



WHISTLEBLOWING POLICY
**DISCLOSURE OF INFORMATION
CONCERNING WRONGDOING
IN THE WORKPLACE**

Date Approved by the Board: 28th August 2012

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(I) INTRODUCTION

1. Whistleblowing is basically a form of disclosure. It involves a person i.e. the whistleblower raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.
2. The whistleblower usually works in or with the organization and has knowledge of the underpinning facts and circumstances surrounding a wrongdoing within that organization.
3. Suria Capital Holdings Berhad (SCHB) and its group of companies (hereinafter referred to as “SuriaGroup”) recognises that having a whistleblowing system contributes to a more efficient and effective organization.
4. SuriaGroup whistleblowing policy (hereinafter referred to as “this Policy”) is intended to enable employees and other persons to make disclosures about wrongdoings at an early stage to a designated person in SuriaGroup without fear of reprisal so that problems can be identified and resolved quickly within SuriaGroup.
5. At the same time, this Policy is to ensure people exercise their right (to make a disclosure) responsibly and sensibly when suspecting something amiss.
6. The development of this Policy is guided by the following principles:
 - 6.1 SuriaGroup is committed to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs. It expects wrongdoings such as fraud, corruption, serious financial impropriety and gross mismanagement to be reported and facilitates this through internal mechanisms.
 - 6.2 A whistleblowing policy reflects SuriaGroup’s philosophy to stand ready at all times. It covers disclosures about risks that a wrongdoing is likely to happen. Such disclosures act like an early warning system to identify problems or pre-empt a situation detrimental to SuriaGroup. It also makes SuriaGroup better prepared to manage risks and contingencies including how to avoid similar problems in future or prevent similar wrongdoings from recurring.
 - 6.3 SuriaGroup promotes an open communication and honest work culture by setting up internal procedures to address concerns. This Policy

complements the normal channels of communication and reporting lines within SuriaGroup. It provides an alternative route for employees to raise concerns if the usual lines of communication are not available as the complaint relates to his or her immediate supervisor or head of department.

- 6.4 SuriaGroup encourages its employees to achieve the highest possible legal and ethical standards. This Policy demonstrates SuriaGroup's and its employees' commitment to the highest legal and ethical standards. Integrating whistleblowing policies into our practices and culture helps to deter fraud, corruption and mismanagement. Through an effective implementation of this Policy, SuriaGroup is able to preserve its integrity and stand up to public scrutiny. This in turn enhances and builds credibility with our stakeholders.
 - 6.5 This Policy is to be read in together with the Whistleblower Protection Act 2010 (the Act). In the event of a conflict between the Policy and the Act, the Provision of the Act shall prevail.
7. The purpose and objectives of this Policy are as follows:
 - 7.1 To facilitate the making of a disclosure as early as possible and in a responsible manner by putting into place internal procedures.
 - 7.2 To address a disclosure in an appropriate and timely manner. When disclosure matters are addressed, they may be prioritised according to the nature or gravity of the alleged wrongdoings or reported risks and the magnitude of the repercussions.
 - 7.3 To protect a whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such person's confidentiality.
 - 7.4 To treat both the whistleblower and the alleged wrongdoer fairly. The whistleblower will be informed of the status of his or her disclosure. The alleged wrongdoer will be informed of the allegations (though not necessarily at the start of the fact-finding) and given an opportunity to answer the allegations. The identity and personal information of the whistleblower and the alleged wrongdoer will be revealed to persons involved in the fact-findings or any other investigation process on a "need to know" basis only.

(II) MONITORING AND REVIEW

1. In general, all disclosures pursuant to this Policy are to be made to the Prescribed Officer of SuriaGroup designated by the Group Managing Director (“GMD”) from time to time. The designated Prescribed Officer is currently the Group Legal Advisor.
2. The Board will be apprised of disclosure matters which are serious in nature or of grave repercussions to SuriaGroup.
3. This Policy may be reviewed and amended from time to time, as and when necessary, to ensure its relevance and effectiveness in keeping with SuriaGroup’s changing business environment or administrative or operational needs.
4. The ownership of the Policy belongs to the Group Human Resource & Administration (GHRA). All review and propose changes shall be undertaken by GHRA for endorsement by the Executive Management Committee (EXCOM) and approval by the SCHB Board.

