

# **INARI AMERTRON BERHAD**

## **Whistleblowing Policy and Procedures**

## 1. General Statement

The Directors and employees of Inari Amertron Berhad ("Inari") and its subsidiaries (collectively referred to the "Group") are committed to observe high business standards and strong personal ethics when discharging their duties and responsibilities. as well as a high standard of compliance with accounting, financial reporting, internal controls, corporate governance, auditing requirements and any legislation relating thereto. Integrity must be observed at all times and emphasis must be placed on compliance with all applicable laws and regulations.

As prescribed under Guidance 3.2 of the Malaysian Code on Corporate Governance: "the board should ensure that its whistleblowing policies set out avenues whereby legitimate concerns can be objectively investigated and addressed. Individuals should be able to raise concerns about illegal, unethical or questionable practices in confidence and without the risk of reprisal".

All Directors, employees, shareholders, suppliers, customers and other stakeholders of the Group are called upon to report genuine concerns on misconducts which implicate a wrongdoer within the Group. The disclosures shall be treated in strict confidence and protected from reprisals or victimisation for whistleblowing made in good faith.

This Policy should be read together with enumerations encapsulated in the relevant legislative and regulatory promulgations including but not limited to the following:

- i. Whistleblower Protection Act 2010;
- ii. Malaysian Anti-Corruption Commission Act 2009;
- iii. Personal Data Protection Act 2010;
- iv. Main Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- v. Other authoritative guidance such as the Malaysian Code on Corporate Governance and Corporate Governance Guide (4<sup>th</sup> Edition) by Bursa Malaysia Securities Berhad

Where there is a conflict between the contents of this Policy and the laws and regulatory promulgations, the relevant enumerations contained in the legislations and regulations shall prevail.

## 2. Definitions

**Appointed Officer** – An individual within the Group who is appointed to lead the investigation of the case pursuant to the whistleblowing report received by the Designated Recipient.

**Designated Recipient** – An individual within the Group who is authorised to receive the whistleblowing report.

**Governing Party** – An individual or group of individuals within the Group who is/are charged with the responsibility of reviewing and deciding on the outcome of the investigation pursuant to findings made by the Appointed Officer.

**Major misconduct** – A major misconduct which shall bring about disciplinary proceedings that can lead to an employee's dismissal if convicted and/or reports being made to enforcement agencies. Reference can be made to the Group's Code of Business Conduct and Ethics for examples on major misconduct.

**Minor misconduct** – A summary misconduct which can result in disciplinary proceedings (other than dismissal and/or report to enforcement agencies) on the employee, if convicted. Reference can be made to the Group's Code of Business Conduct and Ethics for examples on minor misconduct.

**Stakeholders** – A person, group or organisation that has an interest or a concern in the Group and can be impacted by the actions of the Group. For example, this would include shareholders, employees, suppliers, customers, contractors, and members of the public.

**Whistleblower** – Refers to a person who informs the Designated Officers within the Group and/or enforcement agencies when he/she has reasonable grounds to believe a misconduct has taken place, going to take place or will take place.

**Whistleblowing** – The act of reporting or making a protected disclosure about a misconduct of employees, Management and Directors of the Group by an employee or other stakeholders to the Designated Officers within the Group.

**Wrongdoer** – Employees and Directors within the Group who performed the misconduct.

### **3. Objective of this Policy**

This Whistleblowing Policy and Procedures (“Policy”) is intended to reflect a robust whistleblowing approach and relevant procedures that can deter current and future misconducts. Bona fide concerns relating to misconducts involving employees and Directors within the Group can be reported in accordance with the stipulations encapsulated in this Policy and offer assurance that they are protected under the Whistleblower Protection Act 2010.

This Policy is designed to:

- Promote candour, transparency and accountability that will engender a healthy corporate culture;
- Promote good corporate governance practices within the Group;
- Strengthen the internal control system within the Group;
- Foster confidence in the business activities of the Group and along the supply chain of the Group;
- Facilitate identification of misconducts at the get-go stage to allow for timely remedial measures;
- Ensure that Directors, employees and other relevant stakeholders of the Group are supported to raise genuine concerns in confidence;
- Protect whistleblower from reprisal in any form; and
- Preserve the long-term reputation of the Group.

