

WHISTLE-BLOWER POLICY

SENAI AIRPORT TERMINAL SERVICES SDN BHD
(242383-M)

Effective Date	Rev. No.	Prepared By	Reviewed By	Approved By
03/03/2015	1.0	Head of Compliance and Process Improvement	Chief Executive Officer	Board of Directors
07/03/2022	2.0	Head of Corporate Services	Chief Executive Officer	Board of Directors
18/09/2023	2.1	Head of Internal Audit	Chief Executive Officer	Board of Directors

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1.0. POLICY STATEMENT

- 1.1. An important aspect of accountability and transparency is a mechanism to enable staff, third parties and other members of the company to voice genuine concerns in a responsible and appropriate manner.
- 1.2. Senai Airport Terminal Services Sdn Bhd (“the Company”) is committed to conduct its business with honesty and integrity. The Company expects all staff and other members of the company to perform their duties and functions with honesty and integrity.
- 1.3. This Policy is designed to support the Company’s Integrity, **IN**novation, **T**eamwork, **E**xcellence and **C**ommitment (“**INTEC**”) values and facilitate employees’ and third parties’ concerns about possible improprieties at the earliest opportunity to ensure that concerns can be raised without fear of reprisal or Detrimental Action.
- 1.4. The procedures contained in this Policy provide a process of managing disclosures of improper conduct that is transparent without compromising the confidentiality of persons involved.
- 1.5. This Policy is adapted to promote alignment with the Whistle-blower Protection Act 2010, Companies Act 1965, Malaysian Anti-Corruption Commission Act 2009, Personal Data Protection Act 2010 and all applicable laws and regulations in Malaysia. However, this Policy does not absolve employees and stakeholders from any statutory obligations contained in any Act and/or Regulation to report criminal offences and/or breaches of law with the relevant enforcement agencies.
- 1.6. This Policy is to be read together with the Company’s Code of Ethics, the Company’s Grievance Policy as well as procedures set out in the Company’s Employee Handbook, Sexual Harassment Policy, Anti Bribery and Anti-Corruption Policy & Framework and other internal, statutory or regulatory reporting procedures.

2.0. DEFINITIONS

- 2.1. “**Whistleblowing**” is the disclosure of Improper Conduct based on one’s reasonable belief that any person has engaged, is engaging or preparing to engage in Improper Conduct. This applies even in circumstances where information regarding Improper Conduct is supposed to be treated as confidential.

- 2.2. “**Whistleblower**” is a person who discloses information of Improper Conduct in accordance with this Policy.
- 2.3. “**Improper Conduct**” is any conduct which if proved, constitutes a serious Disciplinary Offence or a criminal offence. Improper Conduct includes, but are not limited to, the following:
- a) criminal offences, unlawful acts, fraud, corruption, bribery and blackmail;
 - b) failure to comply with legal or regulatory obligations;
 - c) misuse of the Company’s funds or assets;
 - d) an act or omission which creates a substantial and specific danger to the lives, health or safety of the employees or the public or the environment;
 - e) unsafe work practices or substantial wasting of company resources,
 - f) abuse of power by an officer of the Company; and
 - g) concealment of any of the above.
- 2.4. “**Appointed Officer**” means authorised person appointed to receive reports on Whistleblowing matters.
- 2.5. “**Disciplinary Offence**” means any action or omission which constitutes a breach of discipline in the Company as provided by law or the Company’s code of conduct, code of ethics, policies and/or a contract of employment as the case may be.
- 2.6. “**Detrimental Action**” includes:
- a) action causing injury, loss and/or damage;
 - b) intimidation and/or harassment;
 - c) interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to a person’s employment, career, profession, trade or business or the taking of disciplinary action; and
 - d) the threat to take any of the actions referred to above.
- 2.7. “**Confidential Information**” includes:
- a) information about the identity, occupation, residential address, work address or whereabouts of:
 - (i) a Whistleblower; and
 - (ii) a person against whom a Whistleblower has made a disclosure of improper conduct;
 - b) information disclosed by a Whistleblower; and

c) information that, if disclosed, may cause detriment to any person.

