



Mynews Holdings Berhad

*(Co. No. 201301010004 (1039846-T))*

# **WHISTLE BLOWING POLICY AND PROCEDURES**

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# **MYNEWS HOLDINGS BERHAD**

## **WHISTLE BLOWING POLICY AND PROCEDURES**

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### **1. INTRODUCTION**

Mynews Holdings Berhad ("the Company") is committed to promoting and maintaining high standards of integrity, transparency and accountability in the conduct of its businesses and operations.

In line with this commitment and with the introduction of the Whistle Blower Protection Act 2010, all employees and interested parties ("whistle-blower") are encouraged to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste and/or abuse involving the resources of the Company. Hence, whistle-blowing occurs when a whistle-blower raises concerns on, amongst others, suspected and/or known misconduct, wrongdoings, corruption, fraud, waste, abuse, criminal activity, breach of a legal obligation (including negligence, breach of contract, breach of law, miscarriage of justice, danger to health and safety or to the environment and/or the cover up of any of these in the workplace that he/she is aware of whether through his/her work or otherwise. The Board is committed to the implementation of appropriate internal systems which facilitate whistle-blowing.

All employees are to be made aware of this policy and its procedures. This policy shall be incorporated into, and will form part of the orientation and introduction exercise for all new employees.

### **2. OBJECTIVES**

The objectives of this policy and procedure are:

- a. To support the Company's values.
- b. To provide and facilitate a mechanism for any whistle-blower to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste, abuse, criminal activity, breach of a legal obligation (including negligence, breach of contract, breach of law, miscarriage of justice, danger to health and safety or to the environment and/or the cover up of any of these in the workplace.
- c. To provide protection to the whistle-blower from reprisal as a direct consequence of making disclosure and to safeguard the whistle-blower's confidentiality.
- d. To provide clear, transparent and confidential procedures for the reporting of such matters.
- e. To manage all disclosure in a timely, consistent and professional manner.

### **3. SCOPE OF THE POLICY**

This policy applies to all employees of the Company and its subsidiaries ("the Group"), persons providing services to the Group and members of the public, where relevant. It applies whether or not the information is confidential.

The policy covers, amongst others, the following allegations:

- a. Conduct which constitutes a criminal offence under the law, such as fraud, corruption, forgery, cheating, criminal breach of trust, insider dealing, abetting or intending to commit criminal offence.

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- b. Gross waste of the Company's resources or intended destruction of Company's property.
- c. Failure to comply with legal or regulatory obligations.
- d. Damage to the environment.
- e. An act or omission which creates a substantial and specific danger to lives, health or safety risk to the public as well other employees.
- f. Other unethical conduct / any other action that would cause significant harm to the Company or to any stakeholder(s).

The above list is not exhaustive. This policy does not apply or replace the Company's existing range of policies and procedures which deal with standards of behaviour at work. Employees are encouraged to use the provision of these procedures when appropriate.

#### **4. PROTECTION**

It is the policy of the Company to provide assurance that the whistle-blower would be protected against reprisals and/or retaliation (including any form of harassment and victimization) from his/her colleagues, immediate superior or head of department/division as a consequence of the whistle-blower's disclosure.

It is the duty of the Board to ensure that the whistle-blower is not penalized for whistle-blowing. The Board will ensure that whistle-blower is not discriminated against and the lawful employment or livelihood of the whistle-blower will not be interfered with by reason of the submission of a report by the whistle-blower under this policy.

In addition, the Company provides assurance that no disciplinary action can be taken against the whistle-blower as long as he/she is submitting his/her report under this Policy, in good faith.

The whistle-blower is responsible to ensure that the disclosure is made in good faith and free from malicious intent; any disclosure, which is found to be frivolous or vexatious, will not be entertained. Reporting in good faith requires an allegation, at a minimum level, to be based on factual, reasonable, and probable grounds and made for the best interest of the Group instead of personal motive.

The Policy excludes any issues, complaints or concerns about:

- a. matters which are trivial, frivolous, malicious or vexatious in nature or motivated by personal agenda or ill will;
- b. matters pending determination or which have been determined through any tribunal or authority or court, arbitration or similar proceedings; or
- c. disclosure specifically prohibited by any written law.

