

BERJAYA AUTO BERHAD

GROUP WHISTLE-BLOWING POLICY

INTRODUCTION

1. Berjaya Auto Berhad (“BAuto” or “Company”) and its subsidiaries (“BAuto Group” or “Group”) is committed to achieving and maintaining high standards of corporate governance and professional responsibility in all its dealings in general.
2. Whistleblowers are protected under the Whistleblower Protection Act 2010.

DEFINITION

a) Whistleblower

Anyone making a Protected Disclosure under this Policy.

b) Protected Disclosure

Means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosure should be factual and not speculative in nature.

c) Group Audit Committee

Means BAuto’s Board Audit Committee

d) Preliminary Enquiry

Means the evaluation by the Administering Parties of the credibility or otherwise of facts, evidence and recording of statements provided by the Whistleblower in determining whether an investigation is good enough to proceed.

THE POLICY

3. To achieve this, the BAuto Board of Directors’ Policy on Whistleblower aims to provide all its “Employees” (including Directors) with the appropriate mechanisms to confidentially and anonymously provide information in an independent and unbiased manner, on any serious concern(s) relating to matters that may affect the professional and compliant operation of the Group’s business and its reputation, as covered in general by the Group’s Code of Conduct, on legal issues, on accounting or other related matters of good governance, to the ultimate attention of the Group’s Audit Committee.

ACTIONS BEFITTING DISCLOSURES

4. Examples of the type of matters that can and should be reported are (and the list is not exhaustive):
 - (i) a criminal offence e.g. fraudulent activities;
 - (ii) financial irregularity;
 - (iii) the giving or receiving of bribes, other illicit payments or inducements;
 - (iv) racial or sexual harassment; or
 - (v) deliberate concealment relating to any of the above.

BERJAYA AUTO BERHAD GROUP WHISTLE-BLOWING POLICY

5. The Policy will be administered by:

- (i) The Group Human Resource (HR) Department; and
- (ii) Assisted by the Corporate Planning & Internal Controls Department, with direct reporting to the CEO / Group's Audit Committee.
- (iii) In administering the Policy, the Board of Directors gives the assurance that Employees will not be at risk of any form of victimization, retribution or retaliation from their superiors or from any of its management. However, Employees must act in good faith in the provision of information. This assurance does not, however, extend to those who are found to have raised the matter under false or malicious intent. If proven as false or malicious intent or claims, the Whistleblower may be subjected to disciplinary actions by the Company.
- (iv) Any attempt to retaliate, victimize or intimidate against a Whistleblower making a report in good faith is a serious violation (of the Code) and this shall be dealt accordingly with serious disciplinary actions and procedures.

REPORTING PROCEDURE

6. The BAuto Group provides 2 methods of reporting the Whistleblower issue at hand.

Generally, the reporting process should take the following recommended route as prescribed below:

- (i) Raise the Reported Disclosure concern first with the immediate Line Manager or another Senior Manager within the Department.
- (ii) However, should the matter being reported involve directly the relevant Line Manager and / or Senior Manager, then the matter should be reported to the respective Head of Department (HOD).

If the matter concerned raised with the Department's HOD or simultaneously / subsequently to Group HR / Corporate Planning & Internal Controls, and feel that the issue has not been dealt with appropriately, therefore, the Whistleblower should then or also report the matter to the Group's Chief Executive Officer (Group CEO).

On reporting, if it is necessary to report such concern anonymously, the Whistleblower may do so. However, do bear in mind that it is generally easier to investigate and resolve issues if the Whistleblower's identity is known. Furthermore, appropriate feedback of the investigations may be shared with the Whistleblower.

Whenever possible, the Whistleblower should report the matter in writing and provide all supporting documentation. If this is not possible, oral reporting is acceptable.

- (iii) Investigation

The investigation will be concluded within a reasonable time frame commensurate with the matters disclosed in the Protected Disclosure.

If, based on the findings of the Preliminary Enquiry, the Administering Parties found that there is no basis to the allegations of wrongdoings and further found that:

- i. The Protected Disclosure by the Whistleblower is done in good faith, then a notice in writing shall be issued to the Whistleblower and the matter will be closed; or

BERJAYA AUTO BERHAD GROUP WHISTLE-BLOWING POLICY

- ii. The Protected Disclosure by the Whistleblower is NOT done in good faith, then the matter will be referred to Group Human Resource to consider whether an appropriate disciplinary action may be taken. The Whistleblower is entitled to seek redress from the Group Audit Committee.

The results of the findings or outcome will be made available and brought to the attention of the Company's Group's Audit Committee.

Appropriate feedback will be given to the Whistleblower, if his or her identity is known.

(iv) Legal Obligations

This Policy does not affect the rights or obligations of Whistleblower to report a criminal matter or other matter requiring disclosure to an external party as may be required by the Law.

7. Alternatively, the Whistleblower may refer the Protected Disclosure during normal office hours as observed by the Group to the following :

- Group CEO

By mail: No. 7 Jalan Pelukis U1/46,
Temasya Industrial Park, Seksyen U1,
40150 Shah Alam, Selangor.

By e-mail: ben@bauto.com.my

By fax: 603 – 7627 8890

- Group Human Resource By phone: 603 – 7627 8863

By mail: No. 7 Jalan Pelukis U1/46,
Temasya Industrial Park, Seksyen U1,
40150 Shah Alam, Selangor.

By e-mail: sitisapura.yusof@bauto.com.my

By fax: 603 – 7627 8960

- Head of Corporate Planning / Internal Controls By phone: 603 – 7627 8818

By mail: No. 7 Jalan Pelukis U1/46,
Temasya Industrial Park, Seksyen U1,
40150 Shah Alam, Selangor.

By e-mail: alexstcan@bauto.com.my

By fax: 603 – 7627 8966