



## **TH PROPERTIES SDN BHD**

(Company Registration No: 198001010120 (63904-D))

# **WHISTLEBLOWING POLICY**

**VERSION 0/2023**

This Policy is applicable to TH Properties Sdn Bhd and Subsidiaries

Approved by Board of Directors on 01<sup>st</sup> November 2023

	<b>WHISTLEBLOWLING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

## TABLE OF CONTENTS

<b>1.0</b>	<b>INTRODUCTION</b> .....	<b>1</b>
<b>2.0</b>	<b>OBJECTIVES</b> .....	<b>2</b>
<b>3.0</b>	<b>MONITORING AND REVIEW</b> .....	<b>2</b>
<b>4.0</b>	<b>PROCEDURE</b> .....	<b>3</b>
<b>5.0</b>	<b>BRIEF CHECKLIST FOR INFORMANTS</b> .....	<b>9</b>
<b>6.0</b>	<b>REPORTING CHANNEL</b> .....	<b>10</b>
<b>7.0</b>	<b>REVIEW FREQUENCY</b> .....	<b>11</b>
	<b>APPENDIX A</b> .....	<b>12</b>
	<b>APPENDIX B</b> .....	<b>13</b>

	<b>WHISTLEBLOWLING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

## 1.0 INTRODUCTION

- 1.1** Giving information is basically a form of disclosure. It involves someone, i.e., a whistleblower voicing serious concerns at an early stage about the risk of wrongdoing or reporting wrongdoing.
- 1.2** Whistleblowers often work in or with an organization and have knowledge of the situation and underlying facts in relation to misconduct within that organization.
- 1.3** TH PROP realizes that the step of having an information system can help make the organization more efficient and effective.
- 1.4** This whistleblowing policy (hereinafter referred to as "this policy") is intended to enable staff and others to disclose misconduct early to someone appointed in TH PROP without fear or experiencing any retaliation so that the problem can be resolved. Identified and resolved immediately in TH PROP.
- 1.5** At the same time, this policy also ensures that a person exercises their right (to make a disclosure) responsibly and reasonably when he suspects something is wrong.
- 1.6** The following principles guide the preparation of this policy:
- 1.6.1** TH PROP is committed to practicing the values of transparency, integrity, fairness, and accountability when conducting its business and affairs. TH PROP requires misconduct such as fraud, corruption, serious financial irregularities, and serious mismanagement to be reported, and TH PROP facilitates reporting through internal mechanisms.
- 1.6.2** The policy of providing information reflects TH PROP's philosophy of always being in a state of readiness. This policy covers disclosing the risk that misconduct is likely to occur. Such exposure acts as an early warning system to identify problems or prevent situations that are detrimental to TH PROP. It also makes TH PROP better prepared to manage risks and contingencies, including ways to avoid similar problems in the future or prevent similar misconduct from happening again.
- 1.6.3** TH PROP promotes open communication practices and an honest work culture by having internal procedures to address concerns raised. This policy is held in addition to the usual channels of communication and reporting in TH PROP. It opens alternative avenues for staff to voice concerns if normal communication channels cannot be used because the complaint concerns the staff's immediate supervisor or head of the department.

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**1.6.4** TH PROP encourages its staff to achieve the highest legal and ethical standards. This policy demonstrates the commitment of TH PROP and its staff to achieve high legal and ethical standards. Incorporating disclosure policies into our practices and culture helps prevent fraud, corruption, and mismanagement. By implementing this policy effectively, TH PROP is able to maintain its integrity and can face public scrutiny. Therefore, the credibility of TH PROP among our stakeholders increases and improves.

## **2.0 OBJECTIVES**

**2.1** The main objectives of this policy are:

**2.1.1** To facilitate disclosure is made as early as possible and responsibly by holding internal procedures.

**2.1.2** To deal with disclosures in an appropriate and timely manner. When addressed, disclosure matters may be prioritized based on the type or seriousness of the alleged misconduct or reported risk and the extent of the consequences.

**2.1.3** To protect whistleblowers from retaliation resulting directly from disclosures and to protect the confidentiality of the person concerned.

