



TalentCorp
GROUP OF COMPANIES

WHISTLEBLOWING POLICY

WHISTLEBLOWING POLICY			
Owner	Integrity & Governance Unit		
Document Ref #	POL/IGU/001/REV0		
Implementation Date	16 December 2021	Revision No	0

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1.0 TERMINOLOGY, ABBREVIATIONS & DEFINITIONS

1.1. The following terminology (or “terms”) and abbreviations used throughout this document are defined in the table below:

“Act”	- means Whistleblower Protection Act 2010, as amended from time to time and any re-enactment thereof.
“Business Associate”	- means external party with whom TalentCorp Group has, or plans to establish, some form of business relationship; (Clause 3.26, MS ISO 37001 :Anti-Bribery Management System);
“BOD”	- means Board of Directors of Talent Corporation Malaysia Berhad (Company No.: 201001035653 (919577-H)) and/or its subsidiaries, where applicable.
“Employee”	- Means any person who works part-time or full-time under a contract of employment, whether contract of service or contract for service, whether oral or written, express or implied, with TalentCorp Group, including internship.
“External Secretariat”	- means an external third (3rd) party appointed by TalentCorp Group to entertain any complaint and/or report made by the Whistleblower and to direct such complaint and report to relevant department in accordance with the provisions of this Policy;
“IC”	- means Board Integrity Committee whereby the roles and obligations of the committee are as stipulated under paragraph 5 of this Policy;

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- “IGO”** - means Integrity and Governance Officer appointed under the IGU;
- “IGU”** - means Integrity and Governance Unit whereby the roles and obligations of the department committee are as stipulated under paragraph 5 of this Policy;
- “Policy”** means this Whistleblowing Policy as may be amended from time to time;
- “TalentCorp Group”** - means Talent Corporation Malaysia Berhad (Company No.: 201001035653 (919577-H)) and its subsidiaries.
- “Whistleblower”** - means a person or group of persons who makes/make a Whistleblowing Report whereby such person or group of persons may include but not limited to the followings:
- (a) Employee;
 - (b) appointed service providers and/or vendors; and/or
 - (c) stakeholders;
- “Whistleblowing Report”** means report of the act of doing the Wrongdoing.
- “Wrongdoing”** means all wrongdoing as listed in the TalentCorp Group’s Employee Conduct and Discipline Policy and other criminal offences as described in the Malaysian Anti-Corruption Commission Act 2009;

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2.0 INTRODUCTION

- 2.1. TalentCorp Group is committed to the principles of transparency, truthfulness, fairness and accountability and conduct themselves with a high standard of professionalism and integrity in the conduct of its business and/or activities.
- 2.2. Pursuant to the above, TalentCorp Group has established ‘Whistleblowing Policy’ that sets out avenues for legitimate complaints to be objectively investigated, examined and addressed.

3.0 PURPOSE

3.1. The purposes of this Policy are as follows including but not limited to:

- (a) provide avenues and/or proper channels for Employees and members of the public to disclose any improper conduct committed by the BOD or Employees of TalentCorp Group or any third party working for or on behalf of TalentCorp Group;

In the the event the alleged person who are related to the case is part of the member of the said department and/or committee, then the case shall be managed as per **Para 8.2 e)**;

- (b) provide the whistleblower protection of confidentiality of identity limited to person who investigate and protection against adverse and detrimental employment action to internal whistleblower; only on genuine cases as per **Para 11**;
- (c) provide a formal mechanism of action on the Whistleblowing Report made by the Whistleblower; and
- (d) take relevant actions on any matters of wrongdoing reported by relevant parties

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3.2. This Policy may also serve as an early caution system and may enable TalentCorp Group to remedy and/or rectify any Wrongdoing that may have been committed or about to be committed involving the BOD, the Employees and/or any third party working for and on behalf of TalentCorp Group to reduce harms, damages and/or costs that may be suffered by TalentCorp Group arising from the Wrongdoing.

4.0 SCOPE

4.1. The scope of this Policy shall cover the following any acts of wrongdoings;

- (a) illegal and/or unlawful; or
- (b) in breach of any provisions as stipulated in the TalentCorp Group's code of conduct, policies and/or procedures; or
- (c) against the best interest of TalentCorp Group and may cause monetary loss, degrade and/or damage reputation of TalentCorp Group.

(This list is not exhaustive.)

