

Whistleblowing Policy

OSKH-GIA-POL-001-3

27 August 2020

OSK Group

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Revision History Log

Ver. No	Section	Section Name	Page	Details of Amendments	Effective Date	e-Circular No.
1	All	All	All	Document published	28-Nov-2014	N/A
2	All	All	All	Document revised - Refer to the Summary of Change	03-Aug-2017	OSKH/GIA/CIR/002
3	All	All	All	Document revised - Refer to the Summary of Change	27-Aug-2020	OSKH/GIA/CIR/006

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Glossary

Term	Description
“AC”	Audit Committee of OSK Group
“act in good faith”	Refers to acting under honest belief without malicious intentions and in the best interest of the Group
“BOD”	Board of Directors of OSK Holdings and its subsidiaries
“CIA”	Chief Internal Auditor
“employee”	Includes permanent, temporary, contract, part time employees of OSK Holdings and its subsidiaries
“improper conduct”	Refers to any conduct which if proven, constitutes a disciplinary offence or a criminal offence
“intern”	Refers to an individual engaged by OSK Group in order to gain work experience or practical skills
“OSKH” / “the Company”	OSK Holdings Berhad
“OSK Group” / “the Group”	Refers to OSK Holdings Berhad and its subsidiaries, collectively
“Senior Management”	Refers to Executive Directors and above of OSK Group
“WB Policy”	Refers to OSK Group’s Whistleblowing Policy
“WB Coordinator”	Refers to personnel who is appointed by the AC to undertake the role of coordinating all whistleblowing related activities
“whistleblowing”	Refers to an act where any employee of the Group or member of the public raises concern(s) about any improper conduct occurring within the Group
“whistleblower”	Refers to any employee of the Group or member of the public who raises concern(s) about any improper conduct occurring within the Group
“whistleblowing event”	Refers to a case arising from whistleblowing

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A. POLICIES

A1. Overview

- 1. Introduction**
- OSK Holdings Berhad and its subsidiaries (collectively referred to as “OSK Group” or “Group”) are committed to achieving and maintaining a high standard of integrity, accountability and ethical behaviour in the conduct of its businesses and operations.
 - In line with the above, the Group has established this Whistleblowing Policy (herein referred to as “WB Policy”) to provide an avenue for all employees of the Group or members of the public to raise concerns about any suspected and / or known improper conduct that they may observe, occurring within the Group.
- 2. Objectives**
- WB Policy is designed to:
 - Support the Group's values; and
 - Ensure that employees or members of the public can raise concerns of improper conduct without fear of reprisals, unfair treatment or practices.
- 3. Coverage**
- Any employee of the Group or member of the public who raised his / her concerns on any suspected and / or known improper conduct is referred to as “whistleblower”.
 - Improper conduct includes, but is not limited to the following:
 - fraud, corruption, bribery or blackmail;
 - theft, embezzlement and unauthorised use of the Group's assets;
 - act of conflict of interest with suppliers, vendors, contractors, consultants or any other third parties dealing with the Group;
 - excessive waste in spending or using Group's products or services in excess of actual need;
 - gross mismanagement;
 - abuse of power by any director, officer or employee of any Group company;
 - unauthorised disclosure or distribution of confidential trade secrets and other relevant information of the Group;
 - improprieties in matters of financial reporting;
 - providing deceptive, misleading or false information about corporate transactions, including suppression of material information;
 - acts or omissions which are deemed to be against the interest of the Group, laws, rules and regulations;
 - failure to comply with legal or regulatory obligation(s);

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- endangering or threats to endanger a fellow employee's health and safety, which has been reported to management but not acted upon;
- harassment, bullying, acts of indecency, sexual harassment or other unacceptable behaviour with or towards another employee, customer or person with whom the employee has dealings; and
- deliberate concealment of any of the above matter or other acts of wrongdoing.