**2.1.4** To be fair to whistleblowers and alleged offenders. Whistleblowers will receive updates on the status of their disclosures, while alleged offenders will be informed of the allegations against them (though not necessarily at the outset of the investigation) and provided with an opportunity to respond. The disclosure of the whistleblower's and alleged offender's identities and personal information will be restricted to individuals directly involved in the investigation or any related processes, strictly on a "need-to-know" basis.

## **3.0 MONITORING AND REVIEW**

**3.1** In general, all disclosures by this policy must be made to the appointed Designated Officers, which are the Integrity Officer and Head of Group Internal Audit.

**3.2** The Designated Officers is responsible for ensuring compliance with this policy and will prepare the reports for the TH PROP Audit & Risk Management Committee (ARMC) or Board of Directors ("Board") when necessary.

**3.3** The ARMC or Board will be notified of serious disclosure issues that may significantly impact the organization.

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**3.4** This policy may be reviewed and amended from time to time as necessary to ensure it remains relevant and effective, in line with the changing business environment or administrative or operational needs of TH PROP.

## **4.0 PROCEDURE**

### **4.1 PREFACE**

This policy is held in addition to the usual channels of communication and reporting in TH PROP. Employees should initially ask for their views or voice their guidance to their immediate supervisor or Head of the Department, or the HOD of the Human Resources (HR) Department or if necessary, the GCEO. However, if their complaint is related to the person or the matter they raised remains unresolved, the policy provides facilities for staff to make a formal disclosure.

### **4.2 WHO CAN MAKE A DISCLOSURE**

**4.2.1** Any of the following persons (“whistleblower”) may make a disclosure:

- 4.2.1.1** All TH PROP staff includes contract staff, temporary or short-term staff and seconded staff.
- 4.2.1.2** Those who perform services for TH PROP include contractors and/or consultants (“service providers”).
- 4.2.1.3** A public that is a real person, not an incorporated or unincorporated organization.

### **4.3 WHAT SHOULD BE DISCLOSED**

**4.3.1** A disclosure (“disclosure”) may be made if it relates to one or more of the following misconducts committed by any person in the course of TH PROP’s business or dealings (“misconduct”):

- i. Bribery or fraud.
- ii. Criminal offence.
- iii. Misappropriation of TH PROP funds or assets.
- iv. Serious mismanagement in TH PROP.
- v. Financial irregularities or serious violations of financial regulations in TH PROP.
- vi. Circular letters and other terms and conditions for services issued from time to time for TH PROP staff and Board Members.
- vii. An act or omission that poses a substantial and specific danger to the life, health, or safety of TH PROP staff, the public, or the environment.
- viii. Failure to comply with other provisions of the act if the offender deliberately ignores or does not comply with the said provisions.

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

- ix. Deliberately instructing or advising someone to commit any of the above misconduct.

**4.3.2** This policy does not cover any issues, complaints, or concerns about:

- i. Matters that are frivolous or malicious or troublesome or driven by personal agendas or feelings of hatred.
- ii. Matters pending or decided through TH PROP disciplinary proceedings.
- iii. Matters pending or decided by any tribunal or authority or court, arbitration proceedings or other similar proceedings.

**4.3.3** A misdemeanour may occur while TH PROP is conducting business as usual or at any workplace, in other words, anywhere related to TH PROP's regular course of business. Examples include the company's facilities, a charity event it hosts, or a conference that employees of TH PROP attend while performing their jobs.

**4.3.4** An employee is encouraged to seek advice or direction from their supervisor, the Head of the Department, Head of the Human Resources (HR) Department, or, if required, the GCEO if they are unsure if a proper action or omission constitutes misconduct under this policy. Investigation results shall not be disclosed or discussed with any party other than those with a legitimate need to know. This is important to avoid damaging the reputation of persons suspected but subsequently found innocent of wrongful conduct and to protect TH PROP from potential civil liability.

**4.4 WHEN TO MAKE A DISCLOSURE**

**4.4.1** The whistleblower must come forward with any information or document if they honestly and reasonably believe that it reveals that wrongdoing is likely to occur, is being committed or has been committed.

