

BINA DARULAMAN BERHAD: WHISTLE-BLOWING POLICY

DATE REVISED & ADOPTED BY THE COMPANY	:	11 March 2018
VERSION	:	(1/2018)

APPENDIX (A) – INTERNAL PROCEDURES & PROCESS FOR MANAGING WHISTLE BLOWING REPORT

1.0. PROCEDURE IN MAKING A DISCLOSURE

1.1. Any employee or stakeholder who is aware that any wrongdoing, improper conduct or malpractice has been, is being, or is likely to be committed within BDB Group, is encouraged to immediately make a disclosure by filling in the prescribed Whistleblowing Form (as enclosed in **Appendix C**) and submitting the same via:

- (i) Email to the members of the **WHISTLEBLOWING COMMITTEE** at the following email address: whistleblower@bdb.com.my;
- (ii) In writing to one or more members of the Whistleblowing Committee at following address:
- Aras 9 & 10, Menara BDB, 88 Lebuhraya Darulaman, 05100 Alor Setar, Kedah; or
- (iii) By fax to the Head of Internal Audit at 04-734 2714.

1.2. **The Whistleblowing Committee shall comprise the following individuals: -**

- (i) Encik Sudirman bin Masduki (Chairman of the Audit Committee)
- (ii) Datuk Wan Azhar bin Wan Ahmad (Independent Non-Executive Director)
- (iii) Encik Asri bin Hamidon (Independent Non-Executive Director)

1.3. **The Whistleblowing Committee shall have the authority to:**

- (i) determine the legitimacy of the disclosure;
- (ii) direct further action; and
- (iii) authorise the Investigator to conduct an investigation.

Note: Whistleblowing Committee members and their delegates should not have any conflict of interest with the people being investigated, if conflict were to arise the member or delegated person must immediately declared and be excluded from the case.

1.4. Disclosures may be made verbally to the Head of Internal Audit at 04-730 0303. Any verbal disclosures are required to be immediately deduced into writing to avoid loss or distorted facts through recollection solely based on memory. The written record of the verbal disclosure must be verified and signed by the Whistleblower. All disclosures or reports made to the Head of Internal Audit will be escalated to the Whistleblowing Committee for its action.

1.5. All disclosures and reports must contain the identity and contact details of the Whistleblower. Anonymous disclosures are not encouraged. However, anonymous disclosures although much less credible, may be considered at the discretion of the Whistleblowing Committee.

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2.0. PROCEDURE FOR INVESTIGATING

- 2.1. The Head of Internal Audit shall be authorised to investigate, address and monitor all reported whistleblowing cases (“Investigator”), **UNLESS** if he/she is conflicted which he/she must declare before proceeding with any investigation.
- 2.2. If the Head of Internal Audit is conflicted and unable to perform the investigation; the Chairman of the Whistleblowing Committee or any other person appointed by the Whistleblowing Committee will take charged, this is to ensure no conflicts of interests and investigation be carried out in good faith.
- 2.3. The Investigator must take all reasonable steps to ensure that all investigations are fair and unbiased. The identity of the Whistleblower will be kept in strict confidence always.
- 2.4. The Investigator shall, as soon as it is practicable upon receipt of a whistleblowing report, conduct a preliminary assessment on the available information received. This may require a preliminary interview with the Whistleblower (if applicable) to obtain additional information.
- 2.5. Interviews must be conducted whenever possible with all relevant witnesses, and every attempt must be made to gather all pertinent data and materials from all available sources. The Investigator may allow any witnesses to have representation or support during an interview.
- 2.6. The Investigator will keep detailed records of all evidence gathered, interviews conducted and all records received which would impact the outcome of the investigation.

3.0. PROCEDURES AFTER AN INVESTIGATION HAS BEEN CONCLUDED

- 3.1. Upon conclusion of an investigation, the Investigator will present the outcome of the investigation to the Board Audit Committee.
- 3.2. If the Board Audit Committee is satisfied with the outcome of the investigation, it will recommend to the Board of Directors the appropriate disciplinary action to be taken, if any.
- 3.3. Instituting disciplinary action will be the responsibility of Group Human Resource and shall be meted out in accordance with the Company’s established policies and procedures on 1 January 2014.

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4.0. UPDATE ON STATUS OF INVESTIGATION

- 4.1. All inquiries concerning the status of the investigation from the person implicated, his or her legal counsel or representative, or the Whistleblower should be made in writing and directed to the Chairman of the Whistleblowing Committee.
- 4.2. A response to a written request for the status of the investigation will be provided within **15 days** from the date of such written request.

