

Whistleblowing Policy

OSKH-GIA-POL-001-4

22 November 2023

OSK

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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
4	All	All	All	Document revised - Refer to the Summary of Change	22-Nov-23	OSKH/GIA/CIR/010

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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
“CAE”	Chief Audit Executive
“Directors”	Executive Directors and Non-Executive Directors (includes independent and non-independent Directors)
“Employee”	Includes permanent, temporary, contract, part time employees of OSK Holdings and its subsidiaries
“GMD”	Group Managing Director
“Improper Conduct”	Refers to any conduct which if proven, constitutes a disciplinary offence or a criminal offence
“Intern”	Refers to an individual not employed by OSK Group but granted the opportunity to garner work experience or practical skills for the purpose of fulfilling academic requirements
“OSK” / “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 executives with management authority who report directly to the Executive Directors
“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 and intern of the Group or member of the public raises concern(s) about any Improper Conduct occurring within the Group
“Whistleblower”	Refers to any employee and intern of the Group or member of the public who makes a disclosure of any Improper Conduct occurring within the Group
“Whistleblowing Case”	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

- 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 proprietary 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;
 - 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;
 - conduct which may cause financial and/or reputational loss to the Group or bring it to severe public disrepute or ridicule or is otherwise detrimental to the Company's interests;
 - Circulating disinformation concerning the Group; and
 - assisting or directing a person to commit any of the above Improper Conduct.
- All Employees must report any suspected and / or known Improper Conduct.

Note: Refer to A2.1 Guiding Principles .

4. Limitations

- The WB 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
 - Which are pending or are in progress and/or have been decided by/in any court of law, tribunal or regulatory authority/agency.

5. Reference

- The 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 Code of Conduct and Business Ethics;
 - OSK Group's Conflict of Interest Policy;
 - OSK Group's Whistleblowing Operations Manual; and
 - OSK Group's Disciplinary Procedures

6. Intended Audience

- This WB Policy shall be read and adhered to by all Directors, Senior Management, Employees and Interns.

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7. Review and Notice

- The WB Policy does not replace any other existing corporate complaints' policy and / or procedures.
- The content of this WB Policy will be reviewed every three (3) years or as and when there are changes to regulatory requirements, the direction and strategies of the Company/Group.
- This Policy shall be circulated through Policy Portal to all existing and new Directors and Employees of the Group who are provided with email access. Group Human Resources shall arrange for those without email access to acknowledge reading and understanding of this Policy. This Policy is also published on OSK Group's corporate website.

End

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A. POLICIES

A2. Whistleblowing

1. Guiding Principles

- The principles underpinning the 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;

Note: Identity of the Whistleblower will have to be disclosed to the Chairman of the AC or GMD for the purpose of identifying a suitable person to conduct the investigation.

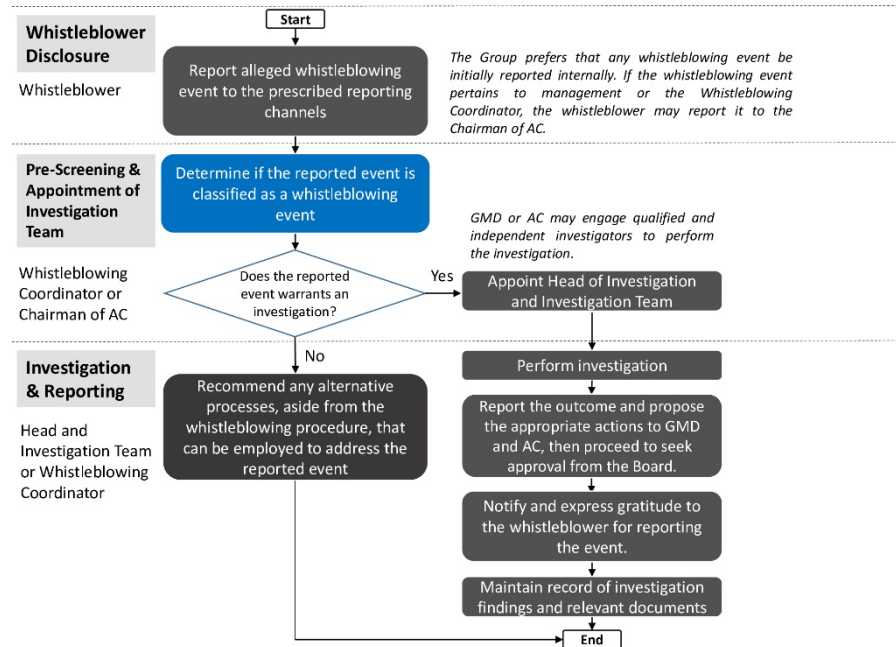
Refer to [A2.6 Anonymous Whistleblower](#) for further details.