**4.4.2** The whistleblower is expected to demonstrate a valid reason for raising their concern, but they are not obliged to initially provide compelling evidence beyond a reasonable doubt when making a disclosure. If they are indeed aware of a significant risk of misconduct, it is advisable to bring forward their well-founded concern promptly.

**4.4.3** Disclosure must be made within three (3) months after discovering such information or documents. Delaying disclosure may prejudice the whistleblower or any investigation and make it difficult for TH PROP to address and resolve matters of concern.

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**4.4.4** If the whistleblowers themselves have been or are still involved in wrongdoing, they are encouraged to disclose, and the voluntary confession will be given due consideration. The protection provided under this policy may be waived depending on the nature or seriousness of the whistleblower's involvement or misconduct.

#### **4.5 HOW TO MAKE A DISCLOSURE**

**4.5.1** In general, all disclosures made in accordance with this policy must be made to the Designated Officer.

**4.5.2** Initial disclosure can be made in writing or verbally.

**4.5.3** The Designated Officer will write a disclosure orally, and the whistleblower must verify the written statement. Such disclosures will be made in a closed room at TH PROP's office to the extent practicable.

**4.5.4** Disclosure shall include at least the following particulars:

- i. If the whistleblower is a TH PROP employee, their name, position, current address and contact number.
- ii. If the informant is not a TH PROP employee, their name, employer's name and position, current address and contact number.
- iii. The basis or reason behind the concern includes as many details as can be stated about the misconduct, for example, the nature of the misconduct, the date, time and place, and the identity of the alleged wrongdoer.
- iv. Details of witnesses, if any.
- v. Details or production of written evidence, if any.

**4.5.5** The whistleblower may occasionally be asked to provide clarification or further information, for example, if an investigation is carried out.

#### **FILTERING**

**4.5.6** The Designated Officers will screen and evaluate disclosures to ascertain whether the disclosures relate to any misconduct or fall outside the scope of this policy and will provide general recommendations to the decision-making authority. This initial process should not take more than one (1) month from the date received. This process can be completed immediately if the misconduct can cause permanent damage to TH PROP.

**4.5.7** Disclosures can be made directly to the GCEO in one of the following situations:

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

- i. If misconduct involves Designated Officials.
- ii. If the misconduct does not involve the Designated Officials but the whistleblower honestly and reasonably believes the misconduct will be concealed or the Designated Officials themselves face a conflict of interest (for example, the Designated Officials is a close friend of the alleged wrongdoer).
- iii. In either situation, the complaint will not be referred to a higher authority. The GCEO has the authority to make final decisions, including but not limited to any of the decisions mentioned in Clause 4.5.8 below. The GCEO may appoint any person, other than Designated Officials, from within or outside TH PROP, to conduct any investigation or carry out any other process in accordance with this policy (for example, holding a meeting or internal audit).

#### **REFERENCE TO DECIDING AUTHORITY**

**4.5.8** According to the paragraph above, the Designated Officers will refer the disclosure and general recommendations to the GCEO, who has the authority to make the final decision, including but not limited to any of the following decisions:

- i. Refusal of Disclosure.
- ii. Directing that the complaint or any part thereof be considered under other internal procedures, policies and terms and conditions for services that may be published occasionally or disciplinary proceedings, if necessary.
- iii. Repentance without conducting an investigation.
- iv. Ordering an investigation to be carried out about the disclosure and against any person involved.
- v. Suspend the alleged offender or any other person involved from duty to facilitate any fact-finding efforts or to prevent any staff from being exposed to threats or harm.
- vi. Appoint a Designated Officer or any other person from within or outside of TH PROP to conduct any investigation or any other process in compliance with this policy, such as hosting a meeting or internal audit.
- vii. Obtaining other assistance, such as external auditors or legal advice.
- viii. Referral to the police or any other relevant enforcement authority.