2.8. "Investigating Officer" means the person appointed to investigate an Improper Conduct

3.0. OBJECTIVES

3.1. The objectives of this Policy are as follows:

- a) to provide employees and third parties with proper internal procedures in disclosing cases of Improper Conduct.
- b) to manage disclosures of Improper Conduct in an appropriate and timely manner.
- c) to provide protection to Whistle-blowers from Detrimental Action that may result from the disclosure of Improper Conduct; and,
- d) to provide fair treatment to both the Whistle-blower and the alleged wrongdoer when a disclosure of Improper Conduct is made.
- e) to set out the processes to manage the overall system and implementation of the Whistleblowing Policy. The flow chart of the processes is attached in **Appendix 1**

4.0. SCOPE OF POLICY

4.1. This Policy applies to Company's directors and employees, including employees on contract terms, temporary or short-term employees and employees on secondment.

4.2. An Improper Conduct Report may be made by a director, employee or external party who has knowledge of or genuinely suspects, on a reasonable belief, that a director or an employee of the Company has engaged, is engaged or is preparing to engage in any Improper Conduct.

4.3. Any provision in any contract of employment which purports and/or intends to prevent the making of a disclosure of Improper Conduct shall be void to the extent that it purports and/or intends to prevent the making of the disclosure or the implementation of the other provisions of this Policy.

4.4. To facilitate due and fair investigation process, any person who discovers or suspects any Improper Conduct within the Company, should not attempt to conduct investigations personally or interrogate any suspect.

5.0. LIMITATIONS

- 5.1. This Policy does not however, cover any issues, complaints or concerns in relation to:
- a) matters which are trivial or frivolous in nature; and
 - b) matters which are motivated by malice.
- 5.2. If the complaint is a grievance and not an Improper Conduct, the Grievance Policy and Procedure in the Employee Handbook is to be applied.
- 5.3. For Improper Conduct relating related to sexual harassment, the Sexual Harassment Policy is to be applied.
- 5.4. If an employee is unsure whether a particular act or omission constitutes a grievance, a sexual harassment or an Improper Conduct under this Policy, he or she is encouraged to seek advice or guidance from their immediate superior or Head of Department/Division or the Head of the Human Resource Department (“HR”) or Internal Audit Department (IAD) and / or the Group Internal Auditor, MMC.

6.0. DISCLOSURE OF IMPROPER CONDUCT

- 6.1. A director or an employee or a third party who becomes aware of an alleged Improper Conduct is encouraged to make a disclosure as soon as possible.
- 6.2. The Whistle-blower needs to demonstrate that he or she has reasonable belief of the Improper Conduct.
- 6.3. In order to give the Company an opportunity to investigate the alleged Improper Conduct and to take the necessary internal corrective actions, Whistle-blowers are encouraged to lodge a report by providing, to the extent that is possible, the following information: -
- a) details of the Whistle-blower, the name, designation, contact number and email address.
 - b) details of the director or employee involved in the Improper Conduct;
 - c) description of the Improper Conduct and the people/party (ies) that are involved (to state whether they are director or employees of the Company or external parties);
 - d) details of the Improper Conduct, including the relevant dates of occurrence.
 - e) particulars of witnesses, if any; and,
 - f) particulars or production of documentary evidence, if any.
- 6.4. The Improper Conduct Report Form is attached in **Appendix 2**.

6.5. A disclosure of Improper Conduct may still be made, subject to section 6.2, although the person making the disclosure is not able to identify a particular person to which the disclosure relates.

6.6. When there is more than one disclosure made at a time, the disclosures may be prioritised according to the nature or gravity of the alleged Improper Conduct or reported risks and the magnitude of the repercussions.

