

SMTRACK BERHAD
(Company No.: 639421-X)

WHISTLEBLOWING POLICY

1.0 INTRODUCTION

1.1 Definition of Whistleblowing:-

- “occurs when a worker raises a concern about danger or illegality that affects others, for example members of the public”. (**Chartered Institute of Personnel and Development, 2007**)
- “as the act of raising concerns about misconduct within an organisation or within an independent structure associated with it.” (**The Nolan Committee on Standards in Public Life**, set up in 1994)
- “to be an early warning system. An effective whistleblowing policy enables employers to find out when something is going wrong in time to take necessary corrective action.” (**Public Concern at Work**)

1.2 SMTRACK BERHAD’s group of Companies (“the SMTRACK Group”) is committed to operating at the highest ethical and legal standards. The Board of Directors and management of the SMTRACK Group recognize that upholding these standards requires confidence on the part of all directors, employees, clients, suppliers, contractors and sub-contractors that issues of concern can be raised and addressed transparently, fairly and truthfully.

2.0 PURPOSE

2.1 The SMTRACK Group has established and is committed to a policy of exemplary corporate practice. As part of this policy, it expects its management officers and employees to maintain the highest levels of integrity and transparency in their dealings on behalf of the company and their management of the company’s business. This includes strict compliance with the companies’ code of ethics and all laws and regulations applicable to the businesses of the SMTRACK Group.

2.2 This Whistleblowing Policy (“this Policy”) forms an integral part of the SMTRACK Group’s commitment towards providing a safe and ethical work environment, and meeting its obligations to its stakeholders, the relevant authorities, the community and the environment and to encourage them to play their part in improving the overall effectiveness and success of the SMTRACK Group. By creating an atmosphere of openness and trust, the SMTRACK Group wishes to ensure that the SMTRACK Group as a whole is interested in eradicating unethical and illegal practices which previously may have been going on unnoticed.

2.3 The SMTRACK Group does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing by directors or employees in the course of their work. This Policy is intended to provide a framework to promote responsible and secure whistleblowing within the SMTRACK Group without fear of adverse consequences.

2.4 By this Policy, the SMTRACK Group seeks to encourage the reporting of unethical or fraudulent practices by directors, employees or management officers of the SMTRACK Group regardless of position so that damage control or remedial action can be taken promptly. Any person may report incidents pursuant to this Policy. This Policy provides procedures to enable directors and employees to raise or disclose concerns about malpractices where there are genuine concerns, regardless of where this may be and whether the information involved is confidential or not. This Policy provides procedures to enable wrongdoings at all levels of the SMTRACK Group to be reported and such reports will be properly followed up. Further, this Policy provides safeguards to minimize the likelihood of its abuse.

3.0 SCOPE

3.1 This Policy applies to the SMTRACK Group's directors, employees, clients, suppliers, contractors, sub-contractors and other stakeholders including members of the public who have dealings with the SMTRACK Group.

3.2 The whistleblower from the parties as stated in item 3.1 above may use the procedures set out in this Policy to report any concern or complaint regarding questionable accounting or auditing matters, internal controls, disclosure matters, conflict of interest, insider trading, collusion with competitors, serious breaches of this Policy, unsafe work practices or any other matters involving fraud, corruption and misconduct of directors or employees.

3.3 This Policy allows for reporting by the whistleblower such matters to the Whistle Blower Investigative Officer (to be determined), without fear of reprisal, discrimination or adverse consequences and also permits the SMTRACK Group to address such reports by taking appropriate action, including, but not limited to, disciplining or terminating the employment and/or services of those responsible.

3.4 However, while this Policy is meant to protect genuine whistleblowers from any unfair treatment as a result of their report/disclosure, it strictly prohibits frivolous and bogus complaints. The Policy is also not a route for taking up personal grievances which should continue to be taken up directly with Division or Department heads.

4.0 AUTHORITY FOR WHISTLEBLOWING

4.1 Overall authority for this Policy sits with the Investigative Officer of the SMTRACK Group.

4.2 Managers have a specific responsibility to facilitate the operation of this policy and to ensure that employees feel able to raise concerns without fear of reprisals, in accordance with the procedures set down below. To facilitate this process, managers will be given training on the relevant legal and operational framework and best practice.

5.0 POLICY

5.1 Who May Use This Policy

Any director or employee of the SMTRACK Group of any rank or employment status and any client, supplier, contractor or sub-contractor (collectively referred to in this Policy as “you”) may make a disclosure.

5.2 Who To Communicate Complaint To

All advices communicating your concern/complaint of malpractice must be in writing and, if possible with supporting evidence be addressed to:-

Mahnorizal Bin Mahat (“the Investigative Officer”),
SMTRACK Berhad
Suite 7.01A, Level 7
The Gardens North Tower
Mid Valley, Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan
or by email to mahnorizal@smtrackberhad.my

Complaints raised to other parties within the SMTRACK Group will be directed to the Investigative Officer who is responsible for maintaining a centralized repository of all reported cases and ensuring that issues raised are properly resolved.

