



**WHISTLEBLOWER POLICY AND PROCEDURES**  
**FOR**  
**WELLOUS SDN BHD**

January 2023

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## **1. General**

Wellous Group of Companies (The Group) require officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

As employees and representatives of The Group, we shall practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations, procedures and policies of The Group.

Whistleblowing is defined as the deliberate, voluntary disclosure or reporting of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated Improper Conduct within the organisation or by an organisation that is within its ability to control.

Improper Conduct covers a wide range of concerns, including but not limited to financial impropriety, violations of laws and regulations, unethical conduct, conflicts of interest, and other serious violations of company policies.

This Whistleblowing Policy ("Policy") is established in line with Section 587 of the Malaysian Companies Act 2016 ("Act"), which were intended to further enhance Corporate Governance in Malaysia, and the Whistle-Blower Protection Act 2010 wherein provisions have been made to protect Company Officers and Employees/Public Body Officers who make disclosures on non-observance of any requirement or provision of the Act or any serious offence involving fraud and dishonesty.

## **2. Purpose**

The purpose of this Whistleblower Policy is to establish a framework for Whistleblowers to report concerns or suspicions about unethical, illegal, or fraudulent activities within The Group. This policy ensures that whistleblowers who report such concerns are protected from retaliation and that reported matters are investigated and addressed promptly.

For the purpose of this Policy, a Whistleblower is the person who highlights any concerns pertaining to improper conduct as defined in this Policy.

Whistleblower encompasses employees (both permanent as well as contract employees), digital entrepreneurs, sales experts, contractors, vendors, customers or other stakeholders of Wellous Group of Companies.

## **3. Scope**

This policy applies to all employees (both permanent as well as contract employees). This Policy covers all reports made against any Employee that has committed an Improper conduct.

A report of Improper Conduct may be made by:



- (a) any Employee who has knowledge of an Improper Conduct committed by another Employee; and
- (b) any external party that has knowledge of an Improper Conduct committed by an Employee.

#### 4. Definitions

Term	Definition
<b>Wellous Group of Companies</b>	Encompassing Wellous Group Limited and its subsidiaries and other companies connected to Wellous to the extent Wellous has such rights.
<b>Digital Entrepreneur (DE)</b>	An authorized dealer who registers an account with Trader2U Sdn. Bhd.
<b>Sales Expert (SE)</b>	A staff hired by DE and registers an account with Trader2U Sdn. Bhd.
<b>Whistleblower</b>	A person who highlights any concerns pertaining to improper conduct to the designated channels.

#### 5. Roles And Responsibilities

##### 5.1. Board of Wellous Group Limited

The Board of Wellous Group Limited (The Board) has overall responsibility for this Policy and shall oversee the implementation of this Policy.

The Board has delegated day to day responsibility for the administration and implementation of the Policy to the Head of Internal Audit (IA). The use and effectiveness of this Policy shall be regularly monitored and reviewed by the Head of Internal Audit.

The owner of this document is Head of Internal Audit who shall be responsible for incorporating any amendments and updates into this document, obtaining the approval of the Board for those amendments and updates and distributing the same to the relevant parties.

##### 5.2. Whistleblower Independent Committee

Whistleblower Independent Committee (WIC) is a committee comprising Head of Internal Audit, the Chairperson of the Committee, Head of Legal and Director of Human Resources.

WIC shall review all complaints made by whistleblower. The Role of the WIC is to:

- (i) Ascertain whether WB's allegations warrant further investigation or otherwise
- (ii) Quarterly reporting to the Board on overall status of complaints received, investigated and resolved
- (iii) Monitor the status of ongoing investigation cases

- (iv) Recommend appropriate action to the Board on the outcome of any investigation

All complaints from the Whistleblower shall be reviewed by the WIC and the appropriate recommendation tabled by the Chairman of the WIC, namely Head of IA, to the CEO and the Board respectively on the complaints that have been referred to them in accordance with the requirements in this policy for necessary action.

## **6. Reporting Procedures**

### **6.1. Filing a Report**

- i. A Whistleblower may report allegations of suspected improper conducts.
- ii. Reports of allegations of suspected Improper Conducts are encouraged to be made in writing so as to assure a clear understanding of the issues raised, but may be made orally to the designated channels.
- iii. Such reports should be factual rather than speculative or conclusory, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.
- iv. Anyone with a concern may report it through the following designated channels in writing, all of which are confidential:
  - a. Reporting to a direct supervisor or manager;
  - b. Reporting to the Whistleblower Portal; and
  - c. If, for any reason, the whistleblower is uncomfortable reporting through the above channels, or believes that those channels have not adequately addressed the concern, the matter can be reported to the Board.
- v. The organization recognizes the importance of anonymity in some situations and therefore, reports can be made anonymously through the Whistleblower Portal. However, the Company may consider investigating an anonymous allegation after having considered the following:
  - a. the seriousness of the concern;
  - b. the credibility of the concern; and
  - c. the likelihood of confirming the concern from credible sources.
- vi. The officer who received the complaint or report from the Whistleblower is prohibited from disclosing the identity of a Whistleblower unless he or she obtains the Whistleblower's permission to do so, or when the disclosure is to a law enforcement agency that is conducting a criminal investigation.

