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## Human Resources Blueprint

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### WHISTLE BLOWING POLICY & PROCEDURE FOR UMW NON-MOTOR GROUP OF COMPANIES

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**December 2016**

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Whistle Blowing Policy is part of UMW management continuous effort and commitment towards promoting and implementing good corporate governance practices throughout UMW Group of Companies (Group).

This HR Blueprint is a published document and; therefore, general distribution/circulation is allowed.

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## SECTION A: POLICY STATEMENT

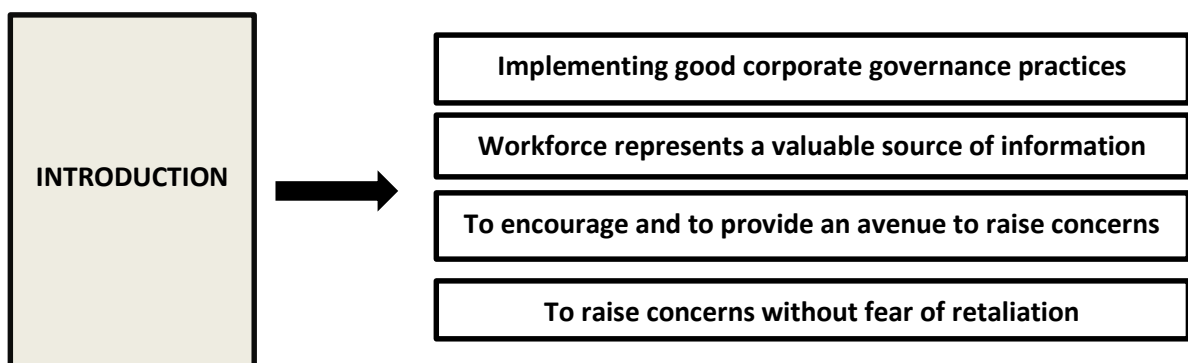
### 1. INTRODUCTION

The introduction of the Whistle Blowing Policy (Policy) is part of UMW management continuous effort and commitment towards promoting and implementing good corporate governance practices throughout UMW Group of Companies (Group). UMW management recognizes that the Group's workforce represents a valuable source of information that can be utilized to identify problem, and deal with it internally, before it causes significant damage to the Group's reputation.

The Policy is intended to encourage and to provide avenue for employees or any other persons including the general public to raise concerns on any wrongdoings or suspected wrongdoings committed by employees of the Group relating to mismanagement or abuse of authority, corruption, fraud, financial malpractices or any breach of laws and regulations that would endanger the safety and health of the employees, the public and/or the environment. The Policy serves to provide a formal channel of communication for the employees and any other persons to raise concerns in a responsible and timely manner.

The Policy also make clear that any such concern can be raise without a fear of victimization, recrimination, discrimination, or disadvantage towards the employees or any other persons reporting to the concerns.

The main points of the introduction are summarized in the diagram below.



### 2. DEFINITIONS

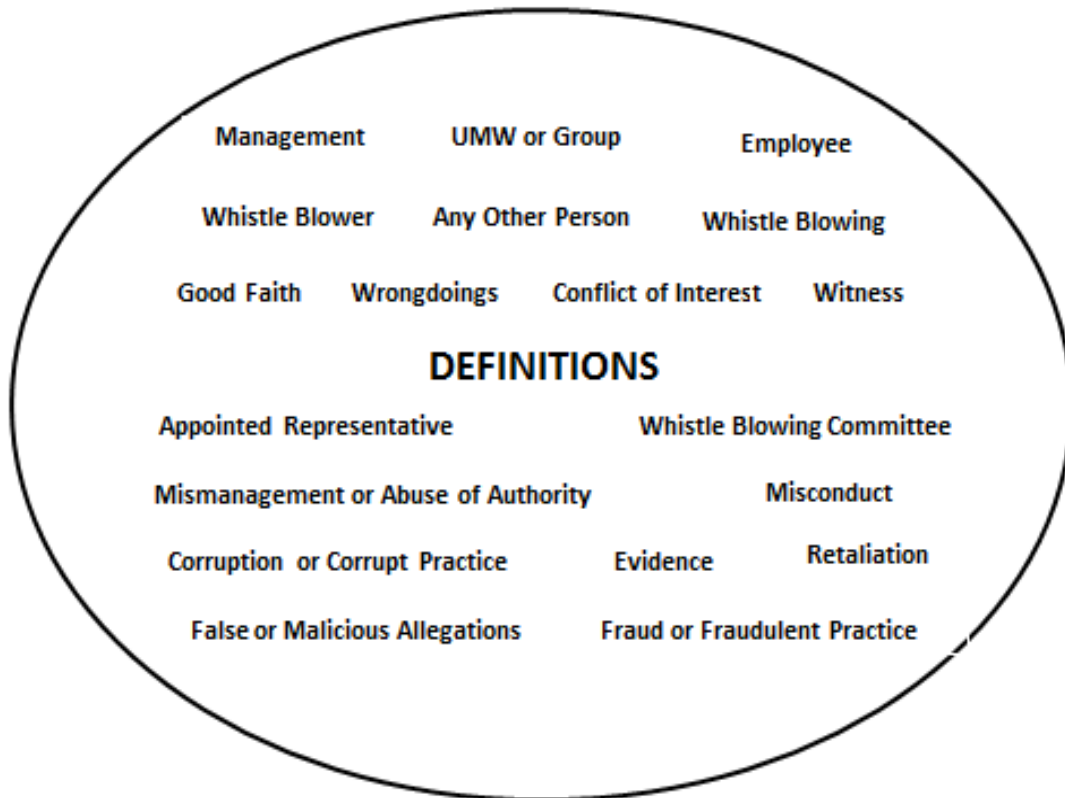
For the purpose of this Policy, the following words or terms when used will have the following meanings;

- 2.1. **“Management”** refers to members of the Board of Directors and Management Committee.
- 2.2. **“UMW or Group”** refers to UMW Group of Companies comprises of UMW Holding Berhad, UMW Corporation Sdn Bhd and all its subsidiaries.
- 2.3. **“Employee”** refers to personnel employed by the Group either on permanent or temporary basis, contract terms and personnel on secondment including members of the Board of Directors and Management Committee.
- 2.4. **“Any Other Person”** refers to individual engaged by the Group as consultants, service providers, contractors, vendors, suppliers including the general public.
- 2.5. **“Good Faith”** is evident when the report is made without malice or consideration of personal benefit and the employees or any other persons have a reasonable ground to believe that the report is true. Good faith is lacking when the disclosure is known to be malicious or false.
- 2.6. **“Whistle Blowing”** is a term used to describe the disclosure or revelation of information that one reasonably believes to be evidence of contravention of any laws or regulations of information that involves wrongdoings committed by employees of the Group.
- 2.7. **“Whistle Blower”** refers to a person who chooses to disclose or reveal information in good faith with reasonable grounds to believe that the information disclosed to be evidence of contravention of any laws or regulations or wrongdoings committed by employees of the Group or any other person.

- 2.8. **“Wrongdoings”** refer to contravention of laws and regulations, non-compliance of the Group’s policies and procedures, unlawful or unethical conducts, corruptions, financial malpractices or an act that would endanger the safety and health of the employees, the public and/or the environment. The scope of wrongdoings is elaborated in Section B: Procedures – Item 3.2.
- 2.9. **“Mismanagement or Abuse of Authority”** means theft, waste or improper use of the Group’s funds, assets and confidential information, either committed intentionally or through reckless disregard.
- 2.10. **“Conflict of Interest”** means any situation in which a party has interests that could improperly influence that party’s performance of official duties or responsibilities, contractual obligations, or compliance with applicable laws and regulations.
- 2.11. **“Corruption or Corrupt Practice”** means the offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party.
- 2.12. **“Evidence”** means any physical object, record, document (in any form), testimony, or other information that tends to establish the existence or non-existence of an allegation or fact.
- 2.13. **“False or Malicious Allegations”** means allegations that are knowingly, deliberately or recklessly inaccurate or misleading, so as to gain some competitive advantage or cause harm to a person or entity.
- 2.14. **“Fraud or Fraudulent Practice”** is any action or omission, including a misrepresentation, that knowingly or recklessly misleads, or any attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation.

