

POH HUAT RESOURCES HOLDINGS BERHAD WHISTLEBLOWING POLICIES AND PROCEDURES

1. INTRODUCTION

- 1.1 The Poh Huat Resources Holdings Berhad (“The Company”) and its subsidiaries (collective the “Group”) are committed to the highest standards of openness, probity and accountability. An important aspect of accountability, transparency and good corporate governance is a mechanism to enable staff and other members of the Group to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer’s affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation, then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told).
- 1.2 It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the Group nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures. With the “whistleblowing” procedures in place, it is reasonable to expect staff to use them rather than air their complaints outside the Group.
- 1.3 The Company has endorsed the provisions set out below so as to ensure that no employee of the Group should feel at a disadvantage in raising legitimate concerns.

2. SCOPE OF POLICY

- 2.1 This policy is designed to enable employees of the Group to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures including disciplinary, legal and/or criminal actions.
- 2.2 These concerns could include:-
 - Breach of trust, financial malpractice or impropriety or fraud
 - Failure to comply with applicable laws, legal regulations and obligations
 - Dangers to health & safety or the environment
 - Criminal activity
 - Improper conduct or unethical behaviour
 - Attempts to conceal any of these

3. SAFEGUARDS

3.1 Protection

This policy is designed to offer protection to those employees of the Group who disclose such concerns provided the disclosure is made:

- in good faith ; and
- in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety.
- It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure.

3.2 Confidentiality

The Group will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

3.3 Anonymous Allegations

This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the Group.

In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

3.4 Untrue Allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual. Extreme cases of malicious or wild allegations could give rise to legal action on the part of the persons complained about.

4 PROCEDURES FOR MAKING A DISCLOSURE

- 4.1 On receipt of a complaint of malpractice, the member of staff who receives and takes note of the complaint, must pass this information as soon as is reasonably possible, to the appropriate designated investigating officer as follows:
- complaints of malpractice will be investigated by the appropriate the investigating officer or the Chief Executive unless the complaint is against the investigating officer or the Chief Executive. In such cases, the complaint should be passed to the the Chairman of the Company for referral;
 - Complaints against an Executive Director or the Chief Executive or is in any way related to the actions of the Executive Director or Chief Executive should be passed to the Chairman for referral;
 - The complainant has the right to bypass the line management structure and take their complaint direct to the Chairman;
 - Complaints referred to the Chairman will be investigated by the Chairman or an appropriate investigating officer in accordance to the investigating procedures set out below.
 - The Chairman has the right to refer the complaint back to management if he/she feels that the management can more appropriately investigate the complaint without any conflict of interest.
- 4.2 If there is evidence of criminal activity then the investigating officer should take the necessary action include informing the police. The Group will ensure that any internal investigation does not hinder a formal police investigation.

5 TIMESCALES

- 5.1 Due to the varied nature of these sorts of complaints, which may involve internal investigators and/or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.
- 5.2 The investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.
- 5.3 All responses to the complainant should be in writing and sent to their home address.

6 INVESTIGATING PROCEDURES

6.1 The investigating officer should follow these steps:

- Full details and clarifications of the complaint should be obtained;
- The investigating officer should inform the member of staff against whom the complaint is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures;
- The investigating officer should consider the involvement of the Company internal or external auditors and the Police at this stage and should consult the Chairman or the Executive Director or Chief Executive;
- The allegations should be fully investigated by the investigating officer with the assistance where appropriate, of other individuals / bodies.
- A judgement concerning the complaint and validity of the complaint will be made by the investigating officer. This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the Executive Director, Chief Executive or Chairman as appropriate.
- The Executive Director, Chief Executive or Chairman will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate Company procedures.
- The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.
- A copy of the outcomes will be passed to the Company auditors to enable a review of the procedures, if appropriate.

6.2 If the complainant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Executive Director, Chief Executive or Chairman, or one of the designated persons described above.

6.3 If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, the Group recognises the lawful rights of employees and ex-employees to make disclosures to prescribed persons or, where justified, other relevant parties or authorities.

7 APPROVAL

7.1 The whistleblowing policies and procedures were revised and approved by the board on 12 December 2018.