chief Financial Officer			

1.0 Whistle-blower Policy

In line with good corporate governance practices, the Board of Directors ("BOD") and Management of OCR Group Berhad ("OCR" or "the Company") and its subsidiary companies (collectively known as the "OCR 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 report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Group to provide reassurance that they shall be protected from reprisals or victimisation for whistleblowing in good faith.

The BOD of OCR 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 Policy of the BOD 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 under the Whistleblower Protection Act 2010.

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 OCR

Whistleblowing guidelines shall be sufficient to:

- Prohibit legal sanctions for retaliatory action taken against the whistleblower;
- Establish timely, feedback, response and remedial and/or corrective action;
- Establish procedures to maintain records confidentiality and retention; and
- Embed integrity, transparency and accountability within the business.

Whistleblower can either email their complaint letter to the AC Chairman at juliankoh@ocrbhd.com or mail the letter by marking "Private and Confidential" to the following address:

To: Audit Committee Chairman
c/o: A-5-1 Block Allamanda
10 Boulevard
Lebuhraya Sprint PJU 6A
47400 Petaling Jaya
Selangor

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 shall 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 Whistle-blower 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 ensure effective implementation of this Guidelines. This shall enhance OCR's accountability in preserving its integrity and may 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 Whistle-blower 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 Guideline shall not apply to personal grievances.

2.5 Administration

- 2.5.1 The BOD, through the AC, shall exercise the oversight function over the administration of the policy and endorsed the policy.
- 2.5.2 The Management of OCR shall adopt this Guidelines.
- 2.5.3 The administration of the policy and guidelines shall be carried out by the GMD of OCR.

2.6 Circulation and Annual Review

- 2.6.1 The Whistle-blower Policy shall be made available to public via the OCR's public website.
- 2.6.2 As for internal circulation within the Group, the Whistle-blower 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 Whistle-blower Policy and Guidelines.
- 2.6.3 The Guideline shall be reviewed by the AC whenever necessary to ensure that the Guidelines are in accordance with OCR's business environment and the relevant standards, act and law.

2.7 Who can Whistleblow

- 2.7.1 Once the Whistle-blower 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. Board members 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 Whistle-blower Policy and Guidelines, he or she is encouraged to seek advice or guidance from the GMD or AC 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 OCR Group's business or affairs that is being, has been, or is likely to be, committed:
- a. Fraud, bribery, corruption/corrupt practices, forgery, cheating and malpractices;
 - b. Non-disclosure of conflict of interest situation;
 - c. Misappropriation of unauthorised use of the Group's funds or assets;
 - d. Sale of proprietary information and/or collusion with competitors;
 - e. Failure to comply with legal obligations or regulatory requirements;
 - f. Criminal breach of trust or offence;
 - g. Collusion and money laundering;
 - h. Misuse or abuse of the Group's funds or assets or assets misappropriation;
 - i. Financial irregularity or financial fraudulent within OCR;
 - j. Breach of the Group's Standard Operating Procedures or 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 OCR's 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 may 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 Whistle-blower Policy and

Guidelines, he or she is encouraged to seek advice or guidance from the GMD or the AC 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.

2.10 Confidentiality

- 2.10.1 The Whistle-blower Policy and Guidelines is intended to safeguard the safety of the whistleblower's identity, and therefore undertakes to treat all whistleblowing reports as confidential.
- 2.10.2 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.
- 2.10.3 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.
- 2.10.4 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.
- 2.10.5 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.

2.11 Whistleblower Protection

- 2.11.1 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 AC 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.

- 2.11.2 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.
- 2.11.3 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 OCR.

2.12 Safeguard against Abuse of Policy

- 2.12.1 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.
- 2.12.2 Where a whistleblower makes a report not in good faith or reasonably believed not to be true, the whistleblower may not be protected and shall be subjected to disciplinary action by the Company in accordance with the CoC of OCR.

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 AC Chairman. If he or she decides to raise a matter orally, the respective employee may 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: Example Format of Report to Be Used by Whistleblower.**
- 3.1.2 Disclosure which include those relating to financial reporting, unethical or illegal conduct, shall be reported directly to the AC Chairman. Employment related concerns can be reported to the Human Capital and Admin Department.
- 3.1.3 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 AC Chairman at juliankoh@ocrbhd.com or mail the letter by marking "Private and Confidential" to the following address:
- To: Audit Committee Chairman
c/o: A-5-1 Block Allamanda
10 Boulevard
Lebuhraya Sprint PJU 6A
47400 Petaling Jaya
Selangor.
- 3.1.4 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.
- The whistleblower may be asked to provide further clarifications and information from time to time, for example, if an investigation is conducted.
- 3.1.5 However, there may be circumstances where the whistleblower may be needed as a witness. Should this be the case, the Audit Committee Chairman shall discuss the matter with the whistleblower at the earliest opportunity.

3.2 Screening

- 3.2.1 The AC Chairman may delegate the complaints received to an independent investigator, internal auditor or CFO to screen and assess the whistleblower's disclosure to determine whether it is related to a wrongful activities or wrongdoings specified in this Policy.

3.3 Preliminary action

- 3.3.1 The AC shall make decisions including but not limited to any of the following:
- a. Rejection of the whistleblower's disclosure;
 - b. Directing investigation by the internal expertise, AC Chairman or any subject matter experts;
 - c. Suspending the alleged wrongdoer or any other implicated persons from work in accordance with the CoC of OCR to facilitate any fact-finding or to avoid any whistleblower's exposure to a threat or harm;
 - d. Referral to the police or any other appropriate enforcement authority; or
 - e. Referral to the BOD for decision.

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 Based on the investigation directed by the AC / BOD, 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;
- alleged wrongdoer or any other implicated persons shall be subjected to disciplinary action in accordance with the CoC of OCR.
- 3.4.3 The BOD, with the recommendation from the AC, 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.

- 3.4.4 In the event the implicated personnel are the AC members, 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.
- 3.4.5 All decisions made by the BOD and reasons of action thereof shall be recorded.

3.5 Reporting of Outcome

- 3.5.1 A summary of case reported by Whistleblower shall be prepared by the CFO upon receiving of necessary documents or evidences, stating the nature of complaints received the results thereof, action taken and recommendation for reporting to the AC. The follow-up action on opened cases and the unresolved complaints shall be updated to the AC on a regular basis.

4.0 Rights of Person Implicated

- 4.1 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.
- 4.2 All alleged wrongdoers have the duty to attend and assist the investigation process.
- 4.3 The whistleblower shall minimise the possible impact of his or her actions to the Group and to the people involved.
- 4.4 An employee who makes an external complaint in good faith to any 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.

5.0 Privacy

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