- 2.15. **“Misconduct”** includes, but not limited to, the failure to observe the Employees’ Code of Ethics, laws and regulations, Group’s policies and procedures including this Policy and all the other duties of employment, either expressed or implied.
- 2.16. **“Witness”** means any person who is not the subject of an investigation but who provides information or evidence voluntarily or at the request of the Group regarding a matter under investigation.
- 2.17. **“Company Appointed Representative (CAR)”** refers to a person designated as the official with the primary responsibility to receive reports of allegations of wrongdoings or suspected wrongdoings committed by employees of the Group.
- 2.18. **“Whistle Blowing Committee (WBC)”** refers to a group of employees appointed and designated by the UMW President & Group CEO as the authority to manage, co-ordinate, direct and decide on the action to be taken on the allegations received of wrongdoings committed by employees of the Group.
- 2.19. **“Retaliation”** is misconduct and any detrimental act, direct or indirect, recommended, threatened or taken against a Whistle Blower or witness because of the person’s report or cooperation in the investigation. It extends to retaliation against any person because such person was believed to be about to report misconduct or believed to have reported misconduct, even if such belief is mistaken. It includes harassment, discriminatory treatment, and assignment of work outside of the corresponding job description, inappropriate performance appraisals or salary adjustments, or the withholding of an entitlement.

The words or terms used and defined are summarized in the diagram below:

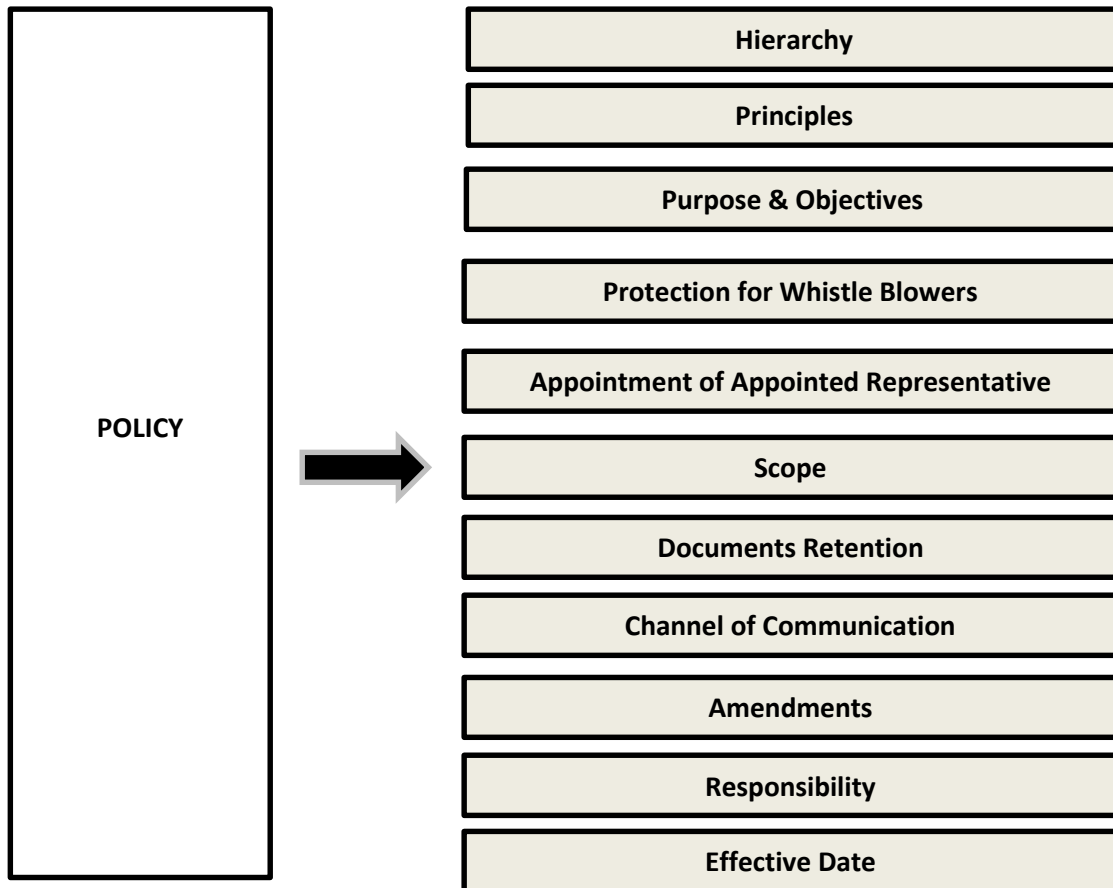


### 3. **POLICY**

This Policy addresses UMW management commitment towards achieving the highest ethical standards in all of its practices as well as to ensure transparency and accountability. This Policy also addresses the protections accorded to Whistle Blowers.



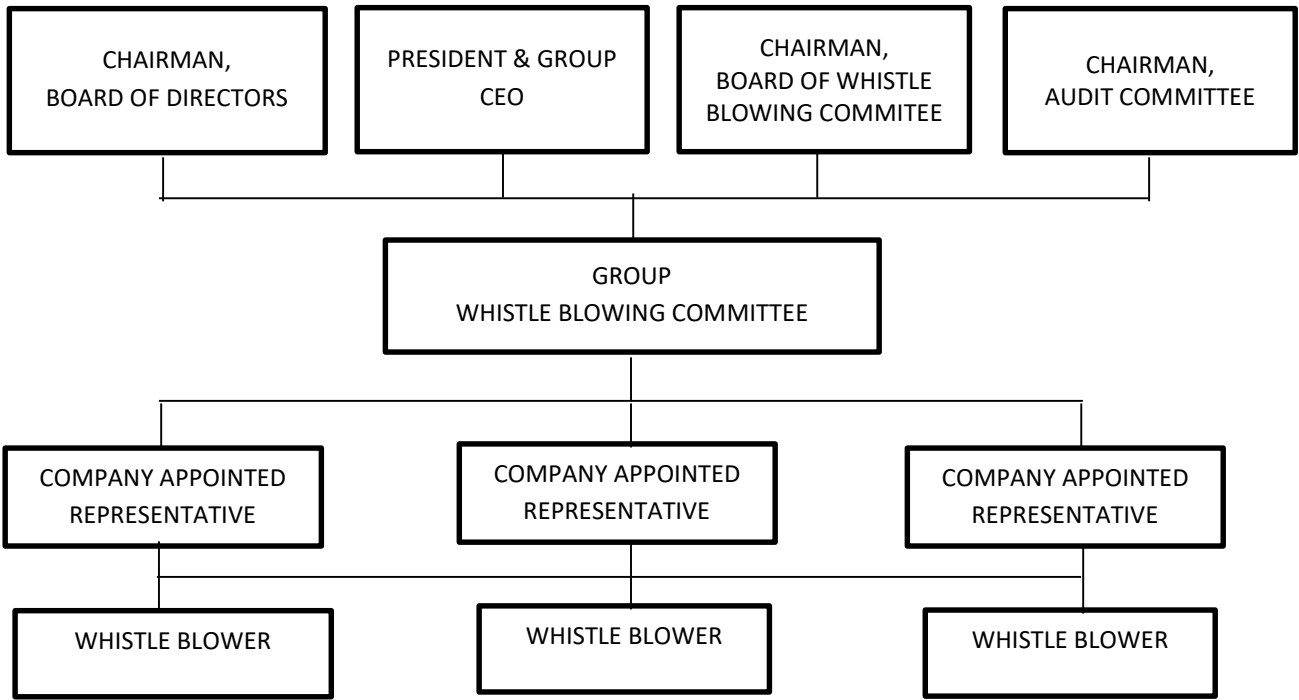
The Policy covers the following areas as shown in the diagram below.