4.2. This policy shall apply to the following persons:

- (a) Employee
- (b) Any member of BOD; and
- (c) Business Associates.

4.3. For clarification purposes, any acts and/or conducts which may involve personal grievance such as personal grievances concerning an individual's terms and conditions of employments, performance assessments, compensation or other matters shall be governed by other policies imposed by TalentCorp Group. The differentiation between grievance and whistleblowing as detailed out in **Appendix 3** of this Policy.

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5.0 ROLES AND RESPONSIBILITIES

5.1. Integrity and Governance Officer

Below are the roles and responsibilities of the Integrity and Governance Officer including but not limited to:

- (a) conduct overall management for the maintenance and operation of this Policy;
- (b) liaise and communicate with the External Secretariat in respect of Whistleblowing Report received by the External Secretariat from the Whistleblower in accordance with the provisions of this Policy; and
- (c) prepare summary report on quarterly basis in respect of item (ii) above to the IC.

5.2. The External Secretariat

Below are the roles and responsibilities of the External Secretariat including but not limited to

- (a) receive, compile and record keeping the Whistleblowing Report received from the Whistleblower; and
- (b) provide the Whistleblowing Report including the details of the Whistleblower to the Integrity Officer for deliberation purposes within seven (7) working days upon receipt such complaints from the Whistleblower.

5.3. Integrity Committee (IC)

Below are the roles and responsibilities of Integrity Committee including but not limited to:

- (a) hold the authority to approve this Policy and any amendments thereto; and
- (b) deliberation of results by Group Chief Integrity and Governance Officer (“GCIGO”).

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5.4. Integrity & Governance Unit (IGU)

Below are the roles and responsibilities of Integrity & Governance Unit (IGU) including but not limited to

- (a) maintain records of all Whistleblowing Reports received from the Authorized Persons in the register, process and/or status of the investigations and resolutions on in respect of the Whistleblowing Report;
- (b) evaluate the Whistleblowing Report received by the Authorized Persons and/or Whistleblower to determine the authenticity and/or impact of each complain and make an assessment whether an initial investigation or full investigation is warranted;
- (c) coordinating the initial investigation and/or facilitating the investigation conducted by relevant department; and
- (d) ensure that related processes are undertaken in a timely manner taking into consideration the sensitivity and/or complexity of the matter.

6.0 DEFINITION OF WHISTLEBLOWING

- 6.1. Whistleblowing is an act of voluntary disclosure of inappropriate, unethical and/or unlawful behavior and/or practices by the management, employees and/or appointed vendors and/or service providers which may cause serious damages to TalentCorp Group (Wrongdoing).
- 6.2. In general, Wrongdoing is an act which if proved, constitutes a criminal offence or an act that constitutes wrongdoing, misconduct or malpractice in nature. The list of the Wrongdoing as described under this Policy is not exhaustive and may be amended by the IGU from time to time.

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7.0 PROCEDURES OF MAKING REPORT

7.1. The list of authorized person(s) who are authorized to receive any Whistleblowing Report for Wrongdoing are as described below (“**Authorized Person(s)**”):

- (a) Integrity and Governance Officer; and/or
- (b) the External Secretariat;

(further contact details of the Authorized Persons are as described under **Appendix 1** of this Policy).

7.2. A disclosure of Wrongdoing by the Whistleblower can be made in the following manners:

- (a) Written Document

The Whistleblower must provide written report in respect of his/her concerns including to identify himself/herself in the said written report via the following methods:

- i. by completing Whistleblowing form at TalentCorp Group’s official websites which are located at the following link <Link>; or
- ii. by providing written letter to any of the Authorized Person(s) with the relevant information pertaining to the concerns; or
- iii. by emailing to wecare@talentcorp.com.my or to any of the Authorized Persons as stipulated under Paragraph 7.1 above with the relevant information pertaining to the concerns.

- (b) Scheduled Meeting

The Authorized Persons may also schedule a meeting with any of the Whistleblower as listed under Paragraph 7.1 above in person. After the meeting, the Authorized Person (aside the Integrity and Governance Officer) shall furnish the Whistleblowing Report to the Integrity and Governance Officer for further action.