### **6.2. Log of Reports of Improper Conduct**

- i. All reports of Improper Conduct, findings of investigations and monitoring and corrective actions shall be centralised and logged in a log administered and monitored by the Head of IA. The Head of IA may assign a designated officer in Internal Audit Division to manage the log. The Board shall be informed of any new reports of Improper Conduct and may request to review the log at any time.

- ii. The CEO shall be kept informed of any new reports of Improper Conduct reported (to the extent possible, without disclosure of identities of the Whistleblower and the person that allegedly committed that Improper Conduct) so that any interim corrective measure (if applicable) regarding any Improper Conduct can be taken immediately.
- iii. The log of all complaints from the Whistleblower shall be reviewed by the WIC and the appropriate recommendation tabled by the Chairman of the WIC, namely Head of IA, to the CEO and the Board respectively on the complaints that have been referred to them in accordance with the requirements in this policy for necessary action.

### **6.3. Investigation and Findings Reporting**

- i. WIC, chaired by Head of IA, will discuss, deliberate all reports made by Whistleblowers as to ensure coordination and decision on initiation of investigation and reporting are carried out. The WIC will review all reports of allegations of known or suspected improper conduct and will assess the basis for commencing an investigation.
- ii. Upon review of the findings of the preliminary investigation, WIC may:
  - a. instruct the matter to be closed in the event the preliminary findings clearly indicate that there are no circumstances that warrant a full investigation; or
  - b. IA to commence a full investigation in the event the preliminary findings clearly indicate suspicious circumstance; or
  - c. refer the matter to the Board to determine the next cause of action; or
  - d. in cases where the preliminary findings disclose a possible criminal offence, the consultation with external legal advisors may require in deciding if the matter should be referred to the relevant authorities, such as the police or the Malaysia Anti-Corruption Commission (“MACC”) for further action.
- iii. In the event of full investigation is to be conducted, all employees shall give their full cooperation to any investigation conducted.
- iv. All information, documents, records and reports relating to the investigation of an Improper Conduct shall be kept securely to ensure its confidentiality.
- v. Upon the conclusion of an investigation, the investigation report shall be reviewed by the CEO. Upon the review of such investigation report, the CEO shall determine whether the allegation could be substantiated or not. In the event the allegation is substantiated, the CEO will identify and recommend the corrective action to be taken to mitigate the risks of such Improper Conduct recurring and recommend if disciplinary action is to be taken against the wrongdoer.
- vi. Any disciplinary action against any Employee, it shall be carried out in accordance with the procedures for disciplinary action stipulated in the applicable Human Resources Policy.

## **7. Requirement of Good Faith**

The company expects all Whistleblowers, especially the employees to act in good faith and have reasonable grounds when reporting an incident. If allegations are proven to be ill-intentioned, malicious and frivolous, the employee(s) may face disciplinary action in accordance with the Company's disciplinary policies, including termination of employment. Any person that has not acted in good faith shall not be entitled to any protection under this Policy.

## **8. Protection from Retaliation**

**8.1.** The culture of openness and transparency is encouraged where concerns regarding any improper conduct can be reported in an appropriate way at an early stage without fear or apprehension that the Whistleblowers will be harassed or victimized in any way.

**8.2.** The Management of the company gives their assurance that the Whistleblowers will not be at risk to any form of victimization, retribution or retaliation. Any attempt to retaliate, victimize or intimidate against the Whistleblowers who made the report in good faith is a serious violation of this policy and shall be dealt with serious disciplinary actions and procedures.

## **9. Protection from Confidentiality**

**9.1.** Any person having knowledge of a report of Improper Conduct shall make all reasonable efforts to maintain the confidentiality of the Confidential Information, in particular the identity of the Whistleblower.

**9.2.** However, there may be circumstances, during the course of the investigation where it will be necessary to disclose the identity of the Whistleblower. If such circumstances exist, the Head of IA or the independent party involved in investigations shall endeavour to inform the Whistleblower that his/her identity is likely to be disclosed and to obtain his/her consent for the said disclosure.

**9.3.** In order not to jeopardise any investigation, the Whistleblower shall make all reasonable efforts to maintain the confidentiality of the Confidential Information, in particular, the fact that a report has been filed, the nature of the Improper Conduct and the identity of the person(s) who have allegedly committed the Improper Conduct.

**9.4.** Any person who obtains any Confidential Information in the course of any investigation of an allegation of Improper Conduct shall not disclose any Confidential Information or any part thereof.

## **10. References**

- 10.1.** Malaysian Companies Act 2016 ("Act")
- 10.2.** Whistle-Blower Protection Act 2010.

## **11. Training and Communication**



The policy is made available at the corporate website and communication sessions would be held to create the awareness of the policy.

**12. Review and Revision**

The policy will be reviewed and updated yearly or when needed.

Version No.	Revision Date	Summary of Changes Made
Not applicable		

**13. Approval**

This Policy is approved by The Board of Wellous Group Limited.

**14. Effective Date**

The effective date of this document is 1 January 2024.