#### 4. WHISTLE BLOWING HIERARCHY

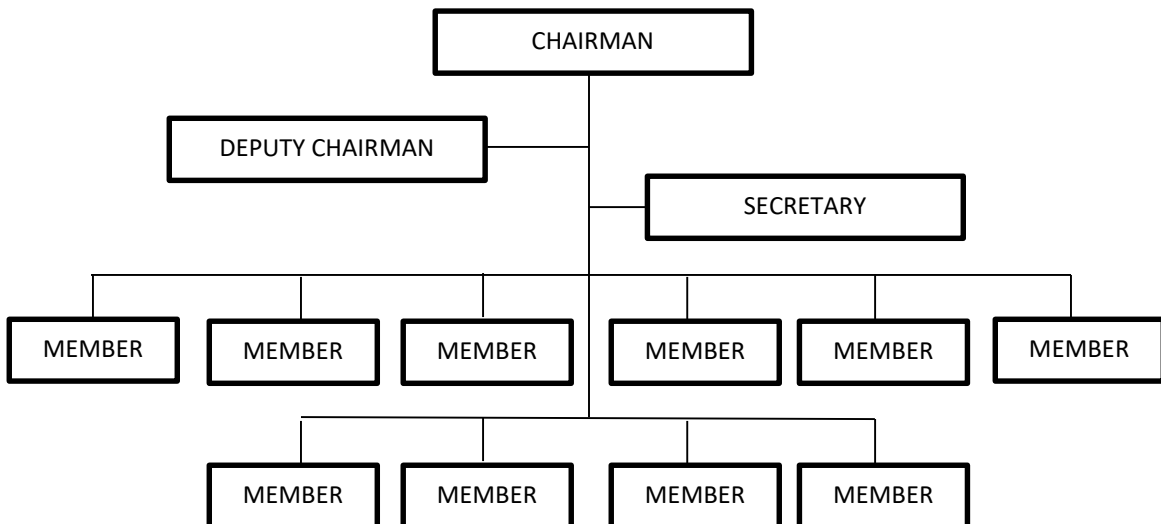
4.1. In order to ensure that the Whistle Blowing Committee maintain a certain degree of independent and authority, the hierarchy of the Whistle Blowing organization shall be as shown in the chart below.

**WHISTLE BLOWING HIERARCHY**



4.2. The Whistle Blowing Committee organization shall be as shown in the chart below.

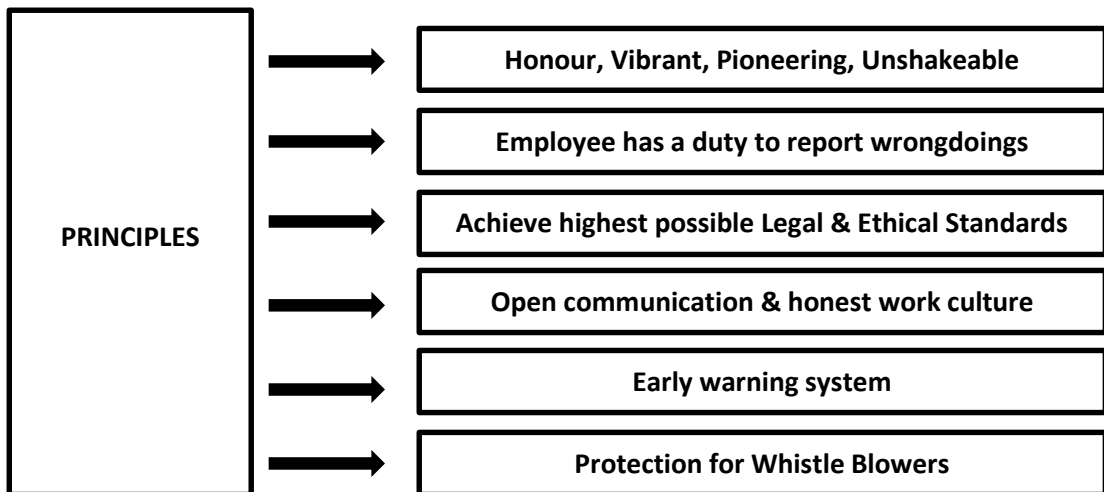
**WHISTLE BLOWING COMMITTEE**



**5. PRINCIPLES**

The development of this Policy is guided by the following principles:

- 5.1. UMW management commitment towards the Group’s four (4) core value of Honour, Vibrant, Pioneering and Unshakeable, which are principles underlying everything that the Group do. Management is committed to constantly display integrity, transparency, impartiality and accountability in the conduct of the Group’s business affairs. Management expects wrongdoings to be reported and facilitates this through internal mechanism.
- 5.2. An employee has a duty to report wrongdoing even if it involves management staff.
- 5.3. Management encourages the Group’s employees to aspire to achieve the highest possible legal and ethical standards in its business affairs. This Policy will enable UMW to preserve the Group’s integrity and enhances its credibility.
- 5.4. UMW management promotes an open communication and honest work culture by having this Policy in place to complements the normal channels of communication and reporting lines within the Group. It provides an alternative route for employees or any other persons to raise concerns.
- 5.5. This Policy reflects management’s philosophy to stand ready at all times and acts as an early warning system to identify problems or pre-empt a situation detrimental to the Group’s well-being.
- 5.6. Management will pursue all reasonable steps to protect Whistle Blowers acting in good faith and to ensure that they are not subjected to any form of retribution. The principles are summarized in the diagram below.

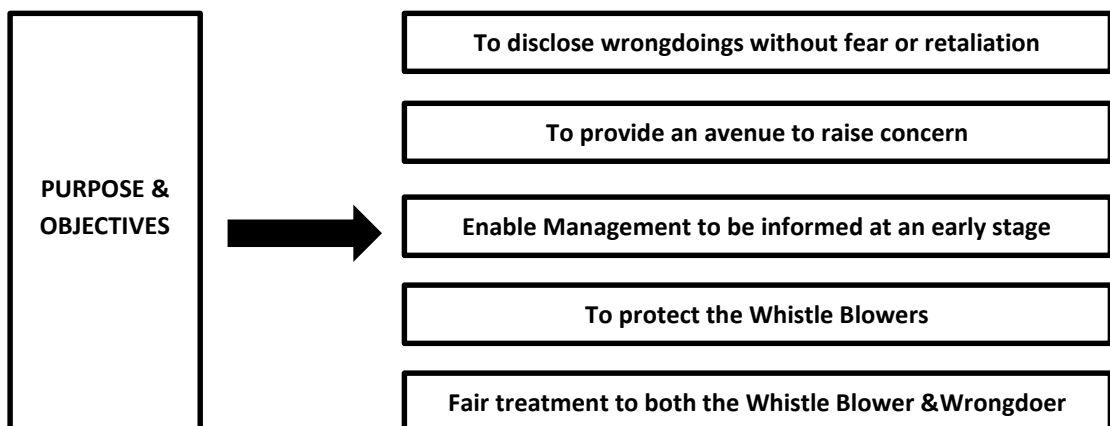


## 6. PURPOSE & OBJECTIVES

The purpose and objectives of this Policy are as follow:

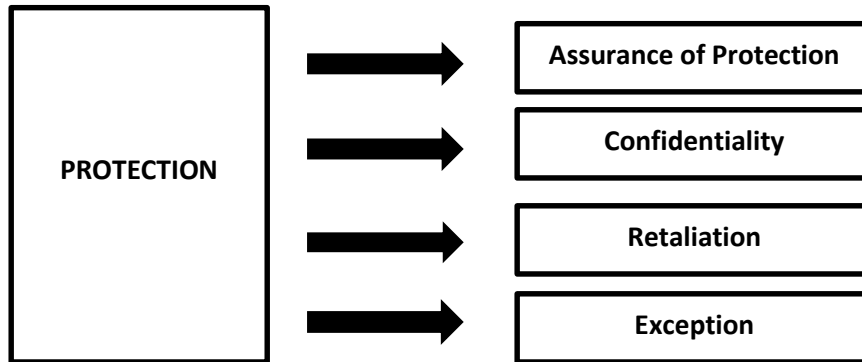
- 6.1. To promote an atmosphere that allows employees or any other persons to fulfill their obligation to disclose wrongdoings without fear of retaliation, discrimination or harassment. It helps to nurture a culture of accountability, integrity and transparency among the employees of the Group.
- 6.2. To provide an avenue for the employees or any other persons to make a disclosure in a timely and responsible manner.
- 6.3. To enable UMW management to be informed at an early stage of any wrongdoings and questionable practices so as to allow management to address the disclosure in an appropriate and timely manner.
- 6.4. To protect the employee or any other person from reprisal as a direct consequence of making a disclosure in good faith and to safeguard the confidentiality of the Whistle Blower concerned.
- 6.5. To ensure that both the Whistle Blower and the alleged wrongdoer are treated fairly. The Whistle Blower will be informed on the progress of the disclosure made and the alleged wrongdoer will be informed of the allegation (though not necessarily at the start of the investigation) and given an opportunity to answer the allegation.

