

TALAM TRANSFORM BERHAD (192001000012)(1120-H)

WHISTLEBLOWING POLICY

**POLICY & PROCEDURE FOR REPORTING IMPROPER CONDUCT,
WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND/OR ABUSE
INVOLVING COMPANY'S RESOURCES**

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INTRODUCTION

In line with good corporate governance practices and with the introduction of the Whistleblower Protection Act 2010, the Board and Management of Talam Transform Berhad ("the Company") and its subsidiaries ("the Group") encourage its employees and associates ("Reporting Individuals" or "RI") to report any suspected or known instances of misconduct, wrongdoings, corruption, fraud, waste, and/or abuse involving the resources of the Company.

OBJECTIVES

The objective of this Policy and Procedure is to provide and facilitate a mechanism for any reporting individual ("RI") to report concerns about any suspected or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

REVIEW OF THE POLICY

The Whistleblowing Policy shall be reviewed at least once every three (3) years in accordance with the Main Market Listing Requirement of Bursa Malaysia Securities Berhad to ensure that it remains relevant and appropriate.

POLICY & PROTECTION

a. Anonymity

It is the policy of the Company to allow the RI to either identify himself/herself or remain anonymous when reporting suspected and/or known instances of misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

b. Assurance against reprisal and/or retaliation

Where the RI has chosen to reveal his/her identity, it is the policy of the Company to provide assurance that the RI would be protected against reprisals and/or retaliation from his/her immediate superior or head of department / division.

In addition, the Company provides assurance that no disciplinary action shall be taken against the RI as long as he/she does not provide false information in the report "*purposefully, knowingly or recklessly*" i.e. the report is basically *malicious* in nature.

c. Confidentiality

The Company shall treat all reports or disclosures as sensitive and will only reveal information on a "need to know" basis or if required by law, court or authority.

The identity and particulars of the RI shall also be kept private and confidential unless the RI chooses to reveal his/her identity.

Where the RI has chosen to reveal his/her identity when making such a report, written consent from the RI shall be obtained before the information is released.

d. Immunity

All costs in relation to any legal liabilities or proceedings (whether criminal or civil) that may be brought against the RI shall be borne by the Company and the selection of the lawyer defending the legal action shall be made by the Company.

e. Protection

The RI shall also be protected against:

- i. any action causing injury, loss or damage;
- ii. intimidation or harassment;
- iii. interference with the lawful employment or livelihood of the RI, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the RI's employment, career, profession, trade or business or the taking of disciplinary action; and
- iv. a threat to take any of the actions referred to in paragraphs (i) to (iii) above.

Where necessary, any person related or associated with the RI (e.g., immediate family members) shall be accorded similar protection mentioned in this paragraph (e).

f. Relocation

The RI may request for a relocation of his/her place of employment subject to the discretion of the Company.

The protection conferred above is:

- i. not limited or affected in the event that the disclosure does not lead to any disciplinary action or prosecution of the person whom the disclosure of the improper conduct, wrongdoings, corruption, fraud, waste, and/or abuse has been made;
- ii. however restricted to the RI reporting the suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste and/or abuse involving the Company's resources through the Company under this policy.

2. REVOCATION OF POLICY & PROTECTION

The protection stated in section (e) above under Policy & Protection shall be revoked by the Company if:

- i. the RI has participated in the improper conduct, wrongdoings, corruption, fraud, waste, and/or abuse;
- ii. the RI wilfully or maliciously made his disclosure, knowing or believing the information is false or untrue;
- iii. the disclosure is frivolous or vexatious; or
- iv. the disclosure is made with the intention or motive to avoid dismissal or other disciplinary action.

SCOPE & DEFINITION

a. Improper Conduct

Any conduct which, if proven, constitutes a disciplinary offence or criminal offence.

b. Fraud

Fraud is the act of making false representations of material facts whether by words or conduct, by concealing information, or by making misleading statements in order to obtain some benefit or payment that would otherwise not exist.

Fraud includes, (but is not limited to any questionable accounting practices or irregularities in the Company's reported financial statements and non-compliance with the Company's internal financial controls.

These acts may be committed either for the fraudulent party's own benefit, or for the benefit of some other party. These acts must have been committed knowingly, wilfully and intentionally.

c. Waste

Waste is spending money or using resources on goods or services in excess of actual need. Waste does not necessarily produce a benefit for the one accused, but is an act of poor management of funds.

d. Abuse

Abuse consists of practices that cause unnecessary costs to the Company. Abuse may be similar to fraud, except that it is not necessary to prove that abuse was performed knowingly, wilfully and intentionally.

e. Corruption

The Malaysian Anti-Corruption Commission Act 2009 (MACC ACT 2009) provides that any person, whether on his own account or in conjunction with another person, if amongst others, he corruptly gives, promises, offers to any person, for the benefit of that person or of another person, any gratification as an inducement to, or reward for amongst others, any officer of a public body doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place, in which the public body is concerned, commits an offence.