### **4. Confidentiality**

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.

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.

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. This is also to enable the whistleblower to be accorded with necessary protection and to facilitate investigation. However, the Group reserves the right to investigate anonymous whistleblowing reports depending on the nature and gravity of the allegations in the report.

### **5. Reporting procedures**

This Policy is intended to complement normal channels of communication and reporting lines within the Group, as described in the Feedback Channel Operating Procedures (Document No. HR-023) and the HR Policy and Procedures Handbook (Document No. HR-017).

### **Who can report:**

Any of the following Persons can make a report:

- The Group's employees, including permanent, contract and casual workers (including foreign workers, interns and trainees);
- Directors of the Group; and
- Other stakeholders who are natural persons and not being incorporated or unincorporated bodies (e.g. shareholders, customers and suppliers).

### **What to report:**

This Policy is primarily to enable all employees and other relevant stakeholders to report their concerns at the earliest opportunity so that the concerns can be investigated objectively in a timely manner. Reportable concerns or misconducts covered under this Policy would amongst other include:

- Acceptance, involvement or solicitation of a bribe or a favour in exchange for direct or indirect personal benefits;
- Criminal offences, e.g. fraud, corruption, forgery, intentional deceit, criminal breach of trust, insider trading and money laundering;
- Misuse and/or misappropriation of the Group's funds or assets;
- Improprieties within the Group;
- Breach of the provisions in the Group's Code of Business Conduct and Ethics, including sexual harassment or other abuses of human rights;
- Breach of contract;
- Any irregularity or non-compliance with laws/ regulations, and/ or internal controls;
- Negligence or other tort-related offence (e.g. assault, battery, trespass);
- Actions which endanger the health or safety of the Group's employees, the public or the environment;
- Deliberately conceal or attempt to conceal information relating to misconducts;
- Knowingly direct or abet a person to commit misconducts; and
- Any other matters that may adversely affect the interests of the Group, its assets and its reputation.

The aforementioned list is not exhaustive and includes any other acts or omissions, which if proven, will constitute an act of misconduct or any criminal offence under relevant legislations in force.

The alleged misconduct may occur in the course of the Group's business or affairs or at any workplace e.g. on the Group's premises, at an event organised by the Group, or during conference attended by the Group's employees in the course of their work.

If the whistleblower is unsure whether a particular act or omission constitutes an alleged misconduct under this Policy, the whistleblower is encouraged to seek advice or guidance from their respective immediate superior, **Group Human Resource Department** or the **Chairman of the Audit Committee**.

This Policy is not intended to cover individual grievances, e.g. Concerns relating to the treatment as an employee for which such matters are already covered in the Group's Employee Handbook. Similarly, if any customer has a concern about the product or services provided to them, it should be raised as a complaint to the relevant Departments within the Group.

### **When to report:**

A report on misconduct may be made if the Person has reasonable belief that the alleged wrongdoer is engaging, has engaged, or is prepared to engage in misconducts.

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. If the whistleblower knows as a matter of fact that there are reasonable grounds of suspicion that a misconduct is going to take place, is taking place or has taken place, the whistleblower shall come forward with any information or document(s) that they have.

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.

The following denotes the responsibilities of the whistleblower when making a report. The whistleblower shall:

- Make the disclosure in good faith and free from malicious intent;
- Reasonably believe that the information and allegations are substantially true;
- Not reporting for personal gain or with a vested interest. If the case involves the Whistleblower's personal interests, it must be informed at the outset; and
- Ensure that mere rumour or hearsay information is not the basis to whistleblow.

### **How to proceed:**

All reports pursuant to this Policy are to be made to the Designated Officers via the procedures below:

- a. Whistleblowing reports are best raised in writing through the **Whistleblowing Disclosure Form** and submitted **via electronic mail ("email")** to the Designated Recipient. The whistleblower may also choose to submit a **hardcopy Whistleblowing Disclosure Form** in person, by way of a **sealed envelope**, to the Designated Recipient. Refer to **Appendix I** of this Policy for the Whistleblowing Disclosure Form.
- b. If a disclosure is made orally, it must be followed by a report in writing and submitted in a sealed envelope to preserve the confidentiality of information.
- c. A report shall include at least the following particulars:
  - i. If the whistleblower is an employee of the Group: **name, designation, current address, contact numbers and relationship of interest**, if any, in connection with the concerns or misconduct raised;
  - ii. If the whistleblower is not an employee of the Group: name, name of employer and designation, current address, contact numbers and relationship of interest, if any, in connection with the concerns or misconduct raised;
  - iii. Basis or reasons for their concerns, including specific details of the alleged misconduct such as its nature, the date, time, and place of its occurrence and the identity of the alleged wrongdoer, if available;
  - iv. Particulars of witnesses, if any; and
  - v. Particulars or the production of documentary evidence, if any.
- d. Any evidence obtained from the whistleblower shall be documented and **kept confidential**. The whistleblower may be asked to provide further clarification and information from time to time, for example, if an investigation is conducted.

The Group has established a proper channel for whistleblowing as specified below. All disclosures pursuant to this Policy are to be made to the Designated Recipient, for investigation by the Appointed Officer prior to reporting to the Governing Party (*Note: Other stakeholders who are not employees of the Group are also encouraged to report their concern via this channel*):

**Table 1**

Level of disclosure	Designated Recipient	Appointed Officer*	Governing Party
<b>Minor misconduct</b> – Disclosure against all levels of staff up to the rank of Senior Management (excluding Group Chief Executive Officer, Group Chief Financial Officer, members of the Board of Directors or the Company Secretaries)	Immediate superior/ Head of Department	a) Business Unit Human Resources Manager  and  b) Group Human Resources Manager	a) Group Chief Financial Officer  and  b) Group Chief Executive Officer
<b>Major misconduct</b> – Disclosure against all levels of staff up to the rank of Senior Management (excluding Group Chief Executive Officer, Group Chief Financial Officer, members of the Board of Directors or the Company Secretaries)	a) Group Chief Financial Officer <i>Name: Ms Chong Poh Leng</i> <i>Email: poh-leng.chong@inariberhad.com</i> <i>Phone: +603- 7876 0169</i>  or  b) Group Chief Executive Officer <i>Name: Mr Lau Kean Cheong</i> <i>Email: kc.lau@inariberhad.com</i> <i>Phone: +604- 645 6618</i>  <i>Mail: Inari Amertron Berhad</i> <i>D-07-03, Plaza Kelana Jaya</i> <i>Jalan SS7/13A, Kelana Jaya</i> <i>47301 Petaling Jaya Selangor Darul Ehsan (Strictly Confidential)</i>	Head of Group Human Resource as the case may be	Audit Committee of Inari
Disclosure against the Group Chief Executive Officer, Group Chief	Chairman of the Audit Committee <i>Mail: Audit Committee</i>	As appointed by the Designated Recipient as the	Audit Committee of Inari

Level of disclosure	Designated Recipient	Appointed Officer*	Governing Party
Financial Officer, members of the Board of Directors or the Company Secretaries	<i>Chairman No 45-5, The Boulevard Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur (Strictly Confidential)</i>	case may be	

*\*In the event the allegations received is against the Appointed Officer, an independent party will be appointed to replace and oversee the investigation process.*

Employees concerned about speaking to another member of staff or who wants to seek advice on how to raise a concern, can speak in confidence, to an independent third party by calling the whistleblowing hotline as set out in the Feedback Channel Operating Procedures (Document No. HR-023). The independent party will provide the employee with counselling advice. These concerns will be reported to the Group without revealing the identity of the whistleblower.

In the event where the Designated Recipients are seen to be conflicted, Board shall appoint a Designated Recipient who is independent to oversee the investigation process.

## 6. Investigation and handling of report

Whistleblowing reports shall be investigated and handled promptly with the whistleblower and the alleged wrongdoer being treated fairly. The process of the investigation and handling of the report is as follows:

- The Designated Recipients receiving the reports shall assess the disclosure and the **Appointed Officers** shall lead the investigation, and have a view if wrongdoing was indeed committed under the terms of strict confidentiality. If preliminary investigation shows that the disclosure falls within the ambit of reportable misconducts, then the report shall be directed to the **Governing Party**, where applicable.
- In the case of minor misconduct disclosure against staff up to Senior Management position, the Immediate Superior or Head of Department shall decide if any investigation is to be conducted by the Business Unit Human Resources Manager and Group Human Resources Manager, or in accordance with the Group's Employees Handbook.
- In the case of major misconduct disclosure against staff up to Senior Management position, the Group Chief Executive Officer or the Group Chief Financial Officer shall decide if an investigation is to be conducted by the Group Human Resource Department, or in accordance with the Group's Employees Handbook.
- Where the whistleblowing disclosure involves the Chief Executive Officer, members of the Board of Directors or the Company Secretaries, the Audit Committee Chairman shall be responsible to evaluate and manage the whistleblowing case.
- All whistleblowing cases and findings will be reported to the Governing Party and appropriate course of action will be recommended to the Governing Party for their deliberation.
- If the disclosure was of a genuine concern with good faith, but without any case to answer, the Designated Recipients will seek to ensure there are no reprisal actions of any form against the whistleblowers. However, disciplinary action will be taken against allegations that are made frivolously with malicious intention.
- The Appointed Officers shall have unrestricted access to the necessary Group's records and information, within the scope of the investigation.
- The Group at its discretion, may keep the whistleblower informed of the outcome of any investigation within constraints of maintaining confidentiality or observation of legal restrictions.
- Where necessary, the Audit Committee reserves the right to consult with legal counsels and experts based on the subject matter of the whistleblowing report.

The Group shall maintain a register for all disclosures made pursuant to this Policy. All documents obtained pertaining to disclosures shall be considered "Confidential" and be stored securely as enumerated under Section 9 of the Personal Data Protection Act 2010. The disclosures shall be kept under the custody of the Group for seven (7) years.

In adherence to Section 10 of the Personal Data Protection Act 2010, the disclosures shall not be kept longer than necessary. The Group shall undertake reasonable steps to ensure the disclosures are destroyed or permanently deleted after the designated timeframe.

The Group shall, on a quarterly basis, update the Audit Committee and/or Board on the number of disclosures received to date as well as the nature of such disclosures, status of investigations, and other relevant updates.

## **7. Protection**

The Group is committed to this Policy, and it is understandable that whistleblowers are sometimes worried about possible repercussions. As such, this Policy is drawn to formulate practical whistleblowing protection mechanisms for those who report misconducts.

Upon making a disclosure in good faith, based on reasonable grounds, in accordance with the procedure pursuant to this Policy and clauses of the Whistleblower Protection Act 2010 (Section 7, 8, 9 and 10):

- a. The whistleblower shall be protected from reprisal within the Group as a direct consequence of his/her disclosure;
- b. The whistleblower shall have immunity from civil and criminal action;
- c. The whistleblower shall have protection from detrimental action; and
- d. The whistleblower's identity shall be protected, i.e. kept confidential unless otherwise required by law or for the purpose of any proceedings by or against the Group.

The whistleblower's identity may be revealed based on the following circumstances:

- a. To facilitate the investigation process, a statement by the whistleblower may be required as part of the evidence;
- b. Where it is required by the law, enforcement agency, regulatory body or such other body that has the jurisdiction and authority of the law to require such identity to be revealed;
- c. Where it is in the best interest of the Group to disclose the identity of the whistleblower's identify after the concurrence of the Board; or
- d. The disclosure by the whistleblower was frivolous and in bad faith or for personal gain.

Any individual who makes a report recklessly without having reasonable grounds for believing the matter to be substantially true or makes a report for purposes of personal gain or maliciously, may be subjected to appropriate action(s) by the Group.

The whistle-blowers' protection shall be **revoked** if a person is found to have:

- a. Participated in the improper conduct disclosed;
- b. Made a disclosure in which he knew or believed to be false (for instance, dishonest, frivolous mischievous or malicious complaints);
- c. Made a disclosure that is frivolous and vexatious;
- d. Made a disclosure of improper conduct which principally involves questioning the merits of policy pronouncement by the government, including the policy of a public body; or
- e. Made a disclosure to avoid dismissal, termination of contract or other disciplinary action.