4. Limitations

- This Policy does not however, cover any issues or concerns in relation to matters:
 - Which are trivial or frivolous grievances;
 - Which are motivated by malice;
 - Which relate to the Group's products and services for which there are established channels at the respective company level to help resolve. Where the customer's complaints have not been satisfactorily resolved, the said customer can lodge a complaint with the relevant authorities; or
 - Pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.

5. Reference

- WB Policy should be read in conjunction with the following:
 - Whistleblower Protection Act 2010;
 - OSK Group's Anti-Bribery and Anti-Corruption Handbook
 - OSK Group's Fraud Policy;
 - OSK Group's Employee Code of Conduct and Business Ethics; and
 - OSK Group's Whistleblowing Operations Manual
 - OSK Group's Disciplinary Procedures

6. Intended Audience

- This WB Policy shall be read and adhered to by all employees of the Group, which includes permanent, temporary, contract, part time employees (collectively referred to as "employees"), as well as interns.

7. Review and Notice

- WB Policy does not replace any other existing corporate complaints' policy and / or procedures.
- In the interests of maintaining best practice, the contents of this WB Policy will be reviewed every three (3) years, or earlier, if necessary.
- This WB Policy will be circulated to all existing and new directors and employees of OSK Group through Group Internal Audit.

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A. POLICIES

A2. Whistleblowing

1. Guiding Principles

- The principles underpinning WB Policy are as follows:
 - All concerns raised via the predefined channels will be treated fairly and properly;
 - Harassment or victimisation of any employee or member of the public who has raised a genuine concern will not be tolerated and will be deemed as a wrongdoing or misconduct;
 - Whistleblower making a disclosure will retain anonymity unless he or she agrees otherwise or to such extent permitted under the applicable law;
 - All whistleblowers who have acted in good faith will be conferred with the following protection:
 - Protection of confidential information; and
 - Protection against detrimental action.
 - The Group will ensure that any employee or member of the public raising a concern is aware of the procedures involved in handling the matter.
- WB Policy is not set up to deal with staff grievances, for which separate procedures are existing.

2. Reporting Channels

- Whistleblowers can lodge a suspected and / or known improper conduct by submitting the following information to the prescribed reporting channels:
 - Name of whistleblower
 - Contact number of whistleblower
 - Details of person involved
 - Nature of allegation
 - When and where the incident took place and provide evidence, if possible
- The prescribed reporting channels are as follows:
 - Email to Whistleblowing Coordinator via the dedicated email, whistleblowing@oskgroup.com
 - Email to Chairman of Audit Committee via the dedicated email, acchairman@oskgroup.com; or
 - Post to Whistleblowing Coordinator at the following address:

Attn: Whistleblowing Coordinator
Level 17, Plaza OSK,
Jalan Ampang, 50450
Kuala Lumpur, Malaysia.
 - Contact the Whistleblowing Coordinator directly through the dedicated hotline number at 03-21610662.
- Information on reporting channels are made available on the Group's website for ease of reference.

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- Any changes to the existing reporting channels can be approved by Group Management Risk Committee. The approved changes shall be tabled at Audit Committee for notation.
- In event that the whistleblowing relates to Senior Management Members of OSKH, the whistleblower may opt to direct his/her concern to the Chairman of Audit Committee.

3. Protection Afforded

- Where the whistleblower is an employee, the employee would be protected from unfair treatment or practices including but is not limited to:
 - retaliation or harassment;
 - victimisation, threat or intimidation of termination / suspension of service;
 - disciplinary action;
 - transfer;
 - demotion;
 - withholding of promotion; and
 - any direct or indirect use of authority to obstruct the employee's right to continue to perform his / her duties / functions, including making further disclosures.
- If an employee raised a concern on improper conduct in good faith, but the concern is not able to be confirmed following an investigation, no action will be taken against the employee.
- Any other employee assisting in the investigations shall also be accorded the same protection as the whistleblower.
- In instances where the whistleblower is a member of the public, any concern raised in good faith but is not able to be confirmed following an investigation, no action will be taken against the whistleblower.
- However, any employee or member of the public who has not acted in good faith shall not be entitled to any protection under this Policy, and may be subject to appropriate action, including but not limited to disciplinary action or legal action.
- The whistleblower is deemed to be not acting in good faith, if it is of the opinion, based on investigation or in the course of investigation that:
 - the whistleblower has participated in the improper conduct raised;
 - the whistleblower wilfully raised concern on the improper conduct which he / she knew or reasonably should have known that is false;
 - where the whistleblower raised a concern of improper conduct frivolously, maliciously, for personal gain or self-interest; or
 - the report of improper conduct is made solely or substantially with the motive of avoiding dismissal or other disciplinary action.

