



HeiTech Padu Berhad

**TERMS OF REFERENCE
INTEGRITY & WHISTLEBLOWING
BOARD COMMITTEE (IWBC)**

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Version 2.0*

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1. OBJECTIVE

The Integrity & Whistleblowing Board Committee (IWBC) is established as a Board Committee of HeiTech Padu Berhad (HeiTech) with the following primary objectives:

- a) To assist the Board of Directors of HeiTech (the Board) in upholding and institutionalise integrity as key factor in embracing sound governance and corporate value.
- b) To assist the Board in ensuring that an effective governance, ethics, integrity, whistleblowing, anti-bribery and anti-corruption programs are implemented in HeiTech and its controlled entities.
- c) Oversight over the implementation of HeiTech's Anti-Bribery Management System (ABMS) by Top Management and its effectiveness.

2. MEMBERS COMPOSITION

- a) The IWBC members shall be appointed by the Board from amongst its Directors, on the recommendation of the Nomination Committee in consultation with the Chairman of the IWBC.
- b) IWBC shall be made up of at least three (3) members, which comprise of Non-Executive Directors, the majority must be independent directors.
- c) The Board shall appoint the IWBC Chairman who shall be an independent Non-Executive Director. The Chairman of the Board shall not be the Chairman of the Committee.
- d) No alternate Director is appointed as a member of the IWBC.
- e) In the event of any vacancy i.e., retirement or resignation of the member, the vacancy must be replaced within 3 months.

3. AUTHORITY

The IWBC is authorised by the Board and at the expense of the Company to perform the following:

- a) The Chairman of the Committee is the authorised person to directly received complaints from HeiTech's whistleblowing platform on matters involving President, Senior Management, Management Integrity Committee Members (MIC) and Integrity Officer;
- b) Perform the activities required to discharge its responsibilities within its terms of reference;
- c) Secure the resources in order to perform its duties as set out in its terms of reference;
- d) Instruct an investigation where there is possible or suspected frauds, illegal acts or suspected violation to Code or Business Conduct and internal policies, involving employees include Senior Management or members of the Board;

- e) Have full and unrestricted access to information pertaining to ABMS, whistleblowing, investigation, compliance exercise and reports in relation to such exercise;
- f) Have direct communication with all employees of the Group i.e., to call any employee to be questioned at a meeting as and when required;
- g) Obtain independent legal or other professional advice as necessary within its terms of reference; and
- h) Make recommendations to the Board on matters which are within its purview, for Board consideration and approval.

4. ROLES AND RESPONSIBILITIES

The roles and responsibilities of the IWBC shall include, but not limited to the following:

- a) Review policies related to integrity and anti-bribery, and make recommendation for Board approval;
- b) Oversee the implementation, achievement, effectiveness of the HeiTech Anti-Corruption Plan (HACP) and integrity initiatives in HeiTech and its controlled entities;
- c) Oversee the implementation and monitoring of the HeiTech Whistleblowing platform, its implementation and outcome of the action performed as stipulated under the policy;
- d) Review and discuss the internal investigation or violation report (if any), make recommendation where necessary and update the Board the same;
- e) Periodically review and deliberate bribery and corruption risks of the organization.
- f) Receive an update and discuss on any avenue that Malaysian Anti-Corruption Commission (MACC) is investigating or have in contact with HeiTech or its personnel, the course of performing their duties under MACC Act 2009;
- g) Receive an update on the implementation of ISO 37001:2016 Anti-Bribery Management System (ABMS) certification i.e., its effectiveness, certification exercise includes surveillance audit report by SIRIM, internal ABMS audit report and follow up report status;
- h) Ensure consistent and sufficient awareness initiatives on integrity, ethics, anti-bribery and anti-corruption;
- i) To manage the interface between the Board and the Management;
- j) Review and evaluate the adequacy and effectiveness of this TOR and propose changes to this TOR, as it deems fit, for Board consideration and approval; and
- k) To undertake any other duties as directed by the Board from time to time.

5. MEETING ADMINISTRATION

5.1 Meeting Secretary

The Company Secretary or their nominee shall act as the secretary of the IWBC.

5.2 Meeting Quorum

- a) The quorum of the meeting shall be two (2) members presence. A duly convened meeting of the IWBC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the IWBC.
- b) Meeting may be held via physical (face-to-face), teleconferencing or virtual mode or any other appropriate means as agreed by the Committee. Members shall be deemed to be present in person and counted in the quorum of the meeting.

5.3 Meeting Attendees

- a) Only members of the IWBC have the right to attend Committee meetings. However, other individuals such as Top/Senior Management of HeiTech may be invited to attend all or part of any meeting as and when appropriate.
- b) The Management Integrity Committee (MIC) Chairman and its members to be in attendance for every IWBC meeting.
- c) The Integrity Officer to be in attendance for every IWBC meeting.
- d) Head of Organizational Practices and Consulting (OPaC) shall be invited to attend the meeting on matters related to ABMS activities and certification.

5.4 Frequency of the Meeting

The IWBC shall meet on quarterly basis (4 times a year) at appropriate time agreed by the committee or the Board. Additional meeting may be called as and when necessary, by the Chairman of the Committee.

5.5 Notice of the Meeting

- a) Meetings of the IWBC shall be summoned by the secretary of the Committee at the request of any of its members or at the request of MIC Chairman or Head of G&I, if they consider it necessary.
- b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each committee member, any other person who required to attend, no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to IWBC members and to other attendees where appropriate, at the same time.

5.6 Voting

- a) Matters arising at any meeting shall be decided by a majority vote of the members present, each member having one (1) vote. In the event of equality of votes, the Chairman of the IWBC shall have a second or casting vote.
- b) IWBC member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

5.7 Minutes of the Meeting

- a) The secretary shall minute the proceedings and resolutions of all meetings of the IWBC, including recording the names of those present and in attendance.
- b) The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- c) Minutes of IWBC meetings shall be circulated promptly to all members of the Committee and once agreed, to all members of the board.
- d) The Chairman of the Committee shall update the Board on the activities undertaken by the IWBC at HeiTech Board meeting.
- e) Safekeeping of all minutes of the IWBC meeting is by the Meeting Secretary.

6. REVIEW OF THE TERMS OF REFERENCE

The IWBC shall recommend any changes to its Terms of Reference in such manner as the IWBC deems appropriate to the Board for approval. The Terms of Reference shall be assessed, reviewed and updated where necessary i.e., when there are changes to the Malaysian Code of Corporate Governance, Bursa Malaysia Listing Requirements, act, laws or any other regulatory requirements. It should also be reviewed and updated when there are changes to the direction or strategies of the Company that may affect the IWBC's role.

END

DOCUMENT AMENDMENT REGISTER

[illegible]