7.0. ANONYMOUS REPORTS

7.1. Anonymous reports are not encouraged as it would be difficult to ascertain the facts and follow-up on the matter for investigation purposes.

7.2. The Company shall not be expected to follow-up on any anonymous reports. The Company may however consider investigating the allegations after considering the seriousness and credibility of the allegations and the impact of the allegations if confirmed.

8.0. TO WHOM SHOULD DISCLOSURES BE MADE

8.1. A disclosure of Improper Conduct may be made in writing to the Head, IAD (Appointed Officer) or in the event the Appointed Officer is the Whistle-blower, he may disclose to Group Internal Audit, MMC and shall be marked as 'Confidential'.

8.2. Disclosures of Improper Conduct may also be reported directly to the Audit Committee Chairman via a sealed envelope marked 'Confidential' or via electronic e-mail to satswbreport@mmc.com.my.

8.3. If the Improper Conduct involves the Appointed Officer, the Board Chairman or any Board director or Senior Management the Whistle-blower is to report the matter directly to the Audit Committee Chairman.

9.0. TRACKING OF IMPROPER CONDUCT DISCLOSURES

- 9.1. The Audit Committee Chairman shall forward the Improper Conduct reports received to the Appointed Officer for logging the Improper Reports.
- 9.2. The Appointed Officer shall maintain a log of all Improper Conduct Reports received, and the reports arising from screening, investigation, decisions and actions taken on the Improper Conducts Reports for both reports received by the Audit Committee Chairman and the Appointed Officer.
- 9.3. The CEO shall be informed of any new Improper Conduct report, where the CEO is not implicated to the extent possible without disclosing the identity of the whistle-blower and the person who allegedly committed the Improper Conduct so that interim remedial measures may be taken where required.
- 9.4. The logs of Improper Conduct reports shall be shared with the Integrity and Governance Unit for external regulatory reporting purposes.
- 9.5. All inquiries concerning the status of the investigation from the person implicated, his lawyer or representative, or the Whistle-blower should be made in writing and directed to the Audit Committee Chairman.
- 9.6. A response to a written request for the status of the investigation will be provided within seven (7) working days from the date of such written request, subject to any extension of time that may be granted by the Audit Committee Chairman.

10.0. SCREENING

- 10.1. In respect of the disclosures of Improper Conduct made to the Appointed Officer and the Audit Committee Chairman, the Appointed Officer shall assess the same to determine whether it is related to an Improper Conduct and/or excluded from the scope of this Policy. The Appointed Officer shall, within seven (7) working days from the date the disclosure was made, prepare a report (“Assessment Report”) to the Audit Committee Chairman informing the results of the assessment and recommend either to ignore the disclosure or to take further action. The Audit Committee Chairman may extend the time for the completion of the Assessment Report.

- 10.2. In respect of the disclosures relating to Improper Conduct relating to the Appointed Officer, Board of Directors or the Top Management, the Audit Committee may decide to appoint an external independent party to assess whether it is related to an Improper Conduct and/or excluded from the scope of this Policy. The terms of appointment of the external party shall be approved by the Audit Committee. The external party shall within seven (7) working days from the date of receiving the disclosures prepare an Assessment Report to the Audit Committee on the results of the assessment and recommend either to ignore the disclosure or to take further action. The Audit Committee Chairman may extend the time for the completion of the Assessment Report.
- 10.3. Within seven (7) working days from the date the Assessment Report is received, so far as is practicable, the Audit Committee Chairman, shall have the authority to make final decisions including, but not limited to, any of the following:
- a) reject the disclosure(s), either in part or in total, if it falls outside the scope of this Policy;
 - b) direct the matter or any part thereof to be dealt with under other appropriate internal procedures, which includes disciplinary procedures;
 - c) direct an investigation into the disclosure(s) made and on any persons involved or implicated;
 - d) suspend the persons implicated in the Improper Conduct from work pending any further investigation and/or disciplinary procedures;
 - e) designate the Appointed Officer or any other persons from within or outside of the Company to conduct investigations or to take any other action pursuant to this Policy;
 - f) obtain any other assistance from third parties such as external auditors or obtaining legal advice whether from internal or external solicitors; and,
 - g) refer the matter to an appropriate enforcement agency, which includes the police and the Malaysian Anti-Corruption Commission.