5.0. SAFEKEEPING OF RECORDS

A confidential record of each reported matter and related documents shall be marked “**STRICTLY CONFIDENTIAL**” and stored securely by Head of Internal Audit or any authorised person for **no fewer than seven (7) years**.

6.0. PROTECTION TO WHISTLEBLOWER

6.1. Confidentiality

The Whistleblower will be accorded with protection of confidentiality of identity, unless otherwise required by law or for purposes of any proceedings by or against the Company. All reports, disclosures, information relating to any investigations or such other details shall be kept confidential.

6.2. Assurance Against Reprisal, Retaliation, Harassment, Intimidation or Immunity from Disciplinary Action

This Policy provides assurance that all Whistleblowers shall be protected against any reprisals, retaliation, harassment, intimidation or immunity from disciplinary action from the Whistleblower’s immediate superior or department/division head or any other person exercising power or authority over the Whistleblower provided that:

- (i) Only genuine concerns are reported and the report is made in good faith and with a reasonable belief that the information and any allegations in it are substantially true and the Whistleblower does not provide false or misleading information knowingly, negligently or recklessly in the report;
- (ii) The disclosure is not made with malicious intent or ill will;
- (iii) The disclosure is not frivolous or vexatious; and
- (iv) The report is not made for personal gain or agenda.

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APPENDIX (B) - REPORTING CHANNEL / STRUCTURES

Reporting Against	Report To
The Company's Employees	Head Human Resource (or Head of Internal Audit)
Head Human Resource	Whistleblowing Committee Chairman
Whistle Blowing Committee Member	Group Managing Director
Group Managing Director	Chairman of the Board
Board Member	Chairman of the Board

APPENDIX (A) – Note 1.2.: The Whistleblowing Committee (WBC) are: -

- (i) Encik Sudirman bin Masduki (Chairman of the Audit Committee), Chairman of WBC
- (ii) Datuk Wan Azhar bin Wan Ahmad (Independent Non-Executive Director)
- (iii) Encik Asri bin Hamidon (Independent Non-Executive Director)

In the event the WBC is conflicted, a “WHISTLEBLOWING STANDING COMMITTEE” (WBSC) can be formed on a case to case basis, to manage, investigate & handle a specific WB case: -

Whistle Blowing Standing Committee	
Members	Group Managing Director (Chairman)
	Head Human Resource (Secretary)
	Senior Management of the Company for example Head of Internal Audit

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APPENDIX (C) - WHISTLEBLOWER FORM

Strictly Private & Confidential

SUBMITTED BY:

Date	:	
Name	:	
Identity Card No.	:	
Staff No.	:	
Department / Division / Unit	:	
Corporate Position	:	
Mobile Phone No	:	
Office Phone No	:	
E-mail Address	:	
Complaint Against (Name / Department)	:	

Issues of Concern - Please mark (X) where applicable

- | | |
|---|---|
| <input type="checkbox"/> Involvement in illegal or unlawful activities.
E.g. theft, fraud, corruption, bribery, insider trading or blackmail | <input type="checkbox"/> Wasteful conduct causing significant adverse impact or material financial loss to Company. |
| <input type="checkbox"/> Un-procedural conduct e.g. non-compliance to organisation's policies or regulations or rules | <input type="checkbox"/> Involve in conflict of interest and/or business opportunities positions |
| <input type="checkbox"/> Disclosure of organisation's private and confidential information without proper authorization | <input type="checkbox"/> Exposure of organization's properties, facilities, and/or staff of the organization to the risk of safety, health and security including acts of sexual harassment |
| <input type="checkbox"/> Negligence/ unprofessional conducts that has serious negative impact on the Company | <input type="checkbox"/> Involvement in activities which intimidate, assault and/or victimise any Directors or employees of the organisation |
| <input type="checkbox"/> Unauthorised use of organisation's money, properties and/or facilities | <input type="checkbox"/> Unethical conduct e.g. conduct that undermines universal and core ethical values such as integrity, respect, honesty, fairness, accountability, etc. |
| <input type="checkbox"/> Others, to elaborate
_____ | |

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Signature of the Informant /
Complainant : _____

Date : _____

Supporting Documents - Please mark (x) where applicable

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

Yes No Others, prefer to submit when meeting with the authorised person

Acknowledge Receipt by The Company Authorised Person

Received By : _____ (Signature)

Name : _____

Date : _____

Time : _____