The purpose and objectives are summarized in the diagram below.



## 7. PROTECTION FOR WHISTLE BLOWER

The Policy addresses management assurance of providing protection to the Whistle Blower who acts in good faith and covers the following areas;



### 7.1. Assurance of Protection

UMW Management is committed in upholding the Policy. Employees or any other persons (Whistle Blower) who raise concerns in good faith, reasonably believed to be true, will be protected and will not be at risk from any form of retribution.

UMW Management further assured that:

- a. UMW prohibits any form of retaliation action against Whistle Blowers for raising concerns in good faith as specified in this Policy.
- b. UMW will protect Whistle Blowers, who raised concerns in good faith, from any form of retaliation or discrimination.
- c. UMW will undertake to relocate/transfer the Whistle Blower, who raises concern in good faith, if the Whistle Blower is an employee of the Group to any other subsidiaries within the Group, if the situation warrant on a need to basis and with the consent of the employee concerned.
- d. The Group will protect the identity of Whistle Blower from unauthorized disclosure during or after an investigation.
- e. If the Whistle Blower was or is involved in the wrongdoing, the employee is encouraged to make voluntary disclosure and their admission and cooperation will be given due consideration in determining the appropriate disciplinary action.

## 7.2. Confidentiality

- a. The Whistle Blower's identity will always be protected and treated as confidential unless otherwise required under the provisions of law and for the purpose of conducting a competent investigation. The Whistle Blower's identity will only be known to the Company Appointed Representative (CAR) with whom the concern was disclosed.
- b. If there any other circumstances in which the Group is required to reveal the Whistle Blower's identity beside to those as mentioned in 7.2 (a) above, the Group will inform the Whistle Blower concerned. Under no circumstances will the Group reveals the Whistle Blower's identity without the knowledge and consent of the Whistle Blower concerned.
- c. All information disclosed by Whistle Blower's will remain confidential provided such information has not been disclosed to any other parties and, as necessary to conduct investigation and to take remedial action. The Group will use all available means, including physical, electronic and procedure controls, to maintain the confidentiality of information obtained from the Whistle Blower.
- d. The amount of contact with the Whistle Blower will be kept at a minimal and at a location agreed to by the Whistle Blower. The meeting and discussion with the Whistle Blower will only be held for the purpose of obtaining clarity of information provided during investigation through the Appointed Representative with whom the concern was disclosed.
- e. The Whistle Blower Committee (WBC) and the UMW President & Group CEO will have access to the files and records, and the authority to determine whether such files and records, unedited or redacted, may be shared with other parties on a need to basis. An authorized employee who have actual conflicts of interest or who have recused themselves from an investigation will not be privy to any information on such investigation.
- f. Employees involved in an investigation in any capacity are required to preserve and protect the confidentiality of information related to the investigation, including the identity of the subjects of investigation, witnesses or other parties concerned.

- g. UMW will no longer be obligated under the Policy to maintain the confidentiality of the Whistle Blower's identity and the information provided if the Whistle Blower concerned chooses to disclose his/her own identity to the general mass either internally or externally.

### 7.3. Retaliation

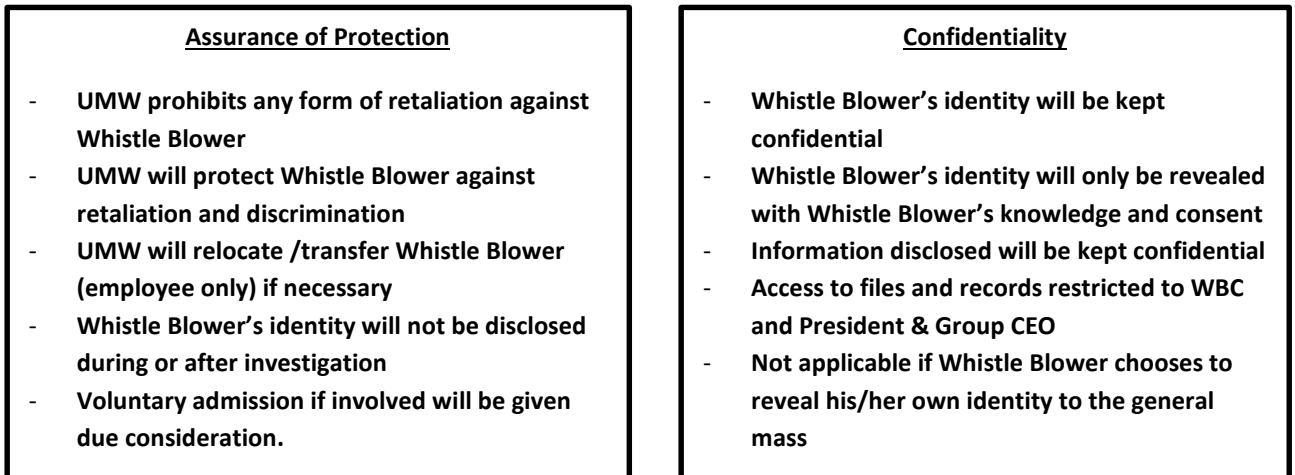
- a. Employees of the Group are prohibited from taking retaliatory action against Whistle Blower who has raised a concern in good faith. Any employees of the Group who violated this Policy will be subjected to disciplinary action up to any including termination employment.
- b. Employees, who have raised concerns in good faith, reasonably believed that they have been subjected to retaliation, as a direct consequence for making a disclosure under this Policy, may consult the Whistle Blowing Committee ("WBC"). The WBC shall take immediate action to investigation to investigate the complaint.
- c. A report of retaliation will not interfere with investigation of the primary allegation of wrongdoings.
- d. If the complaint is proven to be true, the WBC shall make recommendation to UMW President & Group CEO on the appropriate disciplinary action against any employees of the Group who are involved in the said retaliation.

### 7.4. Exception

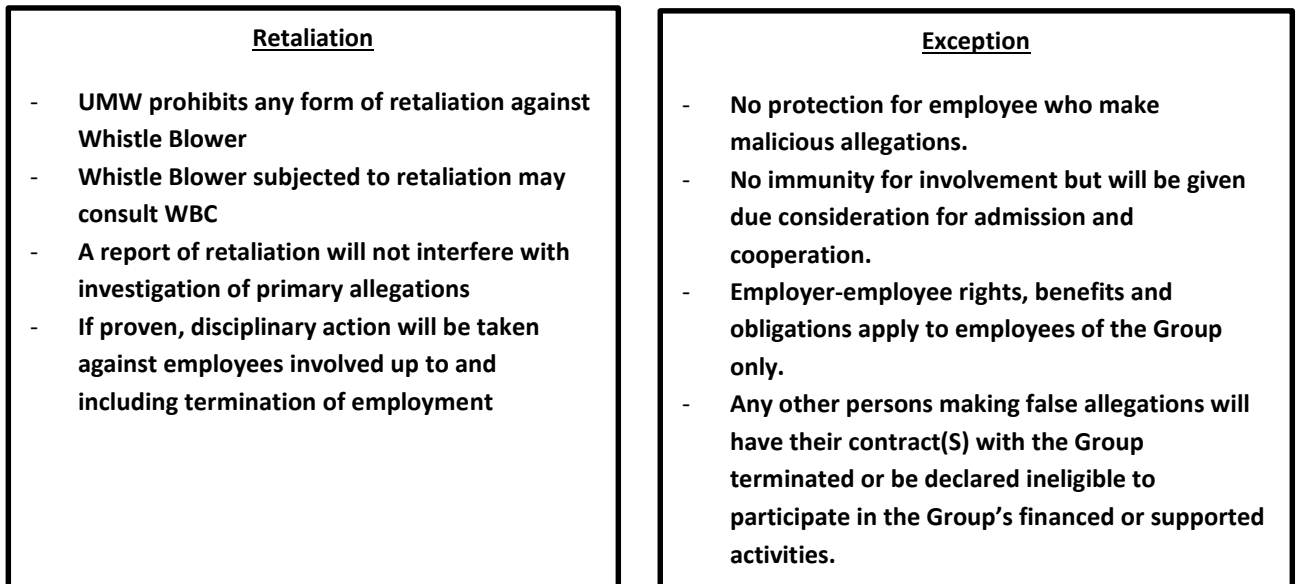
- a. This Policy, in no way whatsoever, protects Whistle Blower against disciplinary action following from the Whistle Blower intentional misconduct, which includes, willfully making malicious allegations through the whistle blowing mechanism that the Whistle Blower knows to be false or makes with an intent to misinform.
- b. The right of the employee (Whistle Blower) for protection under this Policy does not include immunity for any involvement in the matters that are the subject of the allegations and the subsequent investigation. If the employee was or is involved in the wrongdoing, the employee is encouraged to make a disclosure and the voluntary admission will be given due consideration.