5.3 How Whistleblower’s Identity Is Protected

You must state that you are using this Policy and specify whether you wish your identity to be kept confidential. All dealings with the whistleblower’s disclosures will be handled in such a manner as to preserve the anonymity of the whistleblower, where possible. However this may not be possible if the matter is to be properly investigated and responded to. Whilst anonymous submissions/advices are not encouraged they will be accepted.

You may make a report anonymously but are encouraged to identify yourself to assist with the investigation. If you have asked to remain anonymous, every effort will be made to keep your identity confidential, at least until any formal investigation is under way. In order not to jeopardize the investigation into the alleged malpractice, you will also be expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential.

Whistleblowers advising incidents of malpractices shall be protected from harassment or reprisals as a consequence of their disclosure. When a disclosure is received and an investigation is commenced, the Investigative Officer will investigate the disclosure and will focus on assisting and supporting the whistleblower and liaising with them regarding the investigation.

5.4 What Should Be Reported

You are encouraged to make a disclosure of any actions or behavior you genuinely believe may be dishonest, fraudulent, corrupt, illegal, bullying or harassing, represent a serious conflict of interest, involve a misuse of sensitive or confidential information or a miscarriage or denial, or likelihood thereof, of natural justice.

As it is essential for the SMTRACK Group to have critical information in order to effectively evaluate and investigate a complaint, the report made should provide as much detail and be as specific as possible. The complaint should include details of the parties involved, dates or period of time, the type of concern, evidence substantiating the complaint, where possible, and contact details, in case further information is required.

5.5 How Complaints Are Dealt With

All matters reported will be reviewed within a reasonable timeframe, and after due consideration and inquiry, a decision will be taken on whether to proceed with a detailed investigation. Guidance/direction may be sought from the Group Managing Director and other appropriate parties. All complaints received by the Investigative Officer will be reported to the Audit Committee, the Group Managing Director and the Chairman of the Board of the SMTRACK Group.

The SMTRACK Group reserves the right to refer any concerns or complaints to appropriate external regulatory authorities. Depending on the nature of the complaint, the subject of the complaint may be informed of the allegations against him or her and be provided with an opportunity to reply to such allegations. Directors and employees of the SMTRACK Group who fail to cooperate in an investigation, or deliberately provide false information during an investigation, shall be subject to strict disciplinary action up to, and including, immediate dismissal.

6.0 CONCLUSION OF INVESTIGATION

- 6.1** If at the conclusion of an investigation, the SMTRACK Group determines that a violation has occurred or the allegations are substantiated, effective remedial action commensurate with the severity of the offence will be taken.

7.0 RECOURSE FOR WHISTLEBLOWERS

- 7.1** If you are not satisfied with the response you have received, you should raise the matter with the Chairman of the Audit Committee outlining your reasons.

8.0 RECOMMENDATIONS AND FOLLOW-UP

- 8.1** Recommendations for change will be invited from the Investigator to enable the SMTRACK Group to minimize the risk of the recurrence of any malpractice or impropriety which has been uncovered. The Investigative Officer will be responsible for reviewing and implementing these recommendations in the future and for reporting on any changes required to the Board.

9.0 SAFEGUARDS

- 9.1** The SMTRACK Group prohibits discrimination, retaliation or harassment of any kind against a whistleblower who submits a complaint or report in good faith. If a whistleblower believes that he or she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he or she should immediately report those facts to the Investigative Officer. Reporting should be done promptly to facilitate investigation and the taking of appropriate action.
- 9.2** The SMTRACK Group will treat all disclosures of malpractice seriously and protect employees who raise concerns in good faith. However, appropriate disciplinary action will be taken in accordance with the Disciplinary Procedure against any employee who is found to have made a disclosure maliciously that they know to be untrue, or without reasonable grounds for believing that the information supplied was accurate. This may result in dismissal.
- 9.3** At the appropriate time, the party making the report/complaint may need to come forward as a witness. If an employee or an outside party makes an allegation in good faith but it is not confirmed by the investigation, no action will be taken against him or her. However, if an employee has made an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against him or her. Likewise, if investigations reveal that the outside party making the complaint had done so maliciously or for personal gain, appropriate action, including reporting the matter to the police, may be taken.

10.0 MODIFICATION AND REVISION

10.1 The SMTRACK Group may modify this Policy to maintain compliance with applicable laws and regulations or accommodate organization changes within the SMTRACK Group.

10.2 This Policy will be reviewed on a yearly basis, if possible. A new version will be issued whenever changes occur.
