

**SPB DEVELOPMENT BERHAD**

**WHISTLEBLOWING POLICY**

**1. INTRODUCTION**

- 1.1 In line with good corporate governance practices and with the introduction of the Whistleblower Protection Act 2010, the Board of Directors ("**Board**") of SPB Development Berhad ("**Company**") and its subsidiaries ("**Group**") has adopted this Whistleblowing Policy ("**Policy**") which is amongst the risk management framework and sustainable internal control system measures.
- 1.2 The Group is committed to achieving and maintaining high standards on the behaviour at work to provide an avenue to report any breach or suspected breach of any laws or regulations, including business principles and the Company's policies and guidelines in a safe and confidential manner.
- 1.3 All Directors, employees ("**Employees**"), shareholders, suppliers, customers and other stakeholders within and outside of the Group ("**Reporting Individual(s)**") are encouraged and called upon to report or disclose through established channels:
- the genuine concerns on unethical behaviours;
  - malpractices;
  - illegal acts or failure to comply with regulatory requirements,
- that are taking place or have taken place or may take place in the future, of which they become aware; and to provide protection for the party, who report allegations of such malpractice or misconduct or wrongdoings.
- 1.4 Any Reporting Individual who reports or makes a disclosure of improper conducts is referred to as "**Whistleblower**".

**2. OBJECTIVES**

- 2.1 This Policy serves to provide and facilitate a formal and confidential channel to the Reporting Individuals to report in good faith and in confidence, without fear of reprisals, concerns about possible improprieties.
- 2.2 This Policy provides the Reporting Individuals with:
- (a) the set of procedures to enable them to raise concerns in good faith and receive feedback from the Group on actions, if any, taken in respect of such concerns; and
  - (b) assurance that all members or other stakeholders will be treated fairly, and to the extent possible, be protected from reprisals or victimisation for whistleblowing in good faith.
- 2.3 This Policy is designed to:
- (a) promote transparency and accountability in corporate culture;
  - (b) promote good corporate governance practices within the Group;
  - (c) strengthen the internal control system within the Group;
  - (d) foster confidence in the business activities of the Group and along the supply chain of the Group;
  - (e) facilitate identification of misconducts at each level of the Group's operations and timely remedial measures;

- (f) ensure that the Whistleblower is able to raise genuine concerns in confidence; and
- (g) protect the Whistleblower from reprisal in any form.

### **3. SCOPE**

- 3.1 Whistleblowing reports must be factual, not speculative and made in good faith with reasonable belief that the information and allegations are true without any frivolous and malicious intentions for personal gain or interests. Otherwise, appropriate disciplinary or legal actions may be initiated against the Whistleblower.
- 3.2 A Whistleblower will be accorded confidentiality of identity including to the extent, reasonably practicable. However, the Audit and Risk Management Committee (“**ARMC**”) has the ultimate discretion to reveal the Whistleblower’s identity, with prior consent, to the parties involved in the investigation and other proceedings on a confidential and “need to know” basis.
- 3.3 A Whistleblower’s role is a reporting party and not an investigator nor a fact finder. He/She cannot determine or recommend the appropriate corrective or remedial actions to be taken.

### **4. REPORTING PROCEDURES**

#### **4.1 Who can report**

Any of the following can make a report to the Group of any suspected or actual wrongdoing committed:

- (a) the Group’s Directors, management and Employees, including Employees on contract, temporary or short-term Employees and Employees on secondment;
- (b) the Group’s third parties service providers, independent contractors, vendors and suppliers;
- (c) other stakeholders who are natural persons and not being incorporated or unincorporated bodies (e.g. shareholders, customers and suppliers).

#### **4.2 What to report**

- (a) This Policy encourages the Reporting Individuals to report their concerns in a timely manner so that the concerns can be investigated objectively, and remedial actions could be taken immediately.
- (b) A report can be made if it relates to any conduct which if proved, constitutes a disciplinary offence or a criminal offence by any person. Wrongdoing includes, but is not limited to:
  - (i) any unlawful or illegal activity, whether criminal or breach in civil law;
  - (ii) acceptance, involvement or solicitation of a bribe;
  - (iii) criminal offences (e.g. fraud, theft, corruption, blackmail, forgery, intentional deceit, criminal breach of trust, insider trading and money laundering);
  - (iv) misuse and/or misappropriation of the Group’s funds or assets;
  - (v) improprieties within the Group;
  - (vi) breach of the provisions in the Group’s Code of Conduct and Business Ethics;
  - (vii) breach of contract;
  - (viii) negligence or other tort-related offence (e.g. assault, battery, trespass);

- (ix) gross mismanagement and/or dereliction of duties;
- (x) abuse of power and position;
- (xi) sexual harassment;
- (xii) actions which endanger the health or safety of the Group's Employees, the public or the environment; or
- (xiii) act or omission which creates a substantial or specific danger to the health and safety of Group's Employees, the public, the environment or other individuals.