11.0. CONDUCT OF INVESTIGATION

- 11.1. In the event further investigation is necessary, the person appointed to investigate the Improper Conduct (“the Investigating Officer”) shall, as soon as possible, conduct investigation into the matter.

- 11.2. The Audit Committee shall have the authority to appoint an external party as the Investigating Officer to carry out investigations pertaining to the Improper Conduct within a reasonable set of terms of reference.
- 11.3. In instances where the Investigating Officer is appointed from within the Company, the Investigating Officer must be an employee of a Designation and/or Grade higher than the employee(s) implicated in the Improper Conduct.
- 11.4. The Investigating Officer may conduct interviews with any relevant witnesses and shall use his best endeavours to gather all data and materials relevant to the Improper Conduct disclosed. The Investigating Officer shall have absolute discretion to allow any assistance to the witness during the interview, subject to a request made by the witness.
- 11.5. All interviews and activities carried out in the course of the investigation shall be recorded and reduced to writing and filed.
- 11.6. A specific room will be designated for the use of the Investigating Officer to carry out interviews, store documents and for any other purpose deemed necessary in the course of the investigation. Whenever practicable, all interviews shall be conducted in the designated room and all documents relating to the investigation must not be removed from the room during the course of the investigation.
- 11.7. The Investigating Officer shall have free and unrestricted access to all records of the Company and shall have the authority to examine, obtain and/or make copies of all or any portion of the contents of documents, files, desks, cabinets, and other storage facilities of the Company so far as it is necessary to assist in the investigation of the Improper Conduct.
- 12.0. INVESTIGATION REPORT (“IR”)**
- 12.1. At the conclusion of the investigation, the Investigating Officer will submit an Investigation Report (“IR”) of the findings to the Audit Committee Chairman.
- 12.2. The IR will contain the following: -
- a) the specific allegation(s) of Improper Conduct;

- b) all relevant information/evidence received and the grounds for accepting/rejecting them. Copies of interview transcripts and any documents obtained during the course of the investigation shall accompany the IR; and
 - c) the conclusions made and the basis for them;
- 12.3. Whenever practicable, the Investigating Officer may include in the IR the following:
- a) the steps or recommendations that need to be taken by the Company to prevent the Improper Conduct from continuing or re-occurring in future; and,
 - b) any further action to be taken by the Company in respect of the Improper Conduct. The further action includes initiating disciplinary proceedings and referring the matter to the appropriate external authority.
- 12.4. The IR shall be presented to the Audit Committee. In the event that the Audit Committee is satisfied that based on the findings and recommendations made in the IR, an Improper Conduct has been committed, the Audit Committee Chairman will update the Board on the matter and also refer the matter to the Human Resource Department where appropriate to follow up with disciplinary proceedings in accordance with the policies of the Company as well as to the Company's Legal Department for further advice (if necessary).
- 12.5. The Human Resource Department shall inform the Audit Committee of the status of disciplinary proceedings and any disciplinary action taken.
- 13.0. REFERRAL TO EXTERNAL ENFORCEMENT AUTHORITY**
- 13.1. Pursuant to the above, referral of the Improper Conduct, where appropriate, to the relevant enforcement body or the initiation of any civil action shall be managed by the Company's Legal Department.
- 14.0. TIMELINE**
- 14.1. This Policy is intended to ensure that disclosures made by Whistle-blowers are reviewed and actions are taken in a timely manner.
- 14.2. Investigations in respect of disclosures made are to be concluded as soon as is practicable but shall not exceed sixty (60) days from the date the disclosure was made. Notwithstanding the above, where an investigation cannot be reasonably completed

within sixty (60) days, the Audit Committee Chairman may extend the time for its completion provided that the extension does not exceed one hundred and twenty days (120) days from the date the disclosure was made.