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7.3. Information required in the Whistleblowing Report

- (a) The Whistleblower shall ensure that any Whistleblowing Report shall comprise the following details:
- i. details of the Whistleblower (for secretariat use only);
 - ii. details of the alleged Wrongdoing (including to identify on the alleged person whether he/she is an Employee or Business Associates which are connected to TalentCorp Group,;
 - iii. other relevant information and any supporting evidences if available; and
 - iv. the impact on TalentCorp Group.
- (b) Due to the seriousness of allegation on the Wrongdoing against the alleged person, the Whistleblower shall ensure that the disclosure is made in good faith which for the best interest of TalentCorp Group (not for personal gain).
- (c) Please be informed that the Whistleblower is required to demonstrate that they have good grounds for the concerns in respect of the Wrongdoing.

However, when making disclosure, the Whistleblower is not expected to provide a substantial and/or extensive evidence pertaining to the Wrongdoing (proof which are beyond reasonable doubt) or identify specifically the alleged person committing the Wrongdoing.

Please be further informed, in the event the Whistleblower knows as a matter of fact that there are good grounds of suspicion that and Wrongdoing is going to take place, such genuine concerns shall be raised at an early stage to the proper channels as explained under this Policy.

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8.0 PROCEDURES FOR HANDLING WHISTLEBLOWING REPORT

8.1. Initial Assessment and Deliberation

- (a) (redundancy with previous clause) Upon receipt of the Whistleblowing Report from the Authorized Persons, the IGU shall log in all details of the Whistleblowing Report into the register only within the knowledge of IGU.
- (b) Upon receipt of the Whistleblowing Report by the IGU from the Authorized Persons, the IGU shall conduct initial assessment and deliberation on the details of the Whistleblowing Report. The initial assessment and deliberation shall be conducted by IGU in high confidential in nature.
- (c) The initial assessment and deliberation shall be completed by IGU within fourteen (14) working days upon receipt the Whistleblowing Report from the Authorized Persons. During the initial assessment and deliberation period, IGU shall reassess the authenticity, clarity, sufficiency of information and impact of each Whistleblowing Policy to make a decision on whether there is a case for further investigation.
- (d) In the event after the initial assessment and deliberation period, IGU finds that the complaint is unjustified or the Whistleblower does not provide sufficient information for full investigation, then IGU shall retain the record pertaining to the initial assessment and deliberation by IGU for record purposes only.
- (e) In the event there is a case to be investigated further, IGU shall lead the investigation and may decide from time to time for the appointment of appropriate party and/or independent party to assist IGU in conducting the investigation subject to the nature and complexity of the case.
- (f) IGU may recommend and/or suggest to the Group Chief Executive Officer of TalentCorp Group (“GCEO”) to take necessary actions to mitigate losses and/or damages that may be suffered by TalentCorp Group pending completion of the investigation exercise whereby the details of such actions shall include but not limited to the followings:

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- i. to temporary withdraw all access rights to TalentCorp Group’s premises including computer systems including any authority that may be vested by TalentCorp Group to the alleged person person(s); or
 - ii. (to issue written notice to the alleged person(s) that an investigation has been conducted against them and advise them to cooperate and provide full information and/or disclosure to the investigation team; or
 - iii. if applicable, to suspend the person(s) from becoming any part of the members in any committee under the TalentCorp Group pending completion of the investigation; or
 - iv. to seek legal advise and/or opinion from external advisor, if required;
 - v. lodge a report and/or complaint to local authorities (provided that prior notification shall be made to IC by the IGU; or
 - vi. any other actions that may be reasonable and/or required to be conducted as recommended and/or suggested by IGU.
- (g) In the event IGU is of the opinion that relevant action is required as stipulated under paragraph (f) above, IGU and/or Integrity and Governance Officer shall immediately brief GCEO and seek from GCEO for relevant departments in the TalentCorp Group to implement the recommended action upon approval of the GCEO.

8.2. Deliberation of Investigation Report by the Investigation Team

- (a) The quorum for Integrity Committee meeting shall be two (2) permanent members.
- (b) IC reserves the right to appoint any other person who may have the related expertise or information in relation to a specific case, to be part of the committee of IC on case-to-case basis.
- (c) The IC shall convene a meeting for the deliberation of the investigation report received from the investigation team on 10th each month or when applicable. The Integrity and Governance Officer shall provide status report to IC on quarterly basis detailing on the total Whistleblowing Report received, status of

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each case, closure of completed case and any other matters and/or issues which are relevant for IC.