However, the protection can be revoked by the Board if the whistle-blower:

- a. Participated in the improper conduct;
- b. Willfully disclosed a false statement;
- c. Makes a disclosure with malicious intent; and
- d. Makes a malicious or vexatious disclosure.

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## **5. REPORTING VIOLATION**

If the whistle-blower has a concern or suspects any misconduct, wrongdoings, corruption and instances of fraud, waste and/or abuse involving the resources of the Company has occurred ("the Alleged Violation"), the employee may first raise it with his/her Head of Department. This may be done verbally or in writing such as using e-mail or any existing suggestion box. However, if the whistle-blower is uncomfortable speaking with the Head of Department, the whistle-blower is encouraged to raise the matter to the Chief Integrity Officer or any other person designated by the Chief Integrity Officer. If these channels have been followed and the employee still has concerns, or the employee feels that the matter is so serious that it cannot be discussed with any one of the above, then he/she must raise it to the Audit Committee Chairperson through the following channels:

- a. Email to [whistleblowing@mynews.com.my](mailto:whistleblowing@mynews.com.my), the email will be directed to Audit Committee Chairperson only, alternatively, the whistle-blower may contact the Executive Director / Group Chief Executive Officer; **OR**
- b. Letters / documents / reports (in sealed envelope with labelled "*Private & Confidential*" and "*to be opened by addressee only*") addressed to:  
**Audit Committee Chairperson**  
*[Lot No. 3, Jalan Teknologi 3/1,  
Taman Sains Selangor 1, Seksyen 3, PJU 5,  
Kota Damansara, 47810 Petaling Jaya,  
Selangor, Malaysia.]*

If the whistle-blower, either from an internal or external source makes a report through a third party (i.e., Senior Management who may be the Executive Director, Chief Executive Officer, Chief Operation Officer, Chief Financial Officer, General Manager or any other employee), then it is the responsibility of the third party to escalate the report to the right channel above.

Any disclosure made should contain the following:

- a. Details of the person(s) involved;
- b. Details of the allegations
  - nature of the allegation;
  - where and when the Alleged Violation took place;
- c. Other relevant information; and
- d. Any supporting evidence if available
- e. Name, NRIC No., Contact Details - Office /Mobile/ Home Phone Number of the whistle-blower (These personnel details will be kept confidential)

Although anonymous allegations are not encouraged due to difficulty in verifying the facts, or obtaining further evidence may affect the investigation process, the Company may consider investigating an anonymous allegation after having considered, amongst others, the following:

- a. the seriousness of the allegation;
- b. the credibility of the allegation; and
- c. the likelihood of confirming the allegation from credible sources.

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## **6. CONFIDENTIALITY**

Report of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The identity and particulars of the whistle-blower shall also be kept private and confidential unless the whistle-blower chooses to reveal his/her identity or unless otherwise required by law.

## **7. HANDLING OF REPORTED VIOLATIONS**

Where the whistle-blower reports the said Violation to the Head of Department or the Chief Integrity Officer (or his/her designated person), the said Violation will be forwarded to the Audit Committee Chairperson.

Recipients of whistle-blowing reports are responsible for ensuring that all concerns received are appropriately accounted for, secured and reported to the right channel of authorities as deemed fit.

When the Audit Committee Chairperson receives the report, he/she will conduct a preliminary assessment to establish whether the disclosure has merit and can be substantiated.

If the allegation has serious and significant adverse impact on the Company, the Audit Committee Chairperson shall then refer the concern raised to the Chief Executive Officer and/or Chairman of the Board. If the disclosure warrants an investigation, the investigation will be conducted as speedily and sensitively as possible. As far as reasonably practicable, the confidentiality of the whistle-blower will be maintained. Most investigations will be managed internally but the Company may appoint external investigators or investigating team, if deemed appropriate.

If the Alleged Violation is established, appropriate disciplinary action will be taken against the person(s) involved. Where it is believed that criminal activity has taken place, the matter may be reported to the police and appropriate legal action taken.