- c. Any aspects and element relating to employee protection and employer-employee rights, benefits and obligations do not apply to any other person who is not an employee of the Group.
- d. Any other persons, who have business dealings with the Group, and are found to have made false or malicious allegations or who retaliate against Whistle Blowers, may have their contract(s) terminated or be declared ineligible to participate in the Group’s financed or supported activities.

The protections are summarized in the diagram below.



**PROTECTION**





## 8. APPOINTMENT OF COMPANY APPOINTED REPRESENTATIVES (CAR)

- 8.1. The appointment of “Company Appointed Representative (CAR)” shall be made by the UMW President & Group CEO. The CAR shall be employee in the Job Grade 16 and above.
- 8.2. The Appointed Representatives shall form the Whistle Blowing Committee (WBC).
- 8.3. The UMW President & Group CEO shall appoint the Chairman amongst the Company Appointed Representatives. The appointed Chairman shall be employee in the Job Grade 20 and above.
- 8.4. The appointment of the Secretary to the Whistle Blowing Committee shall be made by the Chairman of the Whistle Blowing Committee amongst the Company Appointed Representative.
- 8.5. The number of Company Appointed Representative is solely at the discretion of the UMW President & Group CEO but not more than 10.
- 8.6. On an ad hoc basic, the Chairman of WBC may choose to propose to the UMW President & Group CEO for the engagement of a representative with specialized expertise to assist the Committee in the investigation of specialized or complex matters.
- 8.7. The appointment of the Company Appointed Representative shall be notified through the Group’s normal channel of communication.

## 9. SCOPE

- 9.1. This Policy governs the reporting, protection, receipt, retention, treatment and investigation of wrongdoings, as described in Section B – Procedures under Item 3.2 (a) of this Policy, committed by employees of the Group.
- 9.2. This Policy excludes any issues, complaints or concerns about:
  - a. Matters which are trivial, malicious, defaming, false or motivated by personal agenda or ill will;
  - b. Matters pending or determined through the Group’s disciplinary proceeding;

- c. Matters pertaining to policies and procedures for employees grievances covered under the Employee Grievances Procedures administered and reviewed by the Human Capital Division;
  - d. Matters pending or determined through any tribunal or authority or court or arbitration or other similar proceedings;
  - e. Matters pertaining to customers' complaints on goods/products sold and services rendered by the Group.
- 9.3. This Policy, in principal, applies to concerns raised whereby the identity of the Whistle Blower is made known to the Company Appointed Representative. UMW encourages all its employees to reveal their identity when raising concerns so as to facilitate investigation, to provide protection for the employee as well as to provide feedback to the employee.

## 10. DOCUMENTS RETENTION

The Whistle Blowing Committee or its designated representative shall maintain all files, records and documents pertaining to the reporting, receiving, treatment, investigation and resolution on the concerns raised by the Whistle Blower. All files, records and documents shall be kept in accordance with the Group's documents retention policy.

## 11. CHANNEL OF COMMUNICATION

This Policy will be made available to the employee through UMW website and also notification vide Inter-Office Memo which will be circulated to all the employees through their respective SBU Head on the availability of the Policy and on any updates.

Posters or banners will be displayed at strategic locations where easily noticeable by all employees and on all notice boards within the Group.

**12. AMENDMENTS**

Upon recommendation from the Whistle Blowing Committee, Board of Whistle Blowing Committee (BWBC) reserves the right to amend or modify this Policy and its procedures, either in whole or in part, at any time without assigning any reason whatsoever and the same shall be informed or communicated through the Group's normal channel of communication.

**13. RESPONSIBILITY**

The Whistle Blowing Committee (WBC) shall be responsible for the overall implementation and administration of the Policy. The Chairman will update the Board of Whistle Blowing Committee (BWBC) once a year or as when necessary on the MWBC's activities.

**14. EFFECTIVE DATE**

This Policy is effective from 20th May 2009

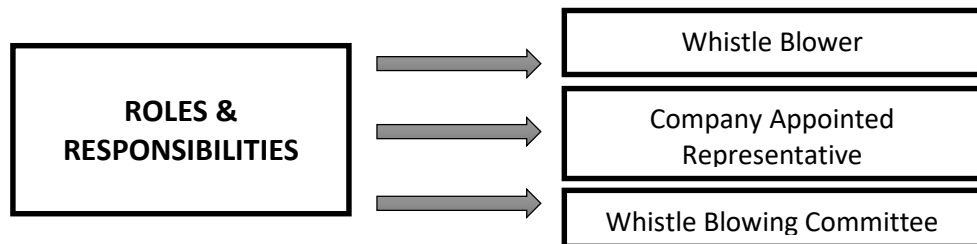
## SECTION B: PROCEDURES

### 1. PREFACE

The procedures are intended to support the effective and efficient administration and implementation of the policy as well as to complement the normal channels of communication and reporting lines within UMW. Employees should first consult or raise their concerns with their immediate supervisors or heads of divisions, or the head of human capital division. However, if their complaints relate to such persons or if their concerns remain unresolved or when there is a conflict of interest or for other reasons in the interest of confidentiality, this policy and procedures provide an alternative avenue for employees to make formal disclosure.

### 2. ROLES AND RESPONSIBILITIES

The roles and responsibilities of the following people in relation to the Whistle Blowing Policy and Procedures are explained in this clause as shown in the diagram.



#### 2.1 Whistle Blower

- a. A Whistle Blower is to provide information relating to a concern, reasonably believed to be true, about wrongdoing committed by employee of the group.
- b. A Whistle Blower is not an investigator or fact finder or to decide on the appropriate corrective or remedial action that may be warranted.

- c. In raising a concern, it is advisable that the Whistle Blower consider the following before making the report:
  - i. Disclose wrongdoings promptly to avoid any misinterpretation on motives;
  - ii. Focus on the issues and avoid unnecessary personal resentment;
  - iii. Submit an accurate, factual observations and claims and provide as much information as possible;
  - iv. Avoid making speculation or any prejudicial allegations;
  - v. Exercise sound judgment and avoid baseless allegations.
  
- d. Whistle Blowers may raise their concerns either through writing or oral communication. UMW Management encourages Whistle Blowers to reveal their identity when raising concerns so as to facilitate investigations, provide protection and feedback.
  
- e. UMW Management gives their assurance that the identity of the Whistle Blower will be kept strictly confidential and to protect the Whistle Blower from any form of retribution as specified under item 7 Section A – Policy Statement of this Policy.
  
- f. Whistle Blowers are not expected to prove the allegations made but they should be able to demonstrate that there are sufficient grounds to reasonably believe that wrongdoings have been committed by employee of the group.
  
- g. Whistle Blower may raise their concern to anyone of the Company Appointed Representatives (CAR) who have been appointed, authorized and trained by the Group to receive such report.

## 2.2 Company Appointed Representative (CAR)

- a. Company Appointed Representatives (CAR) are appointed, authorized and trained by the Group to receive report of concerns raised by Whistle Blowers.
- b. The CAR's responsibilities shall include:
  - i. To receive, record and acknowledge concerns raised by the Whistle Blower;
  - ii. To gather as much information as possible from the Whistle Blower pertaining to the concern raised as well as the Whistle Blower's personal information.
  - iii. To maintain record and documentation on all concerns received.
  - iv. To assess and evaluate the concerns received based on facts collected and to determine whether the concerns raised appear to be justified and that the substance of the allegations are established;
  - v. To communicate and refer all concerns received together with the observation made on the concerns raised to the Whistle Blowing Committee;
  - vi. To communicate and coordinate discussions or meetings with the Whistle Blower on matters referred to by the Whistle Blowing Committee or the appointed investigation team;
  - vii. To uphold the confidentiality of the information received and to protect the identity of the whistle blower.
  - viii. Safe keeping of documents pertaining to this policy;

### 2.3 Whistle Blowing Committee (WBC)

- a. The Whistle Blowing Committee (WBC) which comprises of the Company Appointed Representatives is authorized by the UMW President & Group CEO to decide on the action to be taken on all concerns received till its disposal.
  