(III) PROCEDURES

PRELUDE

This Policy is intended to complement the normal channels of communication and reporting lines within SuriaGroup. Employees should first consult or raise their concerns with their immediate supervisors or heads of departments, or the head of the Human Resource Department or, where necessary, the GMD. However, if their complaints relate to such persons or if their concerns remain unresolved, this Policy provides a facility for employees to make formal disclosures.

A. WHO CAN DISCLOSE

1. Any of the following people (“Whistleblower”) can make a disclosure:
 - SuriaGroup’s employees including employees on contract terms, temporary or short-term employees and employees on secondment.

- People performing services for SuriaGroup including contractors and/or consultants (“Service Provider”).
- Members of the public who are natural persons, not being incorporated or unincorporated bodies.

B. WHAT TO DISCLOSE

1. A disclosure (“Disclosure”) may be made if it relates to one or more of the following wrongdoings by any persons in the conduct of SuriaGroup’s business or affairs:

- financial malpractice, impropriety, corruption or fraud;
- criminal offence;
- failure to comply with laws and regulation;
- misuse of SuriaGroup’s funds or assets;
- improper or unethical conduct or behavior;
- sexual harassment;
- non-compliance with SuriaGroup policies and procedures or any other terms and conditions for employment issued from time to time for the employees and Board Members of SuriaGroup;
- an act or omission which creates a substantial and specific danger to the lives, health or safety of SuriaGroup’s employees or the public or the environment;
- knowingly directing or advising a person to commit any of the above wrongdoings; and
- Attempts to cover-up any of the above matters.

2. This Policy excludes any issues, complaints or concerns about:

2.1 matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;

2.2 matters pending or determined through SuriaGroup’s disciplinary proceedings; and

2.3 matters pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.

3. A wrongdoing could occur in the course of SuriaGroup's business or affairs or at any workplace i.e. any place related to the SuriaGroup's business or affairs, for example, on SuriaGroup's premises, at a charity event organized by SuriaGroup or during a conference attended by its employee in the course of his or her work.
4. If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this Policy, he or she is encouraged to seek advice or guidance from his or her supervisor or head of department, or the head of Human Resource Department or, where necessary, the Prescribed Officer or GMD.

C. WHEN TO DISCLOSE

1. A whistleblower should come forward with any information or document that he or she, in good faith, reasonably believes discloses a Wrongdoing is likely to happen, is being committed or has been committed.
2. The whistleblower needs to demonstrate that he or she has reasonable grounds for the concerns. 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 wrongdoing is going to take place, such genuine concerns should be raised at that early stage.
3. Disclosure should be made within three (3) months of coming upon such information or document. Delaying the Disclosure may be detrimental to the whistleblower as well as any fact-finding or any other investigation process and makes it harder for SuriaGroup to address and resolve the concerns.
4. If a whistleblower was or is involved in a Wrongdoing, he or she is encouraged to make a disclosure and the voluntary admission will be given due consideration. The protection provided by this Policy may not apply depending on the nature or gravity of the Whistleblower's involvement or the Wrongdoing.

D. HOW TO PROCEED

1. Generally, all disclosures pursuant to this Policy are to be made to the Prescribed Officer except in the circumstances specified below. The Prescribed Officer is currently the Legal Advisor of SuriaGroup.

Initial Disclosure

2. A Disclosure can be made in writing or orally.
3. The Prescribed Officer will commit to writing a Disclosure made verbally and the Whistleblower is to confirm the written statements. As far as reasonably practicable, such Disclosure will be made in a private room within SCHB's office.
4. A Disclosure shall include at least the following particulars:
 - 4.1 (a) If the whistleblower is an employee of SuriaGroup, his or her name, designation, current address and contact numbers: or
 - (b) if the whistleblower is not an employee of SuriaGroup, his or her name, name of employer and designation, current address and contact numbers;
 - 4.2 Basis or reasons for his or her concerns including as many details of the Wrongdoing as reasonably possible, for example, its nature, the date, time and place of its occurrence and the identity of the alleged wrongdoer;
 - 4.3 Particulars of witnesses, if any; and
 - 4.4 Particulars or production of documentary evidence, if any.
5. The whistleblower may be asked to provide further clarifications and information from time to time, if a fact-finding or any other investigation process is conducted.