In line with the Company's zero tolerance policy against all forms of bribery and corruption, the Company has put in place the Anti-Bribery and Corruption Policy which covers the areas of bribery, gifts and business conduct, events and arrangements, facilitation payment, use of middlemen, use of lobbyists and gifts and arrangements for public authorities.

3. PROCEDURE FOR REPORTING IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND/OR ABUSE

- a. If a an RI suspects that improper conduct, wrongdoings, corruption, fraud, waste, or abuse has occurred, the RI is encouraged to contact the Group's Head of Internal Audit Department ("Head of Internal Audit Department").

This can be done in writing, by telephone, fax or e-mail. The disclosure should be addressed to:

Mr Chong Yoon Khong
Head of Internal Audit Department
Talam Transform Berhad
Unit 17.02, Level 17, Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur
Malaysia
Phone: +603-42902272
Fax: +603-42977224
E-mail: ykchong@ttransform.com.my

The disclosure may be made orally provided that the authorised officer upon receiving the disclosure made orally shall as soon as it is practicable, reduce it into writing.

E-mails to the above address will also be automatically directed to the Executive Directors and the Company Secretary.

- b. If the RI is unsure of the type of evidence needed for the Head of Internal Audit Department to begin an investigation, the RI is encouraged to make use of the "Report of Improper Conduct, Wrongdoings, Corruption, Fraud, Waste and/or Abuse" form provided in **Appendix 1**.

The RI may wish to send this form via local postal service if you wish to remain anonymous. This form will aid you in providing adequate information to the Head of Internal Audit Department so that they can begin investigations.

Note:

Reporting directly helps us to gather the evidence necessary to validate your disclosure and to identify the nature of improper conduct, wrongdoings, corruption, fraud, waste, and/or abuse. Reporting directly also helps us to recommend measures to prevent it from recurring and to improve the situation.

- c. If the RI prefers to remain anonymous, the RI may call the Head of Internal Audit Department approximately fourteen days after the initial report. This enables the Head of Internal Audit Department to ask any follow-up questions that have arisen since the beginning of the investigation.

4. PROCEDURE FOR HANDLING REPORTS ON IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND/OR ABUSE

- a. The Head of Internal Audit Department will maintain a record of the complaints and will track their receipt, investigation and resolution.
- b. The Head of Internal Audit Department will seriously consider each disclosure and pursue it to the extent that the information received allows, and based on the evidence available.
- c. Once your disclosure is received, the Head of Internal Audit Department will begin preliminary investigations to establish whether the disclosure has merit and can be substantiated.
- d. Following the internal auditing standard of professional practice, the Head of Internal Audit Department will review the disclosure and then present his findings to the Whistle Blowing Committee to determine there is evidence to substantiate the disclosure.
- e. With this information, the Head of Internal Audit Department will do his best to draw an unbiased conclusion from facts given to him by the RI, or any other information gathered during the course of the investigation.
- f. If the case necessitates further action by the Human Resource ("HR") Department, a copy of a summary report will be provided to the HR Department.
- g. The Head of Internal Audit Department shall prepare a summary report and present it to the Company's Audit Committee on a quarterly basis. The report shall maintain confidentiality to protect the RI's identity.

Note: The procedures in relation to (i) Reporting of Improper Conduct, Wrongdoings, Corruption, Fraud, Waste and/or Abuse & (ii) Handling of the same are described diagrammatically in Appendix 2.

5. Provide information on relevant witnesses, if any, including email, telephone and/or the best way to get in touch with them.

Witness #1

Name: _____

Email: _____

Phone No: _____

Witness #2

Name: _____

Email: _____

Phone No: _____

Any additional information concerning these witnesses:

6. If possible, please provide dates (month, day, year) that the alleged activity occurred

7. Please explain why you believe the person you are reporting has committed these acts knowingly, willingly and intentionally.

8. We would like to know how the alleged activities came to your attention (if you have not already done so in the summary); however, this is optional for you to report this.