- (d) The IC shall deliberate to BOD upon reviewing the investigation reports prepared by the investigation team whereby IC shall provide advice to the BOD on the next appropriate actions that are required to be taken by TalentCorp Group against the alleged person(s). The appropriate actions may include but not limited to the followings:
- i. disciplinary proceedings by human resource department; or
 - ii. actions to be taken under law i.e. reporting to PDRM, MACC etc; or
 - iii. initiation of civil or criminal action; or
 - iv. any other actions that are required and/or reasonable to protect the interest of TalentCorp Group; or
 - v. any other action as listed in the Director’s Code of Ethics. To add in for BOD related (Director Code of Ethics)
- (e) In the event the alleged person who are related to the case is part of the member of the said department and/or committee, then the case shall be managed as follows:

Alleged Person	Person to handle the complaint and/or report
Employee	Authorized Person
Authorized Persons	IGU
IGU	GCEO
GCEO	IC
IC	BOD
BOD	IC

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8.3. Follow Up by the Integrity and Governance Officer

- (a) In The Integrity and Governance Officer shall within fourteen (14) working days upon initial assessment and deliberation by the IGU on the Whistleblowing Report, contact the Whistleblower to acknowledge that the complaint and/or concern has been received and indicate how TalentCorp Group proposes to deal with the matter.
- (b) Please be informed that TalentCorp Group is not obligated to disclose any details in respect of the investigation exercise conducted by the investigation team including the results and/or outcome of the investigation to the Whistleblower.

8.4. The summary of the process flow is attached under **Appendix 3** of this Policy.

9.0 PROTECTION FOR THE WHISTLEBLOWER

- 9.1. TalentCorp Group shall not tolerate any direct or indirect harassment, discrimination or victimization and shall take appropriate actions that are possible to protect the Whistleblower.
- 9.2. The Whistleblower who feels that he/she has been directly or indirectly harassed, discriminated and/or victimized by any party may report the same in accordance with the procedures as stipulated under this Policy.
- 9.3. Any attempt to retaliate, victimize or intimidate against the Whistleblower is a serious violation of this Policy and shall be dealt with disciplinary actions.
- 9.4. A Whistleblower shall be protected against adverse and detrimental employment action, e.g. dismissal, termination of contract, demotion, suspension and harassment, provided the disclosure of Wrongdoing is made in good faith.

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10.0 CONFIDENTIALITY

- 10.1. TalentCorp Group is committed to ensure that all disclosed information by the Whistleblower including the identity of the Whistleblower shall be treated with strict confidentiality under this Policy.
- 10.2. For clarification purpose, any Whistleblowing Report and/or any related matters thereto shall not be disclosed to any other party other than those who have legitimate need to know.

11.0 REVOCATION OF PROTECTION AND CONFIDENTIALITY

- 11.1. The protection and confidentiality accorded to the Whistleblower can be revoked under these circumstances:
- (a) the Whistleblower participated in the Wrongdoing; or
 - (b) the Whistleblower willfully made in his disclosure of Wrongdoing a material statement which he knew or believe to be false or did not believe to be true; or
 - (c) the disclosure is made with malicious intent; or
 - (d) the disclosure is frivolous and vexatious; or
 - (e) the disclosure is to avoid dismissal or other disciplinary action; or
 - (f) the disclosure involves questioning the merits of Government policy including policy of a public body and the merits of the decision by the BOD and the management; or
 - (g) the information disclosed to other party before or after disclosing through the whistleblowing channel provided under this Policy; or

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(h) the Whistleblower in the course of making the disclosure or providing further information commits an offence under any laws or regulatory obligations.

(This list is not exhaustive).

11.2. Whistleblower who makes disclosure of Wrongdoing with malice or in bad faith shall be dealt with disciplinary actions or legal proceedings.

12.0 REFERRAL TO ENFORCEMENT AGENCY

12.1. Management of TalentCorp Group may refer any disclosure of Wrongdoing and findings of the investigations under this Policy to enforcement agency.

12.2. Notwithstanding all of the above, Employees or members of the public may disclose Wrongdoing directly to enforcement agency as provided by law.