	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**4.5.9** According to the paragraph above, if the disclosure involves the GCEO, the disclosure will be referred directly to the Chairman of TH PROP, who will then be responsible for the investigation and recommendations to the Board. The Chairman of TH PROP may refer the disclosure to the Chairman of the ARMC if the misconduct falls under the jurisdiction of the ARMC (for example, if the misconduct is of a financial nature, i.e., fraud). In such cases, the Chairman of the ARMC is responsible for the investigation and recommendations to the Board. In both cases, the Board has the authority to make the final decision and if applicable, submit a recommendation to the Minister in the Prime Minister's Department that the GCEO be removed.

**4.5.10** If the disclosure involves a TH PROP Board Member (except the Board Chairman), following the above paragraph, the disclosure will be referred directly to the Board Chairman, who will then be responsible for the investigation and recommendations to the Board. Disclosures involving the Chairman of the Board should be referred to the Chairman of the ARMC, who will then be responsible for the investigation and recommendations to the Board.

**4.5.11** In both cases, the Board has the power to make the final decision and, if applicable, submit a recommendation to the Minister in the Prime Minister's Department that the TH PROP Board Member concerned be removed.

#### **INFORMED, GIVEN A CHANCE TO BE HEARD**

**4.5.12** The whistleblower will be notified of the status of the disclosure case as soon as possible.

**4.5.13** The whistleblower and the alleged offender are required to cooperate fully in any investigation, or any other process conducted in accordance with this policy.

**4.5.14** The alleged offender may be asked to attend a meeting to discuss the allegations (hereinafter referred to as the "meeting") and must take all reasonable steps to attend the meeting. They will be given an opportunity to respond to the allegations in the meeting, and their response will be recorded in the meeting minutes. Meetings may be adjourned to allow TH PROP to obtain advice or conduct further investigation. The meeting is not necessarily held at the initial stage of the investigation.

**4.5.15** If the whistleblower is involved or found to be involved in any wrongdoing, they may also be investigated to complete the fact-finding process. An investigation is not a response and should not be retaliation against a whistleblower. The inquiry is to facilitate the decision-making process. The

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

whistleblower can then be asked to attend a meeting to discuss the allegations and take all reasonable steps to attend the meeting. They will be given an opportunity to respond to the allegations in the meeting, and their response will be recorded in the meeting minutes. The meeting may be adjourned to allow TH PROP to obtain advice or conduct further investigation.

- 4.5.16** The whistleblower and, if applicable, the alleged wrongdoer will be informed in writing of the decision about the wrongdoing (whether or not the wrongdoing occurred, whether the alleged wrongdoer is guilty or not), and the basis behind the decision.

### **CONSEQUENCES OF MISCONDUCT OR MISREPRESENTATION**

- 4.5.17** If a TH PROP employee has or is found to have:

- i. Commit a misdemeanour.
- ii. Taking great risks that are likely to cause some misconduct to be committed.
- iii. Make disclosures that do not comply with the requirements of this policy (i.e., dishonest, mischievous, or malicious complaints).
- iv. Dishonestly participate or assist in any process in accordance with this policy.

- 4.5.18** The corrective action to be taken against the staff will be decided by the GCEO or the management if assigned by the GCEO. These actions may include disciplinary action. Formal warning or reprimand, demotion, suspension or termination of employment or service with TH PROP, fine or other form of punishment.

### **4.6 PROTECTION**

- 4.6.1** After making an honest disclosure, based on reasonable grounds and in accordance with the procedures set out under this policy:

- i. The whistleblower will be protected from retaliation in TH PROP that directly results from their disclosure.
- ii. The informant's identity will be protected, i.e., kept confidential unless otherwise required by law or for any proceedings initiated by TH PROP or against TH PROP.

- 4.6.2** The identity and personal information of the informant and the alleged offender may be disclosed to persons involved in the investigation or any other process on a "need-to-know" basis.

	<b>WHISTLEBLOWLING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**4.6.3** Retaliation refers to disciplinary measures, including demotion, suspension, termination of employment or service with TH PROP, or any threats to initiate such actions.

