

COCOALAND HOLDINGS BERHAD

WHISTLEBLOWING POLICY

1.0 PURPOSE

Cocoaland Group of Companies (“Group”) is committed to the highest standard of integrity and maintaining high standard of accountability in the conduct of its business and operations. The Group aspires to conduct its affairs in an ethical, responsible and transparent manner which is vital to the success of the Group. Thus, the purpose of this Policy is to provide a structured reporting channel and guidance to all employees and relevant stakeholders without fear of victimization and/ or subsequent discrimination.

2.0 SCOPE

This Policy is designed to facilitate employees and relevant stakeholders to disclose any improper conduct (misconduct or criminal offence) through internal channel. Such misconduct or criminal offences include the following:

- i.) Fraud;
- ii.) Bribery, corruption or blackmail;
- iii.) Abuse of Power;
- iv.) Conflict of Interest;
- v.) Theft or embezzlement;
- vi.) Misuse of Company’s Property;
- vii.) Non Compliance with Procedure;
- viii.) Criminal offences;
- ix.) Any other action that could cause significant harm to the Group or a person; and
- x.) Concealment of any or a combination of the above.

The above list is not exhaustive and includes any act or omissions, which if proven, will constitute an act of misconduct under COCOALAND’s Code of Ethical Business Conduct or any criminal offence under relevant legislations in force.

3.0 POLICY

- 3.1 This Policy will govern the process through which employee(s) or relevant stakeholder(s) may report potential violations or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to immoral, illegal, misappropriation and fraudulent activities.
- 3.2 Whistleblowing Policy does not apply to grievances concerning an individual’s terms of employment and such matters shall be dealt with in accordance with Group Human Resource guidelines and policies.
- 3.3 This Policy is designed to promote open communication throughout the Group, develop practices that reduce the risk of allegations of serious wrongdoing within the Group, and safeguard the reputation, values and ethics of the Group.

3.4 Through an effective implementation of this Policy, the Group aims to enhance its accountability in preserving its integrity and to withstand public scrutiny. This in turn enhances and builds the Group's credibility to all our stakeholders.

4.0 PROTECTION TO WHISTLEBLOWER

4.1 Under the Policy, any of the following persons can be a Whistleblower:

- i.) Employee(s) of the Group.
- ii.) Any external party that has knowledge of an improper conduct committed by employee(s), director(s) and including joint venture partner(s) and associate(s) providing a business service to the Group, for example contractor(s) and consultant(s).

4.2 To be protected under this Policy, a Whistleblower must:

- i.) Be acting honestly with genuine or reasonable grounds/ belief that the information in the allegation is true or likely to be true;
- ii.) However, this person is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If this person knows as a matter of fact that there are serious risks that a wrongdoing is going to take place, such genuine concerns should be raised at that early stage.
- iii.) Make the disclosure in accordance with this Policy.

4.3 A whistleblower will be accorded with protection of confidentiality of identity, to the extent reasonable practicable. In addition, an employee who whistleblows internally will also be protected against any adverse and detrimental actions for disclosing any improper conduct committed or about to be committed within the Group, to the extent reasonably practicable, provided that the disclosure is made in good faith.

4.4 If a report is made with malicious intention and without reasonable grounds that the information in the report is accurate or reliable or for personal gains, the whistleblower is employee(s) of the Group, he / she may face disciplinary action where subject to the result of the investigation by Executive Director, Mr. Liew Fook Meng and the Audit and Risk Management Committee Chairman, Mr. Chow Kee Kan.

4.5 The disciplinary action or sanction will depend on the severity, nature and circumstances of the false report.

5.0 REPORTING PROCEDURES

5.1 The whistleblower should immediately come forward with any information that he/ she, in good faith and reasonably believes that an improper conduct was committed, is being committed or will be committed.

5.2 All disclosures are to be channeled in accordance with the procedures as provided under this Policy.

5.3 The whistleblower may use the following channels of communication to make a report:

- i.) The disclosure shall be made in writing via electronic mail (“email”) direct to Executive Director, Mr. Liew Fook Meng (fookmeng@cocoaland.com), c.c. copy to the Audit and Risk Management Committee Chairman, Mr. Chow Kee Kan (kkchow@kkchow.com.my) together with whistleblowing@cocoaland.com.

6.0 INFORMATION REQUIRED FOR INVESTIGATION

6.1 In order to carry out an investigation, details and information on the concern made by the whistleblower should be disclosed. The whistleblower is required to disclose his/ her personal details (which will be kept confidential).

- i.) Name; and
- ii.) Contact telephone number – mobile or office

6.2 Additional information required to facilitate the investigation that should be included are:

- i.) Nature or improper conduct;
- ii.) The date and location of the incident;
- iii.) The identity of the alleged wrongdoer;
- iv.) Particulars of witnesses, if any;
- v.) Particulars or production of documentary evidence, if any; and
- vi.) Other details deemed to be useful to facilitate screening and action to be carried out.

7.0 INVESTIGATION

7.1 The investigation of the alleged improper conduct would be carried out strictly in a confidential manner. The whistleblower and the alleged wrongdoer are expected to give his/ her full cooperation in any investigation or any other process carried out pursuant to this Policy and/ or the disciplinary policy of the Group.

7.2 All information, documents, records and reports relating to the investigation of the alleged improper conduct shall be kept securely to ensure its confidentiality.

7.3 During the course of investigation, the whistleblower is advised not to contact the alleged wrongdoer in an effort to determine facts or demand restitution; and not to discuss the case, facts, suspicious, or allegations with anyone unless specifically asked to do so by the investigator/ auditor. This is to avoid jeopardising the investigation.

7.4 A summary report of the investigation either in quarterly will be tabled to the Board of Directors who will review the report and decide on the disciplinary action to be taken.

7.5 In all cases where possible, the Management shall institute the appropriate control measures to prevent any further improper conduct or damage to the Group.

8.0 REPORTING OF OUTCOME

- 8.1 Subject to legal constraints, the whistleblower and the alleged wrongdoer will be notified of the outcome of the investigation. The notification letter will be signed off by the Executive Director, Mr. Liew Fook Meng and the Audit and Risk Management Committee Chairman, Mr. Chow Kee Kan.
- 8.2 Whilst the whistleblower is able to report issues externally to the relevant authority, it is urged that the whistleblower reports any instance of improper conduct to the Group first in order that the Group may remedy any wrongdoings and where applicable, institute appropriate controls to prevent any damage or loss to the Group.

9.0 CIRCULATION AND REVIEW

- 9.1 This Policy will be circulated to all existing and new employees of the Group.
- 9.2 This Policy should be read in conjunction with the Group's Code of Ethical Business Conduct and Anti-Bribery And Corruption (ABAC) Policy.