**4.3 When to report**

- (a) The Whistleblower is not expected to have substantial evidence of proof beyond reasonable doubt or be able to identify a particular person to which the report relates.
- (b) If the Whistleblower knows as a matter of fact that there are reasonable grounds of suspicion that a misconduct is going to take place or is taking place or has taken place, the Whistleblower shall come forward with any information or document(s) that they have.
- (c) All Whistleblowers are expected to act in good faith and not to abuse the protection of anonymity. If allegations are subsequently proven to be mala fide, the person responsible may be subject to appropriate actions by the Group, including legal action where applicable.

**4.4 How to report**

- (a) A disclosure of a wrongdoing can be made to the following persons by post or via email as set out below:

	<b>By Post</b>	<b>Via Email</b>
If writing to the Chairman of the Board of Directors (“ <b>Board Chairman</b> ”)	Address:  No.16 & 17, Plaza Seri Kubu, Jalan Tan Chay Yan, 75300 Melaka.  Attention to: The Board Chairman	boardchairman@spb.my  Attention to: The Board Chairman
If writing to the Chairman of the ARMC (“ <b>ARMC Chairman</b> ”)	Address:  No. 16 & 17, Plaza Seri Kubu, Jalan Tan Chay Yan, 75300 Melaka.  Attention to: The ARMC Chairman	armcchairman@spb.my  Attention to: The ARMC Chairman

- (b) The Whistleblower will need to provide the following particulars in the report:
  - (i) if by post, the report shall be submitted in a sealed envelope CLEARLY marked in bold “**PRIVATE & CONFIDENTIAL**” and “**ONLY TO BE OPENED BY ADDRESSEE**” on the top right-hand corner of the envelope;

- (ii) if the Whistleblower is willing to disclose, the particulars of the Whistleblower i.e. name, NRIC No., designation (if the Whistleblower is an Employee of any Group) and contact particulars such email, telephone or mobile number and address;
  - (iii) details and description of the wrongdoing, including its nature, chronology of events including the date, time, and place of its occurrence and the identity of the alleged person(s) involved;
  - (iv) particulars of witnesses, if any; and
  - (v) particulars or production of documentary evidence, if any.
- (c) In respect of report sent by email, the whistleblowing channels shall only be accessible to the Board Chairman and ARMC Chairman. No other parties shall be provided with access to the whistleblowing channels to ensure the independence and confidentiality of the report.

## **5. PROTECTION TO WHISTLEBLOWER**

- 5.1 This Policy allows the Whistleblower to either identify himself/herself, or if the Whistleblower wishes, to remain anonymous when reporting suspected wrongdoing.
- 5.2 Pursuant to the Whistleblower Protection Act 2010, no action will be taken against any Whistleblower making a complaint or report in good faith, including:
- (a) dismissing or threatening to dismiss the Whistleblower;
  - (b) taking disciplinary action or threatening to discipline against the Whistleblower, or suspending or threatening to suspend the Whistleblower;
  - (c) subjecting the Whistleblower to any form of harassment or abuse;
  - (d) imposing any penalty, directly or indirectly, on the Whistleblower; or
  - (e) discharging, demoting or discriminating against the Whistleblower.
- 5.3 The Group will not tolerate harassment or victimisation of any Whistleblower, and will ensure that any Whistleblower who makes a disclosure in good faith:
- (a) will not be penalized or suffer any adverse treatment for doing so; and
  - (b) will be indemnified and protected to ensure that the Whistleblower is not personally disadvantaged by having made the good faith report, including, if necessary, filing an appeal to the ARMC.
- 5.4 The Whistleblower may request for a relocation of his/her place of employment at the discretion of the Company. This protection is 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 wrongdoing has been made;
- 5.5 The Whistleblower shall be protected from Detrimental Action (defined herein) within the Group as a direct consequence of the Whistleblower's disclosure.