- 14.3. The Whistle-blower shall be informed of the result of any investigation and/or any action taken by the Company in respect of the disclosure made within 7 working days from the date an investigation is completed and/or any action taken by the Company, subject to any extension of time that may be granted by the Audit Committee Chairman.

15.0. PROTECTION OF CONFIDENTIAL INFORMATION

- 15.1. Reasonable steps will be taken to maintain the confidentiality of the Whistle-blower's Confidential Information, particularly the identity of the Whistle-blower unless:

- a) the Whistle-blower expressly agrees otherwise, and provides his agreement in writing;
or
- b) otherwise required by law.

- 15.2. The Whistle-blower or any person who is involved in the investigation process, shall not disseminate to third parties, information regarding the Improper Conduct or any part thereof, including the status or outcome of an investigation into it, except:

- a) to those who are authorised under this Policy;
- b) for lodging a report of the Improper Conduct directly with an enforcement agency in accordance with the Whistle-blower Protection Act 2010 or any other prevailing law;
- c) in adherence to any law or in adherence to a legally binding requirement of any statutory authority; or,
- d) on a strictly confidential basis to a professionally qualified lawyer for the purpose of obtaining legal advice.

- 15.3. The Whistle-blower shall not:

- a) contact the suspected individual to determine facts or demand restitution; and,
- b) discuss the case, facts, suspicions, or allegations with anyone except to assist in the investigation.

16.0. RECORD SAFEKEEPING

- 16.1. A confidential record of each disclosure will be marked '**CONFIDENTIAL**' and stored securely by the Human Resource and Internal Audit Departments for the portions of the Improper Conduct investigated and handled by the Departments respectively for not more than 7 years from the date the disclosure was lodged.
- 16.2. Therefore, it is the responsibility of the Human Resource and Internal Audit Departments to be the guardians of the records and to ensure that the documents are properly filed for the cases which are handled by them.
- 16.3. All records of disclosures made shall be managed in compliance with the provisions of the Personal Data Protection Act 2010 and other applicable laws.

17.0. PROTECTION OF THE WHISTLEBLOWER

- 17.1. Upon making a disclosure in good faith, based on reasonable grounds and in accordance with and pursuant to this Policy:
- a) The Whistle-blower shall be protected from any Detrimental Action within the Company as a direct consequence of the disclosure; and
 - b) The Whistle-blower's identity and such other Confidential Information of the Whistle-blower shall not be disclosed save in accordance with Clause 15.1.
- 17.2. The protection against Detrimental Action is extended to any person related to or associated with the Whistle-blower.
- 17.3. The identity and personal information of the Whistle-blower as well as the person implicated in the disclosure may be revealed to persons involved in investigations or any other required processes so far as is necessary to assist investigations and/or as required for a due inquiry process to be made. A Whistle-blower may also be required to appear as a witness for the Company in the due inquiry process.
- 17.4. A Whistle-blower is obliged to lodge a complaint to the Company of any Detrimental Action committed against the Whistle-blower or any person related to or associated with the Whistle-blower, by any personnel of the Company. The Detrimental Action Complaint Form is attached in **Appendix 3**.