**4.6.4** Harassment, retaliation, or victimization

- i. The employee (the "complainant") may request the opinion of Designated Officials in confidentiality if they sincerely and reasonably believe they have been the subject of harassment, retaliation, or victimization as a direct result of a disclosure they made under this policy. In general, the complaint will be processed in the same way as the provision of information mentioned above and subject to the same requirements.
- ii. The misconduct addressed in this case is the act of retaliation that is the cause of the complaint.

**4.6.5** Guilty of misconduct

- i. If a TH PROP member is found to have engaged in the harassment, predation, or retaliation that gave rise to the complaint.
- ii. If the complainant makes the complaint dishonestly and without reasonable grounds.

**4.6.6** The GCEO or Management, if given that authority by the GCEO, will decide the course of action, which may include disciplinary action, official warning or reprimand, demotion, suspension or termination of employment or service with TH PROP, as well as a fine or other type of punishment.

**4.6.7** Service providers and the public are not covered by any aspects and elements related to staff protection or employer and employee rights, privileges, and obligations.

**4.6.8** Any TH PROP staff, Service providers or public members who make disclosures or are found to have made disclosures dishonestly and without reasonable grounds will automatically lose the above protection (if applicable).

**5.0 BRIEF CHECKLIST FOR INFORMANTS**

**5.1** What should be done:

- i. Make immediate notes of matters of concern and written evidence.
- ii. Make disclosures responsibly and honestly – think about the consequences before acting.
- iii. Comply with this policy and seek the opinion of the relevant officer.

	<b>WHISTLEBLOWING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**5.2** What not to do:

- i. Fear of voicing well-founded concerns.
- ii. Directly accuse any individual.
- iii. Do not use this policy motivated by hatred or personal agenda.

**6.0 REPORTING CHANNEL**

**6.1** Whistleblower may make a disclosure using ANY one of the following channels:

- i. In writing or in person to the Designation Officers.
- ii. In writing or in person to the Audit and Risk Management Committee (“ARMC”).
- iii. Through the Whistleblower E-Form on TH PROP’s website.
- iv. In writing to either of the following email addresses:

[whistleblowing@th-properties.com](mailto:whistleblowing@th-properties.com)

**6.2** If the disclosure involves the GCEO, CFO or other senior management, the disclosure shall be made directly to the ARMC. The ARMC will then direct the investigation of the disclosure as appropriate as per the Whistleblowing Process Flow presented in **Appendix A**.

**6.3** However, whistleblowers are encouraged to make all disclosures in writing. The disclosure shall include, but shall not be limited to:

- i. A description of the Improper Conduct and the people/parties that are involved (to state whether they are employees of TH PROP or outside parties).
- ii. A background of the incident, including the relevant dates and location of occurrence.
- iii. How the Improper Conduct was detected.
- iv. Reason(s) why the whistleblower is particularly concerned about this (e.g., it may result in loss of TH PROP’s assets/funds).
- v. Particulars or production of documentary evidence and witnesses, if any.