- b. The WBC's responsibilities shall include:
  - i. To review the reports submitted by Company Appointed Representatives on all allegations of wrongdoings or suspected wrongdoings committed by employees of the group;
  
  - ii. To decide on the action to be taken on all allegations received based on information provided by Whistle Blowers including directing for the commencement of an investigation if there are justifiable grounds;
  
  - iii. To create awareness and circulate information on Whistle Blowing Policy and Procedures (WBPP) to all employees of the Group and to any other persons;
  
  - iv. To ensure the effective and efficient implementation and administration of WBPP;
  
  - v. To ensure the availability and adequacy of channels of communication for WBPP;
  
  - vi. To ensure the appointment of appropriate resources and expertise for timely and thorough review of reports on wrongdoings;

- vii. To ensure that there is no conflict of interest on any part or party involved in the investigation;
  - viii. To monitor the progress, comprehensiveness and timely completion of the investigation;
  - ix. To advise, coordinate and facilitate the corrective and remedial action that may be initiated in accordance with applicable business conduct and disciplinary procedures; and
  - x. To uphold the confidentiality of information received and to protect the identity of Whistle Blowers.
- c. The WBC shall conduct a minimum of one meeting per year or as and when necessary basis such upon receiving reports of concerns from ARs.
  - d. The WBC's meeting shall comprise a minimum number of quorum not less than 50% of the committee. The quorum should consist of the followings:
    - i. Chairman or Deputy Chairman;
    - ii. Secretary; and
    - iii. Minimum of three (3) CARs.

### 3. DISCLOSURE

#### 3.1 Who Can Disclose

Anyone who has information on wrongdoings or suspected wrongdoings committed by employees of the Group such as:

- a. UMW's employees including employees on contract terms, temporary or short-term employees and employees on secondment.



- b. Any Other Person engaged by the Group to provide services such as consultants, service providers, contractors, vendors, suppliers and including the general public.

### 3.2 What to Disclose

- a. A disclosure may be made if it relates to one or more of the following wrongdoings committed by employees of the Group in the conduct of UMW's business affairs:
  - i. Corruption or corrupt practice
  - ii. Fraud
  - iii. Mismanagement and abuse of the Company's funds, assets or confidential information
  - iv. Financial malpractices
  - v. Misconduct
  - vi. Conflict of interest
  - vii. Contravention of laws and regulations such as an act or omission which creates a substantial and specific danger to the lives, health or safety of UMW's employees or the public or the environment
  - viii. Criminal offence

- ix. Knowingly directing or advising a person to commit any of the above wrongdoings.
  
- b. A wrongdoing could occur in the course of UMW's business affairs or at any place, for example, on UMW's premises, at a charity event organized by UMW, or during a conference attended by UMW's employees.
  
- c. If an employee is unsure whether a particular act or omission constitutes a wrongdoing under this policy, the employee is encourage seeking advice or guidance from his or her superior or head of division, or the head of human capital division.

### 3.3 When to Disclose

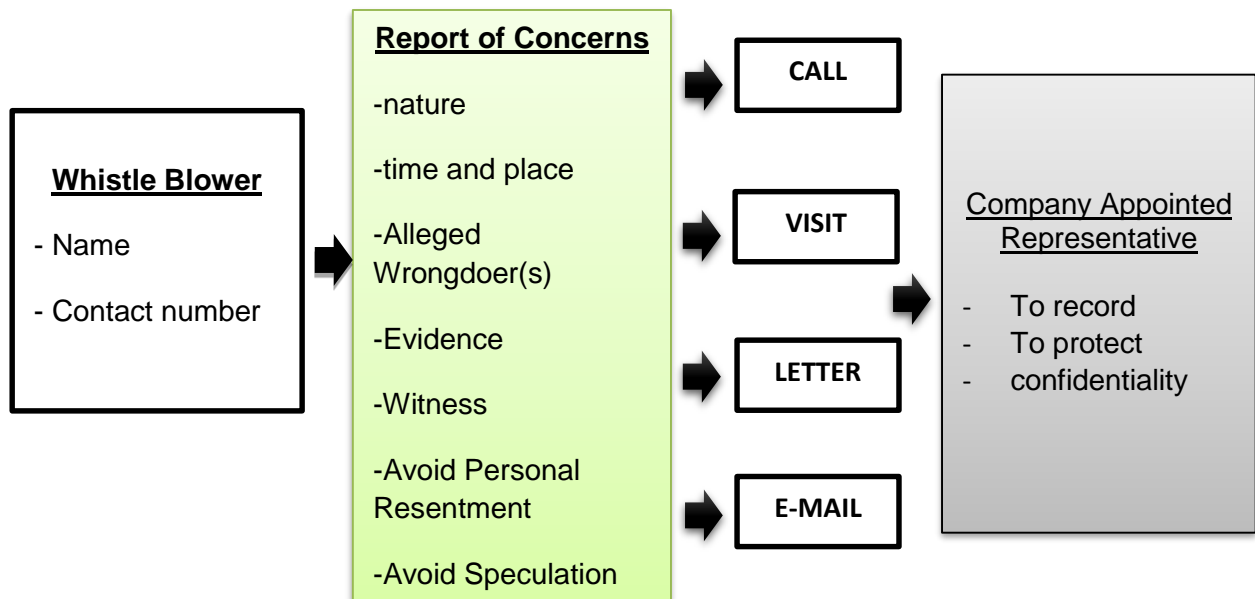
- a. An employee or any other person should come forward with any information and/or documents that the employee or any other person may have in good faith, reasonably believes to disclose a wrongdoing which is likely to happen or being committed or has been committed.
  
- b. Disclosure should be made immediately upon knowing or having such information and/or documents. Delaying the disclosure may be detrimental to the employee or any other person concerned as well as to the investigation.
  
- c. If the employee was or is involved in the wrongdoing, the employee is encouraged to make a disclosure and the voluntary admission will be given due consideration depending on the nature or gravity of the employee's involvement in the wrongdoing.

## 4. HOW TO PROCEED

### 4.1 How to Report Wrongdoing (Disclosure)

- a. Whistle Blowers may report or disclose on the wrongdoing in writing, verbal or in any forms of electronic visual.
- b. Whistle Blowers may refer to the Whistle Blowing notices pasted on all notice boards within the Group as well as the Group's website for the names and contact number of all the Company Appointed Representatives (CARs) and the channel of communication made available to them.
- c. All disclosures on wrongdoings pursuant to this policy are to be made to anyone of the CAR's who have been trained to receive and record the disclosure made by Whistle Blowers in strict confidentiality.
- d. UMW Management gives their assurance that the identity of the Whistle Blower reporting wrongdoing will be kept strictly confidential and, if the Whistle Blower is an employee of the group, the employee concerned will be protected from any form of retribution.
- e. When reporting wrongdoings, Whistle Blowers are encourage to disclose their identity and contact number so as to facilitate communication if further clarification or information is required as well as to provide feedback on the progress of their concerns.

- f. Whistle Blowers are advised to provide as much information as reasonably possible on the wrongdoings such as the nature of wrongdoings, time and place of occurrence and the identity of the alleged wrongdoers and where possible, to provide documentary evidence and witnesses, if any. The person should avoid personal resentment and speculation.
- g. Whistle Blowers may be required to provide further information or clarification from time to time, for example, if an investigation is conducted. The diagram below illustrates the process.



#### 4.2 Duties of Company Appointed Representative (CAR)

- a. CAR's can use UMW Whistle Blowing Form (WB Form)" as shown in Appendix 1 to record all the concerns raised by the Whistle Blowers if they choose to raise their concerns through oral communication.

- b. CAR's must inform and assured the Whistle Blower that all the information provided including the Whistle Blower's identity will be kept confidential and protected. The Whistle Blower's identity will only be known to the CAR and members of the Whistle Blowing Committee (WBC). However, if requested so by the Whistle Blower concerned, the Whistle Blower's identify will only be known to the CAR. The CAR is then bound by this Policy to protect the Whistle Blower's identity and not to reveal it to anyone including to members of WBC. The name of the Whistle Blower will be noted as "KOAR" in the WB Form, meaning "Known only to CAR".
  