However, if it is later discovered from an investigation that the disclosure /report was made with malicious intent, appropriate action can be taken against the whistle-blower.

The whistle-blower may withdraw the report giving reasons for doing so, but the Company reserves the right to proceed with the investigations. The whistle-blower will be notified of the outcome of his/her disclosure.

Refer to *Appendix A & B* for detailed procedures and checklist.

## **8. ADMINISTRATION**

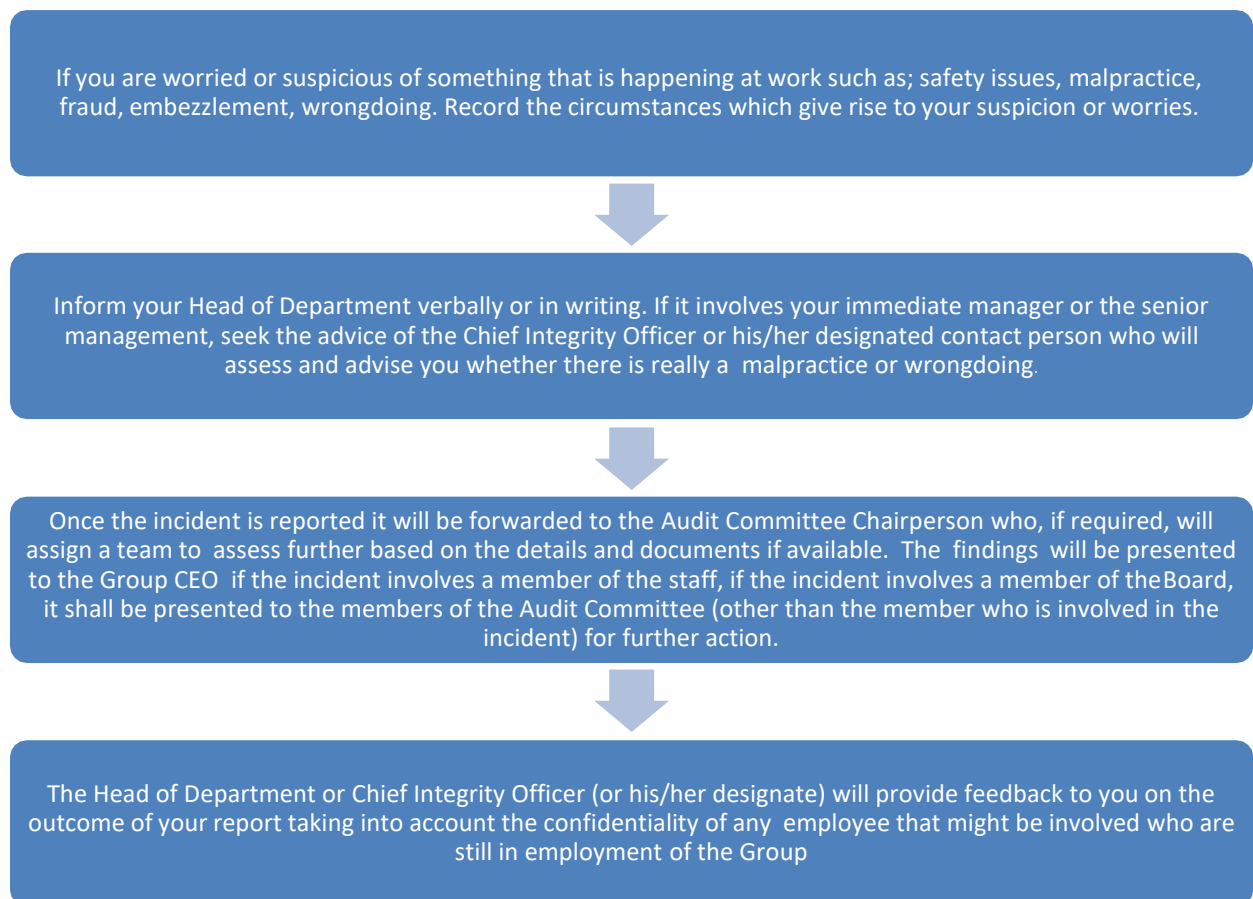
The Chief Integrity Officer or his designated person is responsible for the administration, revision, interpretation and application of the policy. The policy will be reviewed annually by the Board and revised as necessary.