**“Detrimental Action”** means:

- action causing injury, loss or damage;
- intimidation or harassment;
- interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse

treatment in relation to a person's employment, career, profession, trade or business or the taking of disciplinary action; and

- a threat to take any of the above actions.

- 5.6 The Group does not permit Detrimental Action of any kind against the Whistleblower for wrongdoing report submitted hereunder that are made in good faith. Any such Detrimental Action shall by itself be considered a serious breach of this Policy.
- 5.7 A Detrimental Action by any person against the Whistleblower may result in disciplinary action against that person, including issuance of formal warning or reprimand, suspension or termination of employment or service with the Group.
- 5.8 Any Whistleblower who does not act in good faith and makes an allegation without having reasonable grounds for believing it to be substantially true, or makes it for purposes of personal gain, or maliciously, may be subject to appropriate action by the Group.
- 5.9 The Group reserves the right to revoke the protection accorded under this Policy if the Whistleblower has, or is found to have:
- (a) participated in the wrongdoing; or
  - (b) made a disclosure not in good faith.
- 5.10 The Group shall give written notice to the Whistleblower of the revocation of protection. In addition, the Group reserves the right to take such legal or other actions or disciplinary measures against the Whistleblower (if the Whistleblower is an Employee), including issuance of formal warning or reprimand, suspension or termination of employment or services with the Group.

## **6. CONFIDENTIALITY**

- 6.1 The identity of the Whistleblower raising a concern shall be kept confidential unless otherwise required by law or for the purpose of any proceedings by or against the Group. A violation of the confidentiality of information reported by any party privy to the information would constitute a misconduct by itself.
- 6.2 In order to maintain confidentiality, no information concerning the status of an investigation shall be divulged. The proper response to any such inquiries would be: "I am not at liberty to discuss this matter". Under no circumstances shall any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference to the subject matter of the whistleblowing report.
- 6.3 Given that the anonymity of the Whistleblower will be preserved, anonymous reports generally will not be entertained so as to prevent vexatious and frivolous allegations. However, the Group reserves the right to investigate anonymous whistleblowing reports depending on the nature and gravity of the allegations in the report.
- 6.4 Reasonable steps will be taken to maintain the confidentiality of the Whistleblower and report made by the Whistleblower, unless:
- (a) the Whistleblower expressly agrees otherwise, and provides his agreement in writing; or
  - (b) otherwise required by law.
- 6.5 The Whistleblower or any person who is involved in the investigation process shall not disseminate to third parties information regarding the wrongdoing or any part thereof, including the status or outcome of an investigation into it, except:
- (a) to those who are authorised under this Policy;

- (b) by lodging a report with an enforcement agency in accordance with the Whistleblower Protection Act 2010 or any other prevailing law;
- (c) if required by law; and
- (d) on a strictly confidential basis to a professionally qualified lawyer for the purpose of obtaining legal advice.

6.6 The Whistleblower shall not:

- (a) contact the suspected individual to determine facts or demand restitution; and,
- (b) discuss the case, facts, suspicions, or allegations with anyone except to assist in the investigations.

## **7. INVESTIGATION**

7.1 The ARMC shall review credibility of any whistleblowing report received in the Company Secretary's presence based on:

- (a) significance and implications of the matter; and
- (b) likelihood of verifying and confirming the allegation from credible sources.

7.2 If an investigation is required, the ARMC shall nominate an independent investigation team comprising external party, management or internal audit personnel, where appropriate, to review the matter objectively.

7.3 Upon completion of the investigation, the investigation team shall table a report on outcome of the investigation with recommended course of actions at the ARMC meeting for their deliberation.

7.4 The ARMC Chairman shall then report to the Board on matters reported which require the Board's approval and decision on any further remedial actions.

7.5 If an investigation concludes that an improper conduct has been committed, the matter shall be handled in accordance with the Group's existing disciplinary procedures and the applicable laws and regulations.

## **8. REVIEW AND APPROVAL OF POLICY**

8.1 The ARMC is responsible for regular reviews of this Policy, at least once every three (3) years, and making any recommended changes to ensure that it continues to remain relevant, appropriate and consistent with the Group's practices or any other applicable regulatory requirements.

8.2 Any revisions and/or changes to the terms of this Policy as recommended by the ARMC shall be subject to the approval of the Board.

8.3 The Board should disclose the application of this Policy in the Annual Report and on the corporate website of the Company.

This Policy is approved and adopted by the Board of Directors on 18 July 2024.