**6.4** Whistleblowers are also required to disclose their details as performed in **Appendix B**.

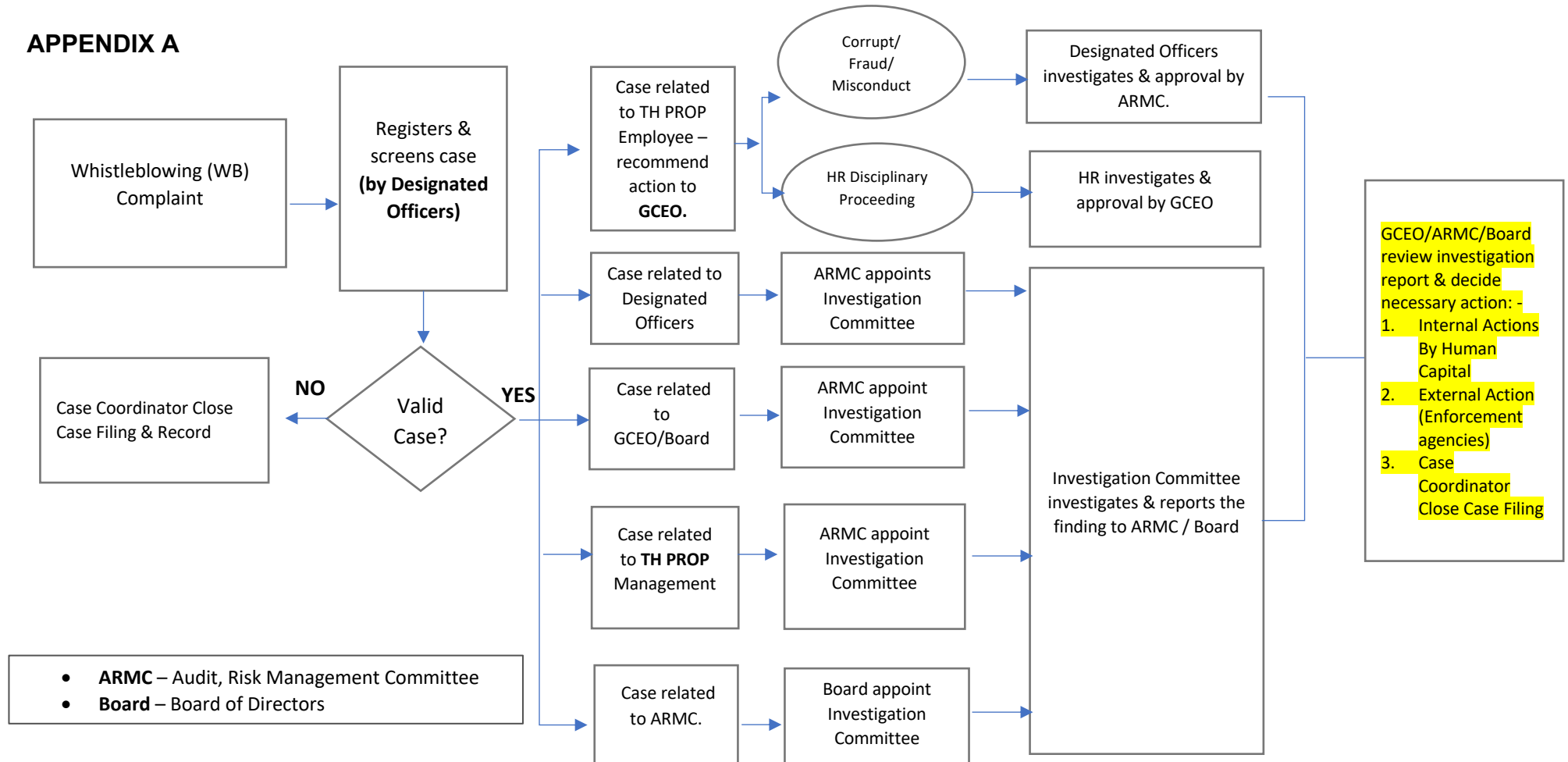
**6.5** The whistleblower shall not attempt to personally conduct any investigations, interviews or interrogations related to the matter being disclosed.

	<b>WHISTLEBLOWLING POLICY</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

## 7.0 REVIEW FREQUENCY

This policy will be reviewed at least every three (3) years to ensure the effectiveness of the management and implementation of this policy.

**APPENDIX A**



	<b>WHISTLEBLOWING REPORTING FORM</b>	Document No.	TH PROP/WBP
		Revision No.	00
		Effective Date	01 <sup>st</sup> November 2023

**APPENDIX B**  
**Whistleblower Reporting Form**

<b>Name:</b>		<b>NRIC No.:</b>	
<b>Phone No.:</b>		<b>Email Address:</b>	
<b>Employee No.:</b> (for staff only)		<b>Department:</b>	
<b>Details of Allegation</b>			
<b>Person(s) Involved:</b>  <b>Location:</b>  <b>Date and Time:</b>  <b>Incident/Details of Allegation:</b>          <b>How Incident Was Detected:</b>          <b>Evidence Available:</b>          <b>Concern and/or Potential Impact of Allegation:</b>          			
<b>Declaration:</b>  I hereby declare that the information provided herein is true to the best of my knowledge and belief and I have made this disclosure voluntarily. I understand that the TH PROP will use the information provided for the investigation process.   ..... Name: Date:			