- c. In the Circumstances where the Whistle Blower's identity needs to be revealed as explained in item 7.2 of section A – Policy Statement, the CAR is required to inform and explain to the Whistle Blower and to seek the Whistle Blower's permission.
  
- d. When writing the report of concern, the CAR is required to seek and obtain pertinent information and facts to substantiate the concern being reported. All the information and facts gathered are to be recorded in the WB Form. If the space provided in the WB Form is insufficient, then the report of concern is to be submitted as an attachment to the WB Form.
  
- e. The CAR is required to ensure that the Whistle Blower's personal information and the report of concern as recorded on the WB Form are correct by confirming the same with the Whistle Blower concerned.

f. In the event where the CAR receives a report of concern under the circumstances as mentioned below, the CAR is then required to take the following steps;

i. Report Prepared By The Whistle Blower

When a Whistle Blower had prepared a report/letter and is personally present to submit the prepared report/letter to the CAR, the CAR is required to review the report/letter with the Whistle Blower and seek to obtain additional pertinent information which may be lacking in the report/letter prepared by the Whistle Blower.

The additional information obtained from the Whistle Blower is to be recorded in the WB Form and the prepared report/letter is to be submitted as attachment to the WB Form when making presentation to WBC. A copy is to be submitted to the Secretary of the Whistle Blowing Committee for record purposes.

If the Whistle Blower is not present but the identity is known, then the CAR must make the initial contact with the Whistle Blower concerned.

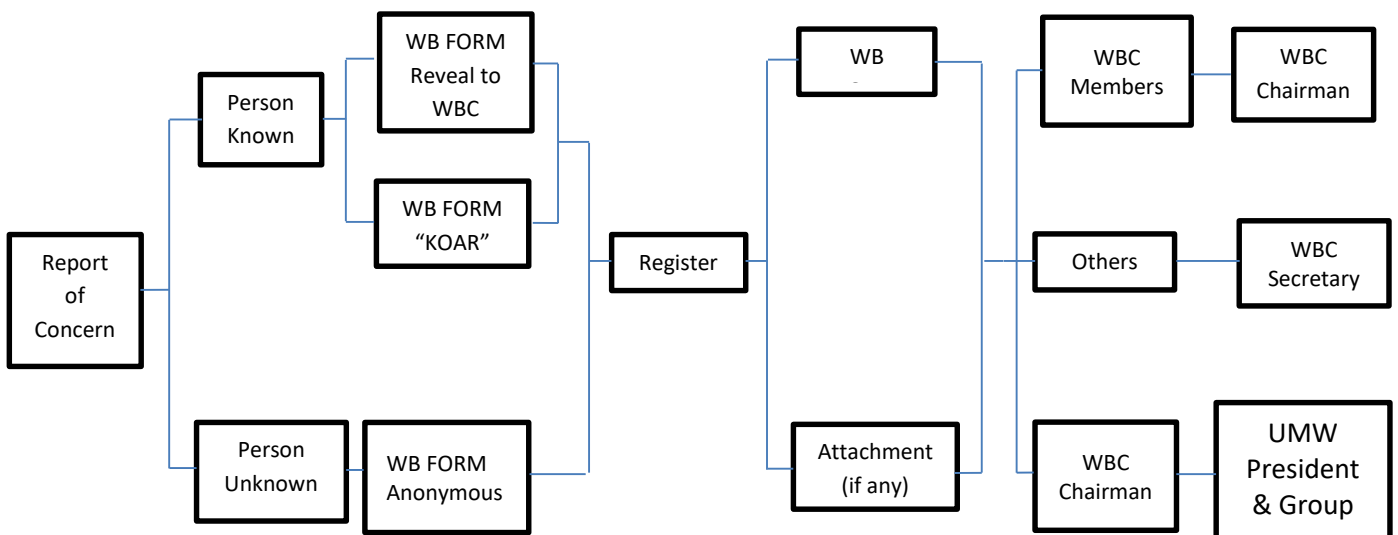
ii. Anonymous Report or Letter

When an anonymous report or letter is received from a Whistle Blower, the CAR is required to review the said report or letter and fill up the WB Form where applicable and possible. The WB Form together with the anonymous report or letter is to be presented to WBC and a copy to be submitted to the Secretary of the Whistle Blowing Committee. Under these circumstances, the name of the Whistle Blower will be noted as “Anonymous” in the WB Form.

- g. The completed WB Form together with other supporting documents provided by the Whistle Blower, if any, are to be forwarded to the WBC’s Secretary for registration and tabling at the WBC’s meeting.
- h. CARs must ensure that the copies of the WB Form and its supporting documents provided by the Whistle Blower are securely kept and shall not be accessible by unauthorized person. The records are to be kept until such time determined by the Chairman of the WBC.
- i. In the event where an CAR receives a report of concern involving members of WBC, the CAR shall submit the report directly as follows:
  - i. If the report of concern involves another CAR or members of WBC, the CAR shall submit the report directly to the Chairman of WBC, or
  - ii. If the report of concern involves the Chairman of WBC, the CAR shall submit the report to the UMW President & Group CEO.

The UMW President & Group CEO or WBC Chairman shall decide on the disposal the said report of concern.

The process is illustrated in the diagram below.



#### **4.3 Duties of Whistle Blowing Committee's Secretary**

- a. When receiving reports of concerns from CARs, the WBC's Secretary will immediately update the WBC Register as shown in Appendix 2. The reports of concerns are to be accumulated until the next WBC meeting.
- b. WBC's Secretary shall schedule and circulate notice of meeting to WBC members.
- c. For the purpose of the WBC's meeting above, the WBC's Secretary should at least schedule a minimum of one meeting session per year or as and when necessary basis such upon receiving reports of concerns from ARs.
- d. WBC's Secretary shall record and minutes the process of WBC meetings and the decision taken by WBC at the meeting on the disposal of each of the reports of concerns tabled at the meeting.
- e. WBC's Secretary will periodically update CARs on the progress of any investigation, if any, so as to enable CARs to update the Whistle Blower on the action taken by WBC.
- f. To disseminate information on WBC activities, as and when instructed by the Chairman of WBC.
- g. WBC's Secretary to prepare a report for WBC's Chairman to update the Board of Whistle Blowing Committee as shown in Appendix 3.

#### **4.4 Duties of Whistle Blowing Committee (WBC)**

- a. The Whistle Blowing Committee (WBC) shall convene a meeting upon receiving a notice of meeting from the WBC's Secretary.
- b. WBC shall review and decide on the disposal of all reports of concern received in pursuant to the Whistle Blowing Policy.



- c. The WBC shall decide on the disposal of the reports of concerns received by classifying the decisions into five (5) categories as follow:

Category 1	To seek further information or evidence from the Whistle Blower.
Category 2	Directing investigation on the disclosure and on any employee involved or implicated.
Category 3	To refer to higher authority such as the President & Group CEO or to the Chairman of the Board or to the Chairman of the Audit Committee.
Category 4	Directing the concerns or any part thereof for consideration under the internal procedures such as the Employee Grievance Procedures or Disciplinary Procedures, if applicable and appropriate.
Category 5	Rejection of the Report of Concern

- d. WBC is responsible for ensuring compliance with this Policy and will apprise and deliberate the disclosure matters which are serious in nature and/or of grave repercussions.
- e. The Chairman of WBC may direct the report of concern to higher authority based on the following factors:
- i. The seniority of the employee involved or implicated;
  - ii. The gravity of the wrongdoing; and/or
  - iii. When there is a conflict of interest.