9. Please provide any other information you may find relevant.

10. We will not document information concerning your name if you wish to remain anonymous, however, if you do not want to be anonymous, please provide your name, phone number and email

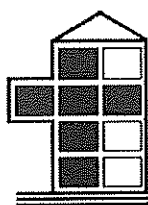
Your Name: _____

Your Phone No: _____

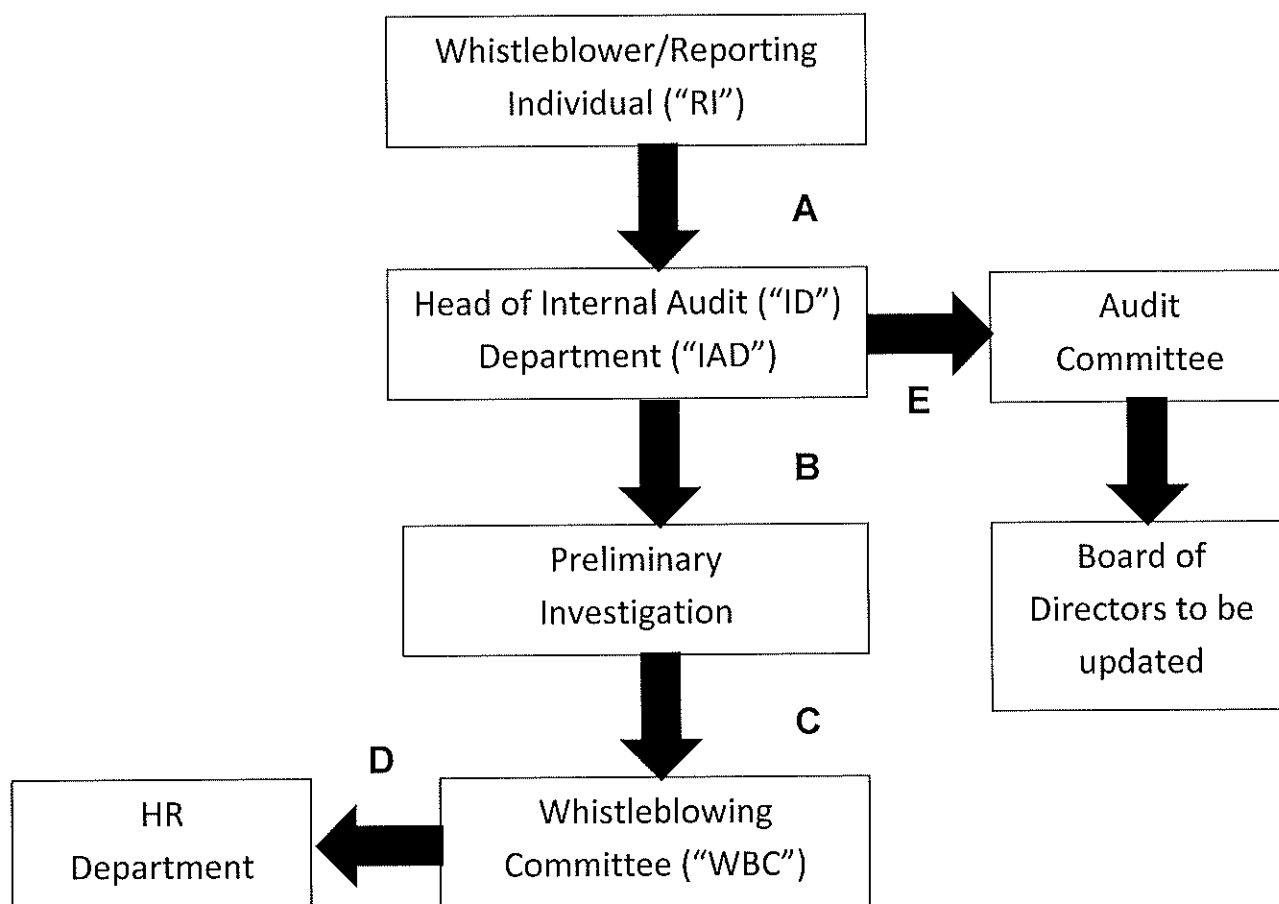
Your Email: _____

*If you decide to remain anonymous, please contact us within two weeks of your report, because we may need additional information concerning the alleged activities reported by you.

Thank you.



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- A. RI informs IA on irregularities (fraud, corruption etc.) either through written letter, email and/or prescribed form.
- B. IA logs complaints and IAD commences preliminary investigation to gather information and established case.
- C. IA will then present his findings to the WBC to determine if further action is to be taken on the case. If any of the suspects are members of the WBC, the members shall be excused from attending ant presentation by the IAD to the WBC.
- D. If the case warrants HR Department to take further action e.g. DI, disciplinary action or if serious enough, police report.
- E. IA to submit report to the Audit Committee on quarterly basis on updates and outcome of the case. Thereafter, to update the Board of Directors accordingly.