Under Section 11(1)(a) to (g) of the Whistleblower Protection Act 2010, the whistleblower's protection shall be revoked if a person is found to have:

- a. Committed a wrongdoing;
- b. Made a disclosure not in accordance with the requirements of this Policy (for instance, dishonest, frivolous mischievous or malicious complaints);
- c. Made a disclosure to avoid dismissal or other disciplinary action by seeking protection under the Whistleblower Protection Act 2010;
- d. Violated the Whistleblower Protection Act 2010 in the course of making the disclosure or providing further information;
- e. Made a disclosure specifically prohibited by written law, as prescribed under Section 6(1) of the Whistleblower Protection Act 2010;
- f. Made a disclosure of improper conduct which principally involves questioning the merits of the government policy, including the policy of a public body; or
- g. Participated or assisted in any process pursuant to this Policy, otherwise than in good faith.

## **8. External disclosures**

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any misconducts within the Group.

However, depending on the nature of the disclosure made by the whistleblower, the Group may be required to report to the relevant enforcement agencies e.g. Malaysian Anti-Corruption Commission, Securities Commission, Bursa Malaysia and the Companies Commission of Malaysia.

For example, Chapter 15.16 of the Main Market Listing Requirements by Bursa Malaysia Securities Berhad states that "where an audit committee is of the view that a matter reported by it to the board of directors of a listed issuer has not been satisfactorily resolved resulting in a breach of these Requirements, the audit committee must promptly report such matter to the Exchange".

Similarly, Section 25(1) of the Malaysian Anti-Corruption Commission Act 2009 states that "any person to whom any gratification is given, promised or offered, in contravention of any provision of this Act shall report such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Commission or police officer".

All Directors and employees of the entities of the Group are required to comply with Section 25 (1) to (4) of the Malaysian Anti-Corruption Commission Act 2009. Section 25(1) of the Malaysian Anti-Corruption Commission Act 2009 states that "any person to whom any gratification is given, promised or offered, in contravention of any provision of this Act shall report such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Commission or police officer".

An external disclosure must only be made to the relevant enforcement agency. A public disclosure to anyone else could result in a revocation of the protections being accorded under the Whistleblower Protection Act 2010.

## **9. Ownership, Monitoring and Review of this Policy**

The Audit Committee of Inari has overall responsibility for this policy and shall review and amend this Policy periodically or as and when necessary, to be in line with legislative promulgations such as Companies Act 2016, Capital Markets and Services Act 2007 (Amendment 2012), Whistleblower Protection Act 2010 and the Malaysian Anti-Corruption Commission Act 2009. All revisions or amendments to this Policy shall only be made with the approval of Audit Committee.

The policies and procedures for whistleblowing are reviewed periodically to assess their effectiveness, and in any event, at least once every 3 years *[paragraph 15.29(1)(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad]*.

The Group shall monitor, provide training and communicate this Policy to its Directors, employees and other stakeholders using communication channels. The Whistleblowing Policy and Procedure shall also be made available on the Group's website *[paragraph 15.29(2)(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad]*.

This Policy shall be held in custody of, and filed by the Company Secretaries who are also Secretaries to the Audit Committee.

Reviewed and approved by the Board on 23 September 2022.

**Appendix 1: Whistleblowing Disclosure Form**

<b>PART A - To be completed by individual raising a concern</b>							
<b>1.</b>	<b>Details of whistleblower (Please complete whichever applicable)</b>						
	Name:		Contact no.:				
	Company, position and department:						
	Current address:						
	Email address:						
<b>2.</b>	<b>Complaint/ report:</b>						
	Details of the suspected personnel involved:						
	Details of the incident (including place, date and time of incident, as well as names of those involved):						
	Estimated transaction amount and type (if it is known):						
	Details of evidence and witness(es):						
<b>Submitted by:</b> Name: Date: Time:		<b>Received by:</b> Name: Date: Time:					
<b>PART B - To be completed by Designated Recipient in accordance with Table 1</b>							
<b>3.</b>	Additional information						
<b>4.</b>	Investigation of concern/ steps taken to address the concern						
<b>5.</b>	Findings						
<b>6.</b>	Recommendations						
<b>7.</b>	Preventive measures to be taken						
<b>8</b>	Outcome of the investigation communicated to the whistleblower?	Please indicate: <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: center;">YES</td> <td style="width: 50%; text-align: center;">NO</td> </tr> <tr> <td>Date communicated:</td> <td>Reason:</td> </tr> </table>		YES	NO	Date communicated:	Reason:
YES	NO						
Date communicated:	Reason:						
Date resolved:							