

SINMAH CAPITAL BERHAD WHISTLE-BLOWING POLICY

1. BACKGROUND

SINMAH CAPITAL BERHAD (“Sinmah”) and its group of subsidiaries (“the Group”) is committed to promoting and maintaining high standards of transparency, accountability, ethics and integrity in the conduct of its business and operations.

Accordingly, the Group’s Audit Committee has established this Whistle-blowing Policy to provide an avenue for Employees and members of the public to voice genuine concerns in a responsible and appropriate manner.

2. OBJECTIVE OF THE POLICY

This Whistle-Blowing Policy (this “Policy”) is formulated to enable the reporting of genuine concerns about any actual or possible improprieties at the earliest opportunity so that appropriate actions can be taken to address or mitigate such concerns.

3. SCOPE OF POLICY

This Policy applies to all Employees, third parties of the Group, and the general public, who has become aware of or genuinely suspects on a reasonable belief that a person associated with the Group, including a Director, Employee, and a third party who has a business relationship with the Group, has engaged, is engaged or is preparing to engage in any improper conduct or wrongdoing. A person who has made a report via this Policy is hereinafter referred to as a “Whistle-blower”.

Such improper conduct or wrongdoing (“Wrongdoing”) may include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Group;
- fraud or deliberate error in the recording and maintaining of financial records of the Group;
- bribery;
- misuse of Group’s funds or assets;
- abuse of power;
- conflict of interest without disclosure;
- criminal breach of trust;
- illegal or criminal offence;
- endangerment of employees’ or public health and safety;
- deficiencies in or non-compliance with the Group’s internal controls;

- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Group;
- deviation from full and fair reporting of the Group's financial condition; or
- deliberate concealment of any of the above matters or wrongdoing.

Whenever possible, any concerns should be raised and dealt with through the normal reporting lines and procedures in the Group. However, where it is believed that the concern cannot be resolved through normal reporting lines and procedures, or implicates senior levels of management within the Group, or the Employee's employment or even safety or security may be jeopardized by raising the concern, then the concern can be raised through the channel provided in this Policy.

4. REPORTING IN GOOD FAITH

The Group expects a Whistle-blower to report genuine concerns in good faith and have reasonable grounds when making a whistle-blowing report ("Complaint"). In general, a Whistle-blower may report a Complaint in writing, electronically, or in person.

To assist the Group in the response to or investigation of a Complaint, the Complaint should contain as much specific, factual information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint, including, without limitation and to the extent possible, the following information:

- the alleged Wrongdoing that is the subject of the Complaint;
- the name of the persons involved;
- If the Complaint involves a specific event or events, the approximate date and location of the event(s); and
- any additional information, documentation or other evidence available to support the Complaint.

The Whistle-blower is encouraged to include his or her name and contact method to enable contact for obtaining further understanding and information relating to the Complaint where necessary. Anonymous reporting is not prohibited. Nevertheless, the extent to which a Complaint can be investigated may be limited to the information provided.

5. WHISTLE-BLOWING CHANNELS

A Whistle-blower may submit Complaints to the Chair of the Audit Committee, who is designated by the Audit Committee to handle whistle-blowing matters, via the following channels:

(a) Mail to:
Sinmah Capital Berhad
88, Jalan KU 4
Taman Krubong Utama
75260 Melaka
Attn: Chair of the Audit Committee

(b) Email to:
acchairman@sinmah.com.my

Upon receipt of a Complaint, the Chair of the Audit Committee will record the Complaint and acknowledge receipt of the Complaint to the Whistle-blower.

6. CONFIDENTIALITY AND PROTECTION TO WHISTLE-BLOWER

The Audit Committee Chairman shall maintain the confidentiality of the Complaint and the identity of the Whistle-blower to the fullest extent reasonably practicable within the legitimate needs of law and only be revealed to those handling the Complaint, including investigation and deliberation, strictly on a “need-to-know” basis.

The identity of the Whistle-blower shall remain confidential unless consent is obtained from the Whistle-blower or otherwise required by law. Notwithstanding, the identity of a Whistle-blower might become known for reasons outside the control of the Group. The confidentiality of the identity of the Whistle-blower is subjected to such limitations.

The identity of other persons subject to, or participating in, any inquiry or investigation relating to a Complaint shall also be maintained in confidence subject to the same limitations.

A Whistle-blower who reports a Complaint in good faith shall be protected from any reprisal by the Sinmah Group or its personnel as a direct consequence of the disclosure. Reprisal includes discharge, termination, demotion, suspension, threatening, harassment, or a discrimination or retaliation against any persons in relation to the terms and conditions of business relationships such as employment or contract.

7. NOTIFICATION

Upon the completion of the investigation and deliberation of the Complaint, the Whistle-blower will be notified on the outcome of the investigation, where reasonably practicable.

8. REPORTING AND RETENTION OF COMPLAINTS AND INVESTIGATIONS

The Chair of the Audit Committee will maintain a log of all Complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary thereof for the Audit Committee, at least on an annual basis, taking into consideration the protection of confidentiality especially of the identifies of Whistle-blowers. Copies of Complaints and such log will be maintained in accordance with the Group's document retention policy.