Screening

6. The Prescribed Officer will screen and assess the Disclosure to determine whether it is related to a Wrongdoing or excluded from the scope of this Policy, and will prepare general recommendations to the deciding authority. This initial process should not take more than one (1) month from the day the Prescribed Officer receives the Disclosure. It may be completed immediately if the Wrongdoing is capable of causing irreparable harm to SuriaGroup.
7. A Disclosure can be made directly to the GMD in either of the following circumstances:
 - 7.1 Where the wrongdoing involves the Prescribed Officer; or

- 7.2 Where the wrongdoing does not involve the Prescribed Officer but the Whistleblower, in good faith, reasonably believes that there will be a cover-up or that the Prescribed Officer is personally conflicted (for example, the Prescribed Officer is a close friend of the alleged wrongdoer).
- 7.3 Where the wrongdoing involves any of the senior management officer of the Subsidiary Companies.
- 7.4 In these circumstances, there will be no referral to a higher authority. The GMD has the authority to make final decisions including but not limited to any of those mentioned under paragraph 8 below. The GMD may designate any persons, other than the Prescribed Officer, from within or outside SuriaGroup to conduct any fact-finding or to carry out any other process pursuant to this Policy (for example, any meeting or an internal audit).

Referral to Deciding Authority

8. Following paragraph 6 above, the Disclosure together with the general recommendations will be referred by the Prescribed Officer to the GMD who has the authority to make final decisions including but not limited to any of the following:
- Rejection of the Disclosure.
 - Directing the concerns or any part thereof for consideration under other internal procedures, such as the SuriaGroup References For People Management, SPSB's *Terma Dan Syarat Perkhidmatan SKIM B*, circulars and other terms and conditions for employment issued from time to time or the disciplinary procedures, if appropriate and applicable.
 - Resolution without recourse to a fact-finding.
 - Directing fact-findings or any other investigation process of the Disclosure and any persons involved or implicated.
 - Suspending the alleged wrongdoer or any other implicated persons from work to facilitate any fact-finding or investigation or to avoid any employee's exposure to a threat or harm.

- Designating the Prescribed Officer or any other persons from within or outside SuriaGroup to conduct any fact-finding or to carry out any other investigation process pursuant to this Policy (for example, any meeting or an internal audit).
 - Obtaining any other assistance (for example, external auditors or legal advice).
 - Referral to the police or any other appropriate enforcement agency.
9. If the disclosure involves the GMD, following paragraph 6 above, the disclosure will be referred directly to the Chairman of SuriaGroup who will then be responsible for the fact-finding or investigation and recommendation to the Board. The Chairman of SuriaGroup may refer the disclosure to the Chairman of the Audit Committee if the wrongdoing comes within the purview of the Audit Committee (for example, the Wrongdoing is financial in nature e.g. fraud). In the latter event, the Chairman of the Audit Committee is responsible for the fact-finding or investigation and recommendation to the Board. In either case, the Board has the authority to make final decisions and, if applicable, make a recommendation to the Shareholders or the State Government of Sabah for the removal of the GMD.
10. If the disclosure involves a Board Member of SuriaGroup (except the Chairman of the Board), following paragraph 6 above, the disclosure will be referred directly to the Chairman of the Board who will then be responsible for the fact-finding or investigation and recommendation to the Board. A disclosure involving the Chairman of the Board is to be referred to the Chairman of the Audit Committee who will then be responsible for the fact-finding or investigation and recommendation to the Board. In either case, the Board has the authority to make final decisions and, if applicable, make a recommendation to the Shareholders or the State Government of Sabah for the removal of the Board Member of SuriaGroup concerned.