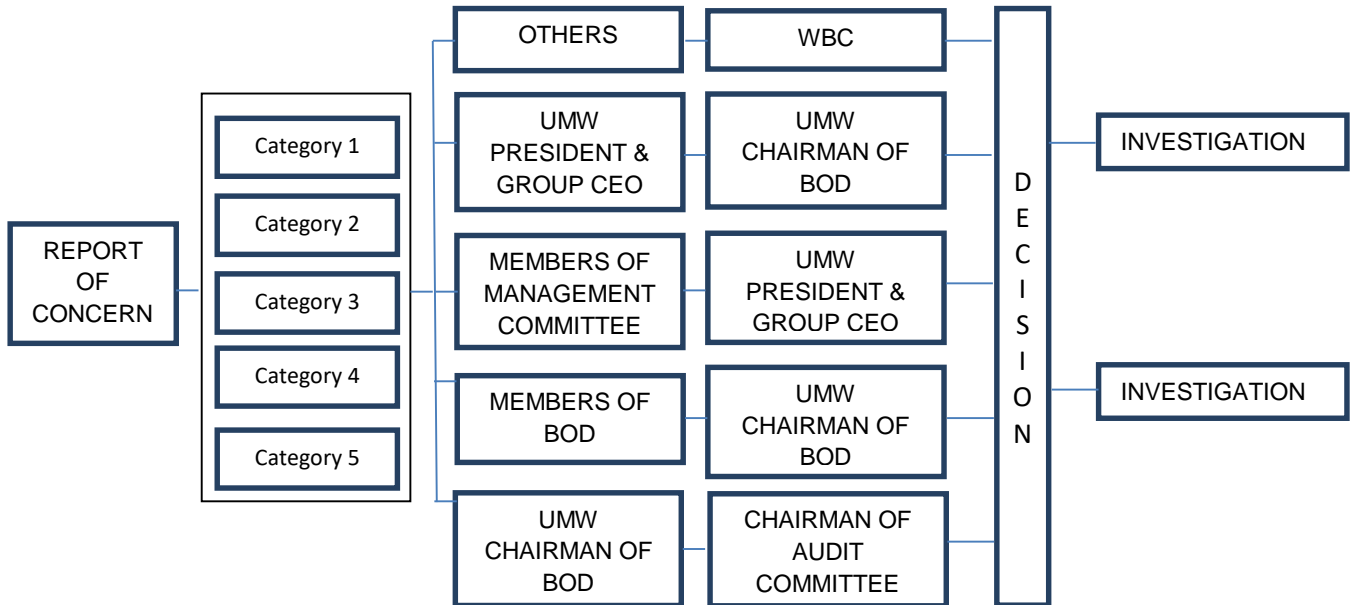
The UMW Chairman of the Board and/or the UMW President & Group CEO and/or the Chairman of the Audit Committee have the authority to make the final decision on the disposal of the report of concern including but not limited to any of those mentioned under paragraph 4.4(f) below.

They may designate any persons, either internally or externally, to conduct investigation and/or to carry out any other process pursuant to this Policy.

- f. WBC has the authority to make the final decisions and to recommend on the disposal of the reports of concerns including but not limited to any of the following;
  - i. Recommending the suspension of the alleged wrongdoer or any other persons involved or implicated from official duties to facilitate investigation and/or to avoid the employees concerned from exposure to threat or harm.
  - ii. Designating any other persons to conduct investigation or to carry out any other process pursuant to this Policy.
  - iii. Soliciting any other form of assistance either internally or externally such as from the external auditors or legal firm. However, the Chairman of WBC must seek the approval of UMW President & Group CEO prior to engaging external assistance.
  - iv. Refers the matter to the police or any other appropriate enforcement authorities with the approval of the UMW President & Group CEO.
  
- g. In the event where the Chairman of WBC receives a report of concern involving members of the Board of Directors and Management Committee, the Chairman of WBC shall submit the report of concerns as follows:
  - i. If the report of concern involves members of the Management Committee, the Chairman of WBC shall submit the report directly to the UMW President & Group CEO for consultation and decision. The UMW President & group CEO shall have the final authority to decide on the disposal of the said report of concern.

- ii. If the report of concern involves the members of the Board of Directors, the Chairman of WBC shall submit the report directly to the UMW President & Group CEO for consultation and decision. The UMW President & Group CEO upon receiving such report shall consult the UMW Chairman of the Board. The Chairman of the Board shall have the final authority to decide on the disposal of the said report of concern.
- iii. If the report of concern involves the UMW Chairman of the Board, the Chairman of WBC shall submit the report directly to the UMW President & Group CEO for consultation and decision. The UMW President & Group CEO upon receiving such report shall consult the Chairman of the Audit Committee. The Chairman of the Audit Committee shall have the final authority to decide on the disposal of the said report of concern.
- iv. If the report of concern involves the UMW President & Group CEO, the Chairman of WBC shall submit the report directly to the UMW Chairman of the Board for consultation and decision. The Chairman of the Board shall have the final authority to decide on the disposal of the said report of concern.

The flowchart as shown below outlined the process of WBC.



## 5. BEING INFORMED OPPORTUNITY TO BE HEARD

- a. The Whistle Blower will be periodically informed through the respective CARs on the progress of the report of concern raised by the Whistle Blower.
- b. The Whistle Blower and the alleged wrongdoer are expected to give their fullest cooperation in any investigation or any other process carried out pursuant to this Policy.
- c. The alleged wrongdoer may be called upon by the investigation team to answer or provide explanation on the allegations made and must take all reasonable steps to be present when called upon. The information gathered will be recorded in the minutes of the meeting by WBC's appointed representative.

- d. In the event the Whistle Blower is implicated or discovered to be or have been involved in any wrongdoing, the Whistle Blower may also be investigated so as to complete the fact-finding process. The said investigation on the Whistle Blower is not and shall not be treated as a reprisal against the Whistle Blower.

It is to facilitate decision-making process at the end of the investigation. The Whistle Blower may have to go through the investigation process as the alleged wrongdoer.

- e. The Whistle Blower and, if applicable, the alleged wrongdoer will be notified in writing on the outcome of the investigation and the decision taken on the alleged wrongdoing and the basis thereof.

## 6. CONSEQUENCE OF WRONGDOING

If an employee of UMW is found to have:

- a. Committed wrongdoing;
- b. Taken serious risks which would likely cause a wrongdoing to be committed;
- c. Participated or assisted in any process of the wrongdoing pursuant to this Policy otherwise than in good faith,

the corrective actions to be taken against that employee shall be determined by the UMW President & Group CEO, or, if so delegated, by the Human Capital Division, who will undertake the necessary action which may include Domestic Inquiry or other form of punishment deemed appropriate.



UMW WHISTLE BLOWING FORM

PERSONAL PARTICULARS

Name (as per NRIC/Passport) : \_\_\_\_\_  
Position : \_\_\_\_\_  
Division / Department : \_\_\_\_\_  
Staff No. : \_\_\_\_\_  
Office Address : \_\_\_\_\_  
Office Telephone No. : \_\_\_\_\_  
Contact / Hand phone No. : \_\_\_\_\_  
Reference No. : \_\_\_\_\_

NATURE OF YOUR CONCERN

Please mark (X) where applicable

<input type="checkbox"/> Commission of fraud, bribery and/or corruption	<input type="checkbox"/> Non-compliance with company's policies and breach of the company's Code of Ethic/Conducts
<input type="checkbox"/> Negligence	<input type="checkbox"/> Disclosure of company's confidential information including products and/or services without authorization
<input type="checkbox"/> Mismanagement and/or abuse of authority	<input type="checkbox"/> An act that endanger the lives, safety and health of company's assets and employees or the public or the environment
<input type="checkbox"/> Unauthorized or misuse of company's fund, assets and/or facilities	<input type="checkbox"/> Commissions of an act with the intention to hurt, intimidate, harass and/or victimize any employees of the Group
<input type="checkbox"/> Financial irregularity	<input type="checkbox"/> Conflict of interest
<input type="checkbox"/> Commission of unlawful and/or criminal acts	<input type="checkbox"/> Others



WHISTLE BLOWING POLICY & PROCEDURE

Appendix 1 (Cont.)
PRIVATE & CONFIDENTIAL

SUPPORTING DOCUMENTS

Please mark (X) where applicable

Do you have any documents to support your concern? (If yes, please attached)

Yes checkbox

Yes

No checkbox

No

PARTICULAR OF YOUR CONCERN

Concern against

: \_\_\_\_\_

Details

: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature

: \_\_\_\_\_

Date

: \_\_\_\_\_

Please forward this form together with any supporting documents to:-

FOR OFFICIAL USE ONLY

Received By

:

Date

:







**Appendix 3**

PRIVATE & CONFIDENTIAL

**UPDATE BY WHISTLE BLOWING COMMITTEE (WBC) TO**  
**BOARD OF WHISTLE BLOWING COMMITTEE (BWBC)**

Fact on the Complaints	Finding by WBC	Decision by WBC	Action by WBC	Remark by BWBC