- 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.
- The WB Policy is not set up to deal with staff grievances, for which separate procedures exist.

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2. Whistleblowing Procedure

- The following diagram summarises the flow for the Whistleblowing Procedure:



3. 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 11 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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- In event that the Whistleblowing relates to the Directors and Senior Management, the Whistleblower may opt to direct his/her concern to the Chairman of Audit Committee.

4. **Protection Afforded**

- The Whistleblower will 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 or contract;
 - disciplinary action;
 - transfer;
 - demotion;
 - withholding of promotion or bonus / payment; 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 a Whistleblower 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 Whistleblower.
- Investigator(s) and person(s) involved in the investigation and who have acted in good faith and with propriety shall also be accorded the same protection as the Whistleblower.
- Any Employee and Intern or member of the public who has not acted in good faith shall not be entitled to any protection under this WB 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 based on investigation or in the course of investigation, it is found 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.
- In the event where it is determined, based on investigation or in the course of investigation, that the Whistleblower or any individual assisting with the investigation has deliberately abused the protections afforded as stipulated in this WB Policy, the Group reserves the right to revoke the protection.

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- Should any incident of abuse of protection be brought to the Group's attention, WB Coordinator will assess and report the said incident to GMD or the AC. GMD or the AC will decide on the revocation of protection afforded.

5. Confidentiality

- All reported concerns will be treated with confidentiality 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.
- Individuals who are involved in or who were or are, assisting with an investigation in any capacity are also required to uphold strict confidentiality.
- 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.

6. 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 WB Coordinator or to Chairman of the AC to facilitate clarification or obtain further information for purposes of further investigation into the Improper Conduct and accord the necessary protection to him / her.
- The identity of the Whistleblower will be disclosed to the Chairman of the AC or GMD on a need-to-know basis, for the purpose of identifying a suitable and impartial person to conduct the investigation. The Chairman of the AC or GMD must procure that the person(s) who are appointed to conduct the investigation must similarly uphold strict confidentiality.
- Anonymous reports are not encouraged as any follow up to ascertain the facts or to obtain further information for investigation purposes will be very difficult.
- The Group may, however, consider investigating an anonymous report after having considered the following:
 - The seriousness of the concern;
 - The credibility of the concern;
 - The likelihood of confirming the concern from credible sources; and
 - The implication / materiality should the incident be true.

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7. **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 the 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.
8. **Rewards**
- The Company may, at the GMD's sole and absolute discretion, consider to offer a reward to a Whistleblower.
 - 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.
9. **Duties and Functions of AC in Relation to Whistleblowing**
- The AC shall provide oversight function over the administration of this Policy.
 - In relation to Whistleblowing, the 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 Case received;
 - Ensure that the confidentiality of information received in relation to the Whistleblowing Case and confidentiality of the Whistleblower's identity is maintained to the fullest extent possible;
 - Establish procedures for reporting and managing Whistleblowing Cases, including but is not limited to:
 - Designating a WB Coordinator responsible for receiving and documenting Whistleblowing reports;
 - Developing a system to confirm that reported Whistleblowing incidents fall within the scope of this Policy;
 - Appointing a leader for the Investigation Team responsible for investigating Whistleblowing incidents; and
 - Appointing external adviser(s), as needed, to support and assist in the investigation of reported Whistleblowing incidents.

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- Noted the progress, findings and recommendation presented by the WB Coordinator and subsequently, to update the BOD; and
- Ensure no detrimental action is taken by the Group against any Whistleblower in reprisal for a disclosure of Improper Conduct made in good faith.

End