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APPENDIX 1

(To be taken, read and construed as an essential part of this Policy)

AUTHORIZED PERSONS

No.	Authorized Person	Contact Details
1	Integrity and Governance Officer Name :	Address : Telephone No. : Email :
2	External Secretariat Name :	Address : Telephone No. : Email :

APPENDIX 2

DIFFERENTIATION BETWEEN GRIEVANCE AND WHISTLEBLOWING

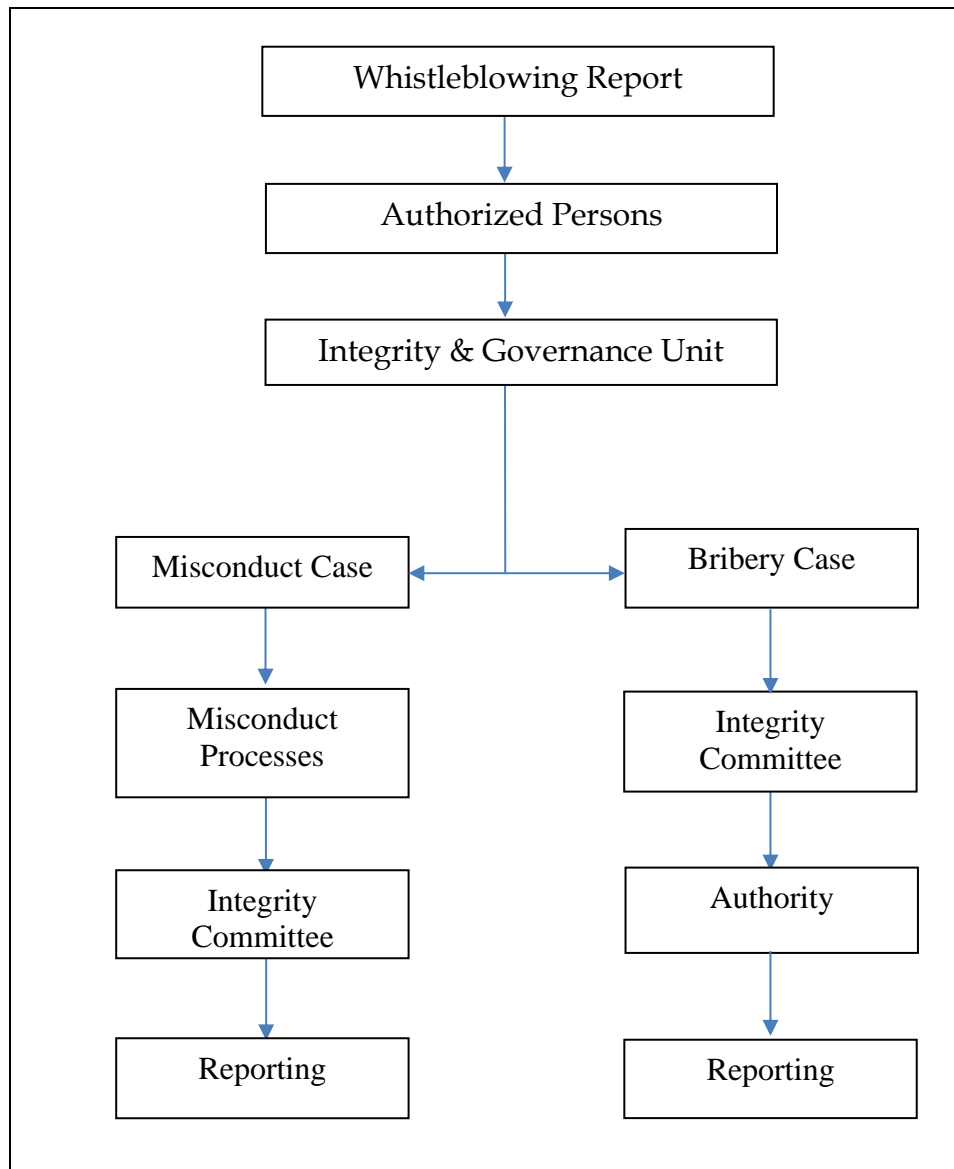
Grievance	Whistleblowing
<p>Any factor involving wages, hours or conditions of employment that is used as complaint against the employer.</p> <p>Types of Grievance issues:</p> <ul style="list-style-type: none"> - Employee compensation and benefits - Workload and its distribution - Workplace personnel policy and environment 	<p>The disclosure by a person, usually an employee in an organization to the public or to those in authority of mismanagement, corruption, illegality, or some other wrongdoing.</p> <p>Types of Whistleblowing issues:</p> <ul style="list-style-type: none"> - General wrongdoing as listed in the Employee Code of Conduct - Specific in Fraud and Bribery

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APPENDIX 3

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SUMMARY OF PROCESS FLOW



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