Being Informed, Opportunity to be Heard

11. The Whistleblower will be informed of the status of his or her Disclosure matter as far as reasonably practicable.

12. The whistleblower and the alleged wrongdoer are expected to give his or her full cooperation in any fact-finding or any other process carried out pursuant to this Policy.
13. The alleged Wrongdoer may be asked to attend a meeting to discuss the allegations (hereinafter referred to as “the Meeting”) and must take all reasonable steps to attend the Meeting. He or she will be given an opportunity to answer the allegations at the Meeting, and his or her answers will be recorded in the minutes of the Meeting. The Meeting may be adjourned to get any advice or make any further fact-finding. The Meeting may not necessarily be held within the early stages of fact-finding.
14. In the event the whistleblower is implicated or discovered to be or have been involved in any wrongdoing, he or she may also be investigated so as to complete the fact-finding or investigation process. A fact-finding or investigation is not and shall not be treated as a reprisal against the Whistleblower. It is to facilitate decision-making. The whistleblower may then be asked to attend a meeting to discuss the allegation and must take all responsible steps to attend the meeting. He or she will be given an opportunity to answer the allegations at that meeting, and his or her answers will be recorded in the minutes of that meeting. The Meeting may be adjourned for SCHB to get any advice or make any further fact-finding or investigation.
15. The whistleblower and, if applicable, the alleged wrongdoer will be notified in writing of the decision on the wrongdoing (e.g. the wrongdoing occurred or not; the alleged wrongdoer is guilty or not), and the basis thereof.

Consequence of Wrongdoing or Wrongful disclosure

16. If an employee of SuriaGroup has, or is found to have:
 - (a) committed a Wrongdoing;
 - (b) taken serious risks which would likely cause a Wrongdoing to be committed;
 - (c) made a disclosure not in accordance with the requirements of this Policy (for example, dishonest, mischievous or malicious complaints); or

- (d) participated or assisted in any process pursuant to this Policy otherwise than in good faith,

the corrective actions to be taken against that employee will be determined by the GMD or, if so delegated by the GMD, the Management may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with SuriaGroup or monetary or other form of punishment.

E. PROTECTION

1. Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to this Policy:
 - 1.1 the Whistleblower will be protected from a reprisal within SuriaGroup as a direct consequence of his or her disclosure; and
 - 1.2 the Whistleblower's identity will be protected i.e kept confidential unless otherwise required by law or for purposes of any proceedings by or against SuriaGroup.
2. The identity and personal information of the Whistleblower and the alleged wrongdoer may be revealed to persons involved in fact-findings or any other investigation processes on a "need to know" basis only.
3. A reprisal means disciplinary measures, demotion, suspension or termination of employment or services with SuriaGroup or a threat to do any of these actions.
4. (a) If an employee of SuriaGroup, in good faith, reasonably believes he or she is being subjected to harassment, victimization or a reprisal as a direct consequence of having made a disclosure under this Policy, he or she ("Complainant") may consult the Prescribed Officer in confidence. Essentially, the complaint will be processed in a similar manner as a whistleblowing disclosure above and is subject to similar requirements.

(b) The wrongdoing being addressed in this instance is the retaliatory conduct or action complained of.

- (c) (i) If an employee of SuriaGroup is found guilty of the wrongdoing i.e. harassment, victimization or reprisal complained of;
or
- (ii) if the complaint was made by the Complainant otherwise than in good faith and based on reasonable grounds,

the GMD or, if so delegated by the GMD, the Management will determine the action to be taken which may include disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with SuriaGroup or monetary or other form of punishment.

5. Any aspects and elements relating to employee protection and employer-employee rights, benefits and obligations do not apply to servicer provider and members of the public.
6. Any employees of SuriaGroup, servicer provider or members of the public who made, or are discovered to have made, a disclosure otherwise than in good faith and based on reasonable grounds will automatically lose the above protections (where applicable).

(IV) QUICK CHEKLIST FOR A WOULD-BE WHISTLEBLOWER

Do

- promptly make a note of concerns and documentary evidence;
- disclose responsibly and in good faith – think of the consequences before acting; and
- follow this Policy and consult the appropriate officer.

Don't

- be afraid to raise genuine concerns;
- accuse any individuals directly; and
- use this Policy because of ill will or personal agenda.



Suria Capital Holdings Berhad

Confidential

WHISTLE BLOWING FORM

To : Group Legal Advisor
Suria Capital Holdings Berhad

Name of the Alleged Wrongdoer	:	
Description of the Alleged Incident ;		
a) Time of Occurrence	:	
b) Date of Occurrence	:	
c) Description of the incident (kindly use attachment if necessary)	:	
d) Other Comment	:	

Signature : _____

Name : _____

Department / Division : _____

Date : _____

Address : _____
(If not an employee of SuriaGroup)

Contact Number : _____