- 17.5. A Whistle-blower or any person associated with him who fears or has suffered Detrimental Action may request to the Company in writing, for relocation of his place of employment. The Company shall, as far as is practicable, make arrangements for the relocation if there is a danger or likelihood of Detrimental Action and the only practical means of removing or substantially removing the danger of the effect of Detrimental Action is by way of relocation.
- 17.6. The Whistle-blower protection conferred under this Policy is not limited or affected notwithstanding that the disclosure of the Improper Conduct does not result in any disciplinary action of the person against whom the disclosure was made.
- 17.7. This Policy does not limit the protection conferred by any other written law to any person in relation to information given in respect of the commission of an offence.
- 17.8. The Whistle-blower protection conferred under this Policy does not apply where a disclosure was made in a manner inconsistent with or not in compliance with the provisions of this Policy. Notwithstanding the above, the Whistle-blower will still be conferred protection save as so far as afforded by the Whistle-blower Protection Act 2010 or any other written law.

18.0. REVOCATION OF WHISTLEBLOWER PROTECTION

- 18.1. The Company reserves the right to revoke the Whistle-blower protection provided pursuant to this Policy if it is of the opinion, based on an investigation or in the course of an investigation that:
- a) the Whistle-blower himself has participated in the Improper Conduct disclosed, except in instances where:
 - (i) the participation was under duress; or
 - (ii) in the view of the Company, the participation could be justified under the circumstances.
 - b) the Whistle-blower wilfully made in his disclosure of Improper Conduct a material statement which he knows or believes to be false or did not believe to be true;
 - c) the disclosure is made solely with the motive of avoiding dismissal or other disciplinary action;

- d) the Whistle-blower has made disclosures of Improper Conduct to other parties inside or outside the Company and not only through the persons mentioned in Section 8 this Policy.
- e) the disclosure of Improper Conduct is frivolous and/or vexatious; and/or
- f) the Whistle-blower, in the course of making the disclosure or providing further information, breaches the provisions of this Policy and/or commits an offence under the Whistle-blower Protection Act 2010.

18.2. If the Whistle-blower protection has been revoked, the Company shall give a written notice to the Whistle-blower of the revocation together with reasons for the same.

19.0. OVERSIGHT AND OWNERSHIP OF POLICY

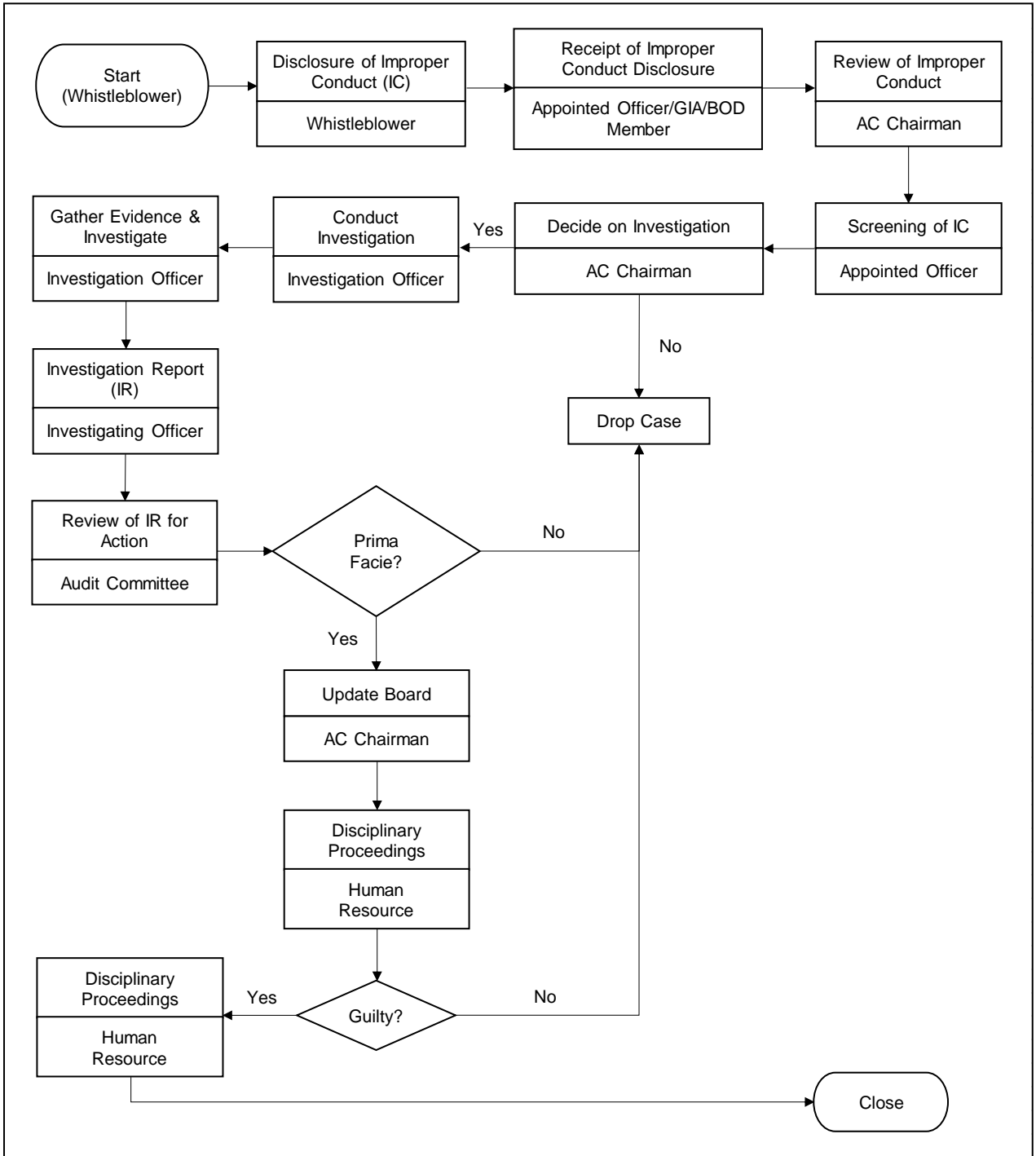
19.1. The Audit Committee has the overall responsibility for this Policy and shall oversee the implementation of this Policy.