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- 4. Confidentiality**
- All reported concerns will be treated confidentially and are to be kept protected against any unauthorised use and access. However, confidentiality will be maintained to the extent possible within the limitations of law and the legitimate needs of the investigation.
 - In instances where the Company is compelled to disclose the whistleblower's identity in accordance with the relevant laws, Court Order or written directive issued by a regulatory body (whether local or foreign), the Company may disclose the information to the extent required by the relevant laws, Court Order or regulatory body.
- 5. Anonymous Whistleblower**
- Any employee or member of the public who wishes to raise concern on improper conduct is required to disclose his / her identity (which will be kept confidential) to the Group in order for the Group to accord the necessary protection to him / her.
 - Anonymous reports are not encouraged as any follow up to ascertain the facts or to obtain further information for investigation purposes would be very difficult.
 - Although the Group is not expected to address any anonymous reports, the Group may, however, consider investigating an anonymous report after having considered the following:
 - The seriousness of the concern;
 - The credibility of the concern; and
 - The likelihood of confirming the concern from credible sources.
- 6. Safekeeping of Records**
- All concerns received in writing together with the relevant investigation documents must be retained by the Group for a minimum period of 7 years.
 - All reports, its supporting evidence, findings of investigations and monitoring of corrective actions shall be maintained and monitored by WB Coordinator.
 - Disclosure of any of the investigation documents / information to individuals who are not involved in the investigation will be viewed as a serious disciplinary offence which may result in disciplinary action, including termination of employment or dismissal.
- 7. Rewards**
- The Company may consider to offer a reward to the whistleblower who may be a member of the public or an employee, at the Senior Management's role and absolute discretion.
 - In this regard, the decision of whether to offer a reward, and the quantum of the reward shall be determined based on the significance of the case and its impact on the Company, the amount of information provided by the whistleblower and the level of assistance and cooperation offered by the whistleblower.

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8. Duties and Functions of AC in Relation to Whistleblowing

- AC shall provide oversight function over the administration of this Policy.
- In relation to whistleblowing, AC is given the authority to:
 - Ensure that appropriate infrastructure, resources and systems are in place for effective implementation of the whistleblowing practices;
 - Recommend appropriate guidelines on the conduct of investigation and inquiry into the whistleblowing event received;
 - Ensure that the confidentiality of information received in relation to the whistleblowing event and confidentiality of the whistleblower's identity is maintained to the fullest extent possible;
 - Establish procedures for reporting and handling whistleblowing events, including but is not limited to:
 - Appointment of WB Coordinator to handle whistleblowing events received and to maintain a record of whistleblowing events;
 - Appointment of external adviser(s) to assist with the conduct and investigation of whistleblowing event received, where necessary;
 - Establish a mechanism to verify that the whistleblowing events received relate to matters covered under WB Policy;
 - Appointment of the Head of Investigation Team involved in the conduct of investigation on whistleblowing event;
 - Advise the BOD on the progress, findings and recommendation that require the BOD's attention and approval;
 - Recommend to the BOD for prompt and appropriate corrective actions to be taken based on the outcome of investigation; and
 - Ensure prohibition of retaliation by the Group to discharge, demote, suspend, threaten, harass or in any manner discriminate against any whistleblower who is an employee for the whistleblowing made in good faith.

End