## **APPENDIX A: PROCEDURES**

### **Introduction**

If you come across or are aware of any incident that you are suspicious of or concern but you are unsure, you can raise this with your Head of Department or the Chief Integrity Officer (or his/her designated person). You will be required to explain the circumstances which give rise to your suspicions or concern so they can assess whether it justifies any further investigation.

The following chart summarises the whistleblowing procedure:



### **1. Contact person**

The Head of Department or Chief Integrity Officer (or his/her designated person) shall be the designated contact person ("DC") for any Alleged Violations reported. The DC will have direct access to the Audit Committee Chairperson of Mynews Holdings Berhad.

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## **2. Raising a violation**

- 2.1 If you discover that there is any misconduct, wrongdoings, corruption and instances of fraud, waste and/or abuse involving the resources of the Company ("Alleged Violation"), you should normally raise these concerns with your immediate manager, who will notify the DC.
- 2.2 If the Alleged Violation concerns your immediate manager and is of a very serious nature such as fraud involving a Head of Department or Director, then you should consider raising the matter directly with the Chief Integrity Officer or his/her designated person.
- 2.3 Any matters raised must include the word "whistle blowing" in the heading of your email or letter. If the message is by the way of a letter, it shall be addressed to the DC directly and marked as "Private & Confidential" and "to be opened by addressee only".

## **3. Investigation**

- 3.1 The DC will arrange for an interview with you to note down the background of the case and you will be asked whether you wish your identity to be disclosed or not. Your identity shall remain confidential as far as reasonably practicable.
- 3.2 You may be asked to make a written statement or the DC will write down your oral statement and the summary of the interview process for you to confirm. The DC may request for any documentary evidence that you might possess to strengthen the case.
- 3.3 The DC will prepare a report to the Audit Committee Chairperson and discuss with the Audit Committee Chairperson on the next step of action. The DC will report back to you within 2 weeks of your interview on the type of action which they will take. However, if the complaint is against the Audit Committee Chairperson, the DC bring the matter to the attention of the Chairman of the Board to decide on the next course of action. The Chairman of the Board will discuss with the members of the Board (without the presence of the member against whom the complaint was made) and if the need arises, the remaining members of the Board shall approve the engagement of external investigator.
- 3.4 The investigation will take time and will be carried out in strict confidence without the knowledge of the person being investigated. If it is proven that there is a case to answer, then the necessary disciplinary actions will be taken against the person.
- 3.5 If it is found that there is no case to answer, the DC will ensure that you are protected provided you had made the report in good faith without any malicious intent. However, if you made the report with false allegations and malicious intent, disciplinary action will be taken against you.

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#### **4. Post Investigation**

After the due inquiry and investigation, the DC will arrange a meeting to brief you on the results of the investigation (but will not include details of any disciplinary action, which will be limited to the person concerned). If you are not satisfied with the outcome, you have a right to make a disclosure to the regulators.

#### **5. Protection**

The Company recognises the need and rights of the whistle blower for protection in reporting any violation and will not tolerate any harassment, victimization or discrimination of a whistle blower who has reported the violation with good intent. Any harassment, victimization or discrimination against a whistle blower will be treated as a strict disciplinary offence.

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**APPENDIX B: CHECKLIST**

The following checklist is to guide you with what are the information that we need to assess before proceeding with our investigation. Please try to write down as much details as possible which will assist us in our investigation including:

- Time(s) and date(s) of the incident(s)
- What happened or a thorough description of the incident(s)
- Place of the incidents(s)
- Who are involved in the incident(s)
- Why and what makes you suspicious or suspect that there is malpractice or wrongdoings

You are encouraged to write down all the details so that all background of the incident(s) is available with certainty instead of committing the details to memory which might be lost during assessment by the DC.