19.2. The Internal Auditor is responsible for the administration and implementation of this Policy.

19.3. In case of doubt, the Internal Auditor shall refer to the CEO or the Chairman of the Audit Committee for direction.

19.4. This Policy and the provisions herein may be reviewed and amended whenever necessary to ensure its effective implementation. Any amendment to this Policy shall be affected by the Internal Auditor, subject to review by the Chief Executive Officer (CEO), endorsement by the Audit Committee and approval by the Board of Directors.

APPENDIX 1



IMPROPER CONDUCT REPORT FORM

1. Details of Whistleblower			
Name		Designation	
I/C No.			
Telephone No.		E-mail Address	
2. Details of Director/Employee Involved In Improper Conduct			
Name		Designation	
Telephone No.		E-mail Address	
3. Details of Improper Conduct			
Date		Time	
Location			
Details of Misconduct			
<i>*Please attach supporting document(s) if available and details of misconduct if space above is insufficient.</i>			
4. Details of Witness (if any)			
Witness Name(s)			
Telephone No.		Email Address	
5. Declaration			
a. I declare that all information provided in this Form is true, correct and complete to the best of my knowledge, information and belief.			
b. I hereby agree that the information provided herein to be used and processed for investigation purposes.			
Signature			
Name			
Date			

DETRIMENTAL ACTION COMPLAINT FORM

1. Complainant's Details	
Name	
I/C No.	
Telephone No.	
E-mail Address	
Designation	
2. Information and Details of Detrimental Action	
Name(s) of Person(s) committing the Detrimental Action	
Detrimental Action complained of	
<i>*Please attach supporting document(s) if available</i>	
3. Declaration	
a. I declare that all information provided in this Form is true, correct and complete to the best of my knowledge, information and belief.	
b. I hereby agree that the information provided herein to be used and processed for investigation purposes.	
Signature	
Name	
Date	